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ROMA (META) GROUP LIMITED

羅馬（元宇宙）集團有限公司*

(formerly known as Roma Group Limited)

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8072)

DISCLOSEABLE TRANSACTION LEASE AGREEMENT

LEASE AGREEMENT

The Board announces that on 27 March 2023, the Lessee, an indirect wholly-owned subsidiary of the Company entered into the Lease Agreement with the Lessor in respect of the Lease for a term of three (3) years commencing from 27 March 2023 to 26 March 2026 (both days inclusive) for use as office premises of the Group.

LISTING RULES IMPLICATIONS

Pursuant to HKFRS 16, as a result of the entering into the Lease Agreement, the Group will recognise right-of-use asset in its consolidated financial statements in connection with the Lease. As such, the Lease will be regarded as acquisition of assets by the Group under the definition of transaction set out in Rule 19.04(1)(a) of the GEM Listing Rules. The unaudited value of the right-of-use asset to be recognised by the Group under the Lease Agreement is estimated to be approximately HK\$5,886,000.

As one or more of the applicable percentage ratios (as defined in the GEM Listing Rules) calculated based on the value of the right-of-use asset to be recognised by the Group in connection with the Lease Agreement according to HKFRS 16 “Leases” are more than 5% but all are less than 25%, the transaction contemplated under the Lease Agreement constitutes a discloseable transaction of the Company and is subject to the notification and announcement requirements under Chapter 19 of the GEM Listing Rules.

* For identification purpose only

INTRODUCTION

The Board announces that on 27 March 2023, the Lessee, an indirect wholly-owned subsidiary of the Company entered into the Lease Agreement with the Lessor in respect of the Lease for a term of three (3) years commencing from 27 March 2023 to 26 March 2026 (both days inclusive) for use as of office premises of the Group.

LEASE AGREEMENT

The principal terms of the Lease Agreement are set out below:

Date	:	27 March 2023
Parties	:	(i) Roma Appraisals Limited, as the Lessee (ii) Globe Eagle Limited, as the Lessor
The Premises	:	Rooms 1101–4 on the 11 th Floor of Harcourt House, 39 Gloucester Road, Wan Chai, Hong Kong
Term	:	Three (3) years commencing from 27 March 2023 to 26 March 2026
Usage	:	To use the Premises as offices of the Group
Rental Deposit	:	Approximately HK\$987,000, a sum equivalent to Three (3) months' rent plus service charge and one (1) quarter of rates
Rent-free period:	:	Two (2) months from 27 March 2023 to 26 May 2023 (both days inclusive) Two (2) months from 27 March 2024 to 26 May 2024 (both days inclusive) Two (2) months from 27 March 2025 to 26 May 2025 (both days inclusive)
Total lease payments	:	Approximately HK\$8,010,000 in aggregate for a term of three years (monthly rent of HK\$267,000, exclusive of rates and service charges and other outgoings)
Payment term	:	The rent shall be payable in advance on the first (1 st) day of each and every successive calendar month

REASONS FOR AND BENEFITS OF ENTERING INTO THE LEASE AGREEMENT

Having considered factors such as office space, location, rent and other commercial terms offered by the Lessor, the Directors are of the view that it is in the interests of the Group to enter into the Lease Agreement and use the Premises as its new head office and principal place of business in Hong Kong. The terms of the Lease Agreement were arrived at after arm's length negotiations between the Lessor and the Lessee and the rent was determined with reference to the prevailing market rents of comparable properties in the nearby locations. The Directors consider that the terms of the Lease Agreement are fair and reasonable, and the entering into of the Lease Agreement is in the interests of the Company and its Shareholders as a whole.

INFORMATION OF THE PARTIES

The Company and the Group

The Company is a company incorporated in the Cayman Islands with limited liability, whose issued shares are listed on GEM of the Stock Exchange under the stock code 8072. The Group is principally engaged in the provision of valuation and advisory services, financing services and securities broking, placing and underwriting and investment advisory and asset management services.

The Lessee

Roma Appraisals Limited is a limited liability company incorporated in Hong Kong and an indirectly wholly-owned subsidiary of the Company. It is principally engaged in provision of valuation and advisory services.

The Lessor

Globe Eagle Limited is a company incorporated and operated in Hong Kong. It is principally engaged in property investment and leasing of properties.

To the best of the Director's knowledge, information and belief having made all reasonable enquiries, Lessor and its ultimate beneficial owners (where applicable) are third parties independent of and its connected persons (as defined in the GEM Listing Rules).

RIGHT-OF-USE ASSET

Pursuant to HKFRS 16 "Leases", the Group will recognise a right-of-use asset in respect of the Lease upon commencement of the lease term. The value of the right-of-use asset to be recognised by the Group in connection with the Lease Agreement is estimated to be approximately HK\$5,886,000, which is the present value of aggregated lease payments less incentives (if any) in accordance with HKFRS 16 "Leases". The payment to be made under the Lease Agreement will be settled by the internal resources of the Group. The above estimated value of the right-of-use asset is subject to audit to be conducted by an independent auditor engaged by the Company and may be subject to adjustment in the future.

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As one or more of the applicable percentage ratios (as defined in the GEM Listing Rules) calculated based on the value of the right-of-use asset to be recognised by the Group in connection with the Lease Agreement according to HKFRS 16 “Leases” are more than 5% but all are less than 25%, the transaction contemplated under the Lease Agreement constitutes a discloseable transaction of the Company and is subject to the notification and announcement requirements under Chapter 19 of the GEM Listing Rules.

DEFINITION

“Board”	the board of Directors
“Company”	Roma (meta) Group Limited, a company incorporated in the Cayman Islands with limited liability whose issued shares are listed on GEM of the Stock Exchange (stock code: 8072)
“connected person(s)”	has the same meaning ascribed to it in the GEM Listing Rules
“Director(s)”	the director(s) of the Company
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM of the Stock Exchange
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollar(s), the lawful currency of Hong Kong
“HKFRS”	Hong Kong Financial Reporting Standards issued by the Hong Kong Institute of Certified Public Accountants
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Lease”	the lease in connection with the Premises pursuant to the terms and conditions of the Lease Agreement
“Lease Agreement”	the lease agreement dated 27 March 2023 entered into between the Lessee and the Lessor in relation to the Lease, as amended and supplemented from time to time

“Lessee”	Roma Appraisals Limited, a company incorporated in Hong Kong with limited liability and an indirectly wholly-owned subsidiary of the Company
“Lessor”	Globe Eagle Limited, a company incorporated in the Hong Kong with limited liability
“Premises”	Rooms 1101–4 on the 11th Floor of Harcourt House, 39 Gloucester Road, Wan Chai, Hong Kong
“Shareholder(s)”	the shareholder(s) of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

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

Hong Kong, 27 March 2023

As at the date of this announcement, the executive Directors are Mr. Yue Kwai Wa Ken (Chairman and Chief Executive Officer) and Mr. Li Sheung Him Michael; and the independent non-executive Directors are Mr. Chung Man Lai, Mr. Ko Wai Lun Warren and Ms. Li Tak Yin.

This announcement, 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 announcement 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 announcement misleading.

This announcement will remain on the Latest Listed Company Information page of the website of the Stock Exchange at www.hkexnews.hk for at least seven days from the day of its posting. This announcement will also be published on the website of the Company at www.romagroup.com.