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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 your licensed securities dealer or registered institution in securities, bank manager, solicitor, professional accountant or other professional advisers.

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(s) or the transferee(s) or to the bank, licensed securities dealer or registered institution in securities or other agent through whom the sale or transfer was effected for transmission to the purchaser(s) or the transferee(s).

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This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited 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.



ROMA
ROMA GROUP LIMITED

羅馬集團有限公司*

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 8072)

**GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES,
PROPOSED RE-ELECTION OF DIRECTORS,
REFRESHMENT OF THE EXISTING LIMIT ON
THE GRANT OF OPTIONS UNDER THE SHARE OPTION SCHEME
AND
NOTICE OF ANNUAL GENERAL MEETING**

Capitalised terms used in the lower portion of this cover page and the inside cover 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 2019 AGM to be held at 22/F., China Overseas Building, 139 Hennessy Road, Wanchai, Hong Kong on Tuesday, 20 August 2019 at 11:00 a.m. is set out on pages 18 to 23 of this circular.

If you do not intend to attend the 2019 AGM in person but wish to exercise your right as a Shareholder, you are requested to complete and return the accompanying form of proxy in accordance with the instructions printed thereon to 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 (or with effect from 11 July 2019 Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong) as soon as possible and in any event not less than 48 hours before the time of the 2019 AGM (i.e. by 11:00 a.m. on 18 August 2019) or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the 2019 AGM or any adjournment thereof should you so wish.

All times and dates specified herein refer to Hong Kong local times and dates.

* *For identification purpose only*

CHARACTERISTICS OF GEM

GEM has been positioned as a market designed to accommodate small and mid-sized 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.

Given that the companies listed on GEM are generally small and mid-sized companies, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board 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 have the following respective meanings:

“2018 AGM”	the AGM held on 27 September 2018
“2019 AGM”	the AGM to be convened and held at 22/F., China Overseas Building, 139 Hennessy Road, Wanchai, Hong Kong on 20 August 2019 at 11:00 a.m., and any adjournment thereof
“2019 AGM Notice”	the notice convening the 2019 AGM set out on pages 18 to 23 of this circular
“AGM”	the annual general meeting of the Company
“Audit Committee”	the audit committee of the Board
“Articles”	the articles of association of the Company, as amended, supplemented or otherwise modified from time to time
“Board”	the board of Directors
“close associates”	has the same meaning as defined 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)
“Companies Law”	the Companies Law, Cap 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands
“Director(s)”	director(s) of the Company
“Existing Scheme Limit”	the maximum number of Shares which may be issued upon exercise of all options granted/to be granted under the Share Option Scheme, being 300,040,831 Shares, which are equivalent to 10% of the issued Shares as at the date of the 2018 AGM
“Extension Mandate”	a general and an unconditional mandate proposed to be granted to the Directors to the effect that any Shares repurchased under the Repurchase Mandate will be added to the total number of Shares which may be allotted and issued under the General Mandate
“GEM”	GEM operated by the Stock Exchange

DEFINITIONS

“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM, as amended, supplemented or otherwise modified from time to time
“General Mandate”	a general and an unconditional mandate proposed to be granted to the Directors to exercise the power of the Company to allot, issue or otherwise deal with Shares up to a maximum of 20% of the number of issued Shares as at the date of passing the relevant resolution at the 2019 AGM
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Last Renewal Resolution”	the ordinary resolution passed at the 2018 AGM for the renewal of the then existing scheme limit of the Share Option Scheme
“Latest Practicable Date”	25 June 2019, being the latest practicable date prior to the printing of this circular for ascertaining certain information herein
“Nomination Committee”	the nomination committee of the Board
“Participants”	any full-time or part-time employee of the Company or any member of the Group, including any executive, non-executive directors and independent non-executive directors, advisors and consultants of the Company or any of its subsidiary
“Remuneration Committee”	the remuneration committee of the Board
“Repurchase Mandate”	a general and an unconditional mandate proposed to be granted to the Directors to enable them to repurchase Shares, the aggregate number of Shares of which shall not exceed 10% of the number of issued Shares as at the date of passing the relevant resolution at the 2019 AGM
“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)”	the ordinary share(s) of HK\$0.064 each in the share capital of the Company
“Shareholder(s)”	the holder(s) of Share(s)

DEFINITIONS

“Share Option Scheme”	the share option scheme adopted by the Company on 26 September 2011
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Code on Takeovers and Mergers of Hong Kong as amended, supplemented or otherwise modified from time to time
“HK\$”	Hong Kong dollars, the lawful currency 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:

Mr. Li Sheung Him Michael

Mr. Yue Kwai Wa Ken

Independent non-executive Directors:

Mr. Ko Wai Lun Warren

Ms. Li Tak Yin

Mr. Man Wai Lun

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

28 June 2019

*To the Shareholders, and for information only,
the holders of options of the Company*

Dear Sir or Madam,

**GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES,
PROPOSED RE-ELECTION OF DIRECTORS,
REFRESHMENT OF THE EXISTING LIMIT ON
THE GRANT OF OPTIONS UNDER THE SHARE OPTION SCHEME
AND
NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

The purpose of this circular is to provide you with (a) the 2019 AGM Notice and (b) information in respect of the resolutions to be proposed at the 2019 AGM. Resolutions to be proposed at the 2019 AGM include, inter alia: (a) ordinary resolutions on the proposed grant of each of the General Mandate, the Repurchase Mandate and the Extension Mandate; (b) ordinary resolutions relating to the proposed re-election of the Directors; and (c) ordinary resolution relating to the proposed refreshment of the Existing Scheme Limit.

* For identification purpose only

LETTER FROM THE BOARD

GRANT OF GENERAL MANDATE, REPURCHASE MANDATE AND EXTENSION MANDATE

Pursuant to the ordinary resolutions passed by the then Shareholders at the 2018 AGM, the Directors were granted (a) a general and unconditional mandate to allot, issue and deal with Shares not exceeding 20% of the number of issued Shares on the date of passing of the relevant ordinary resolution; (b) a general and unconditional mandate to repurchase Shares not exceeding 10% of the number of issued Shares on the date of passing of the relevant ordinary resolution; and (c) the power to extend the general mandate mentioned in (a) above by an amount representing the aggregate number of the Shares repurchased by the Company pursuant to the mandate to repurchase Shares referred to in (b) above.

The above general mandates will expire at the conclusion of the 2019 AGM. At the 2019 AGM, the following resolutions, among other matters, will be proposed:

- (a) to grant the General Mandate to the Directors to exercise the powers of the Company to allot, issue and otherwise deal with the Shares up to a maximum of 20% of the number of issued Shares on the date of passing of such resolution. On the assumption that 2,700,408,311 Shares in issue as at the Latest Practicable Date and assuming no Shares will be issued or repurchased prior to the 2019 AGM, the maximum number of Shares to be allotted and issued pursuant to the General Mandate will be 540,081,662;
- (b) to grant the Repurchase Mandate to the Directors to enable them to repurchase the Shares on the Stock Exchange up to a maximum of 10% of the number of issued Shares on the date of passing of such resolution; and
- (c) to grant the Extension Mandate to the Directors to increase the total number of Shares which may be allotted and issued under the General Mandate by an additional number representing such number of Shares repurchased under the Repurchase Mandate.

Each of the General Mandate, the Repurchase Mandate and the Extension Mandate will expire at the earliest of: (a) the conclusion of the next annual general meeting of the Company following the 2019 AGM; (b) the expiration of the period with which the next annual general meeting of the Company is required by the Articles or any applicable law of the Cayman Islands to be held; or (c) the date on which such mandate granted under this resolution is revoked or varied by ordinary resolution(s) of the Shareholders in a general meeting prior to the next annual general meeting of the Company.

The Directors wish to state that they have no immediate plans to allot and issue any new Shares other than such Shares which may fall to be allotted and issued upon the exercise of any options granted under the Share Option Scheme.

Under the GEM Listing Rules, the Company is required to give the Shareholders all information which is reasonably necessary to enable the Shareholders to make an informed decision as to whether to vote for or against the resolution in respect of the Repurchase Mandate at the 2019 AGM. An explanatory statement for such purpose is set out in Appendix I to this circular.

LETTER FROM THE BOARD

PROPOSED RE-ELECTION OF DIRECTORS

Pursuant to Article 83(3) of the Articles, Mr. Man Wai Lun (“**Mr. Man**”) who was appointed as an independent non-executive Director with effect from 12 March 2019, shall retire at the 2019 AGM and being eligible, offer himself for re-election at the 2019 AGM.

Pursuant to Articles 84(1) and (2) of the Articles, Ms. Li Tak Yin (“**Ms. Li**”) and Mr. Wong Tat Keung (“**Mr. Wong**”) shall retire from office as a Director by rotation at the 2019 AGM and being eligible, offer themselves for re-election at the 2019 AGM.

The Nomination Committee has assessed and reviewed the annual written confirmation of independence from each of the independent non-executive Directors 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. Man, Ms. Li and Mr. Wong remain independent. Further, the Nomination Committee has also evaluated the performance of each of the retiring Directors during the year ended 31 March 2019 based on the nomination policy of the Company which was disclosed in the annual report of the Company and found their performance satisfactory. The Nomination Committee is also of the view that based on the perspectives, skills and experience of Mr. Man, Ms. Li and Mr. Wong, they can bring further contributions to the Board and its diversity. In addition, at the nomination of the Nomination Committee, the Board has recommended that all of the retiring Directors, namely Mr. Man, Ms. Li and Mr. Wong, stand for re-election as Directors at the 2019 AGM. Each of Mr. Man, Ms. Li and Mr. Wong abstained from voting at the relevant Board meeting on the respective propositions of their recommendations for re-election by the Shareholders. The Board also believes that the continuous appointment of the retiring Directors contributes to the stability and diversity of the Board.

Particulars relating to the retiring Directors to be re-elected at the 2019 AGM are set out in Appendix II to this circular.

REFRESHMENT OF THE EXISTING LIMIT ON THE GRANT OF OPTIONS UNDER THE SHARE OPTION SCHEME

The Share Option Scheme was adopted on 26 September 2011. The purpose of the Share Option Scheme is to enable the Company to grant options to Participants as incentives or rewards for their contributions to the Group.

Pursuant to Chapter 23 of the GEM Listing Rules, the total number of securities which may be issued upon exercise of all options to be granted under a share option scheme and any other schemes of a listed issuer must not in aggregate exceed 10% of the relevant class of securities of the listed issuer (or the subsidiary) in issue as at the date of approval of the share option scheme. Options lapsed in accordance with the share option scheme will not be counted for the purpose of calculating the 10% limit. The listed issuer may seek approval by its shareholders in general meeting for “refreshing” the 10% limit under the share option scheme. However, the total number of securities which may be issued upon exercise of all options to be granted under all of the schemes of the listed issuer (or the subsidiary) under the limit as “refreshed” must not exceed 10% of the relevant class of securities in issue as at the date of approval of the refreshed limit. Options previously granted under the schemes (including those

LETTER FROM THE BOARD

outstanding, cancelled, lapsed in accordance with the scheme or exercised options) will not be counted for the purpose of calculating the limit as “refreshed”. The GEM Listing Rules also provide that the limit on the number of securities which may be issued upon exercise of all outstanding options granted and yet to be exercised under the share option scheme and any other schemes must not exceed 30% of the relevant class of securities of the listed issuer (or the subsidiary) in issue from time to time. The GEM Listing Rules further provide that if the listed issuer (or the subsidiary) conducts a share consolidation or subdivision after the 10% limit has been approved in general meeting, the maximum number of securities that may be issued upon exercise of all options to be granted under all of the schemes of the listed issuer (or the subsidiary) under the 10% limit as a percentage of the total number of issued shares at the date immediately before and after such consolidation or subdivision shall be the same.

Pursuant to the passing of the Last Renewal Resolution on 27 September 2018, the then scheme limit of the Share Option Scheme was refreshed and pursuant to which the Company was authorised to grant options entitling holders thereof to subscribe for up to a maximum number of 300,040,831 Shares, representing 10% of the then issued share capital of the Company as at 27 September 2018. Subsequent to the passing of the Last Renewal Resolution on 27 September 2018, the Company had made repurchase of an aggregate of 300,000,000 Shares in October 2018 and such repurchased Shares were cancelled on 18 October 2018. Accordingly, the number of issued Shares has been reduced from 3,000,408,311 to 2,700,408,311 on 18 October 2018. For further details of such repurchase, please refer to the next day disclosure returns published by the Company on 5 October 2018, 8 October 2018 and 18 October 2018.

Since the passing of the Last Renewal Resolution and up to the Latest Practicable Date, options carrying the right to subscribe for 297,044,913 Shares have been granted pursuant to the Share Option Scheme. Such options carrying the right to subscribe for 297,044,913 Shares were granted on 19 June 2019 to 9 employees with 243,036,747 share options and 2 consultants with 54,008,166 share options of the Group with exercise price of HK\$0.064. For further details, please refer to the announcement of the Company dated 19 June 2019. No such options have lapsed, exercised or cancelled. As at the Latest Practicable Date, 417,061,245 of the options granted under the Share Option Scheme remained outstanding, which represents approximately 15.44% of the total number of issued Shares as at the Latest Practicable Date. Unless the Existing Scheme Limit was “refreshed”, only 2,995,918 Shares (representing approximately 1.00% of the Existing Scheme Limit) might be issued pursuant to the grant of further options under the Share Option Scheme.

The Directors consider that the Company should refresh the Existing Scheme Limit so that the Company could have more flexibility to provide incentives to the Participants by way of granting share options to them. If the refreshment of the Existing Scheme Limit is approved at the 2019 AGM, based on the 2,700,408,311 Shares in issue as at the Latest Practicable Date and assuming that the number of issued Shares remains unchanged on the date of the 2019 AGM, the Company will be allowed under the “refreshed limit” to grant options carrying the rights to subscribe for up to a total of 270,040,831 Shares, representing 10% of the issued Shares as at the date of 2019 AGM.

LETTER FROM THE BOARD

Apart from the Share Option Scheme, the Company has no other share option scheme currently in force. Apart from the 417,061,245 options granted under the Share Option Scheme, the Company has no outstanding options to subscribe for Shares.

None of the grantees has been granted with options which exceed the limit of 1% of the issued Shares in the 12 months period up to and including the respective dates of grant as set out in note to Rule 23.03(4) of the GEM Listing Rules and the Company is in compliance with Rule 23.03(4) of the GEM Listing Rules in this regard.

As at the Latest Practicable Date, the total number of Shares which might fall to be issued upon the exercise of all outstanding options under the Share Option Scheme is 417,061,245, representing approximately 15.44% of the Shares in issue as at Latest Practicable Date. If the refreshment of the Existing Scheme Limit is approved at the 2019 AGM, the existing outstanding options of the Company and the options to be granted under the “refreshed limit” will not exceed 30% of the issued Shares.

The Directors consider that the refreshment of the Existing Scheme Limit is in the interests of the Group and the Shareholders as a whole because it enables the Company to reward and motivate its employees and other Participants under the Share Option Scheme.

The refreshment of the Existing Scheme Limit is conditional upon:

- (i) the passing of an ordinary resolution at the 2019 AGM to approve the said refreshment; and
- (ii) the Listing Committee of the Stock Exchange granting the listing of, and permission to deal in any new Shares which may fall to be allotted and issued upon the exercise of the subscription rights attaching to the options that may be granted under the refreshed limit of the Share Option Scheme up to 10% of the issued Shares as at the date of passing of the relevant ordinary resolution at the 2019 AGM.

Application will be made to the Listing Committee of the Stock Exchange for granting the listing of, and permission to deal in any new Shares which may fall to be allotted and issued upon the exercise of the subscription rights attaching to the options that may be granted under the refreshed limit of the Share Option Scheme up to 10% of the issued Shares as at the date of passing of the relevant ordinary resolution at the 2019 AGM.

ACTIONS TO BE TAKEN

Set out on pages 18 to 23 of this circular is a notice convening the 2019 AGM at which ordinary resolutions will be proposed to approve, among other matters, the following:

- (a) the proposed grant of the General Mandate, Repurchase Mandate and Extension Mandate;
- (b) the proposed re-election of Directors; and
- (c) the proposed refreshment of the Existing Scheme Limit.

LETTER FROM THE BOARD

If you do not attend the 2019 AGM in person but wish to exercise your right as a Shareholder, you are requested to complete and return the accompanying form of proxy in accordance with the instructions printed thereon to 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 (or with effect from 11 July 2019 Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong) as soon as possible and in any event not less than 48 hours before the time of the 2019 AGM (i.e. by 11:00 a.m. on 18 August 2019) or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the 2019 AGM or any adjournment thereof should you so wish.

VOTING AT THE 2019 AGM

Pursuant to Rule 17.47(4) of the GEM Listing Rules, all 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 2019 AGM Notice will be voted by poll. An announcement on the poll vote results will be made by the Company after the 2019 AGM in the manner prescribed under Rule 17.47(5) of the GEM Listing Rules.

RECOMMENDATIONS

The Board considers that the ordinary resolutions in respect of the proposed grant of the General Mandate, Repurchase Mandate and Extension Mandate, the proposed re-election of Directors and the proposed refreshment of the Existing Scheme Limit, to be proposed at the 2019 AGM are in the best interests of the Company and the Shareholders as a whole and recommends the Shareholders to vote in favour of such resolutions at the 2019 AGM.

GENERAL INFORMATION

Your attention is drawn to the additional information set out in the appendices to this circular.

MISCELLANEOUS

The English text of this circular shall prevail over the Chinese text for the purpose of interpretation.

Yours faithfully,
For and on behalf of the Board
Roma Group Limited
Yue Kwai Wa Ken
*Executive Director, Chief Executive Officer,
Chairman and Company Secretary*

This appendix serves as an explanatory statement, as required by Rule 13.08 of the GEM Listing Rules, to provide the Shareholders with all the information reasonably necessary to enable them to make an informed decision on whether to vote for or against the ordinary resolution to approve the grant of the Repurchase Mandate to the Directors.

1. GEM LISTING RULES RELATING TO THE REPURCHASE OF SHARES

The GEM Listing Rules permit companies whose primary listings are on the Stock Exchange to repurchase their securities on the Stock Exchange and any other stock exchange on which securities of the company are listed and such exchange is recognised by the Securities and Futures Commission of Hong Kong subject to certain restrictions. Among such restrictions, the Listing Rules provide that the shares of such company must be fully paid up and all repurchases of shares by such company must be approved in advance by an ordinary resolution of shareholders, either by way of a general mandate or by specific approval of a particular transaction.

2. SHARE CAPITAL

As at the Latest Practicable Date, there were a total of 2,700,408,311 Shares in issue.

The Repurchase Mandate will enable the Directors to repurchase the Shares on the Stock Exchange up to a maximum of 10% of the number of issued Shares on the date of passing the relevant ordinary resolution at the 2019 AGM. Subject to the passing of the proposed resolution granting the Repurchase Mandate and assuming that no Shares will be issued or repurchased prior to the 2019 AGM, the Company will be allowed under the Repurchase Mandate to repurchase a maximum of 270,040,831 Shares.

3. REASONS FOR REPURCHASES

The Directors believe that the Repurchase Mandate is in the best interests of the Company and the Shareholders as a whole. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per share and/or earnings per share and will only be made when the Directors believe that such repurchases will benefit the Company and the Shareholders as a whole.

4. FUNDING OF REPURCHASES

Repurchases made pursuant to the Repurchase Mandate would be funded out of funds legally available for the purpose in accordance with the Company's memorandum of association, the Articles, the Companies Law, other applicable laws of the Cayman Islands and the GEM Listing Rules. A listed company may not repurchase its own securities on the Stock Exchange for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Stock Exchange. Under the Companies Law, repurchases by the Company may only be made out of the profits of the Company or out of the proceeds of a fresh issue of Shares made for the purpose, or, if so authorised by the Articles and subject to the provisions of the Companies Law, out of capital. Any premium payable on a redemption or

purchase over the par value of the Shares to be purchased must be provided for out of profits of the Company or out of the Company's share premium account, or, if so authorised by the Articles and subject to the provisions of the Companies Law, out of capital.

5. IMPACT ON WORKING CAPITAL OR GEARING LEVEL

There might be a material adverse impact on the working capital and/or gearing position of the Company as compared with the position as at 31 March 2019, being the date of its latest published audited consolidated financial statements, in the event that the Repurchase Mandate were to be carried out in full at any time during the proposed repurchase period. However, the Directors do not intend to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements or the gearing position of the Company which in the opinion of the Directors are from time to time appropriate for the Company.

6. SHARE PRICES

The highest and lowest prices at which the Shares have been traded on the Stock Exchange in each of the twelve calendar months immediately preceding (and including) the Latest Practicable Date are as follows:

	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2018		
June	0.095	0.068
July	0.101	0.080
August	0.095	0.071
September	0.091	0.062
October	0.090	0.061
November	0.071	0.053
December	0.058	0.042
2019		
January	0.056	0.038
February	0.048	0.037
March	0.048	0.040
April	0.044	0.038
May	0.037	0.027
June (up to the Latest Practicable Date)	0.033	0.024

7. 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.

8. CONNECTED PERSON

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their close associates (as defined in the GEM Listing Rules), have any present intention to sell any Shares to the Company under the Repurchase Mandate if the same is approved by the Shareholders.

No core connected person (as defined in the GEM Listing Rules) of the Company has notified the Company that he/she has a present intention to sell Shares, or has any such core connected person undertaken not to do so, in the event that the grant of Repurchase Mandate to the Directors is approved by the Shareholders.

9. THE TAKEOVERS CODE AND MINIMUM PUBLIC HOLDING

If on exercise of the powers of repurchase pursuant to 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 purposes of Rule 32 of the Takeovers Code. As a result, a Shareholder or group of Shareholders acting in concert (as defined in the Takeovers Code) 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 following Shareholders were interested or deemed to be interested in 5% or more of the issued Shares (based on the number of issued Shares they held as at the Latest Practicable Date) before and after the exercise of the Repurchase Mandate in full would be as follows:

Name of Shareholders	Number of issued Shares held	Approximate percentage of existing shareholdings	Approximate percentage of shareholding if the Repurchase Mandate is exercised in full
Fast and Fabulous Company Limited (“ Fast and Fabulous ”) (Note 1)	300,000,000	11.11%	12.34%
Mr. Yue Kwai Wa Ken (Note 1)	300,000,000	11.11%	12.34%
Aperto Investments Limited (“ Aperto ”) (Note 2)	264,250,000	9.79%	10.87%
Mr. Luk Kee Yan Kelvin (“ Mr. Luk ”) (Note 2)	264,250,000	9.79%	10.87%

Notes:

1. These 300,000,000 Shares were held by Fast and Fabulous, which was the trustee of the share award plan of the Company adopted with effect from 22 June 2018. As the entire issued share capital of Fast and Fabulous was legally and beneficially owned by Mr. Yue Kwai Wa Ken, he was deemed to be interested in all the Shares in which Fast and Fabulous was interested by virtue of the SFO.
2. The entire issued share capital of Aperto was legally and beneficially owned by Mr. Luk. Under the SFO, Mr. Luk was deemed to be interested in all the Shares held by Aperto.

In the event that the Repurchase Mandate is exercised in full, assuming that the present shareholdings and capital structure of the Company remain the same, the shareholding interest in the Company of each of Fast and Fabulous and Aperto and the deemed shareholding interest of Mr. Luk will increase to approximately the respective percentages shown in the last column of the table above. Hence, each of Fast and Fabulous, Aperto and Mr. Luk would not be required under Rule 26 of the Takeovers Code to make a mandatory offer if the Repurchase Mandate is exercised in full.

The Directors are not aware of any consequence which would arise under the Takeovers Code as a consequence of any repurchases pursuant to the Repurchase Mandate or so that the number of the issued Shares in the hands of public would fall below the prescribed minimum percentage of 25% of the total number of the issued Shares.

10. SHARE REPURCHASE MADE BY THE COMPANY

In the six months immediately preceding the Latest Practicable Date, the Company has not repurchased any of the Shares (whether on the Stock Exchange or otherwise).

The following sets out the biographical information of the Directors eligible for re-election at the 2019 AGM:

INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. Man Wai Lun (文偉麟) (“Mr. Man”)

Mr. Man, aged 46, was appointed as an independent non-executive Director on 12 March 2019. He obtained his diploma in Business Management from the School of Continuing Education, Hong Kong Baptist University in April 2003 and obtained a bachelor degree of accountancy from the University of South Australia in March 2007. Mr. Man has over 16 years of experience in accounting. He was an executive director and compliance officer of Glory Flame Holdings Limited (a company listed on GEM with stock code: 8059) from October 2016 to September 2018. He worked as the chief accountant in Inno-Tech Holdings Limited (a company listed on GEM with stock code: 8202) from May 2006 to January 2011. Since January 2019, Mr. Man is an independent non-executive director of Elegance Optical International Holdings Limited (a company listed on the Main Board of the Stock Exchange (the “**Main Board**”) with stock code: 907) and an executive director of Life Healthcare Group Limited (a company listed on the Main Board with stock code: 928). Currently, he is also an accountant of Glory Flame Holdings Limited (a company listed on GEM with stock code: 8059). He is one of the directors of HF Financial Holdings (H.K.) Limited which was founded by him.

Mr. Man has entered into an appointment letter with the Company for an initial term of one year from 12 March 2019 and will continue thereafter unless terminated by either party giving to the other at least three months’ 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. Such emolument is determined annually by the Board upon the recommendation of the Remuneration Committee with reference to his experience, responsibilities and the prevailing market conditions.

Save as disclosed above, Mr. Man has not held other directorship in any other publicly listed companies in Hong Kong or overseas and does not hold any other position within the Group.

Mr. Man does not have any relationship with any directors, senior management, substantial shareholders or controlling shareholders of the Company (each as respectively defined in the GEM Listing Rules). As at the Latest Practicable Date, Mr. Man did not have any interests in the shares, underlying shares or debentures of the Company or any of its associated corporations which is required to be disclosed under Part XV of the SFO.

Save as disclosed above, there are no other matters relating to the re-election of Mr. Man as an independent non-executive 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.

Ms. Li Tak Yin (李德賢) (“Ms. Li”)

Ms. Li, aged 38, was appointed as an independent non-executive Director on 13 September 2017. She is the chairperson of the Nomination Committee and a member of each of the Audit Committee and the Remuneration Committee. Ms. Li has over 12 years of experience in sales and marketing. She joined Unisto Ltd., a company based in Switzerland, as a sales executive in 2006, then promoted as a sales manager in 2008, and was later promoted as the sales manager of the Asia region in 2015. She is responsible for the sales and marketing of name badge section in the Asian market, including Hong Kong, Macau, Taiwan, Singapore and Philippines. Ms. Li holds a Bachelor of Arts (Hons) in marketing from The Hong Kong Polytechnic University.

Ms. Li has entered into a letter of appointment with the Company for an initial term of three years commencing on 13 September 2017 and will continue thereafter unless terminated by either party giving to the other at least three months' notice in writing and is subject to retirement by rotation and re-election pursuant to the Articles. She is entitled to an annual director's fee of HK\$120,000. Such emolument is determined annually by the Board upon the recommendation of the Remuneration Committee with reference to her experience, responsibilities and the prevailing market conditions.

Save as disclosed above, Ms. Li has not held other directorship in any other publicly listed companies in Hong Kong or overseas and does not hold any other position within the Group.

Ms. Li does not have any relationship with any directors, senior management, substantial shareholders or controlling shareholders of the Company (each as respectively defined in the GEM Listing Rules). As at the Latest Practicable Date, Ms. Li did not have any interests in the shares, underlying shares or debentures of the Company or any of its associated corporations which is required to be disclosed under Part XV of the SFO.

Save as disclosed above, there are no other matters relating to the re-election of Ms. Li as an independent non-executive 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.

Mr. Wong Tat Keung (黃達強) (“Mr. Wong”)

Mr. Wong, aged 48, was appointed as an independent non-executive Director on 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 been appointed as an independent non-executive director of Lerthai Group Limited whose shares are listed on the Stock Exchange (Stock code: 112) since 30 November 2018.

Mr. Wong, has entered into a letter of appointment with the Company for an initial term from 2 March 2016 to 31 March 2017 and will continue thereafter unless terminated by either party giving to the other 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. Such emolument is determined annually by the Board upon the recommendation of the Remuneration Committee with reference to his experience, responsibilities and the prevailing market conditions.

Save as disclosed above, Mr. Wong has not held other directorship in any other publicly listed companies in Hong Kong or overseas 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 (each as respectively defined in the GEM Listing Rules). As at the Latest Practicable Date, Mr. Wong did not have any interests in the shares, underlying shares or debentures of the Company or any of its associated corporations which is required to be disclosed under Part XV of the SFO.

Save as disclosed above, there are no other matters relating to the re-election of Mr. Wong as an independent non-executive 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 OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting of Roma Group Limited (“**Company**”) will be held at 22/F., China Overseas Building, 139 Hennessy Road, Wanchai, Hong Kong on 20 August 2019 at 11:00 a.m. to consider and, if thought fit, transact the following ordinary businesses:

1. to consider and adopt the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors (“**Directors**”) and the independent auditor (“**Independent Auditor**”) of the Company for the year ended 31 March 2019.
2. to consider the re-election of the retiring Directors, each as separate resolution, and to authorise the board of Directors (“**Board**”) to fix the remuneration of the Directors.
3. to consider the re-appointment of BDO Limited as the Independent Auditor for the year ending 31 March 2020 and to authorise the Board to fix its remuneration.

and, to consider and, if thought fit, pass the following resolutions as ordinary resolutions (with or without modifications):

4. “**THAT:**
 - (a) subject to paragraph (c) below, pursuant to the Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited and all other applicable laws, the exercise by the directors of the Company (“**Directors**”) during the Relevant Period (as defined in paragraph (d) below) of all the powers of the Company to allot, issue and deal with additional shares of HK\$0.064 each (“**Shares**”) in the share capital of the Company, and to make or grant offers, agreements and options (including warrants, bonds and debentures convertible into Shares) which would or might require the exercise of such powers be and is hereby generally and unconditionally approved;

* For identification purpose only

NOTICE OF ANNUAL GENERAL MEETING

- (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 debentures convertible into Shares) which would or might require the exercise of such powers after the end of the Relevant Period;
- (c) the total number of Shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) and issued by the Directors pursuant to the approval in paragraph (a) above, otherwise than pursuant to
 - (i) a Rights Issue (as hereinafter defined in paragraph (d) below);
 - (ii) the exercise of options granted under any share option scheme or similar arrangement for the time being adopted by the Company from time to time;
 - (iii) any scrip dividend or similar arrangements providing for 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 (“**Articles of Association**”) and other relevant regulations in force from time to time; or
 - (iv) any issue of Shares upon the exercise of rights of subscription or conversion under the terms of any warrants of the Company or any securities which are convertible into Shares;shall not exceed 20% of the number of issued Shares as at the date of the passing of this resolution, and the said approval shall be limited accordingly; and
- (d) for the purpose of this resolution, “**Relevant Period**” means the period from the date of passing of this resolution until whichever is 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 of Association or any applicable law of the Cayman Islands to be held; or

NOTICE OF ANNUAL GENERAL MEETING

- (iii) the date on which such mandate granted under this resolution is revoked or varied by an ordinary resolution of the shareholders of the Company in general meeting.

“**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 the holders of Shares or any class of Shares whose names appear on the registers of members of the Company on a fixed record date in proportion to their then holdings of such Shares as at that date (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any territory applicable to the Company).”

5. “**THAT:**

- (a) subject to paragraph (b) below, the exercise by the directors of the Company (“**Directors**”) during the Relevant Period (as defined in paragraph (c) below) of all the powers of the Company to repurchase the shares of HK\$0.064 each (“**Shares**”) in the share capital of the Company on The Stock Exchange of Hong Kong Limited (“**Stock Exchange**”) or any other stock exchange on which Shares may be listed and recognised by the Securities and Futures Commission of Hong Kong (“**SFC**”) and the Stock Exchange for such purpose, and subject to and in accordance with the rules and regulations of the SFC, the Stock Exchange, the Companies Law, Chapter 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands and all other applicable laws as amended from time to time in this regard, be and is hereby generally and unconditionally approved;
- (b) the total number of Shares which may be repurchased or agreed to be repurchased by the Company pursuant to the approval in paragraph (a) above during the Relevant Period shall not exceed 10% of the number of issued Shares as at the date of the passing of this resolution, and the said approval shall be limited accordingly; and
- (c) for the purpose of this resolution, “**Relevant Period**” means the period from the date of passing of this resolution until whichever is 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 of association of the Company or any other applicable law of the Cayman Islands to be held; or
 - (iii) the date on which such mandate granted under this resolution is revoked or varied by an ordinary resolution of the shareholders of the Company in general meeting.”

NOTICE OF ANNUAL GENERAL MEETING

6. “**THAT** conditional upon resolutions numbered 4 and 5 above being passed, the unconditional general mandate granted to the directors of the Company (“**Directors**”) to allot, issue and deal with additional shares of the Company (“**Shares**”) pursuant to resolution numbered 4 above be and it is hereby extended by the addition thereto of an amount representing the total number of Shares repurchased by the Company under the authority granted pursuant to resolution numbered 5 above, provided that such amount shall not exceed 10% of the number of issued 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 issued Shares repurchased by the Company pursuant to or in accordance with the authority granted pursuant to resolution numbered 5 above.”
7. “**THAT** subject to and conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited granting the listing of, and permission to deal in, such number of shares of the Company which may fall to be allotted and issued pursuant to the exercise of the options which may be granted under the share option scheme adopted by the Company on 26 September 2011 (“**Share Option Scheme**”), representing 10% of the issued shares of the Company as at the date on which this resolution is passed, pursuant to the rules of the Share Option Scheme:
- (a) approval be and is hereby granted for refreshing the 10% mandate under the Share Option Scheme (“**Refreshed Scheme Mandate**”) provided that the total number of shares of the Company which may be allotted and issued upon the exercise of all options to be granted under the Share Option Scheme and any other share option schemes of the Company (or its subsidiaries) under the limit as refreshed hereby shall not exceed 10% of the total number of issued shares of the Company as at the date on which this resolution is passed (options previously granted under the Share Option Scheme and any other share option schemes of the Company (or its subsidiaries) (including options outstanding, cancelled, lapsed or exercised in accordance with the terms of the Share Option Scheme or any other share option schemes of the Company (or its subsidiaries)) shall not be counted for the purpose of calculating the Refreshed Scheme Mandate); and
- (b) the directors of the Company or a duly authorised committee thereof be and they are hereby authorised: (i) at their absolute discretion, to grant options to subscribe for shares of the Company within the Refreshed Scheme Mandate in accordance with the rules of the Share Option Scheme, and (ii) to allot, issue and deal with shares of the Company pursuant to the exercise of options granted under the Share Option Scheme within the Refreshed Scheme Mandate.”

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

Hong Kong, 28 June 2019

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. Any member of the Company (“**Members**” or “**Shareholders**”) entitled to attend and vote at the meeting above (“**Meeting**”) is entitled to appoint in written form one or, if he/she is the holder of two or more shares of the Company (“**Shares**”), more proxies to attend and vote instead of him/her. A proxy need not be a Member.
2. In the case of joint holders of Shares, any one of such joint holders may vote, either in person or by proxy, in respect of such Share as if he/she were solely entitled thereto, but if more than one of such joint holders are present at the Meeting, personally or by proxy, that one of the said persons so present whose name stands first in the register in respect of such Share shall alone be entitled to vote in respect thereof.
3. In order to be valid, the form of proxy must be in writing under the hand of the appointor or of his/her attorney duly authorised in writing, or if the appointor is a corporation, either under seal, or under the hand of an officer or attorney duly authorised, and must be deposited with the Hong Kong branch share registrar and transfer office of the Company (“**Branch Registrar**”), Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong (or with effect from 11 July 2019 Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong) (together with the power of attorney or other authority, if any, under which it is signed or a notarially certified copy thereof) not less than 48 hours before the time fixed for holding of the Meeting (i.e. by 11:00 a.m. on 18 August 2019) or any adjournment thereof.
4. For the purpose of determining Members who are qualified for attending and voting at the Meeting, the register of Members will be closed from 15 August 2019 to 20 August 2019, both days inclusive, during which no transfer of Shares will be effected. In order to qualify for attending and voting at the Meeting, all transfers of Shares, accompanied by the relevant share certificates, must be lodged with the Branch Registrar at the address stated in note 3 above not later than 4:30 p.m. on 14 August 2019 for registration.
5. Delivery of an instrument appointing a proxy should not preclude a Member from attending and voting in person at the above Meeting or any adjournment thereof and in such event, the instrument appointing a proxy shall be deemed to be revoked.
6. In relation to resolution numbered 4 above, approval is being sought from the Shareholders for the grant to the Directors of a general mandate to authorise the allotment and issue of Shares. The Directors have no immediate plans to issue any new Shares other than Shares which may fall to be issued under the share option scheme of the Company or any scrip dividend scheme which may be approved by the Shareholders.
7. In relation to resolution numbered 5 above, the Directors wish to state that they will exercise the powers conferred thereby to purchase Shares in circumstances, which they deem appropriate for the benefit of the Shareholders.
8. According to Rule 17.47(4) of the Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited, voting on all proposed resolutions set out in this notice will be taken by a poll.
9. (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 Meeting, the Meeting will be postponed and Members will be informed of the date, time and venue of the postponed Meeting by an announcement posted on the respective websites of the Company and Hong Kong Exchanges and Clearing Limited.

NOTICE OF ANNUAL GENERAL MEETING

- (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 Meeting and where conditions permit, the Meeting will be held as scheduled.
- (c) The Meeting will be held as scheduled when a tropical cyclone warning signal No. 3 or below is hoisted or 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 Meeting under any bad weather condition and if they do so, they are advised to exercise care and caution.

10. All times and dates specified herein refer to Hong Kong local times and dates.

As at the date of this notice, the Board comprises two executive Directors, namely Mr. Li Sheung Him Michael and Mr. Yue Kwai Wa Ken; and four independent non-executive Directors, namely Mr. Ko Wai Lun Warren, Ms. Li Tak Yin, Mr. Man Wai Lun and Mr. Wong Tat Keung.