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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)

**(I) POLL RESULTS OF EXTRAORDINARY GENERAL MEETING
HELD ON 27 AUGUST 2024;
(II) EFFECTIVE DATE OF THE SHARE CONSOLIDATION;
AND
(III) GRANT OF WHITEWASH WAIVER**

The Board is pleased to announce that the proposed special resolution and ordinary resolutions as set out in the EGM Notice were duly passed by the Shareholders by way of poll at the EGM held on Tuesday, 27 August 2024.

References are made to the circular (the “**Circular**”) and the notice of extraordinary general meeting (the “**EGM Notice**”) of Roma (meta) Group Limited (the “**Company**”) both dated 12 August 2024, in relation to, among other things, the Share Consolidation, the Rights Issue, the Placing Agreement, the Underwriting Agreement and the transactions contemplated thereunder, and the Whitewasher Waiver. Unless the context otherwise requires, capitalised terms used in this announcement shall have the same meanings as those defined in the Circular.

POLL RESULTS OF THE EGM

The Board is pleased to announce the poll results in respect of the proposed special resolution and ordinary resolutions as set out in the EGM Notice were duly passed by the Shareholders and/or the Independent Shareholders (as the case may be) attending and voting at the EGM by way of poll at the EGM held on Tuesday, 27 August 2024.

Ordinary resolution to approve the Share Consolidation

As at the date of the EGM, the Company has a total number of 842,481,660 Existing Shares in issue.

No Shareholder is involved or interested in or has a material interest in the Share Consolidation, hence no Shareholder was required to abstain from voting on the resolution to approve the Share Consolidation at the EGM. Accordingly, the total number of Shares entitling the Shareholders to attend and vote for or against this ordinary resolution at the EGM was 842,481,660 Existing Shares, representing the entire issued share capital of the Company as at the date of the EGM.

Ordinary resolution to approve the Rights Issue, the Placing Agreement, the Underwriting Agreement and the transactions contemplated thereunder

An application has been made by the Aperto Investments to the Executive for the Whitewash Waiver pursuant to Note 1 on dispensations from Rule 26 of the Takeovers Code. The Whitewash Waiver, if granted by the Executive, would be subject to, among other things, (i) the approval of the Whitewash Waiver by at least 75% of the Independent Shareholders at the EGM by way of poll; and (ii) the approval by more than 50% of the Independent Shareholders at the EGM by way of poll in respect of the Rights Issue, the Placing Agreement, the Underwriting Agreement and the transactions contemplated thereunder. Aperto Investments, Mr. Luk and parties acting in concert with any of them and those who are involved in and/or interested in the Rights Issue, the Placing Agreement, the Underwriting Agreement or the Whitewash Waiver are required to abstain from voting on the proposed resolution approving the Rights Issue, the Placing Agreement, the Underwriting Agreement and the Whitewash Waiver at the EGM.

As the Rights Issue, if proceeded with, will increase the issued share capital of the Company by more than 50%, the Rights Issue is subject to approval of the Independent Shareholders at the EGM by a resolution on which any controlling Shareholders and their respective associates or, where there are no controlling Shareholders, the Directors (excluding the independent non-executive Directors) and the chief executive of the Company, and their respective associates shall abstain from voting in favour of the Rights Issue under Rule 10.29(1) of the GEM Listing Rules. Since there is no controlling shareholder, Mr. Yue and his associates, who are interested in 56,580,000 Existing Shares (representing approximately 6.72% of the existing issued share capital of the Company) as at the date of the EGM as the beneficial owner of the trustee of the share award plan of the Company adopted on 22 June 2018, shall abstain from voting in favour of the resolutions to approve the Rights Issue and the transactions contemplated thereunder at the EGM.

As at the date of the EGM, Aperto Investments holds 230,360,000 Existing Shares, representing approximately 27.34% of the existing issued share capital of the Company and is a substantial shareholder of the Company. As such, the Aperto Investments is a connected person of the Company under Chapter 20 of the GEM Listing Rules and the transactions contemplated under the Underwriting Agreement constitute a connected transaction for the Company under the GEM Listing Rules and are subject to the reporting, announcement and Independent Shareholders' approval requirements under Chapter 20 of the GEM Listing Rules. Aperto Investments and its associates shall abstain from voting in respect of the resolution relating to the Underwriting Agreement at the EGM.

Accordingly, the total number of Shares entitling the Independent Shareholders to attend and vote for or against this ordinary resolution proposed at the EGM was 555,541,660 Existing Shares (representing approximately 65.94% of the total issued shares capital of the Company as at the date of the EGM).

Special resolution to approve the Whitewash Waiver and the transactions contemplated thereunder

An application has been made by the Aperto Investments to the Executive for the Whitewash Waiver pursuant to Note 1 on dispensations from Rule 26 of the Takeovers Code. The Whitewash Waiver, if granted by the Executive, would be subject to, among other things, (i) the approval of the Whitewash Waiver by at least 75% of the Independent Shareholders at the EGM by way of poll; and (ii) the approval by more than 50% of the Independent Shareholders at the EGM by way of poll in respect of the Rights Issue, the Placing Agreement, the Underwriting Agreement and the transactions contemplated thereunder. Aperto Investments, Mr. Luk and parties acting in concert with any of them and those who are involved in and/or interested in the Rights Issue, the Placing Agreement, the Underwriting Agreement or the Whitewash Waiver are required to abstain from voting on the proposed resolution approving the Rights Issue, the Placing Agreement, the Underwriting Agreement and the Whitewash Waiver at the EGM.

Accordingly, the total number of Shares entitling the Independent Shareholders to attend and vote for or against this special resolution proposed at the EGM was 612,121,660 Existing Shares (representing approximately 72.66% of the total issued shares capital of the Company as at the date of the EGM).

Boardroom Share Registrars (HK) Limited, the Hong Kong branch share registrar of the Company, was appointed and acted as the scrutineer for the vote-taking at the EGM.

The EGM was chaired by Ms. Suen Tin Yan. All Directors have attended the EGM.

The poll results in respect of all the proposed resolutions put to the vote of the EGM are set out as follows:

Ordinary Resolutions		Number of Votes (%) <i>(Note 1)</i>	
		For	Against
1.	To approve the Share Consolidation.	403,280,005 (100.0%)	0 (0.0%)
2.	To approve the Rights Issue, the Placing Agreement, the Underwriting Agreement and the transactions contemplated thereunder.	403,280,005 (100.0%)	0 (0.0%)
Special Resolution		Number of Votes (%) <i>(Note 1)</i>	
		For	Against
1.	To approve the Whitewash Waiver and the transactions contemplated thereunder.	403,280,005 (100.0%)	0 (0.0%)

Notes:

1. The number of votes and the percentage of total votes as stated above are based on the total number of issued Shares held by the Shareholders who attended and voted at the EGM in person, by authorised representative or by proxy.
2. For the full text of the proposed resolutions, please refer to the EGM Notice as contained in the Circular.

As more than 75% of the votes were cast in favour of the special resolution and more than 50% of the votes were cast in favour of the ordinary resolutions, the resolutions were duly passed as a special resolution and ordinary resolutions of the Company at the EGM, respectively.

GRANT OF WHITEWASH WAIVER

The Executive has granted the Whitewash Waiver on 23 August 2024, subject to, among other things, (i) the approval of the Whitewash Waiver by at least 75% of the Independent Shareholders at the EGM by way of poll; (ii) the approval by more than 50% of the Independent Shareholders at the EGM by way of poll in respect of the Rights Issue, the Placing Agreement, the Underwriting Agreement and the transactions contemplated thereunder; and (iii) unless the Executive gives prior consent, no acquisition or disposal of voting rights being made by the Aperto Investments, Mr. Luk and parties acting in concert with any of them between the date of the Announcement and the completion of the Rights Issue. As at the date of this announcement, the aforesaid conditions (i) and (ii) have been fulfilled.

SHAREHOLDING STRUCTURE OF THE COMPANY

Sets out the shareholding structure of the Company (i) as at the date of this announcement; (ii) immediately upon the Share Consolidation becoming effective; and (iii) immediately upon completion of the Rights Issue:

Name of Shareholder	As at the Latest Practicable Date		Immediately upon Share Consolidation becoming effective		Immediately after completion of the Rights Issue (assuming full acceptance of the Rights Shares by all Qualifying Shareholders other than Mr. Yue and all of the Unsubscribed Rights Shares and NQS Unsold Rights Shares have been placed by the Placing Agent) ^{Note 2}		Immediately after completion of the Rights Issue (assuming only Aperto Investments have taken up on the Rights Shares and none of the Unsubscribed Rights Shares and NQS Unsold Rights Shares have been placed by the Placing Agent)	
	Number of Existing Shares	Approx. %	Number of Consolidated Shares	Approx. %	Number of Consolidated Shares	Approx. %	Number of Consolidated Shares	Approx. %
Substantial Shareholder								
Aperto Investments ^{Note 1}	230,360,000	27.34%	11,518,000	27.34%	46,072,000	27.34%	46,072,000	60.08%
Subtotal of Aperto Investments, Mr. Luk and parties acting in concert with any of them	230,360,000	27.34%	11,518,000	27.34%	46,072,000	27.34%	46,072,000	60.08%
Directors								
Mr. Yue ^{Note 2}	56,580,000	6.72%	2,829,000	6.72%	2,829,000	1.68%	2,829,000	3.69%
Mr. Chung	1,250	0.00%	62	0.00%	248	0.00%	62	0.00%
Public Shareholders								
Independent placees	—	—	—	—	8,487,000	5.04%	—	—
Other public shareholders	<u>555,540,410</u>	<u>65.94%</u>	<u>27,777,021</u>	<u>65.94%</u>	<u>111,108,084</u>	<u>65.94%</u>	<u>27,777,021</u>	<u>36.23%</u>
Total	<u>842,481,660</u>	<u>100.00%</u>	<u>42,124,083</u>	<u>100.00%</u>	<u>168,496,332</u>	<u>100.00%</u>	<u>76,678,083</u>	<u>100.00%</u>

Notes:

- The entire issued share capital of Aperto Investments is legally and beneficially owned by Mr. Luk. Under the SFO, Mr. Luk is deemed to be interested in all the Shares held by Aperto Investments.
- The 56,580,000 Existing 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, and is wholly owned by Mr. Yue. According to the rules of the share award plan, the trustee shall not exercise the voting rights and/or accept its pro rata entitlement under Rights Issue in respect of the Shares held by it under the trust.

EFFECTIVE DATE OF SHARE CONSOLIDATION

The Board is also pleased to announce that all of the conditions of the Share Consolidation stated in the Circular, other than the Stock Exchange granting listing of, and permission to deal in, the Consolidated Shares, have been fulfilled, following the passing of the ordinary resolution to approve the Share Consolidation at the EGM. The Share Consolidation is expected to become effective on Thursday, 29 August 2024, upon which dealings in the Consolidated Shares on the Stock Exchange will commence at 9:00 a.m. on Thursday, 29 August 2024. Please refer to the Circular for the timetable, the trading arrangements and other details of the Share Consolidation, including the services that are available for odd lots matching.

Shareholders should note that upon the Share Consolidation becoming effective, the new share certificates for the Consolidated Shares will be issued in gold colour in order to distinguish them from the existing share certificates in blue colour.

COMMENCEMENT OF DEALINGS IN THE SHARES ON AN EX-RIGHT BASIS AND DESPATCH OF THE PROSPECTUS DOCUMENTS

The Rights Issue will proceed in accordance with the expected timetable set out in the Circular. Pursuant to the expected timetable, it is expected that the last day of dealings in the Shares on a cum-rights basis relating to the Rights Issue will be Thursday, 29 August 2024 and the Shares will be dealt in on an ex-rights basis from Friday, 30 August 2024. The Prospectus Documents are expected to be despatched to the Qualifying Shareholders (or the Prospectus is expected to be despatched to the Non-Qualifying Shareholders for information only) on Tuesday, 10 September 2024.

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

Shareholders and potential investors of the Company should note that the Rights Issue is subject to fulfilment of conditions including, among other things, the Underwriting Agreement having become unconditional and the Underwriter not having terminated the Underwriting Agreement in accordance with the terms thereof (a summary of which is set out in the section headed “Termination of the Underwriting Agreement” in the circular). Accordingly, the Rights Issue may or may not proceed.

Any Shareholder or other person dealing in the Shares and/or the nil-paid Rights Shares up to the date on which all the conditions to which the Rights Issue are fulfilled (and the date on which the Underwriter right of termination of the Underwriting Agreement ceases) will accordingly bear the risk that the Rights Issue may not become unconditional or may not proceed.

Shareholders and potential investors of the Company are advised to exercise caution when dealing in the Shares and/or the nil-paid Rights Shares. 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, 27 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.

The Directors jointly and severally accept full responsibility for the accuracy of the information contained in this announcement, and confirm, having made all reasonable inquiries, that to their best 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.