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**If you are in any doubt** as to any aspect of this circular or as to the action to be taken, you should consult a licensed securities dealer or registered institution in securities, bank manager, solicitor, professional accountant or other professional adviser.

**If you have sold or transferred** all your shares in Roma Group Limited, you should at once hand this circular and the accompanying form of proxy to the purchaser or the transferee or to the bank, licensed securities dealer, registered institution in securities or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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*(Incorporated in the Cayman Islands with limited liability)*  
**(Stock code: 8072)**

**PROPOSALS FOR  
GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES;  
EXTENSION OF GENERAL MANDATE TO ISSUE SHARES; AND  
RE-ELECTION OF RETIRING DIRECTORS;  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

Capitalised terms used in the lower portion of this cover page as well as the inside cover page and contents page of this circular shall have the same respective meanings as those defined in the section headed “Definitions” of this circular.

A notice convening the AGM to be held at 22/F., China Overseas Building, 139 Hennessy Road, Wanchai, Hong Kong on Thursday, 28 September 2017 at 10:00 a.m. is set out on pages 20 to 25 of this circular.

A form of proxy for use in connection with the AGM is enclosed with this circular. If you do not intend to attend the AGM but wish to exercise your right as a Shareholder, you are requested to complete and sign the accompanying form of proxy in accordance with the instructions printed thereon and deposit the same at the office of the Company’s branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong as soon as possible and in any event, not later than 48 hours before the time appointed for holding the AGM or its adjournment. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or its adjournment should you so wish and in such event, the power of the proxy shall be deemed to be revoked.

*This circular and the form of proxy will remain on the GEM website at <http://www.hkgem.com> on the “Latest Company Announcements” page for at least 7 days from the date of its publication and on the website of the Company at [www.romagroup.com](http://www.romagroup.com).*

\* For identification purpose only

## **CHARACTERISTICS OF GEM**

**GEM has been positioned as a market designed to accommodate companies to which a higher investment risk may be attached than other companies listed on the Stock Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration. The greater risk profile and other characteristics of GEM mean that it is a market more suited to professional and other sophisticated investors.**

**Given the emerging nature of companies listed on GEM, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the main board of the Stock Exchange and no assurance is given that there will be a liquid market in the securities traded on GEM.**

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## DEFINITIONS

*In this circular, unless the context otherwise requires, the following expressions shall have the following respective meanings:*

“2016 AGM”	the annual general meeting of the Company held on 27 September 2016
“AGM”	the annual general meeting of the Company to be held at 22/F., China Overseas Building, 139 Hennessy Road, Wanchai, Hong Kong on Thursday, 28 September 2017 at 10:00 a.m.
“AGM Notice”	the notice convening the AGM set out on pages 20 to 25 of this circular
“Articles”	the articles of association of the Company, as amended, supplemented or otherwise modified from time to time
“Audit Committee”	the audit committee of the Board
“Board”	the board of Directors
“close associate(s)”	having the meaning ascribed thereto under the GEM Listing Rules
“Company”	Roma Group Limited, an exempted company incorporated under the laws of the Cayman Islands, the issued shares of which are listed on GEM (Stock code: 8072)
“Consolidated Shares”	ordinary shares of nominal value of HK\$0.064 in the share capital of the Company
“controlling shareholder(s)”	having the meaning ascribed thereto under the GEM Listing Rules
“core connected person(s)”	having the meaning ascribed thereto under the GEM Listing Rules
“Director(s)”	the director(s) of the Company
“EGM”	the extraordinary general meeting of the Company to be held before the AGM for the purpose of considering and, if thought fit, approving, among others, the resolution relating to the Proposed Share Consolidation
“GEM”	the Growth Enterprise Market of the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on the GEM

## DEFINITIONS

“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Issue Mandate”	a general and unconditional mandate proposed to be granted to the Directors to exercise all powers of the Company to allot, issue and deal with the Shares or the Consolidated Shares (as the case may be) as set out in resolution no. 5 of the AGM Notice
“Latest Practicable Date”	24 August 2017, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information for inclusion in this circular
“Nomination Committee”	the nomination committee of the Board
“PRC”	the People’s Republic of China
“Proposed Share Consolidation”	the proposed consolidation of every four issued and unissued Shares of HK\$0.016 each into one consolidation Share of HK\$0.64
“Remuneration Committee”	the remuneration committee of the Board
“Repurchase Mandate”	a general and unconditional mandate proposed to be granted to the Directors to exercise all powers of the Company to repurchase the Shares or the Consolidated Shares (as the case may be) as set out in resolution no. 6 of the AGM Notice
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the laws of Hong Kong) as amended, supplemented or otherwise modified from time to time
“Share(s)”	ordinary share(s) of nominal value of HK\$0.016 each in the share capital of the Company
“Shareholder(s)”	registered holder(s) of the Share(s) or the Consolidated Shares (as the case may be)

## DEFINITIONS

“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“substantial shareholder(s)”	having the meaning ascribed thereto under the GEM Listing Rules
“Takeovers Code”	the Codes on Takeovers and Mergers and Share Buy-backs as amended, supplemented or otherwise modified from time to time and administered by the Securities and Futures Commission of Hong Kong
“%”	per cent.

LETTER FROM THE BOARD



**ROMA**  
**ROMA GROUP LIMITED**

**羅馬集團有限公司\***

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock code: 8072)**

*Executive Directors:*

Dr. Cheung Wai Bun Charles, *J.P. (Chairman)*  
Ms. Chan Hong Nei Connie  
Mr. Yue Kwai Wa Ken

*Non-executive Directors*

Mr. Yim Wai Ning  
Mr. Ng Man Kung  
Mr. So Wing On

*Independent non-executive Directors:*

Mr. Choi Wai Tong Winton  
Mr. Ko Wai Lun Warren  
Mr. Wong Tat Keung

*Registered office:*

Cricket Square  
Hutchins Drive  
P.O. Box 2681  
Grand Cayman  
KY1-1111  
Cayman Islands

*Head office and principal place of  
business in Hong Kong:*

22/F., China Overseas Building  
139 Hennessy Road  
Wanchai, Hong Kong

29 August 2017

*To the Shareholders*

Dear Sir or Madam,

**PROPOSALS FOR  
GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES;  
EXTENSION OF GENERAL MANDATE TO ISSUE SHARES; AND  
RE-ELECTION OF RETIRING DIRECTORS;  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

**INTRODUCTION**

The purpose of this circular is to provide you with (a) the AGM Notice and (b) information relating to the resolutions to be proposed at the AGM for the Issue Mandate (including the extension of the Issue Mandate), the Repurchase Mandate, and the re-election of retiring Directors.

\* *For identification purpose only*

## LETTER FROM THE BOARD

According to the announcement of the Company dated 14 August 2017, the Company intends to, among others, consolidate the existing issued and unissued Shares and increase in authorised share capital from 1,250,000,000 Consolidated Shares to 9,000,000,000 Consolidated Shares (the “Proposed Increase in Authorised Share Capital”), which are subject to (i) the passing of ordinary resolutions by the Shareholders approving the Proposed Share Consolidation and the Proposed Increase in Authorised Share Capital at the EGM; and (ii) the Listing Committee of the Stock Exchange granting the listing of, and permission to deal in, the Consolidated Shares in issue.

### ISSUE MANDATE

Given that the general mandate granted to the Directors to issue Shares pursuant to an ordinary resolution passed by the Shareholders at the 2016 AGM will lapse at the conclusion of the AGM, an ordinary resolution will be proposed at the AGM to grant the Issue Mandate to the Directors.

As at the Latest Practicable Date, the issued share capital of the Company comprised 4,999,853,300 Shares.

Assuming that (i) no further Shares are issued or no Shares are repurchased and cancelled after the Latest Practicable Date and up to the date of the AGM and (ii) the Proposed Share Consolidation and the Proposed Increase in Authorised Share Capital are not approved by the Shareholders at the EGM or no such EGM will be held, the Directors will be able to allot, issue and deal with up to a total of 146,700 Shares if the Issue Mandate is granted at the AGM.

Assuming that (i) no further Shares or Consolidated Shares are issued or no Shares or Consolidated Shares are repurchased and cancelled after the Latest Practicable Date and up to the date of the AGM and (ii) the Proposed Share Consolidation and the Proposed Increase in Authorised Share Capital are approved by the Shareholders at the EGM, there will be 1,249,963,325 Consolidated Shares and the Directors will be able to allot, issue and deal with up to a total of 249,992,665 Consolidated Shares if the Issue Mandate is granted at the AGM.

The Issue Mandate will remain in effect until the earliest of (i) the conclusion of the next annual general meeting of the Company; (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles or any applicable laws of the Cayman Islands to be held; and (iii) the passing of an ordinary resolution by the Shareholders in general meeting of the Company revoking or varying the authority given to the Directors.

### REPURCHASE MANDATE

Given that the general mandate granted to the Directors to repurchase Shares pursuant to an ordinary resolution passed by the Shareholders at the 2016 AGM will lapse at the conclusion of the AGM, an ordinary resolution will be proposed at the AGM to grant the Repurchase Mandate to the Directors. The Shares which may be repurchased pursuant to the Repurchase Mandate are limited to a maximum of 10% of the aggregate number of Shares or Consolidated Shares (as the case may be) in issue at the date of passing of the proposed resolution of the Repurchase Mandate at the AGM. The Repurchase Mandate will remain in



## LETTER FROM THE BOARD

effect until the earliest of (i) the conclusion of the next annual general meeting of the Company; (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles or any applicable laws of the Cayman Islands to be held; and (iii) the passing of an ordinary resolution by the Shareholders in general meeting of the Company revoking or varying the authority given to the Directors.

An explanatory statement containing information regarding the Repurchase Mandate is set out in Appendix I to this circular.

### **EXTENSION OF GENERAL MANDATE TO ISSUE SHARES**

Subject to and conditional on the passing of the ordinary resolutions in relation to the Issue Mandate and the Repurchase Mandate, an ordinary resolution will be proposed at the AGM to extend the Issue Mandate by the addition to the aggregate number of Shares or Consolidated Shares (as the case may be) which may be allotted or agreed to be allotted conditionally or unconditionally the aggregate number of the issued Shares or Consolidated Shares (as the case may be) repurchased by the Company pursuant to the Repurchase Mandate provided that such extended amount shall not exceed 10% of the aggregate number of the issued Shares or Consolidated Shares (as the case may be) as at the date of passing the resolution for approving the Issue Mandate.

### **RE-ELECTION OF RETIRING DIRECTORS**

As at the Latest Practicable Date, the Board comprised Dr. Cheung Wai Bun Charles, *J.P.*, Ms. Chan Hong Nei Connie and Mr. Yue Kwai Wa Ken as the executive Directors, Mr. Yim Wai Ning, Mr. Ng Man Kung and Mr. So Wing On as the non-executive Directors, and Mr. Choi Wai Tong Winton, Mr. Ko Wai Lun Warren and Mr. Wong Tat Keung as the independent non-executive Directors.

Pursuant to Article 83(3) of the Articles, Ms. Chan Hong Nei Connie, Dr. Cheung Wai Bun Charles, *J.P.*, Mr. Yim Wai Ning, Mr. Choi Wai Tong Winton, Mr. Ng Man Kung and Mr. So Wing On who were appointed as Directors with effect from 20 April 2017, 2 June 2017, 16 June 2017 and 24 August 2017, respectively, shall retire at the AGM and being eligible, offer themselves for re-election at the AGM.

Pursuant to Articles 84(1) and (2) of the Articles, Mr. Wong Tat Keung shall retire from office as a Director by rotation at the AGM and being eligible, offer himself for re-election at the AGM.

The Nomination Committee has assessed and reviewed each of the independent non-executive Directors' annual written confirmations of independence based on the independence criteria as set out in Rule 5.09 of the GEM Listing Rules and confirmed that all the independent non-executive Directors including Mr. Choi Wai Tong Winton and Mr. Wong Tat Keung remain independent. Upon the nomination of the Nomination Committee, the Board has recommended that all the retiring Directors, namely Dr. Cheung Wai Bun Charles, *J.P.*, Ms. Chan Hong Nei Connie, Mr. Yim Wai Ning, Mr. Ng Man Kung, Mr. So Wing On, Mr. Choi

## LETTER FROM THE BOARD

Wai Tong Winton and Mr. Wong Tat Keung stand for re-election as Directors at the AGM. Each of the retiring Directors had abstained from voting at the relevant Board meeting on the respective propositions of their recommendations for re-election by the Shareholders.

Particulars relating to the retiring Directors to be re-elected at the AGM are set out in Appendix II to this circular in accordance with the relevant requirements of the GEM Listing Rules.

### **ANNUAL GENERAL MEETING AND PROXY ARRANGEMENT**

The AGM Notice is set out on pages 20 to 25 of this circular. At the AGM, ordinary resolutions in respect of, among others, the Issue Mandate (including the extension of the Issue Mandate), the Repurchase Mandate and the re-election of the retiring Directors will be proposed. A form of proxy for use in connection with the AGM is enclosed with this circular and such form of proxy is also published on the respective websites of the GEM ([www.hkgem.com](http://www.hkgem.com)) and the Company ([www.romagroup.com](http://www.romagroup.com)). In order to be valid, the form of proxy must be completed and signed in accordance with the instructions printed thereon and deposited at the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong, together with a power of attorney or other authority, if any, under which it is signed or a certified copy of such power or authority, not later than 48 hours before the time appointed for holding the AGM or its adjournment. Completion and return of the form of proxy will not preclude any Shareholder from attending and voting in person at the AGM or its adjournment should he/she/it so wish. If the Shareholder attends and vote at the AGM, the authority of the proxy shall be deemed to be revoked.

Pursuant to Rule 17.47(4) of the GEM Listing Rules, any vote of shareholders at a general meeting must be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. Therefore, all proposed resolutions as set out in the AGM Notice will be voted by poll.

The Company will announce the results of the poll in the manner prescribed under Rule 17.47(5) of the GEM Listing Rules after the AGM.

### **RESPONSIBILITY STATEMENT**

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief, the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

## LETTER FROM THE BOARD

### RECOMMENDATION

The Directors believe that the ordinary resolutions in relation to the Issue Mandate (including the extension of the Issue Mandate), the Repurchase Mandate and the re-election of the retiring Directors are in the interests of the Company and the Shareholders as a whole. Therefore, the Directors recommend the Shareholders to vote in favour of the relevant resolutions to be proposed at the AGM as set out in the AGM Notice on pages 20 to 25 of this circular.

Yours faithfully,  
By order of the Board  
**Roma Group Limited**  
**Yue Kwai Wa Ken**  
*Executive Director and Company Secretary*

*This appendix I serves as an explanatory statement, as required by Rule 13.08 of the GEM Listing Rules, to provide the requisite information to the Shareholders concerning the Repurchase Mandate proposed to be granted to the Directors.*

## **1. REPURCHASE OF SECURITIES FROM CONNECTED PARTIES**

The GEM Listing Rules prohibit a company from knowingly purchasing securities on the Stock Exchange from a “core connected person”, that is, a director, chief executive or substantial shareholder of the Company or any of its subsidiaries or their respective close associates and a core connected person is prohibited from knowingly selling his/her/its securities to the Company.

As at the Latest Practicable Date, to the best knowledge of the Directors having made all reasonable enquires, no core connected person of the Company has notified the Company that he/she/it has a present intention to sell any Shares to the Company nor has any such core connected person undertaken not to sell any of the Shares held by him/her/it to the Company in the event that the Repurchase Mandate is approved by the Shareholders at the AGM.

## **2. SHARE CAPITAL**

As at the Latest Practicable Date, the issued share capital of the Company comprised 4,999,853,300 Shares.

Subject to the passing of the ordinary resolution for the approval of the Repurchase Mandate and assuming that (i) no further Shares are issued or repurchased and cancelled after the Latest Practicable Date and up to the date of the AGM and (ii) the Proposed Share Consolidation is not approved by the Shareholders at the EGM or no such EGM will be held, the Directors would be authorised to repurchase up to a maximum of 499,985,330 Shares, representing 10% of the issued Shares as at the date of passing of the proposed resolution of the Repurchase Mandate at the AGM.

Assuming that (i) no further Shares or Consolidated Shares are issued or no Shares or Consolidated Shares are repurchased and cancelled after the Latest Practicable Date and up to the date of the AGM and (ii) the Proposed Share Consolidation is approved by the Shareholders at the EGM, there will be 1,249,963,325 Consolidated Shares, the Directors would be authorised to repurchase up to a maximum of 124,996,332 Consolidated Shares, representing 10% of the issued Consolidated Shares as at the date of passing of the proposed resolution of the Repurchase Mandate at the AGM.

The Repurchase will remain in effect until the earliest of (i) the conclusion of the next annual general meeting of the Company; (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles, or any applicable laws of the Cayman Islands to be held; and (iii) the revocation or variation of the Repurchase Mandate by an ordinary resolution of the Shareholders in a general meeting of the Company.

### 3. REASONS FOR REPURCHASES

The Directors believe that the Repurchase Mandate is in the interests of the Company and the Shareholders as a whole to have a general authority from the Shareholders to enable the Directors to repurchase Shares on the market. An exercise of the Repurchase Mandate may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net assets value per Share and/or earnings per Share and will only be made when the Directors believe that a repurchase will benefit the Company and the Shareholders as a whole.

### 4. FUNDING OF REPURCHASES

Pursuant to the Repurchase Mandate, repurchases would be funded entirely from the Company's available cash flow or working capital facilities, which will be funds legally available under the Cayman Islands laws and the memorandum of association of the Company, the Articles and the GEM Listing Rules for such purpose.

### 5. IMPACT ON WORKING CAPITAL OR GEARING LEVEL

An exercise of the Repurchase Mandate in full could have a material adverse impact on the working capital or gearing position of the Company compared with that as at 31 March 2017, being the date of its latest published audited consolidated financial statements. The Directors do not, however, intend to make any repurchase in circumstances that would have a material adverse impact on the working capital or gearing position of the Company.

### 6. SHARE PRICES

The highest and lowest prices at which the Shares have been traded on GEM in each of the past twelve months preceding the Latest Practicable Date were as follows:

	Trade Prices	
	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
<b>2016</b>		
August	0.056	0.038
September	0.098	0.043
October	0.084	0.051
November	0.064	0.051
December	0.059	0.049
<b>2017</b>		
January	0.052	0.039
February	0.055	0.039
March	0.048	0.041
April	0.044	0.031
May	0.067	0.031
June	0.084	0.046
July	0.095	0.041
August (up to and including the Latest Practicable Date)	0.064	0.038

## 7. DIRECTORS AND THEIR CLOSE ASSOCIATES

None of the Directors nor, to the best of their knowledge and belief having made all reasonable enquiries, their respective close associates, have any present intention to sell to the Company or its subsidiaries any of the Shares in the event that the Repurchase Mandate is approved by the Shareholders at the AGM.

## 8. UNDERTAKING OF THE DIRECTORS

The Directors have undertaken to the Stock Exchange that so far as the same may be applicable, they will exercise the powers of the Company to make repurchases pursuant to the Repurchase Mandate in accordance with the GEM Listing Rules and applicable laws of the Cayman Islands.

## 9. EFFECT OF THE TAKEOVERS CODE

If as a result of a repurchase of Shares under the Repurchase Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purpose of Rule 32 of the Takeovers Code. As a result, a Shareholder or a group of Shareholders acting in concert (as defined in the Takeovers Code), depending on the level of increase of the shareholding, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

If the Repurchase Mandate were exercised in full, the shareholding percentage of the substantial shareholders (based on the number of Shares they held as at the Latest Practicable Date) before and after such repurchase would be as follows:

Name of Shareholders	Number of Shares held	Number of Consolidated Shares held if the Proposed Share Consolidated is approved before the AGM	Approximate percentage of shareholding before the Repurchase Mandate is exercised	Approximate percentage of shareholding if the Repurchase Mandate is exercised in full
Aperto Investments Limited ("Aperto") (Note)	1,023,000,000	255,750,000	20.46	22.73
Mr. Luk Kee Yan Kelvin ("Mr. Luk") (Note)	1,023,000,000	255,750,000	20.46	22.73

*Note:* The entire issued share capital of Aperto is legally and beneficially owned by Mr. Luk, a former executive Director as well as the former chairman and chief executive officer of the Company, who resigned on 20 April 2017. Under the SFO, Mr. Luk is deemed to be interested in all the Shares held by Aperto.

In the event that the Directors shall exercise in full the Repurchase Mandate, the total interests of the above substantial Shareholders would be increased to approximately the respective percentages shown in the last column above. The Directors are not aware of any mandatory offer obligation which may arise under the Takeovers Code as a consequence of any purchase made under the Repurchase Mandate. As at the Latest Practicable Date, the Directors had no intention to exercise any of the Repurchase Mandate and was not aware of any consequences of repurchases which may result in the number of the issued Shares or the Consolidated Shares (as the case may be) in the hands of public falling below the minimum prescribed percentage of 25% as required by the GEM Listing Rules.

#### **10. SHARES REPURCHASE MADE BY THE COMPANY**

No repurchases of Shares have been made by the Company (whether on the Stock Exchange or otherwise) during the six months immediately prior to the Latest Practicable Date.

The following are the particulars of the Directors proposed to be re-elected at the AGM:

**(1) Dr. Cheung Wai Bun Charles, J.P. (張惠彬) (“Mr. Cheung”)**

Dr. Cheung, aged 81, has been appointed as an executive Director and the chairman of the Board since 2 June 2017. Dr. Cheung obtained an honorary doctorate degree in business administration from John Dewey University in the United States in December 1984 as well as a master’s degree in business administration and a bachelor of science degree in accounts and finance from New York University in the United States in June 1962 and February 1960 respectively. Dr. Cheung has appropriate professional accounting or related financial management expertise and is currently a director and the vice chairman of executive committee of Metropolitan Bank (China) Ltd., and he was formerly an independent non-executive director and the director general of the audit committee of China Resources Bank of Zhuhai Co. Ltd. Dr. Cheung is a member of the Hospital Governing Committee of Hong Kong Eye Hospital and Kowloon Hospital and a member of the Regional Advisory Committee of Kowloon of the Hospital Authority. Dr. Cheung is a council member of the Hong Kong Institute of Directors and is also the special advisor to the president of the University of Victoria in Canada. He is currently an independent non-executive director of the following companies whose shares are listed on the main board of the Stock Exchange or GEM (as the case may be):

- Pioneer Global Group Limited (Stock code: 224);
- China Financial International Investments Limited (formerly known as Sunshine Capital Investments Group Limited) (Stock code: 721);
- China Taifeng Beddings Holdings Limited (Stock code: 873);
- Universal Technologies Holdings Limited (Stock code: 1026);
- Jiayuan International Group Limited (Stock code: 2768);
- Modern Dental Group Limited (Stock code: 3600); and
- Yin He Holdings Limited (formerly known as Zebra Strategic Holdings Limited) (Stock code: 8260).

Dr. Cheung has also been a non-executive director of Galaxy Entertainment Group Limited whose shares are listed on the Stock Exchange (Stock code: 27) since 2015. He was formerly an independent non-executive director of Grand T G Gold Holdings Limited whose shares are listed on GEM (Stock code: 8299), from July 2009 to March 2016 and Shanghai Electric Group Company Limited whose shares are listed on the Stock Exchange (Stock code: 2727), from November 2004 to February 2014.

Dr. Cheung has entered into a service agreement with the Company for a term of three years with effect from 2 June 2017, provided that either party may terminate such service agreement at any time by giving at least three months’ notice in writing. Pursuant to the



service agreement, Dr. Cheung is entitled to a remuneration of HK\$50,000 per month which is determined and will be reviewed annually by the Remuneration Committee and the Board by reference to his duties and responsibilities with the Company, the Company's performance and the prevailing market conditions. In accordance with the Articles, Dr. Cheung is subject to retirement by rotation and re-election at the Company's general meetings.

Save as disclosed above, Dr. Cheung has not held other directorship in any public companies, the securities of which are listed on any securities market in Hong Kong or overseas in the last three years and does not hold any other position within the Group.

Dr. Cheung does not have any relationship with any directors, senior management, substantial shareholders or controlling shareholders of the Company. As at the Latest Practicable Date, Dr. Cheung did not have any interests or short position in the shares, underlying shares and debentures of the Company or any of its associated corporations within the meaning of Part XV of the SFO.

Save as disclosed above, there are no other matters relating to the re-election of Dr. Cheung as a Director that need to be brought to the attention of the Shareholders and there is no other information that should be disclosed pursuant to any of the requirements under Rule 17.50(2)(h) to (v) of the GEM Listing Rules.

**(2) Ms. Chan Hong Nei Connie (陳康妮) (“Ms. Chan”)**

Ms. Chan, aged 35, has been appointed as an executive Director and a member of each of the Remuneration Committee and the Nomination Committee since 20 April 2017. Ms. Chan is the chief financial officer of the Group and is also a director of a number of subsidiaries of the Company. Ms. Chan obtained a bachelor's degree in accountancy from The City University of Hong Kong in November 2005. Ms. Chan has been a certified public accountant of the Hong Kong Institute of Certified Public Accountants since September 2010. Ms. Chan has over 10 years of experience in accounting, auditing and corporate finance. She joined Deloitte Touche Tohmatsu, an international accounting firm in August 2005 initially as staff accountant and was promoted to associate in September 2006, to senior associate in October 2007 and finally to manager in October 2010 until she left in December 2010. She then worked in Quam Capital Limited from December 2010 to February 2014 and her last position held was manager of the finance advisory department. She was mainly responsible for the provision of advisory services to enterprises in Hong Kong and the PRC, including initial public offerings on the GEM and on the main board of the Stock Exchange, takeovers, disposals and acquisitions of assets and corporate restructuring of listed companies. Ms. Chan has been appointed as a non-executive director of Season Pacific Holdings Limited, the shares of which are listed on GEM (Stock code: 8127) since June 2015.

Ms. Chan has entered into a service agreement with the Group for an initial term of three years commencing on 20 April 2017 and continues thereafter until terminated in accordance with the terms of the agreement and is subject to retirement by rotation and re-election pursuant to the Articles. She is entitled to an annual remuneration of approximately

HK\$1,400,000. Such emolument will be determined annually by the Remuneration Committee by reference to her experience, responsibilities with the Group and the prevailing market conditions.

Save as disclosed above, Ms. Chan has not held other directorship in any public companies, the securities of which are listed on any securities market in Hong Kong or overseas in the last three years and does not hold any other position within the Group.

Ms. Chan does not have any relationship with any directors, senior management, substantial shareholders or controlling shareholders of the Company. As at the Latest Practicable Date, Ms. Chan did not have any interests or short position in the shares, underlying shares and debentures of the Company or any of its associated corporations within the meaning of Part XV of the SFO.

Save as disclosed above, there are no other matters relating to the re-election of Ms. Chan as a Director that need to be brought to the attention of the Shareholders and there is no other information that should be disclosed pursuant to any of the requirements under Rule 17.50(2)(h) to (v) of the GEM Listing Rules.

### (3) Mr. Yim Wai Ning (閻偉寧) (“Mr. Yim”)

Mr. Yim, aged 57, has been appointed as a non-executive Director since 2 June 2017. Mr. Yim has over 30 years of experience in the import and export trade between the PRC and Hong Kong, with an active relationship with the PRC government and business community in the PRC and Hong Kong. He is currently a member of 中國寧夏回族自治區港澳區政協 (transliterated as Chinese People’s Political Consultative Conference of the Ningxia Hui Autonomous Region in Hong Kong and Macau), the vice president of 中國和平統一促進會香港總會 (transliterated as Hong Kong Association for the Promotion of Peaceful Reunification of the PRC), an adviser to the senior officers of Hong Kong Auxiliary Medical Service, a director of Hong Kong Commerce & Industry Associations, and the honorary president of Wanchai and Central & Western District Industries and Commerce Association. Mr. Yim is also the managing director of Global APAC Enterprise Limited, Asian Pacific Net-Space Port Limited, HK Huanyu Industrial Holding Co., Limited, Hoi Li (Hong Kong) Holdings Limited and Fu Shi Industrial (Hong Kong) International Limited.

Mr. Yim has entered into a letter of appointment with the Company for a term of three years with effect from 2 June 2017, provided that either party may terminate such letter of appointment at any time by giving at least three months’ notice in writing. Pursuant to the letter of appointment, Mr. Yim is entitled to HK\$20,000 per month as Director’s fee. In accordance with the Articles, Mr. Yim is subject to retirement by rotation and re-election at the Company’s general meetings. The Director’s fee for Mr. Yim will be reviewed annually by the Remuneration Committee and the Board by reference to his duties and responsibilities with the Company, the Company’s performance and the prevailing market conditions.

Mr. Yim has not held other directorship in any public companies, the securities of which are listed on any securities market in Hong Kong or overseas in the last three years and does not hold any other position within the Group.

Mr. Yim does not have any relationship with any directors, senior management, substantial shareholders or controlling shareholders of the Company. As at the Latest Practicable Date, Mr. Yim did not have any interests or short position in the shares, underlying shares and debentures of the Company or any of its associated corporations within the meaning of Part XV of the SFO.

Save as disclosed above, there are no other matters relating to the re-election of Mr. Yim as a Director that need to be brought to the attention of the Shareholders and there is no other information that should be disclosed pursuant to any of the requirements under Rule 17.50(2)(h) to (v) of the GEM Listing Rules.

**(4) Mr. Ng Man Kung (吳文拱) (“Mr. Ng”)**

Mr. Ng, aged 66, has been appointed as a non-executive Director on 24 August 2017. Mr. Ng has been senior management in the banking industry of Hong Kong for 28 years. He was appointed as the managing director and general manager of Chiyu Banking Corporation Limited in 1992 and the vice-chairman and chief executive of Chiyu Banking Corporation Limited in 2001. He retired from Chiyu Banking Corporation Limited in 2012. Mr. Ng was a member of the council of the Hong Kong Polytechnic University from 1995 to 1999 and a member of Fujian Provincial Committee of the Chinese People’s Political Consultative Conference from 1993 to 2013. He was a business consultant of China Orient Asset Management (International) Holdings Limited from January 2014 to April 2015. Mr. Ng graduated from the Hong Kong Polytechnic University with an attendance certificate in banking.

Mr. Ng has been an independent non-executive director of Fujian Holdings Limited (stock code: 181) since 30 June 2014, ELL Environmental Holdings Limited (stock code: 1395) since 5 September 2014, Global Tech (Holdings) Limited (stock code: 143) since 11 March 2016, Topsearch International (Holdings) Limited (currently known as China HKBridge Holdings Limited) (stock code: 2323) since 22 March 2016, and Shanghai Zendai Property Limited (stock code: 755) since 25 May 2017, all being companies listed on the main board of the Stock Exchange.

Mr. Ng has entered into a letter of appointment with the Company for a term of three years with effect from 24 August 2017, provided that either party may terminate such service agreement at any time by giving at least three months’ notice in writing. Pursuant to the letter of appointment, Mr. Ng is entitled to a remuneration of HK\$20,000 per month, which is determined and will be reviewed annually by the Remuneration Committee and the Board by reference to his duties and responsibilities with the Company, the Company’s performance and the prevailing market conditions.

Mr. Ng has no interest in any shares of the Company within the meaning of Part XV of the SFO; and does not have other relationship with any Directors, senior management, substantial shareholders or controlling shareholders of the Company. Save as disclosed above, Mr. Ng has not held any directorship in any listed public companies in the last three years or any other position with the Company and other members of the Group or other major appointments and professional qualifications.

Save as disclosed above, there are no other matters relating to the re-election of Mr. Ng as a Director that needed to be brought to the attention of the Shareholders and there is no other information that should be disclosed pursuant to any of the requirements under Rule 17.50(2)(h) to (v) of the GEM Listing Rules.

**(5) Mr. So Wing On (蘇永安) (“Mr. So”)**

Mr. So, aged 67, has been appointed as a non-executive Director on 24 August 2017. Mr. So possesses over 25 years of experience in the logistics industry. He is the chairman of the board of Risetech International Logistics Group Limited. He founded Risetech Shipping International Limited in 1991, Risetech Container Lines Limited in 1992, Risetech Airfreight Logistics Limited in 1996, and also Anji Chuanda Logistics (Wharf) Co., Ltd.<sup>#</sup> (安吉川達物流(碼頭)有限公司). He has served as honorary chairman of Hong Kong Logistics Association, vice chairman of Hong Kong Sea Transport and Logistics Association, and chairman of Peking University China Study Course Alumni Association<sup>#</sup> (北京大學中國研修班同學會會長).

Mr. So had served Hong Kong community for more than 40 years. He is currently a member of Hong Kong Trade Development Council Logistics Services Advisory Committee, honorary chairman of the Taiwan Business Association (HK) Ltd., member of the University of Hong Kong Foundation and honorary chairman of the Chinese Society of University of Hong Kong, executive director of Hong Kong Federation of Fujian Associations and director of Fukien Secondary School.

Mr. So is also a director of Association for the Promotion of Peaceful Reunification of China<sup>#</sup> (中國和平統一促進會理事), vice president of Hong Kong Association for Promotion of Peaceful Reunification of China<sup>#</sup> (中國和平統一促進會香港總會副會長), director of China Overseas Friendship Association<sup>#</sup> (中華海外聯誼會理事), member of CPPCC of Gansu Province<sup>#</sup> (甘肅省政協委員), consultant president of the International Association of Chinese Traders<sup>#</sup> (國際華商協進會顧問會長), president of Cross-Strait Peaceful Development Federation<sup>#</sup> (兩岸和平發展聯合總會理事長), and secretary-general of Asian Brand Association Hong Kong Branch<sup>#</sup> (亞洲品牌協會香港分會秘書長).

Mr. So was awarded the World Outstanding Chinese Award (2004). He was also a co-opted member of the Eastern District Council during 2004 to 2007, director of Po Leung Kuk in Hong Kong, director of Hong Kong and Macau Taiwanese Charity Fund, and chief permanent honorary president of Chung Sing Benevolent Society.

Mr. So has entered into a letter of appointment with the Company for a term of three years with effect from 24 August 2017, provided that either party may terminate such service agreement at any time by giving at least three months' notice in writing. Pursuant to the letter of appointment, Mr. So is entitled to a remuneration of HK\$20,000 per month, which is

<sup>#</sup> The English translation of Chinese name(s), where indicated, is included for information only, and should not be regarded as the official English name(s) of such Chinese name(s).

determined and will be reviewed annually by the remuneration committee of the Company and the Board with reference to his duties and responsibilities with the Company, the Company's performance and the prevailing market conditions.

Mr. So has no interest in any shares of the Company within the meaning of Part XV of the SFO; and does not have other relationship with any Directors, senior management, substantial shareholders or controlling shareholders of the Company. Mr. So has not held any directorship in any listed public companies in the last three years or any other position with the Company and other members of the Group or other major appointments and professional qualifications.

Save as disclosed above, there are no other matters relating to the re-election of Mr. So as a Director that needed to be brought to the attention of the Shareholders and there is no other information that should be disclosed pursuant to any of the requirements under Rule 17.50(2)(h) to (v) of the GEM Listing Rules.

**(6) Mr. Choi Wai Tong Winton (蔡偉棠) (“Mr. Choi”)**

Mr. Choi, aged 41, has been appointed as an independent non-executive Director since 16 June 2017. He is the chairman of the Nomination Committee and a member of each of the Audit Committee and the Remuneration Committee. Mr. Choi holds a bachelor's degree in Engineering and a master's degree in Technology Management from The Hong Kong University of Science and Technology. He has over 19 years of experience in the field of information technology and digital business development. He has extensive experience in information technology projects, for which he normally be the team leader and e-commerce implementation in the markets of Hong Kong and the PRC. Mr. Choi is currently a digital director of a company which is a total marketing solution provider in the PRC mainly serving first-tier luxury and premium brands.

Mr. Choi is appointed by way of a letter of appointment for an initial term of one year commencing on 16 June 2017 and is subject to retirement by rotation and other related provisions as stipulated in the Articles. Mr. Choi is entitled to a Director's fee of HK\$10,000 per month, which was determined by the Board by reference to the prevailing market conditions, his experience, duties and responsibilities with the Company.

Mr. Choi has not held other directorship in any public companies, the securities of which are listed on any securities market in Hong Kong or overseas in the last three years. Save as disclosed above, he does not hold any other position within the Group.

Mr. Choi does not have any relationship with any directors, senior management, substantial shareholders or controlling shareholders of the Company. As at the Latest Practicable Date, Mr. Choi did not have any interests or short position in the shares, underlying shares and debentures of the Company or any of its associated corporations within the meaning of Part XV of the SFO.

Save as disclosed above, there are no other matters relating to the re-election of Mr. Choi as a Director that need to be brought to the attention of the Shareholders and there is no other information that should be disclosed pursuant to any of the requirements under Rule 17.50(2)(h) to (v) of the GEM Listing Rules.

**(7) Mr. Wong Tat Keung (黃達強) (“Mr. Wong”)**

Mr. Wong, aged 46, has been appointed as an independent non-executive Director since 2 March 2016. He is the chairman of the Audit Committee and a member of each of the Remuneration Committee and the Nomination Committee. Mr. Wong is a holder of a master’s degree in business administration (financial services) from the University of Greenwich, England. He is a fellow member of the Hong Kong Institute of Certified Public Accountants and has more than 21 years of experience in audit, taxation, accounting and business advisory. From January 2006 to February 2010, he was the proprietor of Aston Wong & Co., Certified Public Accountants practising in Hong Kong. Since January 2010, he has been a director of his own corporate practice, namely Aston Wong CPA Limited. Mr. Wong has been appointed as an independent non-executive director of Singapore Development Limited whose shares are listed on Singapore Exchange Securities Trading Limited since 27 January 2017. Mr. Wong was an independent non-executive director of ZH International Holdings Limited whose shares are listed on the Stock Exchange (Stock code: 185) between 7 December 2009 and 27 July 2015.

Mr. Wong has entered into a letter of appointment with the Company for a term from 2 March 2016 to 31 March 2017 and will continue thereafter unless terminated by either party giving at least one month’s notice in writing and is subject to retirement by rotation and re-election pursuant to the Articles. He is entitled to an annual director’s fee of HK\$120,000 and his emolument for the year ended 31 March 2017 was approximately HK\$10,000. Such emolument will be determined annually by the Remuneration Committee by reference to his experience, responsibilities with the Company and the prevailing market conditions.

Save as disclosed above, Mr. Wong has not held other directorship in any public companies, the securities of which are listed on any securities market in Hong Kong or overseas in the last three years and does not hold any other position within the Group.

Mr. Wong does not have any relationship with any directors, senior management, substantial shareholders or controlling shareholders of the Company. As at the Latest Practicable Date, Mr. Wong did not have any interests or short position in the shares, underlying shares and debentures of the Company or any of its associated corporations within the meaning of Part XV of the SFO.

Save as disclosed above, there are no other matters relating to the re-election of Mr. Wong as a Director that need to be brought to the attention of the Shareholders and there is no other information that should be disclosed pursuant to any of the requirements under Rule 17.50(2)(h) to (v) of the GEM Listing Rules.

**NOTICE OF ANNUAL GENERAL MEETING**



**ROMA  
ROMA GROUP LIMITED**

**羅馬集團有限公司\***

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock code: 8072)**

**NOTICE IS HEREBY GIVEN THAT** the annual general meeting (the “2017 AGM”) of the shareholders of Roma Group Limited (the “Company”) will be held at 22/F., China Overseas Building, 139 Hennessy Road, Wanchai, Hong Kong on Thursday, 28 September 2017 at 10:00 a.m. for the following purposes:

1. To consider and adopt the audited consolidated financial statements of the Company and its subsidiaries for the year ended 31 March 2017 together with the respective reports of the Company’s directors (the “Directors”) and independent auditor (the “Independent Auditor”).
2. To re-elect the following retiring Directors:
  - a. Dr. Cheung Wai Bun Charles, *J.P.* as an executive Director (the “ED”);
  - b. Ms. Chan Hong Nei Connie as an ED;
  - c. Mr. Yim Wai Ning as a non-executive Director (the “NED”);
  - d. Mr. Ng Man Kung as a NED;
  - e. Mr. So Wing On as a NED;
  - f. Mr. Choi Wai Tong Winton as an independent non-executive Director (the “INED”) ; and
  - g. Mr. Wong Tat Keung as an INED.
3. To authorise the board of Directors (the “Board”) to fix the Directors’ remuneration for the year ending 31 March 2018.
4. To re-appoint BDO Limited as the Independent Auditor and to authorise the Board to fix its remuneration.

\* *For identification purpose only*

## NOTICE OF ANNUAL GENERAL MEETING

To consider and, if thought fit, pass the following resolutions with or without amendments as ordinary resolutions:

5. **“THAT:**

- (a) subject to paragraph (c) below, pursuant to the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited (the “GEM Listing Rules”), the exercise by the directors of the Company (the “Directors”) during the Relevant Period (as defined below) of all the powers of the Company to allot, issue and deal with unissued shares in the share capital of the Company (the “Shares”) and to make or grant offers, agreements and options, including warrants, bonds and securities convertible into or exchangeable for the Shares, which might require the exercise of such powers be and the same is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) above shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options, including warrants, bonds and securities convertible into or exchangeable for the Shares, which would or might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate number of Shares allotted or agreed conditionally or unconditionally to be allotted and issued (whether pursuant to options or otherwise) by the Directors pursuant to the approval in paragraph (a) above, otherwise than pursuant to (i) a Rights Issue (as defined below); or (ii) an issue of Shares upon the exercise of any options granted under the share option scheme of the Company; or (iii) an issue of Shares as scrip dividend or similar arrangements providing for the allotment and issue of Shares in lieu of the whole or part of a dividend on Shares in accordance with the articles of association of the Company (the “Articles of Association”) in force from time to time; or (iv) an issue of Shares upon the exercise of rights of subscription or conversion or exchange under the terms of any warrants of the Company or any securities which are convertible into or exchangeable for the Shares, shall not exceed 20 per cent. of the aggregate number of Shares in issue at the date of the passing of this Resolution provided that if any subsequent consolidation or subdivision of Shares is effected, the maximum number of Shares that may be issued pursuant to the approval in paragraph (a) of this Resolution as a percentage of the total number of issued Shares immediately before and after such consolidation or subdivision shall be the same and such maximum number of Shares shall be adjusted accordingly; and



## NOTICE OF ANNUAL GENERAL MEETING

(d) for the purposes of this Resolution,

“Relevant Period” means the period from the date of the passing of this Resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company (the “AGM”);
- (ii) the expiration of the period within which the next AGM is required by the Articles of Association or any other applicable laws of the Cayman Islands to be held; and
- (iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the Directors by this Resolution;

“Rights Issue” means an offer of Shares, or offer or issue of warrants, options or other securities giving rights to subscribe for Shares open for a period fixed by the Directors to holders of Shares whose names appear on the register of members of the Company on a fixed record date in proportion to their then holdings of Shares (subject to such exclusion or other arrangements as the Directors may deem necessary or expedient in relation to overseas holders of the Shares or fractional entitlements, or having regard to any restrictions or obligations under the laws of, or the requirements of, or the expense or delay which may be involved in determining the existence or extent of any restrictions or obligations under the laws of, or the requirements of, any jurisdiction outside Hong Kong or any recognised regulatory body or any stock exchange outside Hong Kong).”

### 6. “**THAT:**

- (a) subject to paragraph (b) below, the exercise by the directors of the Company (the “Directors”) during the Relevant Period (as defined below) of all powers of the Company to purchase the shares in the share capital of the Company (the “Shares”) on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) or any other stock exchange on which the Shares may be listed and recognised by the Securities and Futures Commission of Hong Kong (the “Commission”) and the Stock Exchange under the Hong Kong Code of Share Buy-backs issued by the Commission for such purpose, and otherwise in accordance with the rules and regulations of the Commission, the Stock Exchange, the Companies Law, Cap. 22 (Law 3 of 1961, as consolidated or revised) of the Cayman Islands and other applicable laws of the Cayman Islands and all other applicable laws in this regard, be and the same is hereby generally and unconditionally approved;
- (b) the aggregate number of Shares which may be purchased by the Company pursuant to the approval in paragraph (a) of this Resolution during the Relevant Period shall not exceed 10 per cent. of the aggregate number of Shares in issue

## NOTICE OF ANNUAL GENERAL MEETING

as at the date of the passing of this Resolution provided that if any subsequent consolidation or subdivision of Shares is effected, the maximum number of Shares that may be repurchased pursuant to the approval in paragraph (a) of this Resolution as a percentage of the total number of issued Shares immediately before and after such consolidation or subdivision shall be the same and such maximum number of Shares shall be adjusted accordingly; and

(c) for the purposes of this Resolution,

“Relevant Period” means the period from the date of the passing of this Resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company (the “AGM”);
- (ii) the expiration of the period within which the next AGM is required by the articles of association of the Company or any other applicable laws of the Cayman Islands to be held; and
- (iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the Directors by this Resolution.”

7. “**THAT**, conditional upon the passing of the Resolutions numbered 5 and 6 set out in the notice convening the annual general meeting of the Company (the “Notice”), the general mandate granted to the directors of the Company (the “Directors”) pursuant to Resolution numbered 5 set out in the Notice be and it is hereby extended by the addition to the aggregate number of shares in the capital of the Company (the “Shares”) which may be allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to or in accordance with such general mandate of an amount representing the aggregate number of Shares repurchased by the Company pursuant to or in accordance with the authority granted under the Resolution numbered 6 set out in the Notice provided that such amount shall not exceed 10 per cent. of the aggregate number of Shares in issue at the date of the passing of this Resolution.”

By order of the Board  
**Roma Group Limited**  
**Yue Kwai Wa Ken**  
*Executive Director and Company Secretary*

Hong Kong, 29 August 2017

## NOTICE OF ANNUAL GENERAL MEETING

*Registered office:*  
Cricket Square  
Hutchins Drive  
P.O. Box 2681  
Grand Cayman  
KY1-1111  
Cayman Islands

*Head office and principal place of business  
in Hong Kong:*  
22/F., China Overseas Building  
139 Hennessy Road  
Wanchai, Hong Kong

*Notes:*

1. A member of the Company (the “Member”) entitled to attend and vote at the 2017 AGM is entitled to appoint one or more proxies to attend and, subject to the provisions of the Articles of Association, to vote on his/her/its behalf. A proxy need not be a Member but must be present in person at the 2017 AGM to represent the Member. If more than one proxy is so appointed, the appointment shall specify the number of Shares in respect of which each such proxy is so appointed.
2. A form of proxy for use in connection with the 2017 AGM is enclosed. If you are not able to attend the 2017 AGM and wish to exercise your right as a Member, you are requested to complete, sign and return the accompanying form of proxy in accordance with the instructions printed thereon. Completion and return of a form of proxy will not preclude a Member from attending and voting in person and voting at the 2017 AGM or its adjournment should he/she/it so wish. In such event, the form of proxy shall be deemed to be revoked.
3. In order to be valid, the form of proxy, together with a power of attorney or other authority, if any, under which it is signed, or a certified copy of such power or authority must be deposited at the Company’s branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong not later than 48 hours before the time appointed for holding the 2017 AGM or its adjournment.
4. In the case of joint holders of Shares, any one of such joint holders may vote at the 2017 AGM, either personally or by proxy, in respect of such Shares as if he/she/it was solely entitled thereto, but if more than one of such joint holders be present at the 2017 AGM personally or by proxy, that one of the said persons so present whose name stands first on the register of Members in respect of such Shares shall alone be entitled to vote in respect thereof.
5. For determining Members’ entitlement to attend and vote at the 2017 AGM, the register of Members will be closed on Monday, 25 September 2017 to Thursday, 28 September 2017 (both dates inclusive), during which period no transfer of Shares will be effected. In order to qualify for attending the forthcoming 2017 AGM, all transfer documents accompanied by the relevant share certificates must be lodged with the Company’s branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong for registration not later than 4:30 p.m. on Friday, 22 September 2017.
6. In relation to the proposed Resolution numbered 4 above, the Board concurs with the views of the audit committee of the Company and has recommended that BDO Limited be re-appointed as the Independent Auditor.
7. In relation to the proposed Resolutions numbered 5 and 7 above, approval is being sought from the Members for the grant to the Directors of a general mandate to authorise the allotment and issue of Shares under the GEM Listing Rules. The Directors have no immediate plans to issue any new Shares.
8. In relation to the proposed Resolution numbered 6 above, the Directors wish to state that they will exercise the powers conferred thereby to repurchase Shares in circumstances which they consider appropriate for the benefit of the Members as a whole. An explanatory statement containing the information necessary to enable the Members to make an informed decision to vote on the proposed resolution as required by the GEM Listing Rules is set out in Appendix I to the circular of the Company dated 29 August 2017.

## NOTICE OF ANNUAL GENERAL MEETING

9. According to Rule 17.47(4) of the GEM Listing Rules, voting on all proposed resolutions set out in this Notice will be taken by a poll.
  
10.
  - (a) Subject to paragraph (b) below, if a tropical cyclone warning signal No. 8 or above is expected to be hoisted or a black rainstorm warning signal is expected to be in force at any time on the date of the 2017 AGM, the 2017 AGM will be postponed and Members will be informed of the date, time and venue of the postponed 2017 AGM by an announcement posted on the respective websites of the Company and Hong Kong Exchanges and Clearing Limited.
  
  - (b) If a tropical cyclone warning signal No. 8 or above or a black rainstorm warning signal is lowered or cancelled three hours before the time appointed for holding the 2017 AGM and where conditions permit, the 2017 AGM will be held as scheduled.
  
  - (c) The 2017 AGM will be held as scheduled when an amber or red rainstorm warning signal is in force.
  
  - (d) After considering their own situations, Members should decide on their own whether or not they would attend the 2017 AGM under any bad weather condition and if they do so, they are advised to exercise care and caution.