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

If you have sold or transferred all your shares in the Company, you should at once hand this circular and the accompanying form of proxy to the purchaser or transferee or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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ROMA GROUP LIMITED

羅馬集團有限公司*

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 8072)

**PROPOSED SHARE CONSOLIDATION
AND
NOTICE OF EXTRAORDINARY GENERAL MEETING**

Capitalised terms used on this cover page have the same respective meanings of those defined in the “Definitions” section of this circular.

A notice convening the EGM of the Company to be held at Unit 3806, 38th Floor, China Resources Building, 26 Harbour Road, Wanchai, Hong Kong on Monday, 24 November 2014 at 8:00 a.m. is set out on pages 17 to 19 of this circular. Whether or not you intend to attend the EGM, 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 Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding the EGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM or any adjournment thereof should you so wish and in such event the instrument appointing the proxy shall be deemed to be revoked.

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

* 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.

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EXPECTED TIMETABLE FOR SHARE CONSOLIDATION AND RIGHTS ISSUE
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The expected timetable of the proposed Share Consolidation and Rights Issue is as follows:

Event	Hong Kong Date and Time in 2014
Latest time for lodging transfers of Shares in order to qualify for attendance and voting at the EGM and EGM I	4:30 p.m. on Wednesday, 19 November
Closure of register of members of the Company to determine the qualification for attendance and voting at the EGM and EGM I	Thursday, 20 November to Monday, 24 November (both dates inclusive)
Latest time for lodging forms of proxy for the EGM and EGM I relating to the Share Consolidation and the Rights Issue respectively	8:00 a.m. and 8:15 a.m. respectively on Saturday, 22 November
Holding of the EGM and EGM I relating to the Share Consolidation and the Rights Issue respectively	8:00 a.m. and 8:15 a.m. respectively on Monday, 24 November
Announcement of the results of the EGM and EGM I relating to the Share Consolidation and the Rights Issue respectively	Monday, 24 November
Re-opening of the register of members	Tuesday, 25 November
Share Consolidation becoming effective	Tuesday, 25 November
First day of free exchange of existing share certificates in pink for new share certificates in purple for the Consolidated Shares	Tuesday, 25 November
Commencement of dealings in the Consolidated Shares	9:00 a.m. on Tuesday, 25 November
Temporary closure of original counter for trading in the Shares in board lots of 20,000 Shares (in the form of existing share certificates in pink)	9:00 a.m. on Tuesday, 25 November

EXPECTED TIMETABLE FOR SHARE CONSOLIDATION AND RIGHTS ISSUE
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Event	Hong Kong Date and Time in 2014
Opening of temporary counter for trading in the Consolidated Shares in board lots of 1,250 Consolidated Shares (in the form of the existing share certificates in pink).....	9:00 a.m. on Tuesday, 25 November
Last day of dealings in the Shares on a cum-rights basis.....	Tuesday, 25 November
First day of dealings in the Shares on an ex-rights basis.....	Wednesday, 26 November
Latest time for lodging transfers of the Shares to be entitled for the Rights Issue.....	4:30 p.m. on Thursday, 27 November
Closure of register of members of the Company to determine the entitlements to the Rights Issue	Friday, 28 November to Wednesday, 3 December (both dates inclusive)
Record Date for the Rights Issue	Wednesday, 3 December
Re-opening register of members.....	Thursday, 4 December
Despatch of the Prospectus, PAL and EAF.....	Thursday, 4 December
First day of dealings in nil-paid Rights Shares	9:00 a.m. on Monday, 8 December
Re-opening of original counter for trading in the Consolidated Shares in board lots of 20,000 Consolidated Shares (in the form of new share certificates in purple).....	9:00 a.m. on Tuesday, 9 December
Commencement of parallel trading in the Consolidated Shares (in the form of new share certificates in purple and the existing share certificates in pink)	9:00 a.m. on Tuesday, 9 December
Start of designated broker to stand in the market to provide matching services for odd lots of the Consolidated Shares	9:00 a.m. on Tuesday, 9 December
Latest time for splitting nil-paid Rights Shares	4:30 p.m. on Wednesday, 10 December
Last day of dealings in nil-paid Rights Shares	4:00 p.m. on Monday, 15 December

EXPECTED TIMETABLE FOR SHARE CONSOLIDATION AND RIGHTS ISSUE
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Event	Hong Kong Date and Time in 2014
Latest time for acceptance of and payment for the Rights Shares and application for excess Rights Shares	4:00 p.m. on Thursday, 18 December
Latest time for Termination	4:00 p.m. on Tuesday, 23 December
Announcement of the results of the acceptance and the excess application of the Rights Issue.....	Monday, 29 December
Despatch of the refund cheques for wholly and partially unsuccessful applications for excess Rights Shares.....	Tuesday, 30 December
Despatch of the share certificates for fully-paid Rights Shares	Tuesday, 30 December
First day of dealings in fully-paid Rights Shares	9:00 a.m. on Wednesday, 31 December
Ending of temporary counter for trading in the Consolidated Shares in board lots of 1,250 Consolidated Shares (in the form of the existing share certificates in pink)	12:00 noon on Wednesday, 31 December
Ending of parallel trading in the Consolidated Shares (in the form of new share certificates in purple and the existing share certificates in pink)	12:00 noon on Wednesday, 31 December
Cessation of designated broker to stand in the market to provide matching services for odd lots of the Consolidated Shares.....	12:00 noon on Wednesday, 31 December

2015

Last day for free exchange of the existing share certificates in pink for new share certificates for the Consolidated Shares in purple.....	Tuesday, 6 January
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Note: The eve of the new year 2014, 31 December 2014, is a non-settlement day. Settlement services under CCASS including batch-settlement-runs, settlement instructions and investor settlement instructions will not be available on that date.

DEFINITIONS

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

“Announcement”	the announcement of the Company dated 26 August 2014 in relation to, among other things, the Share Consolidation
“Aperto”	Aperto Investments Limited, a company incorporated in the British Virgin Islands with limited liability, the entire issued share capital of which is legally and beneficially owned by Mr. Luk Kee Yan Kelvin, an executive Director, the chairman and the chief executive officer of the Company
“Articles of Association”	the articles of association of the Company
“associate(s)”	has the meaning ascribed thereto under the GEM Listing Rules
“Board”	the board of Directors
“Business Day(s)”	a day on which licensed banks in Hong Kong are generally open for business to the public and which is not a Saturday, Sunday or public holiday in Hong Kong
“CCASS”	the Central Clearing and Settlement System established and operated by HKSCC
“Company”	Roma Group Limited, an exempted company incorporated under the laws of the Cayman Islands, the issued Shares of which are listed and traded on GEM
“Consolidated Share(s)”	ordinary share(s) of HK\$0.016 each in the share capital of the Company after the Share Consolidation becoming effective
“controlling shareholder(s)”	has the meaning ascribed thereto under the GEM Listing Rules
“Director(s)”	the director(s) of the Company
“EAF”	the excess application form(s) to be issued in connection with the Rights Issue
“EGM”	the extraordinary general meeting to be convened to consider and, if thought fit, approve, among other things, the Share Consolidation

DEFINITIONS

“EGM I”	the extraordinary general meeting to be convened to consider and, if thought fit, approve, among other things, the Rights Issue
“GEM”	the Growth Enterprise Market of the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM, as amended, supplemented or otherwise modified from time to time
“General Mandate”	the general mandate granted to the Directors pursuant to the ordinary resolution passed by the Shareholders at the annual general meeting of the Company held on 31 July 2014 to allot, issue and deal with up to 3,210,320,000 Shares, representing 20% of the aggregate nominal amount of the issued share capital of the Company as at 31 July 2014
“Group”	the Company and its subsidiaries
“HKSCC”	Hong Kong Securities Clearing Company Limited
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Independent Shareholders”	the Shareholders who are not required under the GEM Listing Rules to abstain from voting on the resolution approving the Rights Issue at the EGM I
“Latest Practicable Date”	4 November 2014, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained herein
“Latest Time for Termination”	4:00 p.m. on the third business day after the latest time for acceptance of the Rights Issue or such other time as may be agreed between the Company and the Underwriter
“Listing Date”	25 February 2013, being the date of the listing of the Shares on GEM
“PAL”	the provisional allotment letter(s) to be issued in connection with the Rights Issue
“Placing”	the placing of up to 963,096,000 new Shares pursuant to the terms and conditions of the Placing Agreement

DEFINITIONS

“Placing Agreement”	the conditional placing agreement dated 15 August 2014 and entered into between the Company and Infast Brokerage Limited in relation to the Placing
“Placing Shares”	a maximum of 963,096,000 new Shares to be allotted and issued by the Company pursuant to the Placing Agreement
“Pre-IPO Share Option Scheme”	the pre-IPO share option scheme of the Company conditionally approved by the sole Shareholder on 26 September 2011, which became effective on the Listing Date
“Prospectus”	the prospectus to be issued by the Company in relation to the Rights Issue
“Record Date”	3 December 2014, the record date to determine entitlements to the Rights Issue
“Rights Issue”	the issue of 3,183,112,500 Rights Shares at the Subscription Price on the basis of three (3) Rights Shares for every one (1) Consolidated Share held on the Record Date payable in full on acceptance
“Rights Share(s)”	new Consolidated Share(s) to be allotted and issued in respect of the Rights Issue
“SFO”	the Securities and Futures Ordinance, Chapter 571 of the laws of Hong Kong
“Share(s)”	ordinary share(s) of par value of HK\$0.001 each in the existing issued and unissued share capital of the Company before the Share Consolidation becoming effective
“Share Consolidation”	the proposed consolidation of every 16 issued and unissued Shares into one (1) Consolidated Share
“Share Option Scheme”	the share option scheme of the Company conditionally approved by the sole Shareholder on 26 September 2011, which became effective on the Listing Date
“Shareholder(s)”	the holder(s) of the Share(s) or the Consolidated Share(s) (as the case may be)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Subscription Price”	the subscription price of HK\$0.09 per Rights Share

DEFINITIONS

“subsidiary(ies)”	has the meaning ascribed thereto under the GEM Listing Rules
“Underwriter”	Emperor Securities Limited, a licensed corporation to carry out business in type 1 (dealing in securities) and type 4 (advising on securities) regulated activities under the SFO, being the underwriter of the Rights Issue
“Underwriting Agreement”	the underwriting agreement entered into between the Company, the Underwriter and Aperto dated 20 October 2014 in relation to the Rights Issue
“%”	per cent.

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

Registered office:

Cricket Square, Hutchins Drive

P.O. Box 2681, Grand Cayman

KY1-1111, Cayman Islands

Independent non-executive Directors:

Mr. Chan, Ka Kit

Mr. Ko, Wai Lun Warren

Mr. Lou, Ming

Principal place of business

in Hong Kong:

Unit 3806, 38th Floor

China Resources Building

26 Harbour Road

Wanchai, Hong Kong

6 November 2014

To the Shareholders

Dear Sir or Madam,

**PROPOSED SHARE CONSOLIDATION
AND
NOTICE OF EXTRAORDINARY GENERAL MEETING**

INTRODUCTION

Reference is made to the Announcement. The purpose of this circular is to provide you with further information in relation to the Share Consolidation and to give you a notice of the EGM at which an ordinary resolution will be proposed to consider and, if thought fit, approve the Share Consolidation.

SHARE CONSOLIDATION

The Board proposes to implement the Share Consolidation on the basis that every 16 issued and unissued Shares of HK\$0.001 each will be consolidated into one (1) Consolidated Share of HK\$0.016 each. Fractional Consolidated Shares will be disregarded and will not be issued to the Shareholders but all such fractional Consolidated Shares will be aggregated, sold and retained for the benefits of the Company, if possible and applicable.

* *For identification purpose only*

LETTER FROM THE BOARD

Conditions of the Share Consolidation

The Share Consolidation is conditional upon the following conditions:

- (i) the passing of the necessary ordinary resolution(s) to approve the Share Consolidation by the Shareholders at the EGM;
- (ii) the Listing Committee of the Stock Exchange granting approval to the listing of, and the permission to deal in, the Consolidated Shares to be issued upon the Share Consolidation becoming effective; and
- (iii) the compliance with the relevant procedures and requirements under the Cayman Islands law (where applicable) and the GEM Listing Rules to effect the Share Consolidation.

The Share Consolidation will become effective on the next Business Day immediately following the fulfillment of the above conditions.

Effects of the Share Consolidation

As at the Latest Practicable Date, the authorised share capital of the Company amounted to HK\$80,000,000 divided into 80,000,000,000 Shares, of which 16,976,600,000 Shares had been allotted and issued as fully paid or credited as fully paid. Upon the Share Consolidation becoming effective and on the basis that no further Shares will be allotted and issued or repurchased prior thereto, the authorised share capital of the Company will become HK\$80,000,000 divided into 5,000,000,000 Consolidated Shares, of which 1,061,037,500 Consolidated Shares will be in issue, which are fully paid or credited as fully paid.

	As at the Latest Practicable Date	Immediately upon the Share Consolidation becoming effective
Nominal value of each Share/ Consolidated Share	HK\$0.001 per Share	HK\$0.016 per Consolidated Share
Number of authorised Shares/ Consolidated Shares	80,000,000,000 Shares	5,000,000,000 Consolidated Shares
Number of issued Shares/ Consolidated Shares	16,976,600,000 Shares	1,061,037,500 Consolidated Shares
Amount of authorised share capital	HK\$80,000,000	HK\$80,000,000
Amount of issued and fully paid-up share capital	HK\$16,976,600	HK\$16,976,600

Upon the Share Consolidation becoming effective, the Consolidated Shares will rank *pari passu* in all respects with each other in accordance with the Articles of Association.

LETTER FROM THE BOARD

Other than the expenses, including but not limited to the professional fees and printing charges, to be incurred in relation to the Share Consolidation, the implementation thereof will have no effect on the consolidated net asset value of the Group, nor will it alter the underlying assets, business operations, management or financial position of the Group or result in any change in the rights of the Shareholders, save for any fractional Consolidated Shares to which the Shareholders may be entitled.

Application for Listing of the Consolidated Shares

An application has been made by the Company to the Listing Committee of the Stock Exchange for the listing of, and the permission to deal in, the Consolidated Shares to be issued upon the Share Consolidation becoming effective.

Subject to the granting of listing of, and permission to deal in, the Consolidated Shares on the Stock Exchange, the Consolidated Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the commencement date of dealings in the Consolidated Shares on the Stock Exchange or such other date as determined by HKSCC. Settlement of transactions between participants of the Stock Exchange on any trading day is required to take place in CCASS on the second settlement day thereafter. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time.

No part of the securities of the Company is listed or dealt in on any other stock exchange, or on which listing or permission to deal is being or is proposed to be sought.

Reasons for the Share Consolidation

Pursuant to Rule 17.76 of the GEM Listing Rules, where the market price of the securities of the issuer approaches the extremities of HK\$0.01 (which was inadvertently stated as HK\$0.001 in the Announcement) or HK\$9,995, the Stock Exchange reserves the right to require the issuer either to change the trading method or to proceed with a consolidation or splitting of its securities. In view of the recent trading prices of the Shares, the Board proposes to effect the Share Consolidation in order to comply with the trading requirements of the GEM Listing Rules.

The Share Consolidation will increase the nominal value of the Shares. It is expected that the Share Consolidation would bring about a corresponding upward adjustment in the trading price per board lot of the Consolidated Shares on the Stock Exchange, which will reduce the overall transaction and handling costs of dealings in the Consolidated Shares. As a result, the Share Consolidation would not only enable the Company to comply with the trading requirements under the GEM Listing Rules, but would also attract more investors and extend the base of the Shareholders.

Accordingly, the Directors consider that the Share Consolidation is in the interests of the Company and the Shareholders as a whole.

LETTER FROM THE BOARD

Fractional Consolidated Shares and Odd Lots Arrangements

Fractional Consolidated Shares will be disregarded and will not be issued to the Shareholders but all such fractional Consolidated Shares will be aggregated, sold and retained for the benefit of the Company, if possible and applicable. Fractional Consolidated Shares will only arise in respect of the entire shareholding of a holder of the Shares regardless of the number of share certificates held by such holder.

In order to facilitate the trading of odd lots (if any) of the Consolidated Shares arising from the Share Consolidation, the Company has appointed Infast Brokerage Limited to stand in the market and provide matching services for the sale and purchase of odd lots of the Consolidated Shares at the relevant market price per Consolidated Share for Shareholders on a best effort basis during the period from 9:00 a.m. on Tuesday, 9 December 2014 to 12:00 noon on Wednesday, 31 December 2014 (both dates inclusive). Shareholders who wish to acquire odd lots of the Consolidated Shares to make up a full board lot or to dispose of their holding of odd lots of the Consolidated Shares may contact Mr. Paul Lam of Infast Brokerage Limited by phone at (852) 2853 1078 or by fax at (852) 2544 3976 during the office hours in the aforesaid period.

Holders of odd lots of the Consolidated Shares should note that successful matching of the sale and purchase of odd lots of the Consolidated Shares are not warranted. Any Shareholder who is in any doubt about the odd lots arrangements is recommended to consult his/her/its own professional advisers.

Exchange of Share Certificates

The new share certificates will be in purple colour (the “New Share Certificates”) in order to distinguish them from the existing share certificates which are pink in colour (the “Existing Share Certificates”).

Should the Share Consolidation become effective, which is currently expected to be Tuesday, 25 November 2014, Shareholders may, during the period from Tuesday, 25 November 2014 to Tuesday, 6 January 2015 (both days inclusive), submit the Existing Share Certificates for the Shares to the Company’s branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong for exchange, at the expense of the Company, for New Share Certificates for the Consolidated Shares. It is expected that the New Share Certificates for the Consolidated Shares will be available for collection within 10 Business Days after the submission of the Existing Share Certificates to the above branch share registrar of the Company for exchange. Thereafter, the Existing Share Certificates will be accepted for exchange only on payment of a fee of HK\$2.50 (or such other amount as may from time to time be allowed by the Stock Exchange) for each New Share Certificate for the Consolidated Shares issued or each Existing Share Certificate for the Shares submitted for cancellation, whichever the number of certificates involved is higher. However, the Existing Share Certificates for the Shares will continue to be good evidence of legal title and may be exchanged for New Share Certificates for the Consolidated Shares at any time at the expense of the Shareholders but are not acceptable for trading, settlement and registration after 12:00 noon on Wednesday, 31 December 2014.

LETTER FROM THE BOARD

ADJUSTMENTS TO THE OUTSTANDING SHARE OPTIONS

As at the Latest Practicable Date, there were outstanding options granted under the Pre-IPO Share Option Scheme and the Share Option Scheme to subscribe for a total of 1,240,400,000 Shares. The Share Consolidation will cause adjustments to the exercise price and/or the number of the Consolidated Shares to be issued upon the exercise of the outstanding options granted or may be granted under the above share option schemes of the Company. The Company will appoint an independent auditor of the Company or a financial advisor to review and certify the basis of such adjustments as soon as possible. Further announcement will be made by the Company in respect of such adjustments (if any) as and when appropriate.

NO CHANGE IN BOARD LOT SIZE

The Shares are currently traded in a board lot of 20,000 Shares. Upon the Share Consolidation becoming effective, the board lot size of the Consolidated Shares for trading on the Stock Exchange will remain at 20,000 Consolidated Shares.

Based on the closing price of HK\$0.01 per Share (equivalent to HK\$0.16 per Consolidated Share) as at the Latest Practicable Date, the value of each board lot of 20,000 Consolidated Shares, assuming that the Share Consolidation had already been effective, would be HK\$3,200.

RIGHTS ISSUE

On 20 October 2014, the Company entered into the Underwriting Agreement with the Underwriter and Aperto in relation to the underwriting and certain other arrangements in respect of the Rights Issue. The Company proposes to raise approximately HK\$286.5 million, before expenses, by way of a rights issue of 3,183,112,500 Rights Shares at a price of HK\$0.09 per Rights Share on the basis of three Rights Shares for every one Consolidated Share held on the Record Date. The Rights Issue is subject to the approval by the Independent Shareholders at the EGM I and the Share Consolidation having become effective.

The estimated net proceeds from the Rights Issue after deducting all necessary expenses are estimated to be approximately HK\$280.2 million, which are intended to be used as to (i) approximately HK\$131.9 million for the funding and further development of the existing and future businesses of the Group; (ii) approximately HK\$126.3 million for the provision of financing services of the Group; and (iii) the balance of approximately HK\$22.0 million for general working capital of the Group. The net subscription price is estimated to be approximately HK\$0.088 per Rights Share.

Please refer to the announcement dated 20 October 2014 and the circular issued by the Company on 6 November 2014 regarding the proposed Rights Issue for further information.

LETTER FROM THE BOARD

FUND RAISING EXERCISE OF THE COMPANY SINCE ITS LISTING

The following is the fund raising activity of the Company since the Listing Date up to the date of this circular:

Date of announcement	Event	Net proceeds	Intended use of proceeds	Actual use of proceeds as at the date of this circular
15 August 2014	Placing of 925,000,000 new Shares under general mandate	Approximately HK\$14 million	For the Group's provision of financing services	Utilised HK\$12.5 million for mortgage loan facilities

Save as disclosed above, the Company did not conduct any fund raising exercise since the Listing Date up to the date of this circular.

CORPORATE ACTIONS OF THE COMPANY SINCE ITS LISTING

The following are the corporate actions of the Company and the dilution effect on the share price and shares in issue after relevant corporate actions since the Listing Date up to the date of this circular:

Date of announcement	Event	Dilution effect on the share price after the relevant corporate action	Total number of shares in issue after relevant corporate action	Dilution effect on the Company's shares in issue after the relevant corporate action <i>(Note 1)</i>
29 January 2014	Subdivision of each of the then issued and unissued shares of the Company into ten subdivided Shares	Adjusted downwards by 90%	8,000,000,000	No effect ^{<i>(Note 2)</i>}
28 March 2014	Issue of one bonus Share for every then issued Share held by qualifying shareholders of the Company	Adjusted downwards by 50%	16,051,600,000	No effect ^{<i>(Note 2)</i>}
15 August 2014	Placing of 925,000,000 new Shares under general mandate	No effect	16,976,600,000	5.45%

LETTER FROM THE BOARD

Date of announcement	Event	Dilution effect on the share price after the relevant corporate action	Total number of shares in issue after relevant corporate action	Dilution effect on the Company's shares in issue after the relevant corporate action <i>(Note 1)</i>
26 August 2014	Proposed consolidation of every 16 issued and unissued Shares into one Consolidated Share	To be adjusted upwards by 16 times	1,061,037,500	No effect ^{<i>(Note 2)</i>}
20 October 2014	Proposed Rights Issue	To be adjusted downwards by 42.31% ^{<i>(Note 3)</i>}	4,244,150,000	75% ^{<i>(Note 4)</i>}
	Accumulated dilution effect with reference to the number of Shares in issue as at 25 February 2013 ^{<i>(Note 5)</i>}			76.44%

Notes:

1. The dilution effect is calculated by dividing the increase in number of shares of the Company with the aggregate number of shares in issue immediately after the relevant corporate action.
2. The corporate action was on a pro-rata basis and the shareholding of all Shareholders would remain unchanged.
3. The dilution effect on the share price is calculated based on the theoretical ex-rights price of approximately HK\$0.120 per Consolidated Share and the theoretical closing price of HK\$0.208 per Consolidated Share as quoted on the Stock Exchange on 15 October 2014, being the last trading day.
4. The dilution effect on the Shares only applies to those Shareholders who do not apply for the proposed Rights Issue.
5. For illustrative purpose only, the accumulated dilution effect shows the effect on shareholdings after the corporate actions involving the issue of new shares since the Listing Date and assuming nil acceptance by the Shareholders upon completion of the proposed Rights Issue.

Save as disclosed above, the Company did not conduct any other corporate actions since the Listing Date up to the date of this circular.

LETTER FROM THE BOARD

EGM AND PROXY ARRANGEMENT

A notice convening the EGM to be held at Unit 3806, 38th Floor, China Resources Building, 26 Harbour Road, Wanchai, Hong Kong on Monday, 24 November 2014 at 8:00 a.m. is set out on pages 17 to 19 of this circular. The EGM will be convened for the purpose of considering and, if thought fit, approving the Share Consolidation.

A form of proxy for use at the EGM is enclosed with this circular. If you do not intend to attend the EGM but wish to exercise your rights as a Shareholder, you are requested to complete the form of proxy in accordance with the instructions printed thereon and return the same to the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding the EGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from subsequently attending and voting in person at the EGM or any adjournment thereof should you so wish.

To the best of the knowledge, information and belief of the Directors, having made all reasonable enquiries, no Director or Shareholder is required to abstain from voting at the EGM.

The ordinary resolution proposed to be approved at the EGM will be taken by poll and an announcement will be made by the Company following the conclusion of the EGM to inform you of its result.

RESPONSIBILITY STATEMENT

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 respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

COMPETING INTERESTS

As at the Latest Practicable Date, so far as the Directors are aware, none of the Directors or controlling shareholders or their respective associates had any business or interest which competes or may compete with the business of the Group, or have or may have any other conflicts of interest with the Group.

LETTER FROM THE BOARD

RECOMMENDATION

The Directors are of the view that the Share Consolidation is fair and reasonable and in the interests of the Company and the Shareholders as a whole. Therefore, the Board recommends the Shareholders to vote in favour of the relevant resolution to be proposed at the EGM.

Yours faithfully,
By Order of the Board
Roma Group Limited
Yue Kwai Wa Ken
Executive Director and Company Secretary

This circular is prepared in both English and Chinese. In the event of inconsistency, the English text of the circular shall prevail over the Chinese text.

NOTICE OF EXTRAORDINARY GENERAL MEETING



(Incorporated in the Cayman Islands with limited liability)

(Stock code: 8072)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an extraordinary general meeting (the “EGM”) of the members of Roma Group Limited (the “Company”) will be held at Unit 3806, 38th Floor, China Resources Building, 26 Harbour Road, Wanchai, Hong Kong on Monday, 24 November 2014 at 8:00 a.m. for the purpose of considering and, if thought fit, passing with or without modification, the following resolution as an ordinary resolution of the Company:

ORDINARY RESOLUTION

“**THAT** subject to and conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) granting approval of the listing of, and the permission to deal in, the Consolidated Shares (as defined below), with effect from the business day (as defined below) immediately following the date on which this Resolution is passed:

- (a) every 16 issued and unissued shares of HK\$0.001 each in the share capital of the Company be consolidated into one (1) share of HK\$0.016 each (the “Consolidated Share”) in the share capital of the Company (the “Share Consolidation”);
- (b) the Consolidated Shares shall rank *pari passu* in all respects with each other and have the same rights and privileges as regards dividend, capital, redemption, attendance at meetings, voting, etc. and be subject to the restrictions in respect of ordinary shares contained in the articles of association of the Company;
- (c) all fractional Consolidated Shares will be disregarded and will not be issued to the holders of the existing shares of HK\$0.001 each in the share capital of the Company but all fractional Consolidated Shares will be aggregated, sold and retained for the benefit of the Company, if possible and applicable; and
- (d) the directors of the Company be and are hereby generally authorised to do all such acts, deeds and things and execute all such documents, including under the seal of the Company, where applicable, as they may consider necessary or expedient to complete, implement and give effect to any and all the arrangements set out in this Resolution.

* *For identification purpose only*

NOTICE OF EXTRAORDINARY GENERAL MEETING

For the purpose of this Resolution, “business day” means any day (other than a Saturday, Sunday or public holiday in Hong Kong) on which licensed banks in Hong Kong are generally open for business throughout their normal business hours.”

By Order of the Board
Roma Group Limited
Yue Kwai Wa Ken

Executive Director and Company Secretary

Hong Kong, 6 November 2014

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

Notes:

- (1) Any member of the Company (the “Member”) entitled to attend and vote at the EGM convened by this notice or its adjourned meeting (as the case may be) is entitled to appoint one (or, if he/she/it holds two or more Shares, more than one) proxy to attend and, on a poll, vote on his/her/its behalf subject to the provisions of the memorandum and articles of association of the Company. A proxy need not be a Member but must be present in person at the EGM to represent the Member. If more than one proxy is so appointed, the appointment shall specify the number of shares (the “Shares”) in respect of which such proxy is so appointed.
- (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/she/it were solely entitled thereto, but if more than one of such joint holders be present at the EGM or adjourned 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 EGM is enclosed.
- (4) In order to be valid, the form of proxy must be deposited together with the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority, at the offices of the Company’s branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong not less than 48 hours before the time for holding the EGM or adjourned meeting. Completion and return of the form of proxy will not preclude a Member from attending in person and voting at the EGM or its adjourned meeting should he/she/it so wish.
- (5) For determining Members’ entitlement to attend and vote at the EGM, the register of Members will be closed from Thursday, 20 November 2014 to Monday, 24 November 2014 (both dates inclusive), during which period no transfer of shares will be effected. In order to qualify for attending the forthcoming EGM, all transfer documents, accompanied by the relevant share certificates, must be lodged with the Company’s branch shares registrar and transfer office in Hong Kong, Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong for registration not later than 4:30 p.m. on Wednesday, 19 November 2014.

NOTICE OF EXTRAORDINARY GENERAL MEETING

- (6) According to Rule 17.47(4) of the Rules Governing the Listing of Securities on the Growth Enterprise Market of the Stock Exchange, voting on all proposed resolutions set out in the notice will be decided by way of a poll.
- (7) If a tropical cyclone warning signal No. 8 or above is expected to be hoisted or a black rainstorm warning signal is expected to be in force at any time between 6:00 a.m. and 5:00 p.m. on the date of the EGM, the EGM will be postponed and Members will be informed of the date, time and venue of the postponed EGM by a supplementary notice posted on the respective websites of the Company and Hong Kong Exchanges and Clearing Limited.

If a tropical cyclone warning signal No. 8 or above or a black rainstorm warning signal is lowered or cancelled at or before 6:00 a.m. on the date of the EGM and where conditions permit, the EGM will be held as scheduled.

The EGM will be held as scheduled when an amber or red rainstorm warning signal is in force.

After considering their own situations, Members should decide on their own whether or not they would attend the EGM under any bad weather condition and if they do so, they are advised to exercise care and caution.

As at the date of this notice, the executive directors of the Company are Mr. Luk, Kee Yan Kelvin and Mr. Yue, Kwai Wa Ken, and the independent non-executive directors of the Company are Mr. Chan, Ka Kit, Mr. Ko, Wai Lun Warren and Mr. Lou, Ming.

This notice will remain on the GEM website at www.hkgem.com on the “Latest Company Announcements” page for at least seven days from the day of its posting. This notice will also be published on the website of the Company at www.romagroup.com.

This notice is prepared in both English and Chinese. In the event of inconsistency, the English text of the notice shall prevail over the Chinese text.