# **日KEX**香港交易所

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

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

28/02/2021

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer	Roma Group Limited	
Date Submitted	1 March 2021	

I. Movements in Authorised Share Capital

1. Ordinary Shares			
(1) Stock code : <u>8072</u> Descr	iption :	Ordinary	Shares
	No. of ordinary shares	Par value <i>(HK\$)</i>	Authorised share capital <i>(HK\$)</i>
Balance at close of preceding month	n <u>57,600,000,000</u>	0.01	576,000,000.00
Increase/(decrease)			
Balance at close of the month	57,600,000,000	0.01	576,000,000.00
(2) Stock code : <u>N/A</u> Descr	iption :		
	No. of ordinary shares	Par value (State currency)	Authorised share capital <i>(State currency)</i>
Balance at close of preceding month	1		
Increase/(decrease)			
Balance at close of the month			

#### 2. Preference Shares

Stock code : <u>N/A</u> Descrip	otion :		
	No. of preference shares	Par value (State currency)	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> Descript	ion :		
	No. of other classes of shares	Par value (State currency)	Authorised share capital (State currency)
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 ordina	No. of ordinary shares		No. of other	
_	(1)	(2)	shares	classes of shares	
Balance at close of					
preceding month	175,520,415	N/A	N/A	<u> </u>	
Increase/ (decrease) during the month	N/A	N/A	N/A	N/A	
Balance at close of the month	175,520,415	N/A	N/A	N/A	

## 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	Movement during the month		No. of new shares of issuer issued during the month	No. of new shares of issuer which may be issued pursuant thereto as at close of the month		
(dd/mm/yyyy) and class of shares issuable					pursuant thereto	
	Granted	Exercised	Cancelled	Lapsed		
1. Share Option Scheme						
adopted on						
26 September 2011						
Exercise Price						
HK\$1.80 per share						
(adjusted price)						
Ordinary shares	Nil	Nil	Nil	Nil	Nil	Nil
(Note 1)						
2. Share Option Scheme adopted on 26 September 2011 Exercise Price HK\$1.28 per share						
(adjusted price)						9,451,429
Ordinary shares	Nil	Nil	Nil	Nil	Nil	(adjusted)
(Note 1) <u>3. Share Option Scheme</u> <u>adopted on</u> <u>26 September 2011</u> <u>Exercise Price</u> HK\$0.260 per share						
Ordinary shares	Nil	Nil	Nil	Nil	Nil	Nil
(Note 1)						
		Total	A. (Ordinar		N/A	_
			(Preference	/	N/A	-
		er class)_	N/A	-		
Total funds raised during the options (State currency)	e month from	exercise of	N/A		-	

Warrants to Issue Shares of the	e Issuer which	are to be List	ed			
Description of warrants (Date of expiry - dd/mm/yyyy)	Currency of nominal value	Nominal valu at close of preceding month	e 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						
Subscription price						
EGM approval date (if applicable)						
	( / /	)				
<u>2.</u>						
( / / )						
Out a substitution in size			_			
EGM approval date (if applicable) (dd/mm/yyyy) <u>3.</u>	( / /	)	_			
( / / ) Stock code (if listed) Class of shares issuable (Note 1)						
EGM approval date						
(if applicable) (dd/mm/yyyy)	( / /	)				
<u>4.</u>		,				
( / / )			·	·		
Stock code (if listed)						
Class of shares issuable (Note 1)						
EGM approval date			-			
(if applicable) (dd/mm/yyyy)	( / /	)				
(···· ···· )))))/						
		Tota		ry shares) ce shares)	N/A N/A	-
				ther class)		-
			(0			-

Convertibles (i.e. Convertible	into Shares of th	e Issuer whi	ch are to be Liste	ed)		
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
<u>1.</u>						
	_					
	_					
Stock code (if listed) Class of shares issuable (Note 1) Subscription price EGM approval date (if applicable) (dd/mm/yyyy)	( / / )					
<u>2.</u>						
	_					
Stock code (if listed) Class of shares issuable (Note 1) Subscription price EGM approval date						
(if applicable)						
(dd/mm/yyyy)	_(_/_/)_					
<u>3.</u>						
	_					
Stock code (if listed) Class of shares issuable (Note 1)						
Subscription price EGM approval date						
(if applicable)						
	( / / )					
<u>4.</u>						
	_					
Stock code (if listed)						
Class of shares						
issuable (Note 1) Subscription price						
EGM approval date						
(if applicable) (dd/mm/yyyy)	( / / )					
			Total C. (Ordina		N/A	_
			•	ce shares)	N/A	-
			(U	ther 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)

(other than under Share Option Schemes)		
Full particulars including EGM approval date (dd/mm/yyyy),	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
if applicable, and class of shares issuable:		
<ol> <li>The Company proposed to implement the rights issue on the basis of three (3) rights shares for every one (1) existing Share held on the Record Date at the Subscription Price of HK\$0.125 per rights share ("Right Issue"), to raise gross proceeds of approximately HK\$65.8 million before expenses (assuming no further issue or repurchase of Shares on or before the Record Date) and up to a maximum of approximately HK\$69.4 million before expenses (assuming full exercise of the Share Options on or before the Latest Lodging Date and no other issue or repurchase of Shares on or before the Record Date) by way of the rights issue of not less than 526,561,245 Rights Shares and not more than 554,915,532 Rights Shares (assuming as aforesaid) to the Qualifying Shareholders.</li> </ol>		
The Rights Issue is conditional upon the following conditions being fulfilled or waived (as appropriate):		
(1) the passing by the Shareholders (or where appropriate, Independent Shareholders) at the EGM of the requisite resolutions to approve the Underwriting Agreement and the Rights Issue (including, but not limited to, the exclusion of the offer of the Rights Issue to the Excluded Shareholders) and the transactions contemplated thereunder by no later than the Prospectus Posting Date;		
(2) the Listing Committee of the Stock Exchange granting or agreeing to grant (subject to allotment) and not having withdrawn or revoked the listing of and permission to deal in the Rights Shares (in their nil-paid and fully-paid forms);		
(3) the filing and registration of the Prospectus Documents (together with any other documents required by applicable law or regulation to be annexed thereto) with the Companies Registry in Hong Kong by no later than the Prospectus Posting Date;		
(4) the posting of the Prospectus Documents to the Qualifying Shareholders by no later than the Prospectus Posting Date;		
(5) the Underwriting Agreement not having been terminated by the Underwriter pursuant to the terms hereof on or before the Latest Time for Termination;		
(6) there being no breach of the undertakings and obligations of the Company under the terms of the Underwriting Agreement; and		
(7) none of the Underwriter together with such parties acting in concert (having the meaning as set out in the Takeovers Code) with it nor any of the sub-underwriters and their respective parties acting in concert (having the meaning as set out in the Takeovers Code) shall be interested in 30% or more of the issued share capital of the Company as enlarged by the Rights Issue or otherwise be obligated to make mandatory general offer obligation under the Takeovers Code as a result of the Underwriter and/or the sub-underwriters taking up the Untaken Shares under the Underwriting Agreement.		
The conditions precedent set out in paragraphs (1) to (4) and (7) are incapable of being waived by the Underwriter and the Company. The Underwriter may waive the condition precedent set out in paragraph (6) in whole or in part by written notice to the Company.		
For further details, please refer to the Company's announcement dated 20 January 2021 and Company's circular dated 22		

F	February 2021.		
-			
-			
-	shares (Note 1)		
-			
2.			
-			
-			
-	shares (Note 1)		
-			
3			
-			
-	( / / )		
-	shares (Note 1)		
-	Total D (Ordinary charge)	N/A	
-	Total D. (Ordinary shares) (Preference shares)	N/A N/A	
_			
	(Other class)	N/A	

ice : State currency	Class of shares issuable ( <i>Note 1</i> ) Issue and allotment date : (dd/mm/yyyy) EGM approval date: (dd/mm/yyyy)	( / /			the month
ice : State currency	issuable <i>(Note 1)</i> <ul> <li>Issue and allotment date : (dd/mm/yyyy)</li> <li>EGM approval date:</li> </ul>				
ice : State currency	date : (dd/mm/yyyy) EGM approval date:				
		( / /	)		
	(4411111))))))				
				Nil	Nil
	Class of shares issuable (Note 1)				
ice : State currency	<ul> <li>Issue and allotment date : (dd/mm/yyyy)</li> </ul>	( / /	)		
	EGM approval date: (dd/mm/yyyy)	( / /	)		
				<u> </u>	<u>Nil</u>
	Class of shares issuable (Note 1)				
ice : State currency	<ul> <li>Issue and allotment date : (dd/mm/yyyy)</li> </ul>	( / /	)		
	EGM approval date: (dd/mm/yyyy)	( / /	)	<b>N</b> 111	
				<u> </u>	<u>Nil</u>
	Class of shares issuable (Note 1)				
	Issue and allotment date : (dd/mm/yyyy)	( / /	)		
	EGM approval date: (dd/mm/yyyy)	( / /	)	Nil	Nil
	ice : State	currency       date : (dd/mm/yyyy)         EGM approval date: (dd/mm/yyyy)         EGM approval date: (dd/mm/yyyy)         ice : State currency       Class of shares issuable ( <i>Note 1</i> )         Issue and allotment date : (dd/mm/yyyy)         EGM approval date: (dd/mm/yyyy)         Class of shares issuable ( <i>Note 1</i> )         Issue and allotment date: (dd/mm/yyyy)         EGM approval date: (dd/mm/yyyy)         EGM approval date: (dd/mm/yyyy)         EGM approval date: (dd/mm/yyyy)         EGM approval date: (dd/mm/yyyy)	currency       date : (dd/mm/yyyy)         EGM approval date:       ( / / (dd/mm/yyyy))         ice :       State         currency       Issue and allotment ( / / date : (dd/mm/yyyy))         EGM approval date:       ( / / (date : (dd/mm/yyyy)))         EGM approval date:       ( / / (date : (dd/mm/yyyy)))	currency       date : (dd/mm/yyyy)         EGM approval date:       ( / / )         (dd/mm/yyyy)       (dd/mm/yyyy)         ice :       State         currency       Issue and allotment ( / / )         date : (dd/mm/yyyy)       ( / / )         EGM approval date:       ( / / )         ice :       State         currency       Issue and allotment ( / / )         GM approval date:       ( / / )         (dd/mm/yyyy)       EGM approval date:         Class of shares	currency       date : (dd/mm/yyyy)         EGM approval date:       ( / / )         (dd/mm/yyyy)

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
	Class of shares				
5. Scrip dividend At price : State currency	issuable <i>(Note 1)</i> Issue and allotment date : (dd/mm/yyyy)	( / /	)		
	EGM approval date: (dd/mm/yyyy)	( / /	)	Nil	Nil
	Class of shares repurchased (Note 1)				
6. Repurchase of shares	Cancellation date : (dd/mm/yyyy)	(//	)		
	EGM approval date: (dd/mm/yyyy)	(//	)	Nil	Nil
	Class of shares redeemed (Note 1)				
7. Redemption of shares	Redemption date : (dd/mm/yyyy)	(//	)		
	EGM approval date: (dd/mm/yyyy)	(//	)	NU	NU
				<u>Nil</u>	Nil
	Class of shares issuable (Note 1)				
8. Consideration At price : State	Issue and allotment date : (dd/mm/yyyy)	( / /	)		
	EGM approval date: (dd/mm/yyyy)	( / /	)	Nil	Nil

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

Total increase / (decrease) in ordinary shares during the month (i.e. Total of A to E):	(1)	N/A
	(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
(These figures should be the same as the relevant figures under II above ("Movement Capital").)	s in Is <del>su</del>	ed Share

We hereby confirm to the best knowledge, information and belief that, in relation to each of the securities issued by the issuer during the month as set out in Part III which has not been previously disclosed in a return published under rule 17.27A, it has been duly authorized by the board of directors of the listed issuer and, insofar as applicable:

(Note 2)

- (i) all money due to the listed issuer in respect of the issue of securities has been received by it;
- (ii) all pre-conditions for listing imposed by the Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited under "Qualifications of listing" have been fulfilled;
- (iii) all (if any) conditions contained in the formal letter granting listing of and permission to deal in the securities have been fulfilled;
- (iv) all the securities of each class are in all respects identical (Note 3);
- (v) all documents required by the Companies (Winding Up and Miscellaneous Provisions) Ordinance to be filed with the Registrar of Companies have been duly filed and that compliance has been made with other legal requirements;
- (vi) all the definitive documents of title have been delivered/are ready to be delivered/are being prepared and will be delivered in accordance with the terms of issue;
- (vii) completion has taken place of the purchase by the issuer of all property shown in the listing document to have been purchased or agreed to be purchased by it and the purchase consideration for all such property has been duly satisfied; and
- (viii) the trust deed/deed poll relating to the debenture, loan stock, notes or bonds has been completed and executed, and particulars thereof, if so required by law, have been filed with the Registrar of Companies.

Remarks (if any):

Submitted by :	Yue Kwai Wa Ken	-	
Title : (Director, Secret	Director / Company Secretary ary or other duly authorised officer)	-	

#### 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.