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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)

RESULTS OF THE RIGHTS ISSUE ON THE BASIS OF THREE (3) RIGHTS SHARES FOR EVERY ONE (1) SHARE HELD ON THE RECORD DATE

Reference is made to the prospectus of Roma (meta) Group Limited (the “**Company**”) dated 10 September 2024 (the “**Prospectus**”) and the announcements of the Company dated 26 September 2024 (the “**Announcement**”) in relation to, among others, the Rights Issue. Unless the context requires otherwise, capitalised terms used herein shall bear the same meanings as defined in the Prospectus and the Announcement.

RESULTS OF THE RIGHTS ISSUE

As disclosed in the Announcement, (i) as at the Record Date, there was no Non-Qualifying Shareholder holding and accordingly there was no NQS Unsold Rights Share; and (ii) as at 4:00 p.m. on Wednesday, 25 September 2024, being the Latest Time for Acceptance, the Company had received two (2) valid acceptances for a total of 58,478,993 Rights Shares provisionally allotted under the Rights Issue (representing approximately 46.28% of the total number of Rights Shares offered under the Rights Issue). Pursuant to the Irrevocable Undertaking, Aperto Investments has subscribed for 34,554,000 Rights Shares provisionally allotted to it. Accordingly, the Rights Issue was approximately 46.28% subscribed.

COMPENSATORY ARRANGEMENTS OF THE UNSUBSCRIBED RIGHTS SHARES AND NQS UNSOLD RIGHTS SHARES

As disclosed in the Announcement, 67,893,256 Unsubscribed Rights Shares (each a “**Placing Share**”), representing approximately 53.72% of the total number of Rights Shares offered under the Rights Issue, will be subject to the Compensatory Arrangements.

The Board is pleased to announce that as at 4:00 p.m. on Friday, 4 October 2024, being the latest time of placing of the Unsubscribed Rights Shares by the Placing Agent under the Placing Agreement, 27,960,000 Unsubscribed Rights Shares had been successfully placed to not less than six Placees at the placing price of HK\$0.2 per Placing Share, which is equivalent to the Subscription Price. Accordingly, there is no Net Gain available to be distributed to the No Action Shareholders under the Compensatory Arrangements. To the best of the Directors' knowledge, information and belief, after having made all reasonable enquiries, (i) each of the Placees and where appropriate, their respective ultimate beneficial owner(s), is independent of and not connected with the Company and its connected persons; and (ii) none of the Placees shall become a substantial Shareholder (as defined under the GEM Listing Rules) upon completion of the Placing.

THE UNDERWRITING AGREEMENT

As a result of the under-subscription of the Rights Shares and the Placing, there are a total of 39,933,256 Untaken Rights Shares, representing approximately 31.60% of the Rights Shares.

Aperto Investments had performed its underwriting obligations under the Underwriting Agreement to take up 39,786,058 Untaken Rights Shares. Based on (i) the 11,518,000 Shares already held by Aperto Investments as at the Record Date; (ii) the 34,554,000 Rights Shares provisionally allotted to, and subscribed by Aperto Investments pursuant to the Irrevocable Undertaking; and (iii) the 39,786,058 Untaken Rights Shares underwritten by Aperto Investments, the aggregate number of Shares held by Aperto Investments is 85,858,058, representing approximately 51.00% of the enlarged issued share capital of the Company upon completion of the Rights Issue.

THE RIGHTS ISSUE, THE PLACING AND THE UNDERWRITING AGREEMENT BECOMING UNCONDITIONAL

As all the conditions set out in the Placing Agreement and the Underwriting Agreement have been fulfilled and the Placing Agreement and the Underwriting Agreement were not terminated by the Placing Agent and the Underwriter respectively, the Rights Issue became unconditional at 4:00 p.m. on Thursday, 10 October 2024. The gross proceeds raised from the Rights Issue (including the Placing) are approximately HK\$25.2 million before expenses.

SHAREHOLDING STRUCTURE OF THE COMPANY

To the best of the Directors' knowledge, information and belief after having made all reasonable enquiries, the following table sets out the shareholding structure of the Company (i) immediately before completion of the Rights Issue; and (ii) immediately after completion of the Rights Issue:

Name of Shareholder	Immediately before completion of the Rights Issue		Immediately after completion of the Rights Issue	
	<i>Number of Shares</i>	<i>Approx. %</i>	<i>Number of Shares</i>	<i>Approx. %</i>
Substantial Shareholder				
Aperto Investments ^{Note 1}	11,518,000	27.34%	85,858,058	51.00%
Subtotal of Aperto Investments, Mr. Luk and parties acting in concert with any of them	11,518,000	27.34%	85,858,058	51.00%
Directors				
Mr. Yue ^{Note 2}	2,829,000	6.72%	2,829,000	1.68%
Mr. Chung	62	0.00%	62	0.00%
Public Shareholders				
Independent places	—	—	27,960,000	16.61%
Other public shareholders	<u>27,777,021</u>	<u>65.94%</u>	<u>51,702,014</u>	<u>30.71%</u>
Total	<u>42,124,083</u>	<u>100.00%</u>	<u>168,349,134</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 2,829,000 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, 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.

DESPATCH OF SHARE CERTIFICATES

Share certificates for all fully-paid Rights Shares will be posted to those Qualifying Shareholders entitled thereto by ordinary post to their respective registered address at their own risk on Tuesday, 15 October 2024. Each such entitled Qualifying Shareholder will receive one share certificate for all the Rights Shares in fully-paid form, except HKSCC Nominees Limited.

COMMENCEMENT OF DEALINGS IN THE FULLY-PAID RIGHTS SHARES

Approval has been granted by the Stock Exchange for the listing of, and permission to deal in, the Rights Shares. Dealings in the Rights Shares, in their fully-paid form, are expected to commence on the Stock Exchange at 9:00 a.m. on Wednesday, 16 October 2024.

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

Hong Kong, 14 October 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.