

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult a stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant, or other professional adviser.

If you have sold or transferred all your shares in Roma Group Limited (the “Company”), you should at once hand this circular together with the accompanying form of proxy to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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ROMA
ROMA GROUP LIMITED

羅馬集團有限公司*

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 8072)

**GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES,
RE-ELECTION OF DIRECTORS,
RE-APPOINTMENT OF AUDITORS
AND
NOTICE OF ANNUAL GENERAL MEETING**

This circular together with a form of proxy will remain on the GEM website at <http://www.hkgem.com> on the “Latest Company Announcements” page for at least 7 days from the date of its posting and on the website of the Company at <http://www.romagroup.com>.

A notice convening the AGM to be held at REF Financial Press Limited, 3/F, Nexxus Building, 77 Des Voeux Road Central, Hong Kong on 12 July 2013, at 10:00 a.m. is set out on pages 12 to 15 of this circular. Whether or not you are able to attend the AGM, you are requested to complete the enclosed form of proxy in accordance with the instructions printed thereon and return it to the Company’s Hong Kong branch share registrar and transfer office, Tricor Investor Services Limited, at 26/F, Tesbury Centre, 28 Queen’s Road East, Wanchai, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding the AGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjournment thereof if you so wish.

This circular, 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 circular is accurate and complete in all material aspects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

* For identification purpose only

CHARACTERISTICS OF GEM

GEM has been positioned as a market designed to accommodate companies to which a higher investment risk may be attached than other companies listed on the Stock Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration. The greater risk profile and other characteristics of GEM mean that it is a market more suited to professional and other sophisticated investors.

Given the emerging nature of companies listed on GEM, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board of the Stock Exchange and no assurance is given that there will be a liquid market in the securities traded on GEM.

CONTENTS

	<i>Page</i>
DEFINITIONS	1
LETTER FROM THE BOARD	
Introduction	3
Issue Mandate	4
Repurchase Mandate	4
Re-election of the Directors	4
Re-appointment of the Auditors	4
Annual General Meeting	5
Recommendation	5
APPENDIX I — EXPLANATORY STATEMENT	6
APPENDIX II — DETAILS OF DIRECTORS PROPOSED TO BE RE-ELECTED AT THE AGM	9
NOTICE OF ANNUAL GENERAL MEETING	12

DEFINITIONS

In this circular, unless the context requires otherwise, the following expressions have the following meanings:

“AGM”	the annual general meeting of the Company to be held at REF Financial Press Limited, 3/F., Nexxus Building, 77 Des Voeux Road Central, Hong Kong on 12 July 2013, at 10:00 a.m.
“AGM Notice”	the notice convening the AGM set out on pages 12 to 15 of this circular
“Annual Report”	the annual report of the Company for the year ended 31 March 2013
“Articles”	the articles of association of the Company, as amended from time to time
“associate(s)”	has the same meaning as defined in the GEM Listing Rules
“Board”	the board of Directors
“Companies Law”	the Companies Law, Chapter 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands as amended, supplemented or otherwise modified from time to time
“Company”	Roma Group Limited, an exempted company incorporated in the Cayman Islands with limited liability and the Shares of which are listed on GEM
“connected person(s)”	has the same meaning as defined in the GEM Listing Rules
“Director(s)”	director(s) of the Company
“GEM”	the Growth Enterprise Market of the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Issue Mandate”	a general and unconditional mandate proposed to be granted to the Directors to exercise all powers of the Company to allot, issue and deal with shares of the Company as set out in resolutions 4 and 6 of the AGM Notice

DEFINITIONS

“Latest Practicable Date”	5 June 2013, being the latest practicable date prior to the printing of this circular for ascertaining certain information for inclusion in this circular
“Repurchase Mandate”	a general and unconditional mandate proposed to be granted to the Directors to exercise all powers of the Company to repurchase shares of the Company as set out in resolution 5 of the AGM Notice
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended or supplemented from time to time
“Share(s)”	ordinary share(s) of HK\$0.01 each in the share capital of the Company
“Shareholders”	holder(s) of Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Code on Takeovers and Mergers approved by the Commission

LETTER FROM THE BOARD



ROMA
ROMA GROUP LIMITED

羅馬集團有限公司*

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 8072)

Executive Directors:

Mr. Luk, Kee Yan Kelvin

(Chairman and Chief Executive Officer)

Mr. Yue, Kwai Wa Ken *(Chief Financial Officer)*

Independent non-executive Directors:

Mr. Chan, Ka Kit

Mr. Lam, Pak Cheong

Mr. Ng, Simon

Registered office:

Cricket Square,

Hutchins Drive,

P.O. Box 2681,

Grand Cayman,

KY1-1111,

Cayman Islands

Principal place of business

in Hong Kong:

Unit 3806, 38th Floor,

China Resources Building,

26 Harbour Road,

Wanchai, Hong Kong

11 June 2013

To the Shareholders,

Dear Sir or Madam,

**GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES,
RE-ELECTION OF DIRECTORS,
RE-APPOINTMENT OF AUDITORS
AND
NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

A sole shareholder passed the resolutions to grant the general mandates to the Directors to issue and allot Shares and to exercise the powers of the Company to repurchase its own Shares (the "Previous Mandates") on 28 January 2013 in accordance with the GEM Listing Rules. The Previous Mandates will lapse at the conclusion of the AGM. It is therefore proposed that the general mandates to issue and allot Shares and to repurchase Shares be renewed at the AGM.

* *For identification purpose only*

LETTER FROM THE BOARD

The purpose of this circular is to provide you with information regarding (i) the proposed renewal of the general mandates to issue and allot shares and to repurchase shares of the Company; (ii) the proposed re-election of Directors and (iii) the proposed re-appointment of auditors of the Company and to seek your approval of the resolutions relating to these matters at the AGM.

ISSUE MANDATE

Ordinary resolutions will be proposed at the AGM to grant to the Directors the Issue Mandate, and authorise the extension of the Issue Mandate to issue and allot the shares repurchased by the Company under the Repurchase Mandate, details of which are set out in ordinary resolutions nos. 4 and 6 of the AGM Notice. The shares of the Company which may be issued and allotted pursuant to the Issue Mandate is limited to a maximum of 20 per cent. of the issued share capital of the Company at the date of passing of the resolution approving the Issue Mandate. On the basis that 800,000,000 Shares are in issue as at the Latest Practicable Date and no further Shares are issued or repurchased prior to the AGM, exercise in full of the Issue Mandate (without being extended by the number of Shares (if any) repurchased by the Company under the Repurchase Mandate) could result in up to 160,000,000 Shares being issued and allotted by the Company.

REPURCHASE MANDATE

An ordinary resolution will be proposed at the AGM to grant to the Directors the Repurchase Mandate, details of which are set out in ordinary resolution no. 5 of the AGM Notice. The shares of the Company which may be repurchased pursuant to the Repurchase Mandate is limited to a maximum of 10 per cent. of the issued share capital of the Company at the date of passing of the resolution approving the Repurchase Mandate.

An explanatory statement as required under the GEM Listing Rules, in particular Rule 13.08, giving certain information regarding the Repurchase Mandate, is set out in the Appendix I hereto.

RE-ELECTION OF THE DIRECTORS

Pursuant to the Articles, Mr. Luk, Kee Yan Kelvin, Mr. Yue, Kwai Wa Ken and Mr. Chan, Ka Kit will retire from office as Directors at the AGM and, being eligible, offer themselves for re-election. Particulars of the Directors proposed to be re-elected in the AGM are set out in Appendix II of this circular.

RE-APPOINTMENT OF THE AUDITORS

Messrs. BDO Limited will retire as the auditors of the Company at the AGM and, being eligible, offer themselves for re-appointment.

The Board proposed to re-appoint Messrs. BDO Limited as the auditors of the Company and to hold office until the conclusion of the next annual general meeting of the Company.

LETTER FROM THE BOARD

ANNUAL GENERAL MEETING

The notice convening the AGM at which ordinary resolutions will be proposed to approve the Issue Mandate and the Repurchase Mandate, to re-elect Directors and to re-appoint auditors of the Company are set out on page 12 to page 15 of this circular. According to Rule 17.47(4) of the GEM Listing Rules, the voting at the AGM will be taken by poll.

A form of proxy for the AGM is enclosed with this circular. Whether or not you intend to be present at the AGM, you are requested to complete the form of proxy and return it to the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited at 26/F, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong, in accordance with the instructions printed thereon not less than 48 hours before the time fixed for the AGM. The completion of a form of proxy will not preclude you from attending and voting at the AGM in person if you so wish.

RECOMMENDATION

The Directors believe that the grant of the Issue Mandate, the Repurchase Mandate and the extension of the Issue Mandate, are in the best interests of the Company as well as its Shareholders as a whole. Accordingly, the Directors recommend that all Shareholders should vote in favour of all resolutions approving such matters.

The Board is pleased to recommend the retiring directors, to be re-elected as the Directors at the AGM. In addition, the Board also recommends all Shareholders to vote in favour of re-appointing BDO Limited as the auditors of the Company.

Yours faithfully,
On behalf of the Board
ROMA GROUP LIMITED
Yue Kwai Wa Ken
Executive Director and Company Secretary

This appendix serves as an explanatory statement, as required pursuant to Rule 13.08 and other relevant provisions of the GEM Listing Rules, to provide you with the requisite information for your consideration of the Repurchase Mandate.

1. EXERCISE OF THE REPURCHASE MANDATE

On the basis that 800,000,000 Shares are in issue as at the Latest Practicable Date and no further Shares are issued or repurchased prior to the AGM, exercise in full of the Repurchase Mandate could result in up to 80,000,000 Shares being repurchased by the Company during the period from the passing of resolution no. 5 of the AGM Notice up to (i) the conclusion of the next annual general meeting of the Company; (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles or any applicable laws of the Cayman Islands to be held; or (iii) the passing of an ordinary resolution by Shareholders in general meeting revoking, varying and renewing the Repurchase Mandate, whichever occurs first.

2. REASONS FOR REPURCHASE

The Directors believe that the Repurchase Mandate is in the best interests of the Company and the Shareholders. Repurchases of shares will only be made when the Directors believe that such a repurchase will benefit the Company and the Shareholders. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value of the Company and/or its earnings per share.

3. FUNDING AND EFFECT OF REPURCHASES

Repurchases made pursuant to the Repurchase Mandate would be funded out of funds legally available for the purpose in accordance with the Company's memorandum of association, the Articles, the Companies Law and other applicable laws of the Cayman Islands. A listed company may not repurchase its own securities on GEM for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Stock Exchange. Under the Companies Law, repurchases by the Company may only be made out of profits of the Company or out of the proceeds of a fresh issue of Shares made for the purpose, or, if so authorised by the Articles and subject to the provisions of the Companies Law, out of capital.

Any premium payable on a redemption or purchase over the par value of the Shares to be purchased must be provided for out of profits of the Company or out of the Company's share premium account, or, if so authorised by the Articles and subject to the provisions of the Companies Law, out of capital.

Taking into account the current working capital position of the Company, the Directors consider that, if the Repurchase Mandate was to be exercised in full, it might have a material adverse effect on the working capital and/or the gearing position of the Company as compared with the position as at 31 March 2013, being the date of its latest published audited financial statements. However, the Directors do not intend to make any repurchases to such an extent as

would, in the circumstances, have a material adverse effect on the working capital requirements or the gearing position of the Company which in the opinion of the Directors are from time to time appropriate for the Company.

4. UNDERTAKING

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the Repurchase Mandate in accordance with the GEM Listing Rules, the Articles and the applicable laws of the Cayman Islands.

5. INTENTION TO SELL SHARES

None of the Directors and, to the best of their knowledge, having made all reasonable enquiries, none of their respective associates, have any present intention, in the event that the proposal on the Repurchase Mandate is approved by Shareholders, to sell shares to the Company or its subsidiaries.

6. TAKEOVER CODE CONSEQUENCE

If a Shareholder's proportionate interest in the voting rights of the Company increases on the Company exercising its powers to repurchase Shares pursuant to the Repurchase Mandate, such increase will be treated as an acquisition for the purposes of Rule 32 of the Takeovers Code.

As a result, a Shareholder or group of Shareholders acting in concert (as defined in the Takeovers Code) could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rules 26 and 32 of the Takeovers Code.

As at the Latest Practicable Date, according to the register of members kept by the Company pursuant to section 336 of the SFO and so far as was known to, or could be ascertained after reasonable enquiry by, the Directors, Aperto Investments Limited was interested in approximately 75% of the issued share capital of the Company. Aperto Investments Limited is a controlled corporation of Mr. Luk Kee Yan Kelvin, the Chairman of the Company.

Assuming Aperto Investments Limited will not dispose of its interests in the Shares nor will it acquire additional Shares, if the Repurchase Mandate was exercised in full, the percentage shareholding of Aperto Investments Limited would be increased to approximately 83.33% of the issued share capital of the Company.

On the basis of the shareholding interests of Aperto Investments Limited in the Company, an exercise of the Repurchase Mandate in full would not result in it becoming obliged to make a mandatory offer under Rule 26 of the Takeovers Code. Save as disclosed above, the Directors are not aware of any Shareholder or group of Shareholders acting in concert, who may become obliged to make a mandatory offer under Rule 26 of the Takeovers Code as a consequence of any purchases made pursuant to the Repurchase Mandate.

The Directors have no intention to exercise the Repurchase Mandate to such an extent that would result in the number of Shares in the hands of public falling below the prescribed minimum percentage of 25%.

7. SHARE PURCHASED BY THE COMPANY

The Company has not purchased any of its Shares (whether on GEM or otherwise) in the previous six months.

8. CONNECTED PERSON

No connected person has notified the Company that he/it has a present intention to sell shares to the Company, or has undertaken not to do so, in the event that the Repurchase Mandate is approved by the Shareholders.

9. SHARE PRICES

The highest and lowest prices at which the Shares have been traded on GEM during each of the previous twelve months were as follows:

	Shares	
	Highest	Lowest
2013		
February (from the listing date to the end of February)	1.05	0.41
March	0.83	0.43
April	1.10	0.69
May	1.95	1.00
June (up to the Latest Practicable Date)	1.71	1.57

Stated below are the details of the Directors who will retire and be eligible for re-election at the AGM in accordance with the Articles.

Mr. LUK, Kee Yan Kelvin (陸紀仁) (“Mr. Luk”), aged 30, was appointed as an executive Director on 4 March 2011 and was appointed as the chairman and chief executive officer of the Company on 26 September 2011. Mr. Luk is the founder of the Group and leads the overall corporate development and strategic planning of the Group. Mr. Luk is the director of certain subsidiaries in the Group. Mr. Luk has entered into a service agreement with the Company for an initial term of three years commencing from the listing date and will continue thereafter until terminated in accordance with the terms of the agreement and the initial annual salary for him is HK\$1,440,000. Such salary will be reviewed annually by the Board and the remuneration committee; and he is entitled to a discretionary management bonus by reference to the consolidated net profits of the Group after taxation and non controlling interests but before extraordinary items as the remuneration committee of the Company may recommend to the Board and which the Board may approve.

Mr. Luk graduated from the University of California, Los Angeles with a bachelor degree in mathematics (applied science) and minor in East Asian languages in September 2004. He also obtained a postgraduate diploma in professional accounting in the Hong Kong Polytechnic University in October 2008. Mr. Luk has been conducting asset valuations and advisory work in Australia, Canada, Hong Kong, the PRC, United States and several countries in South East Asia for various projects, including natural resources, plant and machinery, intangible assets, toll road, health products and foodstuffs, coal plant, agricultural property assets, financial services, luxurious consumer goods, pharmaceutical and biotechnology, telecommunication, media and information technology, forestry and real estate investment trust for initial public offering, merger and acquisition, liquidation, litigation and annual accounting. He worked initially as a business analyst and was promoted to a senior analyst in BMI Appraisals Limited, a corporate consulting and financial services company in Hong Kong, from 2004 to 2006. After that, he worked as a senior analyst in the valuation and advisory services department of CB Richard Ellis Limited, a valuation and consulting firm, until 2007. Mr. Luk has approximately 9 years of experience in the natural resources valuation and technical advisory and has experience in a wide variety of commodities including coal, copper, gold, iron, oil, silver and tin in Australia, Indonesia, Mongolia, the Philippines, the PRC, and/or the United States, which involves conducting or supervising a team of professionals to conduct (i) the site visits; (ii) various analyses such as geological background, location and exploration history analysis and laboratory test analysis; (iii) financial modeling and draft report; (iv) preparation of responses to enquires from regulatory bodies, clients and other professional parties; and (v) the peer review of the Group’s natural resources related projects based on, among others, the peer review checklists stated in the best practice guidelines and the relevant working papers to ensure that all relevant steps required in the preparation of such reports have been completed and that the reports are prepared in compliance with relevant international recognized standards and/or standards under the requirements of the main board Listing Rules or the GEM Listing Rules; and participating as a team member in natural resources related valuation projects by performing data analysis, modeling and drafting relevant valuation reports during his previous employments before founding the Group. Mr. Luk jointly signed off (i) as a peer reviewer for seven Natural Resources Valuation Reports; (ii) as a co-author for two Natural Resources

Valuation Reports; and (iii) as a peer reviewer or specialist for four natural resources related valuation reports in compliance with VALMIN Code. He has been a member of each of the Australasian Institute of Mining and Metallurgy and the Institute of Business Appraiser since November 2012 and August 2008 respectively. Mr. Luk has never acted as a Competent Person or Competent Evaluator as at the Latest Practicable Date.

Mr. Luk has not held any directorship in the last three years in public companies the securities of which are listed on any securities market in Hong Kong or overseas. As at the Latest Practicable Date, he is interested in 600,000,000 shares held through Aperto Investments Limited (representing 75% of the issued share capital of the Company) and holds share options to subscribe for a total of 8,000,000 shares of the Company within the meaning of Part XV of the SFO. Mr. Luk is the sole director and the sole shareholder of Aperto Investments Limited, a controlling shareholder of the Company. Ms. Luk, Yung Yung Claire, the head of marketing department of the Group, is the sister of Mr. Luk. Save as disclosed above, Mr. Luk does not have relationships with any directors, senior management or other substantial or controlling shareholder of the Company for the purpose of the GEM Listing Rules.

Mr. YUE, Kwai Wa Ken (余季華) (“Mr. Yue”), aged 47, joined the Group as a business consultant in September 2009. In January 2011, Mr. Yue was appointed as the chief executive officer of Roma Appraisals, and on 18 March 2011, he was appointed as the executive Director. On 26 September 2011, Mr. Yue was appointed as the chief financial officer, the company secretary and the compliance officer of the Company. In June 2012, Mr. Yue was appointed as the head of valuation department. Mr. Yue is principally responsible for the overall business development, financial management, corporate advisory and valuation function of the Group. Mr. Yue is the director of certain subsidiaries in the Group.

Mr. Yue has entered into a service agreement with the Company for an initial term of three years commencing from the listing date and will continue thereafter until terminated in accordance with the terms of the agreement and the initial annual salary for him is HK\$1,440,000. Such salary will be reviewed annually by the Board and the remuneration committee; and he is entitled to a discretionary management bonus by reference to the consolidated net profits of the Group after taxation and non controlling interests but before extraordinary items as the remuneration committee of the Company may recommend to the Board and which the Board may approve.

Mr. Yue obtained a Diploma of Technology in Financial Management Accounting Option from the British Columbia Institute of Technology in Canada in June 1989. Mr. Yue also obtained a bachelor degree of science in accounting from Upper Iowa University of the United States in March 2005 by attending classes in Hong Kong conducted at its Hong Kong campus. Mr. Yue has been a member of the American Institute of Certificate Public Accountants since October 2005 and a fellow member of the Colorado State Society of Certified Public Accountants since September 2005. Mr. Yue also completed and obtained the Hong Kong Securities Institute Specialist Certificate in corporate finance and Hong Kong Securities Institute Practising Certificate in corporate finance in September 2004. Mr. Yue is a certified public accountant with approximately 19 years experience in accounting, auditing and corporate finance. He worked initially in the field of audit at an international accounting firm

between 1993 and 1997. Between 1998 and 2002, he was the head of the finance department, the head of the compliance department, and the marketing executive (institution) of Guoco Capital Limited (formerly Dao Heng Securities Limited). In 2002, he was appointed as a chief financial officer of a company listed on the GEM. After that, he was a director of a private company which principally engaged in the trading of telecommunication products and also responsible for the functions of accounting and finance of such company between 2004 and 2008.

Mr. Yue has been appointed as an independent non-executive director of China Starch Holdings Limited (Stock Code: 3838) since 5 September 2007. Save as disclosed above, Mr. Yue has not held any directorship in the last three years in public companies the securities of which are listed on any securities market in Hong Kong or overseas.

Mr. Yue does not have relationships with any directors, senior management or other substantial or controlling shareholder of the Company for the purpose of the GEM Listing Rules. As at the Latest Practicable Date, Mr. Yue holds share options to subscribe for a total of 8,000,000 shares of the Company within the meaning of Part XV of the SFO.

Mr. CHAN, Ka Kit (陳家傑) (“Mr. Chan”), aged 38, was appointed as an independent non-executive Director on 26 September 2011. Mr. Chan has not held any position with any member of the Group. Mr. Chan has entered into a letter of appointment with the Company for an initial term commencing on 26 September 2011 and ending on 31 December 2014, and will continue thereafter unless terminated by either party giving at least one month’s notice in writing. Commencing from the listing date, he is entitled to an annual director’s fee of HK\$120,000.

Mr. Chan obtained his bachelor degree of art in accountancy from the City University of Hong Kong in November 1997. He is a certified public accountant of the Hong Kong Institute of Certified Public Accountants since October 2005. Mr. Chan has over 12 years experience in handling various projects with companies in Hong Kong and the PRC, including accounting and taxation as well as setting up and modifying internal control system of group companies. Mr. Chan was the chief financial officer and company secretary of Sparkle Roll Group Limited (Stock Code: 970) from January 2008 to August 2010 and financial controller of North Asia Resources Holdings Limited (Stock Code: 61) from August 2010 to March 2011. Mr. Chan has been appointed as chief financial officer and company secretary of Lijun International Pharmaceutical (Holding) Company Limited (Stock Code: 2005) since May 2013. Save as disclosed above, Mr. Chan has not held any directorship in the last three years in public companies the securities of which are listed on any securities market in Hong Kong or overseas. Mr. Chan does not have relationships with any directors, senior management or other substantial or controlling shareholder of the Company for the purpose of the GEM Listing Rules. As at the Latest Practicable Date, Mr. Chan holds share options to subscribe for a total of 600,000 shares of the Company within the meaning of Part XV of the SFO.

Saved as disclosed herein, in relation to the re-election of the above-mentioned retiring directors, the Board is not aware of any information that ought to be disclosed pursuant to the requirements under Rule 17.50(2)(h) to (w) of the GEM Listing Rules, nor are there any other matters that ought to be brought to the attention of the Shareholders.

NOTICE OF ANNUAL GENERAL MEETING



ROMA ROMA GROUP LIMITED

羅馬集團有限公司*

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 8072)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting of Roma Group Limited (the “Company”) will be held at REF Financial Press Limited, 3/F., Nexxus Building, 77 Des Voeux Road Central, Hong Kong on 12 July 2013, at 10:00 a.m. for the following purposes:

1. To receive and approve the audited financial statements of the Company and the reports of the directors and auditors of the Company for the year ended 31 March 2013;
2. To re-elect retiring directors and to authorise the board of directors of the Company to fix the remuneration of the directors;
3. To re-appoint BDO Limited as the auditors of the Company and to authorise the board of directors of the Company to fix their remuneration;

As special business, to consider and, if thought fit, to pass the following resolutions with or without amendments as ordinary resolutions:

ORDINARY RESOLUTIONS

4. **“THAT:**
 - (a) subject to paragraph (c) below, pursuant to the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited (“**GEM Listing Rules**”), the exercise by the Directors of the Company during the Relevant Period (as defined in paragraph (d) below) of all the powers of the Company to allot, issue or otherwise deal with unissued Shares in the capital of the Company and to make or grant offers, agreements and options, including bonds and warrants to subscribe for Shares of the Company, which might require the exercise of such powers be and the same is hereby generally and unconditionally approved;
 - (b) the approval in paragraph (a) above shall authorise the Directors of the Company during the Relevant Period to make or grant offers, agreements and options which might require the exercise of such powers after the end of the Relevant Period;

* For identification purpose only

NOTICE OF ANNUAL GENERAL MEETING

(c) the aggregate nominal amount of share capital allotted and issued or agreed conditionally or unconditionally to be allotted and issued (whether pursuant to options or otherwise) by the Directors of the Company pursuant to the approval in paragraph (a) above, otherwise than pursuant to (i) a Rights Issue; or (ii) the exercise of any options granted under all share option schemes of the Company adopted from time to time in accordance with the GEM Listing Rules; or (iii) any scrip dividend or similar arrangements providing for the allotment and issue of Shares of the Company in lieu of the whole or part of a dividend on Shares of the Company in accordance with the articles of association of the Company in force from time to time; or (iv) any issue of Shares of the Company upon the exercise of rights of subscription or conversion under the terms of any warrants of the Company or any securities which are convertible into Shares of the Company shall not exceed the aggregate of:

(aa) 20 per cent. of the aggregate nominal amount of the share capital of the Company in issue as at the date of the passing of this resolution; and

(bb) (if the Directors of the Company are so authorised by a separate ordinary resolution of the Shareholders of the Company) the aggregate nominal amount of any share capital of the Company purchased by the Company subsequent to the passing of this resolution (up to a maximum equivalent to 10 per cent. of the aggregate nominal amount of the share capital of the Company in issue as at the date of the passing of this resolution),

and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly; and

(d) for the purposes of this resolution:

“**Relevant Period**” means the period from the date of the passing of this resolution until whichever is the earliest of:

(i) the conclusion of the next annual general meeting of the Company;

(ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or the applicable law of the Cayman Islands to be held; and

(iii) the passing of an ordinary resolution by the Shareholders of the Company in general meeting revoking or varying the authority given to the Directors of the Company by this resolution;

“**Rights Issue**” means an offer of Shares of the Company, or offer or issue of warrants, options or other securities giving rights to subscribe for Shares of the Company open for a period fixed by the Directors of the Company to holders of Shares of the Company on the Company’s register of members on a fixed record date in proportion to their then holdings of Shares of the Company (subject to such exclusion or other arrangements as the Directors of the Company may

NOTICE OF ANNUAL GENERAL MEETING

deem necessary or expedient in relation to fractional entitlements, or having regard to any restrictions or obligations under the laws of, or the requirements of, or the expense or delay which may be involved in determining the existence or extent of any restrictions or obligations under the laws of, or the requirements of, any jurisdiction outside Hong Kong or any recognised regulatory body or any stock exchange outside Hong Kong).”

5. **“THAT:**

- (a) subject to paragraph (b) below, the exercise by the Directors of the Company during the Relevant Period (as defined in paragraph (c) below) of all powers of the Company to purchase Shares in the capital of the Company on The Stock Exchange of Hong Kong Limited (**“Stock Exchange”**), or any other stock exchange on which the Shares of the Company may be listed and recognized by the Securities and Futures Commission of Hong Kong and the Stock Exchange for such purpose, and otherwise in accordance with the rules and regulations of the Securities and Futures Commission of Hong Kong, the Stock Exchange, the Companies Law, Chapter 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands and all other applicable laws in this regard, be and the same is hereby generally and unconditionally approved;
- (b) the aggregate nominal amount of Shares of the Company which may be purchased or agreed to be purchased by the Company pursuant to the approval in paragraph (a) during the Relevant Period shall not exceed 10 per cent. of the aggregate nominal amount of the issued share capital of the Company as at the date of the passing of this resolution and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly; and
- (c) for the purposes of this resolution, **“Relevant Period”** shall have the same meaning as the resolution numbered 4(d) above.”

6. **“THAT** conditional on the passing of resolutions numbered 4 and 5 above, the general mandate granted to the Directors of the Company pursuant to paragraph (a) of resolution numbered 4 above be and it is hereby extended by the addition to the aggregate nominal amount of the Shares of the Company which may be allotted or agreed conditionally or unconditionally to be allotted by the Directors of the Company pursuant to or in accordance with such general mandate of an amount representing the aggregate nominal amount of the share capital of the Company purchased by the Company pursuant to or in accordance with the authority granted under paragraph (a) of resolution numbered 5 above.”

By order of the Board
Roma Group Limited
Yue Kwai Wa Ken
Executive Director and Company Secretary

Hong Kong, 11 June 2013

NOTICE OF ANNUAL GENERAL MEETING

Notes:

- (1) Any member entitled to attend and vote at the meeting is entitled to appoint one or more proxies (if such member is the holder of two or more shares) to attend and to vote instead of them. A proxy need not be a member of the Company.
- (2) Where there are joint holders of any share, any one of such joint holders may vote, either in person or by proxy, in respect of such share as if he were solely entitled thereto, but if more than one of such joint holders be present at any meeting, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose, seniority shall be determined by the order in which the names stand in the register of members in respect of the joint holding.
- (3) A form of proxy for use at the meeting is enclosed.
- (4) To be valid, the form of proxy, together with the power of attorney or other authority, if any, under which it is signed or a certified copy of such power or authority, must be deposited at the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited at 26/F, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the meeting or adjourned meeting. Completion and return of the form of proxy will not preclude members from attending and voting in person at the meeting or adjourned meeting.
- (5) According to Rule 17.47(4) of the GEM Listing Rules, the voting at the AGM will be taken by poll.