

**Monthly Return of Equity Issuer on Movements in Securities**

For the month ended  
(dd/mm/yyyy) :

31/07/2019

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer

Roma Group Limited

Date Submitted

1 August 2019

I. Movements in Authorised Share Capital

1. Ordinary Shares

(1) Stock code : <u>8072</u> Description : <u>Ordinary Shares</u>			
	No. of ordinary shares	Par value (HK\$)	Authorised share capital (HK\$)
Balance at close of preceding month	<u>9,000,000,000</u>	<u>0.064</u>	<u>576,000,000.00</u>
Increase/(decrease)	_____	_____	_____
Balance at close of the month	<u>9,000,000,000</u>	<u>0.064</u>	<u>576,000,000.00</u>
(2) Stock code : <u>N/A</u> Description : _____			
	No. of ordinary shares	Par value (State currency)	Authorised share capital (State currency)
Balance at close of preceding month	_____	_____	_____
Increase/(decrease)	_____	_____	_____
Balance at close of the month	_____	_____	_____

## 2. Preference Shares

Stock code : <u>    N/A    </u> Description : _____			
	No. of preference shares	Par value ( <i>State currency</i> )	Authorised share capital ( <i>State currency</i> )
Balance at close of preceding month _____	_____	_____	_____
Increase/(decrease) _____	_____	_____	_____
Balance at close of the month _____	_____	_____	_____

## 3. Other Classes of Shares

Stock code : <u>    N/A    </u> Description : _____			
	No. of other classes of shares	Par value ( <i>State currency</i> )	Authorised share capital ( <i>State currency</i> )
Balance at close of preceding month _____	_____	_____	_____
Increase/(decrease) _____	_____	_____	_____
Balance at close of the month _____	_____	_____	_____

Total authorised share capital at the end of the month (*HK\$*):     **576,000,000.00**

## II. Movements in Issued Share Capital

	No. of ordinary shares		No. of preference shares	No. of other classes of shares
	(1)	(2)		
Balance at close of preceding month	<u>2,700,408,311</u>	<u>N/A</u>	<u>N/A</u>	<u>N/A</u>
Increase/ (decrease) during the month	<u>Nil</u>	<u>N/A</u>	<u>N/A</u>	<u>N/A</u>
Balance at close of the month	<u>2,700,408,311</u>	<u>N/A</u>	<u>N/A</u>	<u>N/A</u>

## III. Details of Movements in Issued Share Capital

### Share Options (under Share Option Schemes of the Issuer)

Particulars of share option scheme including EGM approval date (dd/mm/yyyy) and class of shares issuable	Movement during the month				No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
	Granted	Exercised	Cancelled	Lapsed		
1. Share Option Scheme adopted on 26 September 2011 Exercise Price HK\$0.0904 per share Ordinary shares	<u>Nil</u>	<u>Nil</u>	<u>Nil</u>	<u>Nil</u>	<u>Nil</u>	<u>120,016,332</u>
(Note 1)						
2. Share Option Scheme adopted on 26 September 2011 Exercise Price HK\$0.064 per share Ordinary shares	<u>Nil</u>	<u>Nil</u>	<u>Nil</u>	<u>Nil</u>	<u>Nil</u>	<u>297,044,913</u>
(Note 1)						
3. _____ _____ ( / / ) _____ shares						
(Note 1)						
			Total A. (Ordinary shares)		<u>Nil</u>	
			(Preference shares)		<u>N/A</u>	
			(Other class)		<u>N/A</u>	
Total funds raised during the month from exercise of options (State currency)				<u>Nil</u>		

Warrants to Issue Shares of the Issuer which are to be Listed

Description of warrants (Date of expiry - dd/mm/yyyy)	Currency of nominal value	Nominal value at close of preceding month	Exercised during the month	Nominal value at close of the month	No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
1. _____ _____	_____	_____	_____	_____	_____	_____
( / / ) Stock code (if listed) _____ Class of shares issuable ( <i>Note 1</i> ) _____ Subscription price _____ EGM approval date (if applicable) (dd/mm/yyyy) _____ ( / / )	_____	_____	_____	_____	_____	_____
2. _____ _____	_____	_____	_____	_____	_____	_____
( / / ) Stock code (if listed) _____ Class of shares issuable ( <i>Note 1</i> ) _____ Subscription price _____ EGM approval date (if applicable) (dd/mm/yyyy) _____ ( / / )	_____	_____	_____	_____	_____	_____
3. _____ _____	_____	_____	_____	_____	_____	_____
( / / ) Stock code (if listed) _____ Class of shares issuable ( <i>Note 1</i> ) _____ Subscription price _____ EGM approval date (if applicable) (dd/mm/yyyy) _____ ( / / )	_____	_____	_____	_____	_____	_____
4. _____ _____	_____	_____	_____	_____	_____	_____
( / / ) Stock code (if listed) _____ Class of shares issuable ( <i>Note 1</i> ) _____ Subscription price _____ EGM approval date (if applicable) (dd/mm/yyyy) _____ ( / / )	_____	_____	_____	_____	_____	_____
Total B. (Ordinary shares) _____ N/A (Preference shares) _____ N/A (Other class) _____ N/A						

Convertibles (i.e. Convertible into Shares of the Issuer which are to be Listed)

Class and description	Currency of amount outstanding	Amount at close of preceding month	Converted during the month	Amount at close of the month	No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
1. _____ _____ _____						
Stock code (if listed) _____ Class of shares issuable (Note 1) _____ Subscription price _____ EGM approval date (if applicable) (dd/mm/yyyy) _____ ( / / )						
2. _____ _____ _____						
Stock code (if listed) _____ Class of shares issuable (Note 1) _____ Subscription price _____ EGM approval date (if applicable) (dd/mm/yyyy) _____ ( / / )						
3. _____ _____ _____						
Stock code (if listed) _____ Class of shares issuable (Note 1) _____ Subscription price _____ EGM approval date (if applicable) (dd/mm/yyyy) _____ ( / / )						
4. _____ _____ _____						
Stock code (if listed) _____ Class of shares issuable (Note 1) _____ Subscription price _____ EGM approval date (if applicable) (dd/mm/yyyy) _____ ( / / )						
				Total C. (Ordinary shares)	N/A	
				(Preference shares)	N/A	
				(Other class)	N/A	

Any other Agreements or Arrangements to Issue Shares of the Issuer which are to be Listed, including Options (other than under Share Option Schemes)

Full particulars including EGM approval date (dd/mm/yyyy), if applicable, and class of shares issuable:	No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
<p>1. The Company proposed a share consolidation on the basis that every 20 issued and unissued existing shares of a par value of HK\$0.064 each in the share capital of the Company be consolidated into 1 consolidated share of a par value of HK\$1.28 (the "Consolidated Share"). For further details, please refer to the Company's announcement dated 22 July 2019 and circular dated 25 July 2019.</p> <p style="text-align: right;">( / / ) shares (Note 1)</p>	N/A	N/A
<p>2. The Company proposed, subject to, amongst others, the share consolidation becoming effective, the following be implemented:</p> <p>(i) Capital Reduction</p> <p>The issued share capital of the Company be reduced by (a) rounding down the number of Consolidated Shares in the issued share capital of the Company to the nearest whole number by cancelling any fraction of a Consolidated Share arising as a result of the Share Consolidation; and (b) cancelling the paid up capital of each of the issued Consolidated Shares to the extent of HK\$1.27 on each of the then issued Consolidated Shares such that the par value of each issued new share be reduced from HK\$1.28 to HK\$0.01 (the "Capital Reduction"); and</p> <p>(ii) Share Sub-division</p> <p>Immediately following the Capital Reduction, each of the authorised but unissued Consolidated Shares with par value of HK\$1.28 each be sub-divided into 128 new shares of par value HK\$0.01 each.</p> <p>For further details, please refer to the Company's announcement dated 22 July 2019 and circular dated 25 July 2019.</p> <p style="text-align: right;">( / / ) shares (Note 1)</p>	N/A	N/A
<p>3.</p> <p style="text-align: right;">( / / ) shares (Note 1)</p>		
<p>Total D. (Ordinary shares)</p> <p>(Preference shares)</p> <p>(Other class)</p>	<p>N/A</p> <p>N/A</p> <p>N/A</p>	

Other Movements in Issued Share Capital

Type of Issue				No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
1. Rights issue	At price :	State currency _____	Class of shares _____ issuable (Note 1) Issue and allotment date : (dd/mm/yyyy) ( / / ) EGM approval date: ( / / ) (dd/mm/yyyy)	Nil	Nil
2. Open offer	At price :	State currency _____	Class of shares _____ issuable (Note 1) Issue and allotment date : (dd/mm/yyyy) ( / / ) EGM approval date: ( / / ) (dd/mm/yyyy)	Nil	Nil
3. Placing	At price :	State currency _____	Class of shares _____ issuable (Note 1) Issue and allotment date : (dd/mm/yyyy) ( / / ) EGM approval date: ( / / ) (dd/mm/yyyy)	Nil	Nil
4. Bonus issue			Class of shares _____ issuable (Note 1) Issue and allotment date : (dd/mm/yyyy) ( / / ) EGM approval date: ( / / ) (dd/mm/yyyy)	Nil	Nil

Type of Issue				No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
5.	Scrip dividend	At price : State currency _____	Class of shares _____ issuable (Note 1) Issue and allotment date : ( dd / mm / yyyy ) EGM approval date: ( dd / mm / yyyy )	Nil	Nil
6.	Repurchase of shares		Class of shares _____ repurchased (Note 1) Cancellation date : ( dd / mm / yyyy ) EGM approval date: ( dd / mm / yyyy )	Nil	Nil
7.	Redemption of shares		Class of shares _____ redeemed (Note 1) Redemption date : ( dd / mm / yyyy ) EGM approval date: ( dd / mm / yyyy )	Nil	Nil
8.	Consideration issue	At price : State currency _____	Class of shares _____ issuable (Note 1) Issue and allotment date : ( dd / mm / yyyy ) EGM approval date: ( dd / mm / yyyy )	Nil	Nil

Type of Issue		No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
9. Capital reorganisation	Class of shares _____ issuable (Note 1)  Issue and allotment date : ( dd / mm / yyyy )  EGM approval date: ( dd / mm / yyyy )	Nil	Nil
10. Other (Please specify) At price : State currency _____	Class of shares _____ issuable (Note 1)  Issue and allotment date : ( dd / mm / yyyy )  EGM approval date: ( dd / mm / yyyy )	Nil	Nil
Total E. (Ordinary shares)		Nil	
(Preference shares)		Nil	
(Other class)		Nil	

Total increase / (decrease) in ordinary shares during the month (i.e. Total of A to E):	(1)	Nil
	(2)	N/A
Total increase / (decrease) in preference shares during the month (i.e. Total of A to E):		N/A
Total increase / (decrease) in other classes of shares during the month (i.e. Total of A to E):		N/A
<i>(These figures should be the same as the relevant figures under II above ("Movements in Issued Share Capital").)</i>		



*Notes :*

1. *State the class of shares (e.g. ordinary, preference or other).*
2. *Items (i) to (viii) are suggested forms of confirmation which may be amended to meet individual cases. Where the issuer has already made the relevant confirmations in a return published under rule 17.27A in relation to the securities issued, no further confirmation is required to be made in this return.*
3. *“Identical” means in this context:*
  - *the securities are of the same nominal value with the same amount called up or paid up;*
  - *they are entitled to dividend/interest at the same rate and for the same period, so that at the next ensuing distribution, the dividend/interest payable per unit will amount to exactly the same sum (gross and net); and*
  - *they carry the same rights as to unrestricted transfer, attendance and voting at meetings and rank pari passu in all other respects.*
4. *If there is insufficient space, please append the prescribed continuation sheet.*