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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)

**DESPATCH OF CIRCULAR IN RELATION TO
(I) PROPOSED SHARE CONSOLIDATION;
(II) PROPOSED RIGHTS ISSUE ON THE BASIS OF
THREE (3) RIGHTS SHARES FOR EVERY ONE (1) CONSOLIDATED
SHARE HELD ON THE RECORD DATE ON A NON-FULLY
UNDERWRITTEN BASIS;
(III) CONNECTED TRANSACTION IN RELATION TO
THE UNDERWRITING AGREEMENT;
(IV) APPLICATION FOR WHITEWASH WAIVER
AND
(V) NOTICE OF EGM**

Financial adviser to the Company in relation to the Rights Issue only



英皇企業融資有限公司
Emperor Corporate Finance Limited

Placing Agent to the Rights Issue



英皇證券有限公司
Emperor Securities Limited

**Underwriter to the Rights Issue
Aperto Investments Limited**

**Independent Financial Adviser to the Independent Board Committee
and the Independent Shareholders**



Gram Capital Limited
嘉林資本有限公司

* For identification purposes only

Reference is made to (i) the announcement of Roma (meta) Group Limited (the “**Company**”) dated 22 July 2024 in relation to, among other things, the Share Consolidation, the Rights Issue, the Placing Agreement, the Underwriting Agreement and the Whitewash Waiver (the “**Announcement**”). Capitalised terms used herein shall have the same meanings as those defined in the Announcement unless the context requires otherwise.

DESPATCH OF CIRCULAR

The Board is pleased to announce that the Circular containing, among other things, (i) details of the Share Consolidation, the Rights Issue, the Placing Agreement, the Irrevocable Undertaking, the Underwriting Agreement and the transactions contemplated thereunder, and the Whitewash Waiver; (ii) the letter of recommendation from the Independent Board Committee to the Independent Shareholders in respect of the Rights Issue, the Placing Agreement, the Underwriting Agreement and the transactions contemplated thereunder, and the Whitewash Waiver; (iii) the letter of advice from the Independent Financial Adviser to the Independent Board Committee and the Independent Shareholders in respect of the Rights Issue, the Placing Agreement, the Underwriting Agreement and the transactions contemplated thereunder, and the Whitewash Waiver; (iv) other information required under the GEM Listing Rules and the Takeovers Code; and (v) a notice convening the EGM, has been despatched to the Shareholders on Monday, 12 August 2024.

The EGM will be held at Rooms 1101–4, 11/F, Harcourt House, 39 Gloucester Road, Wanchai, Hong Kong at 11:00 a.m. on Tuesday, 27 August 2024, details of which are set out in the notice of the EGM which is despatched together with the Circular and the proxy form for the EGM to the Shareholders on 12 August 2024.

In relation to the financial advisers to the Company, Emperor Corporate Finance Limited is the financial adviser to the Company in relation to the Rights Issue only and has not, and will not provide any advice on any Takeovers Code related matters including the Whitewash Waiver. Draco Capital Limited is the financial adviser to the Company in relation to Rule 10.11 of the Takeovers Code.

WARNING OF THE RISKS OF DEALING IN THE SHARES AND/OR RIGHTS SHARES IN NIL-PAID FORM

The Rights Issue is conditional upon fulfilment of the conditions set out in the paragraph headed “Conditions of the Rights Issue” in the Circular, including, among other things, the Stock Exchange granting the listing of, and permission to deal in, the Rights Shares in their nil-paid and fully-paid forms; and the Executive having granted the Whitewash Waiver to the Underwriter. Accordingly, the Rights Issue may or may not proceed.

Any Shareholders or potential investors contemplating selling or purchasing the Existing Shares, the Consolidated Shares and/or the nil-paid Rights Shares up to the date when the conditions of the Rights Issue are fulfilled will bear the risk that the Rights Issue may not become unconditional and may not proceed.

Shareholders and potential investors are reminded to exercise caution when dealing in the securities of the Company. Any party who is in any doubt about his/her/its position or any action to be taken is recommended to consult his/her/its own professional adviser(s).

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

Hong Kong, 12 August 2024

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, Ms. Li Tak Yin and Ms. Suen Tin Yan.

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.

The Directors jointly and severally accept full responsibility for the accuracy of the information contained in this announcement and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this announcement have been arrived at after due and careful consideration and there are no other facts not contained in this announcement, the omission of which would make any statement in 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 7 days from the day of its posting. This announcement will also be published on the Company’s website at www.romagroup.com.