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**ROMA (META) GROUP LIMITED**

**羅馬(元宇宙)集團有限公司\***

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

**(Stock Code: 8072)**

**SUPPLEMENTAL AGREEMENT TO PLACING  
OF NEW SHARES UNDER GENERAL MANDATE**

**Placing Agent**



**英皇證券有限公司**  
**Emperor Securities Limited**

**SUPPLEMENTAL AGREEMENT TO THE PLACING AGREEMENT**

Reference is made to the announcement of the Company dated 21 July 2023 (the “**Announcement**”) in relation to the placing of new Shares under General Mandate pursuant to the Placing Agreement entered into between the Company and the Placing Agent. Capitalised terms used herein shall have the same respective meanings as those defined in the Announcement unless otherwise defined.

On 24 July 2023 (after trading hours), the Company and the Placing Agent entered into a supplemental agreement (the “**Supplemental Agreement**”), pursuant to which (i) the Parties agreed that the Placing Price be increased from HK\$0.032 to HK\$0.033 per Placing Shares; and (ii) if the conditions of the Placing which was stated in the Announcement are not fulfilled by 10 August 2023, or such later date as the Company and the Placing Agent may agree in writing, the Placing Agreement shall terminate and all rights, obligations and liabilities of the parties hereunder in relation to the Placing shall cease and determine and the both parties shall be released from all their respective obligations pursuant to the Placing Agreement and neither party shall have any claim against the other party in respect of the Placing save for any antecedent breach.

\* *For identification purposes only*

Save as amended by the Supplemental Agreement, all other terms and conditions of the Placing Agreement remain unchanged and valid.

Assuming all the 140,400,000 Placing Shares are successfully placed, the updated gross proceeds raised from the Placing will be approximately HK\$4.63 million. After taking into account the estimated expenses in relation to the Placing, the updated estimated net proceeds from the Placing will be approximately HK\$4.54 million, representing a net price of approximately HK\$0.032 per Placing Share.

The Placing Price of HK\$0.033 per Placing Share represents (i) a discount of approximately 15.38% to the closing price of HK\$0.039 per Share as quoted on the Stock Exchange on the last trading day for the shares prior to this announcement; and (ii) a discount of approximately 19.51% to the average of the closing prices of HK\$0.041 per Share as quoted on the Stock Exchange for the last five consecutive trading days immediately preceding the date of the Supplemental Agreement.

The Company intends to apply the net proceeds for the general working capital of the Group. The Directors consider that the Placing represents a good opportunity to raise additional funds through the equity market as well as to broaden the capital and shareholder base of the Company. Accordingly, the Board considers that the terms of the Placing are fair and reasonable and the Placing is in the interests of the Company and the Shareholders as a whole.

## EFFECTS ON SHAREHOLDING STRUCTURE OF THE COMPANY

The changes of the shareholding structure of the Company as a result of the Placing are as follows:

|  | As at the date of this announcement |                           | Upon completion of the Placing (assuming all the Placing Shares have been issued and allotted) |                           |
|--|-------------------------------------|---------------------------|--|---------------------------|
|  | No. of shares                       | approximate %<br>(Note 1) | No. of shares  | approximate %<br>(Note 1) |
| Aperto Investments Limited<br>(Note 2)     | 210,000,000                         | 29.91                     | 210,000,000  | 24.93                     |
| Fast and Fabulous Company Limited (Note 3) | 17,540,000                          | 2.50                      | 17,540,000   | 2.08                      |
| Public Shareholders                        | 474,541,660                         | 67.59                     | 474,541,660  | 56.33                     |
| Placees                                    | —                                   | —                         | 140,400,000  | 16.67                     |
|  | <u>702,081,660</u>                  | <u>100.00</u>             | <u>842,481,660</u>   | <u>100.00</u>             |

Notes:

- The percentages may not add up to subtotal or total due to rounding.
- The entire issued share capital of Aperto Investments Limited is legally and beneficially owned by Mr. Luk Kee Yan Kelvin, who is deemed to be interested in all the Shares held by Aperto Investments Limited by virtue of the SFO.

3. The 17,540,000 Shares are held by Fast and Fabulous Company Limited, which is the trustee of the share award plan of the Company adopted on 22 June 2018, details of which were set out in the announcements of the Company dated 22 June 2018 and 10 July 2018. As the entire issued share capital of Fast and Fabulous Company Limited is legally and beneficially owned by Mr. Yue Kwai Wa Ken (“**Mr. Yue**”), Mr. Yue is deemed to be interested in all the Shares held by Fast and Fabulous Company Limited by virtue of the SFO. Mr. Yue is an executive Director, the chief executive officer, chairman and company secretary of the Company.

**Shareholders and potential investors should note that Completion is subject to fulfillment of the conditions under the Placing Agreement. As the Placing may or may not proceed, Shareholders and potential investors are reminded to exercise caution when dealing in the Shares.**

For and on behalf of  
**Roma (meta) Group Limited**  
**Yue Kwai Wa Ken**  
*Executive Director, Chief Executive Officer,  
Chairman and Company Secretary*

Hong Kong, 24 July 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 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](http://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](http://www.romagroup.com).*