

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 your stockbroker or other licensed securities dealer, bank manager, solicitor, professional accountant or other professional advisers.

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

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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.



ROMA
ROMA GROUP LIMITED

羅馬集團有限公司*

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 8072)

**(1) PROPOSED SHARE CONSOLIDATION AND
CHANGE IN BOARD LOT SIZE;
(2) PROPOSED CAPITAL REDUCTION OF ISSUED SHARES AND
SUB-DIVISION OF UNISSUED SHARES;
AND
(3) NOTICE OF EXTRAORDINARY GENERAL MEETING**

Capitalised terms used in the lower portion of this cover page and the inside cover page of this circular shall have the same respective meanings as those defined in the section headed “Definitions” of this circular.

A notice convening the EGM to be held at 22/F., China Overseas Building, 139 Hennessy Road, Wanchai, Hong Kong at 11:45 a.m. on 20 August 2019 is set out on pages 17 to 20 of this circular.

Whether or not you intend to attend the EGM, you are requested to complete and return the accompanying form of proxy in accordance with the instructions printed thereon to the Company’s branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited at Level 54, 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 of the EGM (i.e. by 11:45 a.m. on 18 August 2019) 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.

All times and dates specified herein refer to Hong Kong local times and dates.

* *For identification purpose only*

CHARACTERISTICS OF GEM

GEM has been positioned as a market designed to accommodate small and mid-sized 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.

Given that the companies listed on GEM are generally small and mid-sized companies, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board and no assurance is given that there will be a liquid market in the securities traded on GEM.

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DEFINITIONS

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

“Articles”	the articles of association of the Company, as amended, supplemented or otherwise modified from time to time
“Board”	the board of Directors
“Business Day(s)”	day(s) (excluding Saturdays, Sundays and public holidays) on which banks are open for business in Hong Kong
“Capital Reduction”	the proposed reduction of the issued share capital of the Company whereby: (i) any fractional Consolidated Share in the issued share capital of the Company arising as a result of the Share Consolidation be cancelled (if applicable); and (ii) the nominal value of all the issued Consolidated Shares be reduced from HK\$1.28 each to HK\$0.01 each by cancelling the paid up capital to the extent of HK\$1.27 on each issued Consolidated Share
“CCASS”	Central Clearing and Settlement System, a securities settlement system used within the Hong Kong Exchanges and Clearing Limited market system
“CCASS Operational Procedures”	the Operational Procedures of HKSCC in relation to CCASS, containing the practices, procedures and administrative requirements relating to operations and functions of CCASS, as from time to time
“Change in Board Lot Size”	the change in board lot size of Shares for trading on the Stock Exchange from 20,000 Existing Shares to 10,000 Consolidated Shares or (as the case may be) New Shares
“Companies Law”	the Company Law, Cap. 22 (Law 3 of 1961), of the Cayman Islands as consolidated and revised
“Company”	Roma Group Limited, an exempted company incorporated under the laws of the Cayman Islands, the issued shares of which are listed on the GEM of the Stock Exchange
“Consolidated Share(s)”	the ordinary share(s) of HK\$1.28 each in the share capital of the Company upon the Share Consolidation becoming effective
“Court”	the Grand Court of the Cayman Islands
“Director(s)”	director(s) of the Company

DEFINITIONS

“Effective Date”	the date on which the Capital Reduction and the Sub-division shall become effective
“EGM”	the extraordinary general meeting of the Company to be convened and held at 22/F., China Overseas Building, 139 Hennessy Road, Wanchai, Hong Kong on 20 August 2019 at 11:45 a.m., and any adjournment thereof
“EGM Notice”	the notice convening the EGM set out on pages 17 to 20 of this circular
“Existing Share(s)”	the ordinary share(s) of HK\$0.064 each in the share capital of the Company before the Share Consolidation becoming effective
“GEM”	the GEM operated by the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM
“General Rules of CCASS”	the terms and conditions regulating the use of CCASS, as may be amended or modified from time to time and where the context so permits, shall include the CCASS Operational Procedures
“Group”	collectively, the Company and its subsidiaries
“HKSCC”	Hong Kong Securities Clearing Company Limited
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Latest Practicable Date”	18 July 2019, being the latest practicable date prior to the printing of this circular for ascertaining certain information herein
“Memorandum of Association”	the memorandum of association of the Company, as amended from time to time
“New Share(s)”	ordinary share(s) of par value HK\$0.01 each in the issued and unissued share capital of the Company upon the Capital Reduction and the Share Sub-division becoming effective
“Registrar”	the branch share registrar and transfer office of the Company in Hong Kong, Tricor Investor Services Limited, the address of which is at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong

DEFINITIONS

“Share(s)”	the Existing Share(s) and/or the Consolidated Share(s) and/or the New Share(s), as the case may be
“Share Consolidation”	the proposed consolidation of every twenty (20) issued and unissued Existing Shares of par value of HK\$0.064 each in the share capital of the Company into one (1) Consolidated Share of par value of HK\$1.28
“Share Option Scheme”	the share option scheme of the Company adopted on 26 September 2011
“Shareholder(s)”	holder(s) of the issued Share(s)
“Share Sub-division”	the proposed sub-division of each authorised but unissued Consolidated Share of par value HK\$1.28 each into 128 New Shares of par value HK\$0.01 each
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“%”	per cent.

EXPECTED TIMETABLE

The expected timetable for the Share Consolidation, the Change in Board Lot Size, the Capital Reduction and the Share Sub-division is set out below. The expected timetable is subject to the results of the EGM and satisfaction of the conditions to the Share Consolidation, the Capital Reduction and the Share Sub-division and is therefore for indicative purpose only. Any change to the expected timetable will be announced in a separate announcement by the Company as and when appropriate. All times and dates in this announcement refer to Hong Kong local times and dates.

Date

Latest date and time for lodging transfer documents in
order to qualify for attending and voting at EGM 4:30 p.m. on
Wednesday, 14 August 2019

Closure of register of members for determining the entitlement
to attend and vote at the EGM (both dates inclusive)..... Thursday, 15 August 2019 to
Tuesday, 20 August 2019

Latest date and time for lodging the proxy form for the EGM..... 11:45 a.m. on
Sunday, 18 August 2019

Date and time of the EGM..... 11:45 a.m. on
Tuesday, 20 August 2019

Announcement of results of the EGM Tuesday, 20 August 2019

The following events are conditional upon the results of the EGM and therefore the dates are tentative only:

Effective date of the Share Consolidation and
Change in Board Lot Size Thursday, 22 August 2019

First day of free exchange of existing share certificates
into new share certificates for Consolidated Shares..... Thursday, 22 August 2019

Dealings in Consolidated Shares commences..... 9:00 a.m. on
Thursday, 22 August 2019

Original counter for trading in Shares in board lots of
20,000 existing Shares (in the form of
existing share certificates) temporarily closes 9:00 a.m. on
Thursday, 22 August 2019

EXPECTED TIMETABLE

Date

Temporary counter for trading in Consolidated Shares in
 new board lot of 1,000 Consolidated Shares
 (in the form of existing share certificates) opens 9:00 a.m. on
Thursday, 22 August 2019

Original counter for trading in Consolidated Shares in
 new board lot of 10,000 Consolidated Shares (in the form of
 new share certificates for Consolidated Shares) re-opens..... 9:00 a.m. on
Thursday, 5 September 2019

Parallel trading in the Shares and Consolidated Shares
 (in the form of existing share certificates and
 new share certificates) commences 9:00 a.m. on
Thursday, 5 September 2019

Designated broker starts to stand in the market to
 provide matching services for sale and purchase of
 odd lots of Consolidated Shares..... 9:00 a.m. on
Thursday, 5 September 2019

Temporary counter for trading in Consolidated Shares in
 new board lot of 1,000 Consolidated Shares
 (in the form of existing share certificates) closes..... 4:00 p.m. on
Wednesday, 25 September 2019

Parallel trading in Consolidated Shares
 (in the form of new share certificates for
 Consolidated Shares and existing share certificates) ends 4:00 p.m. on
Wednesday, 25 September 2019

Designated broker ceases to stand in
 the market to provide matching services for sale and
 purchase of odd lots of Consolidated Shares 4:00 p.m. on
Wednesday, 25 September 2019

Last day for free exchange of existing share certificates
 into new share certificates for Consolidated Shares..... Friday, 27 September 2019

The following events are conditional upon the results of the EGM and the confirmation of the Grand Court of the Cayman Islands on the Capital Reduction and therefore the dates are tentative only.

Effective time of the Capital Reduction and
 the Share Sub-division..... Before 9:00 a.m. on
Monday, 16 December 2019

EXPECTED TIMETABLE

Date

Commencement of dealing in the New Shares..... 9:00 a.m. on
Monday, 16 December 2019

First day of free exchange of existing share certificates
for the Consolidated Shares into new share certificates
for New Shares..... Monday, 16 December 2019

Last day of free exchange of existing share certificates
for the Consolidated Shares into new share certificates
for New Shares..... Wednesday, 22 January 2020

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. Li Sheung Him Michael
Mr. Yue Kwai Wa Ken

Independent non-executive Directors:

Mr. Ko Wai Lun Warren
Ms. Li Tak Yin
Mr. Man Wai Lun
Mr. Wong Tat Keung

Registered office:

Cricket Square
Hutchins Drive
PO Box 2681
Grand Cayman KY1-1111
Cayman Islands

*Head office and principal place of
business in Hong Kong:*

22/F., China Overseas Building
139 Hennessy Road
Wanchai
Hong Kong

25 July 2019

*To the Shareholders, and for information only,
the holders of options of the Company*

Dear Sir or Madam,

**(1) PROPOSED SHARE CONSOLIDATION AND
CHANGE IN BOARD LOT SIZE;
(2) PROPOSED CAPITAL REDUCTION OF ISSUED SHARES AND
SUB-DIVISION OF UNISSUED SHARES;
AND
(3) NOTICE OF EXTRAORDINARY GENERAL MEETING**

INTRODUCTION

The Company has announced on 22 July 2019 regarding the proposed Share Consolidation, the Change in Board Lot Size, the Capital Reduction and the Share Sub-division. The purpose of this circular is to provide you with information regarding the proposed Share Consolidation, the Change in Board Lot Size, the Capital Reduction and the Share Sub-division and the notice of EGM for the purpose of considering and, if thought fit, approving the resolutions to be proposed.

* For identification purpose only

LETTER FROM THE BOARD

PROPOSED SHARE CONSOLIDATION AND CHANGE IN BOARD LOT SIZE

The Board proposes that every twenty (20) issued and unissued Existing Shares of a par value of HK\$0.064 each in the share capital of the Company be consolidated into one (1) Consolidated Share of a par value of HK\$1.28 in the share capital of the Company.

Effect of the Share Consolidation

As at the Latest Practicable Date, the authorised share capital of the Company is HK\$576,000,000 divided into 9,000,000,000 Existing Shares with par value of HK\$0.064 each, of which 2,700,408,311 Existing Shares have been issued and are fully paid or credited as fully paid.

Immediately upon the Share Consolidation becoming effective but prior to the Capital Reduction and the Share Sub-division becoming effective, and assuming no further Existing Shares will be issued or repurchased from the Latest Practicable Date up to and including the effective date of the Share Consolidation, the authorised share capital of the Company shall be HK\$576,000,000 divided into 450,000,000 Consolidated Shares of a par value of HK\$1.28 each, of which 135,020,415* Consolidated Shares have been issued as fully paid or credited as fully paid.

Upon the Share Consolidation becoming effective, all the Consolidated Shares will rank pari passu in all respects with each other in accordance with the Memorandum of Association and the Articles. Fractions of the Consolidated Shares that arise from the Share Consolidation will not be allocated to the Shareholders otherwise entitled thereto and will be aggregated and sold for the benefit of the Company.

The implementation of the Share Consolidation will not alter the underlying assets, business operation, management or financial position of the Company and the interests and rights of the Shareholders, save that any fractional Consolidated Shares will not be allocated to Shareholders who may otherwise be entitled and the necessary professional expenses for the implementation of the Share Consolidation.

Conditions of the Share Consolidation

The Share Consolidation is conditional upon the following conditions:

1. the passing of an ordinary resolution by the Shareholders to approve the Share Consolidation at the EGM;
2. the Listing Committee of the Stock Exchange granting the listing of, and permission to deal in, the Consolidated Shares upon the Share Consolidation becoming effective; and
3. the compliance with the relevant procedures and requirements under the GEM Listing Rules to effect the Share Consolidation.

* Fraction of shares is disregarded for purposes of disclosure only

LETTER FROM THE BOARD

Subject to the fulfilment of the conditions of the Share Consolidation, the effective date of the Share Consolidation is expected to be on Thursday, 22 August, being the Business Day immediately after the EGM.

As at the Latest Practicable Date, none of the above conditions have been fulfilled.

Reasons for the Share Consolidation

Pursuant to Rule 17.76 of GEM Listing Rules, where the market price of the securities of an issuer approaches the extremities of HK\$0.01 or HK\$9,995.00, the Stock Exchange reserves the right to require the issuer either to change the trading method or proceed with a consolidation or splitting of securities.

The “Guide on Trading Arrangements for Selected Types of Corporate Actions” issued by the Hong Kong Exchanges and Clearing Limited on 28 November 2008 and updated on 28 June 2019 has stated that market price of the Shares at a level less than HK\$0.1 will be considered as trading at extremity as referred to under Rule 17.76 of the GEM Listing Rules.

Taking into account of the closing price of HK\$0.032 per Share on 18 July 2019 (being the Latest Practicable Date), the Share Consolidation would enable the Company to comply with the trading requirements under the GEM Listing Rules.

The Share Consolidation will increase the nominal value of the Shares and will reduce the total number of Shares currently in issue. As such, it is expected that the Share Consolidation will bring about a corresponding upward adjustment in the trading price of the Shares.

The Board considers that the Share Consolidation is beneficial to and in the interests of the Company and the Shareholders as a whole.

Application for the listing of the Consolidated Shares

An application will be made by the Company to the Stock Exchange for the listing of, and the permission to deal in, the Consolidated Shares.

Subject to the granting of the listing of, and permission to deal in, the Consolidated Shares on the Stock Exchange, as well as compliance with the stock admission requirements of the HKSCC, 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 dealing 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 trading day thereafter. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time. All necessary arrangements will be made for the Consolidated Shares to be admitted into CCASS established and operated by HKSCC.

LETTER FROM THE BOARD

None of the Existing Shares are listed or dealt in on any other stock exchange other than the Stock Exchange, and at the time the Share Consolidation becomes effective, the Consolidated Shares in issue will not be listed or dealt in on any stock exchange other than the Stock Exchange, and no such listing or permission to deal is being or is proposed to be sought.

Fractional entitlement to Consolidated Shares following the Share Consolidation

Fractional Consolidated Shares arising from the Share Consolidation, if any, will be disregarded and will not be allocated to the Shareholders, but will be aggregated and, if possible, sold for the benefit of the Company. Fractional Consolidated Shares will only arise in respect of the entire shareholding of a holder of the Existing Shares regardless of the number of share certificates held by such holder.

Exchange of share certificates for the Consolidated Shares

Subject to the Share Consolidation becoming effective, which is currently expected to be on Thursday, 22 August 2019, being the Business Day immediately after the date of the EGM, Shareholders may between 9:00 a.m. and 4:30 p.m. on any Business Day during the period from Thursday, 22 August 2019 to Friday, 27 September 2019 (both days inclusive), submit share certificates for the Existing Shares (in orange colour) to the Registrar at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong to exchange for new share certificates for the Consolidated Shares (in yellow colour) at the expense of the Company.

Shareholders should note that after the prescribed time for free exchange of share certificates, a fee of HK\$2.50 each (or such higher amount as may from time to time be allowed by the Stock Exchange) will be payable by the Shareholders to the Registrar for each share certificate for the Existing Shares submitted for cancellation or each new share certificate issued for the Consolidated Shares, whichever the number of share certificates involved is higher.

After 4:00 p.m. on Wednesday, 25 September 2019, trading will only be in Consolidated Shares which share certificates will be issued in yellow colour. Existing share certificates in orange colour for the Existing Shares will cease to be valid for trading and settlement purpose, but will remain valid and effective as documents of title.

Change in Board Lot Size

As at the Latest Practicable Date, the Shares are traded in board lots of 20,000 Existing Shares. Conditional upon the Share Consolidation becoming effective, the Board also proposes to change the board lot size for trading on the Stock Exchange from 20,000 Existing Shares to 10,000 Consolidated Shares with effect from the Business Day immediately after the EGM, which is expected to be Thursday, 22 August 2019.

LETTER FROM THE BOARD

Based on the closing price of HK\$0.032 per Existing Share (equivalent to the theoretical closing price of HK\$0.64 per Consolidated Share) as quoted on the Stock Exchange at the Latest Practicable Date, the value of each existing board lot of 20,000 Existing Shares is HK \$640 and the theoretical value for each new board lot of 10,000 Consolidated Shares would be HK\$6,400.

The Change in Board Lot Size will offer the trading value for each board lot at a reasonable level to attract investors, and that such change in the board lot size would offer the public a reasonable entry level to invest in the Consolidated Shares. The Change in Board Lot Size will not result in change in the relative rights of the Shareholders. The Board considers that the Change in Board Lot Size is fair and reasonable and in the interests of the Company and the Shareholders as a whole.

Arrangement on odd lot trading

In order to alleviate the difficulties arising from the existence of odd lots of the Consolidated Shares arising from the Share Consolidation and the Change in Board Lot Size (if any), the Company has appointed an agent to provide matching services, on a best efforts basis, to those 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.

Shareholders who wish to take advantage of this facility should contact Infast Brokerage Limited at 18/F, 8 Lyndhurst Terrace, Nos. 2–10 Lyndhurst Terrace, Central, Hong Kong (telephone number: (852) 2853 1818) from 9:00 a.m. on Thursday, 5 September 2019 to 4:00 p.m. on Wednesday, 25 September 2019.

Holders of odd lots of the Consolidated Shares should note that the matching of the sale and purchase of odd lots of the Consolidated Shares is not guaranteed. Shareholders who are in any doubt about the odd lots matching arrangement are recommended to consult their own professional advisers.

PROPOSED CAPITAL REDUCTION AND SHARE SUB-DIVISION

The Board further proposes that immediately following the Share Consolidation becoming effective, the Capital Reduction and the Share Sub-division to be implemented in the following manner:

- (i) the issued share capital of the Company be reduced by (a) rounding down the number of Consolidated Shares in the issued share capital of the Company to the nearest whole number by cancelling any fraction of a Consolidated Share arising as a result of the Share Consolidation; and (b) cancelling the paid up capital of each of the issued Consolidated Shares to the extent of HK\$1.27 on each of the then issued Consolidated Shares such that the par value of each issued New Share will be reduced from HK\$1.28 to HK\$0.01;

LETTER FROM THE BOARD

- (ii) immediately following the Capital Reduction, each of the authorised but unissued Consolidated Shares with par value of HK\$1.28 each be sub-divided into one hundred and twenty-eight (128) New Shares of par value HK\$0.01 each; and
- (iii) each of the New Shares arising from the Capital Reduction and the Share Sub-division shall rank pari passu in all respective with each other and have rights and privileges and be subject to the restrictions as contained in the Memorandum and the Articles.

Effect of the Capital Reduction and the Share Sub-division

As at the Latest Practicable Date, the authorised share capital of the Company is HK \$576,000,000 divided into 9,000,000,000 Existing Shares with par value of HK\$0.064 each, of which 2,700,408,311 Existing Shares have been issued and are fully paid or credited as fully paid.

Immediately upon the Share Consolidation, the Capital Reduction and the Share Sub-division becoming effective and assuming no further Existing Shares or (as the case may be) Consolidated Shares will be issued or repurchased from the Latest Practicable Date up to and including the Effective Date, the authorised share capital of the Company shall be HK \$576,000,000 divided into 57,600,000,000 New Shares of a par value of HK\$0.01 each, of which 135,020,415 New Shares have been issued as fully paid or credited as fully paid.

Based on the 2,700,408,311 Existing Shares in issue as at the Latest Practicable Date or (as the case may be) 135,020,415* Consolidated Shares in issue as at the date on which the Share Consolidation becoming effective, and assuming no further Existing Shares or (as the case may be) Consolidated Shares issued or repurchased prior to the Effective Date, a credit amounting to approximately HK\$171,475,928 will arise as a result of the Capital Reduction. It is proposed that the credit arising from the Capital Reduction will be credited to the distributable reserve account of the Company, which will be utilised by the Company in such manner as the Board may deem fit and permitted under all applicable laws and the Articles.

* Fraction of shares is disregarded for purposes of disclosure only

LETTER FROM THE BOARD

Assuming that there is no change in the number of issued Shares from the Latest Practicable Date up to and including the date on which the Share Consolidation, the Capital Reduction and the Share Sub-division becoming effective, the share capital structure of the Company will be as follows:

	As of the Latest Practicable Date	Immediately upon the Share Consolidation becoming effective but prior to the Capital Reduction and the Share Sub-division becoming effective	Immediately upon the Capital Reduction and the Share Sub-division becoming effective
Par value	HK\$0.064 per Existing Share	HK\$1.28 per Consolidated Share	HK\$0.01 per New Share
Amount of authorised share capital	HK\$576,000,000	HK\$576,000,000	HK\$576,000,000
Number of authorised shares	9,000,000,000 Existing Shares	450,000,000 Consolidated Shares	57,600,000,000 New Shares
Number of issued shares	2,700,408,311 Existing Shares	135,020,415* Consolidated Shares	135,020,415 New Shares
Amount of the issued share capital	HK\$172,826,131.904	HK\$172,826,131.904	HK\$1,350,204.15

Upon the Capital Reduction and the Share Sub-division becoming effective, the size of each board lot of the New Shares will remain the same as that of the Consolidated Shares, being 10,000 New Shares per board lot and the New Shares will rank pari passu in all respects with each other in accordance with the Memorandum of Association and the Articles.

Other than the expenses to be incurred in relation to the Share Consolidation, the Change in Board Lot Size, the Capital Reduction and the Share Sub-division which are expected to be insignificant in the context of the net asset value of the Company, the implementation of the Share Consolidation, the Change in Board Lot Size, the Capital Reduction and the Share Sub-division will not alter the underlying assets, business operations, management or financial position of the Company or the proportionate interests or rights of the Shareholders, save that any fractional New Shares will not be allocated to Shareholders who may otherwise be entitled. The Directors are of the view that the Share Consolidation, the Change in Board Lot Size, the Capital Reduction and the Share Sub-division will not have any material adverse effect on the financial position of the Group and are in the interest of the Company and the Shareholders as a whole.

* Fraction of shares is disregarded for purposes of disclosure only

LETTER FROM THE BOARD

Conditions of the Capital Reduction and the Share Sub-division

The Capital Reduction and the Share Sub-division are conditional upon the following conditions:

1. the Share Consolidation has become effective;
2. the Shareholders' approval by way of special resolution at the EGM to be held to consider and, if thought fit, approve, among other things, the Capital Reduction and the Share Sub-division;
3. approval of the Capital Reduction by the Court;
4. compliance with any conditions which the Court may impose in relation to the Capital Reduction;
5. registration by the Registrar of Companies in the Cayman Islands of the order of the Court confirming the Capital Reduction and the minutes approved by the Court containing the particulars required under the Companies Law with respect to the Capital Reduction; and
6. the Listing Committee of the Stock Exchange granting the listing of, and permission to deal in, the New Shares arising from the Capital Reduction.

The Capital Reduction and the Share Sub-division will become effective when the conditions mentioned above are fulfilled. Upon the approval by the Shareholders of the Share Consolidation, the Capital Reduction and the Share Sub-division at the EGM, the legal advisors to the Company (as to Cayman Islands Law) will apply to the Court for hearing date (s) to confirm the Capital Reduction and further announcement(s) will be made by the Company on the preliminary timetable as soon as the Court hearing dates are confirmed.

As at the Latest Practicable Date, none of the above conditions have been fulfilled.

Reasons for the Capital Reduction and Share Sub-division

Under the Companies Laws, a company may not issue shares at a discount to the nominal value of such shares. Immediately after completion of the Share Consolidation but before implementation of the Capital Reduction and the Share Sub-division, the nominal value of the Consolidated Shares will be HK\$1.28 per Consolidated Share. The Capital Reduction and the Share Sub-division will keep the nominal value of the New Shares at a lower level of HK\$0.01 per New Share, which allows greater flexibility in the pricing for any issue of new Shares in the future. The credit in the distributable reserve account arising from the Capital Reduction will enable the Company to set off its accumulated loss and may be applied in future for distribution to the Shareholders or in any manner permitted by applicable laws and the Articles. The Board considers that the Capital Reduction and the Share Sub-division is beneficial to and in the interests of the Company and the Shareholders as a whole.

LETTER FROM THE BOARD

Application for the listing of the New Shares

An application will be made by the Company to the Stock Exchange for the listing of, and the permission to deal in, the New Shares.

Subject to the granting of the listing of, and permission to deal in, the New Shares on the Stock Exchange, as well as compliance with the stock admission requirements of the HKSCC, the New Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the commencement date of dealing in the New 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 trading day thereafter. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time. All necessary arrangements will be made for the New Shares to be admitted into CCASS established and operated by HKSCC.

Exchange of share certificates for the New Shares

As the Court hearing dates have yet to be fixed, the effective date of the Capital Reduction and the Share Sub-division is not ascertainable at present. Should the Capital Reduction and the Share Sub-division becoming effective, Shareholders may submit share certificates for the Consolidated Shares (in yellow colour) to the Registrar at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong to exchange for new share certificates for the New Shares (in brown colour) at the expense of the Company within the relevant free exchange period.

All existing certificates of the Consolidated Shares or (as the case may be) the Existing Shares will continue to be evidence of title to such Shares and be valid for delivery, trading and settlement purpose.

ADJUSTMENTS TO OUTSTANDING SHARE OPTIONS

As at the Latest Practicable Date, there were outstanding options granted under the Share Option Scheme to subscribe for 417,061,245 Existing Shares. The Directors will determine, according to the rules of the Share Option Scheme, the adjustments (if any) required to be made in respect of the outstanding options as a result of the Share Consolidation, the Capital Reduction and the Share Sub-division. The Company will make further announcements regarding the adjustments in accordance with the GEM Listing Rules in due course.

Save as aforesaid, the Company does not have any other derivatives, options, warrants and conversion rights or other similar rights which are convertible or exchangeable into, any Existing Shares, Consolidated Shares or New Shares, as at the Latest Practicable Date.

ACTIONS TO BE TAKEN

Set out on pages 17 to 20 of this circular is a notice convening the EGM at which ordinary resolution will be proposed to approve the proposed Share Consolidation, and special resolution will be proposed to approve the Capital Reduction and the Share Sub-division.

LETTER FROM THE BOARD

Whether or not you are able to attend the EGM in person, you are requested to complete and return the accompanying form of proxy in accordance with the instructions printed thereon to the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited at Level 54, 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 of the EGM (i.e. by 11:45 a. m. on 18 August 2019) 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 form of proxy shall be deemed to revoked.

VOTING AT THE EGM

Pursuant to Rule 17.47(4) of the GEM Listing Rules, all vote of shareholders at a general meeting must be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. Therefore, all proposed resolutions as set out in the EGM Notice will be voted by poll. An announcement on the poll vote results will be made by the Company after the EGM in the manner prescribed under Rule 17.47(5) of the GEM Listing Rules.

RECOMMENDATIONS

The Board considers that the resolutions in respect of the proposed Share Consolidation, the Capital Reduction and the Share Sub-division to be proposed at the EGM are in the best interests of the Company and the Shareholders as a whole and recommends the Shareholders to vote in favour of such resolutions at the EGM.

MISCELLANEOUS

The English text of this circular shall prevail over the Chinese text for the purpose of interpretation.

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

NOTICE OF EXTRAORDINARY 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 EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the extraordinary general meeting (the “**Meeting**”) of Roma Group Limited (“**Company**”) will be held at 22/F., China Overseas Building, 139 Hennessy Road, Wanchai, Hong Kong on 20 August 2019 at 11:45 a.m. to consider and, if thought fit, transact the following resolutions:

ORDINARY RESOLUTION

1. “**THAT**, subject to and conditional upon the fulfilment of all the conditions set out in the paragraph headed “Conditions of the Share Consolidation” in the circular of the Company dated 25 July 2019 (the “**Circular**”), a copy of which has been tabled at the Meeting marked “A” and initialled by the chairman of the Meeting for the purpose of identification, with effect from the first business day immediately following the date on which this resolution is passed or these conditions are fulfilled (whichever is the later):
 - (a) every twenty (20) issued and unissued shares with a par value of HK\$0.064 each (the “**Existing Shares**”) in the share capital of the Company be consolidated into one (1) share with a par value of HK\$1.28 (the “**Consolidated Share(s)**”) in the share capital of the Company (the “**Share Consolidation**”);
 - (b) any fractional Consolidated Shares resulting from the Share Consolidation will be disregarded and will not be issued to holders of the same but all such fractional Consolidated Shares will be aggregated and, if possible, sold for the benefit of the Company in such manner and on such terms as the directors of the Company (the “**Director(s)**”) may think fit; and
 - (c) the Directors be and are hereby authorised to do all such acts and things and execute all such documents, which are ancillary to the Share Consolidation and of administrative nature, on behalf of the Company, including under seal where applicable, as they may consider necessary or expedient to give effect to the Share Consolidation.”

* For identification purpose only

NOTICE OF EXTRAORDINARY GENERAL MEETING

SPECIAL RESOLUTION

2. **“THAT**, subject to and conditional upon (i) the Share Consolidation has become effective; (ii) the fulfilment of all the conditions set out in the section headed “Conditions of the Capital Reduction and the Share Sub-division” in the Circular, with effect from the date on which these conditions are fulfilled (the “**Effective Date**”):
- (a) the issued share capital of the Company be reduced (the “**Capital Reduction**”) by (i) rounding down the number of Consolidated Shares in the issued share capital of the Company to the nearest whole number by cancelling any fraction of a Consolidated Share arising as a result of the Share Consolidation; and (ii) cancelling the paid up capital of each of the issued Consolidated Shares to the extent of HK\$1.27 on each of the then issued Consolidated Shares such that the par value of each such issued Consolidated Shares will be reduced from HK \$1.28 to HK\$0.01 (each a “**New Share**”);
 - (b) the credit arising from the Capital Reduction be transferred to a distributable reserve account of the Company which may be utilized by the Directors in accordance with the articles of association of the Company and all applicable laws, including, without limitation, eliminating or setting off any accumulated losses of the Company from time to time;
 - (c) immediately following the Capital Reduction, each of the authorised but unissued Consolidated Shares with par value of HK\$1.28 each be sub-divided into one hundred and twenty-eight (128) New Shares of par value HK\$0.01 each (the “**Share Sub-division**”);
 - (d) each of the New Shares arising from the Capital Reduction and the Share Sub-division shall rank pari passu in all respects with each other and have rights and privileges and be subject to the restrictions as contained in the memorandum and the articles of association of the Company; and
 - (e) the Directors be and are hereby authorised to do all such acts and things and execute all such documents, which are ancillary to the Capital Reduction and the Share Sub-division and of administrative nature, on behalf of the Company, including under seal where applicable, as they may consider necessary or expedient to give effect to the Capital Reduction and the Share Sub-division.”

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

Hong Kong, 25 July 2019

NOTICE OF EXTRAORDINARY GENERAL MEETING

Head office and principal place of business in Hong Kong:

22/F., China Overseas Building
139 Hennessy Road
Wanchai, Hong Kong

Notes:

1. Any member of the Company entitled to attend and vote at the meeting above (“**Meeting**”) is entitled to appoint in written form one or, if he is the holder of two or more shares (“**Shares**”) of the Company, more proxies to attend and vote instead of him. A proxy need not be a member of the Company.
2. In the case of joint holders of Shares, any one of such joint holders may vote, either in person or by proxy, in respect of such Share as if he/she were solely entitled thereto, but if more than one of such joint holders are present at the Meeting, personally or by proxy, that one of the said persons so present whose name stands first in the register in respect of such share shall alone be entitled to vote in respect thereof.
3. In order to be valid, the form of proxy must be in writing under the hand of the appointor or of his attorney duly authorised in writing, or if the appointor is a corporation, either under seal, or under the hand of an officer or attorney duly authorised, and must be deposited with the Hong Kong branch share registrar and transfer office (“**Registrar**”) of the Company, Tricor Investor Services Limited at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong (together with the power of attorney or other authority, if any, under which it is signed or a certified copy thereof) not less than 48 hours before the time fixed for holding of the Meeting (i.e. by 11:45 a.m. on 18 August 2019) or any adjournment thereof.
4. For the purpose of determining members who are qualified for attending the Meeting, the register of members of the Company will be closed from 15 August 2019 to 20 August 2019, both days inclusive, during which no transfer of Shares will be effected. In order to qualify for attending the Meeting, all transfers of Shares, accompanied by the relevant share certificates, must be lodged with the Registrar at the address stated in note 3 above not later than 4:30 p.m. on 14 August 2019 for registration.
5. Delivery of an instrument appointing a proxy should not preclude a member from attending and voting in person at the above Meeting or any adjournment thereof and in such event, the instrument appointing a proxy shall be deemed to be revoked.
6. According to Rule 17.47(4) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, voting on all proposed resolutions set out in this notice will be taken by a poll.
7.
 - (a) Subject to paragraph (b) below, 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 on the date of the Meeting, the Meeting will be postponed and Members will be informed of the date, time and venue of the postponed Meeting by an announcement posted on the respective websites of the Company and Hong Kong Exchanges and Clearing Limited.
 - (b) If a tropical cyclone warning signal No. 8 or above or a black rainstorm warning signal is lowered or cancelled three hours before the time appointed for holding the Meeting and where conditions permit, the Meeting will be held as scheduled.
 - (c) The Meeting will be held as scheduled when an amber or red rainstorm warning signal is in force.
 - (d) After considering their own situations, Members should decide on their own whether or not they would attend the Meeting under any bad weather condition and if they do so, they are advised to exercise care and caution.
8. All times and dates specified herein refer to Hong Kong local times and dates.

NOTICE OF EXTRAORDINARY GENERAL MEETING

As at the date of this notice, 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. Ko Wai Lun Warren, Ms. Li Tak Yin, Mr. Man Wai Lun and Mr. Wong Tat Keung.