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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)

**(1) POLL RESULTS OF EXTRAORDINARY GENERAL MEETING
HELD ON 10 MARCH 2021;
(2) CHANGE IN BOARD LOT SIZE;
AND
(3) RIGHTS ISSUE**

The Board is pleased to announce that the Resolution was duly passed by the Independent Shareholders by way of poll at the EGM held on Wednesday, 10 March 2021.

Pursuant to the expected timetable as set out in the Circular, (a) the last day of dealings in the Shares on a cum-right basis will be on Thursday, 11 March 2021; (b) the Shares will be dealt with on an ex-rights basis from Friday, 12 March 2021; and (c) it is expected that the Prospectus Documents will be despatched to the Qualifying Shareholders on Tuesday, 23 March 2021.

Reference is made to the circular of the Company dated 22 February 2021 (the “**Circular**”) in relation to the Rights Issue and the notice of EGM dated 22 February 2021 (the “**Notice**”). Capitalised terms used in this announcement shall have the same meanings as those defined in the Circular unless otherwise specified herein.

* *for identification purposes only*

POLL RESULTS OF THE EGM

The poll results for the resolution as set out in the Notice (the “**Resolution**”) was as follows:

Ordinary Resolution <i>Note 1</i>	Number of Votes (% to the total number of shares voted at the EGM)		Total number of Votes
	For	Against	
1. To approve the Rights Issue on the basis of three (3) Rights Shares for every one (1) existing Share held on the Record Date (including the Underwriting Agreement) and the transactions contemplated thereunder	53,624,820 (99.9988%)	618 (0.0012%)	53,625,438 (100%)

Notes:

1. The full text of the Resolution is set out in Notice.

The Board is pleased to announce that as more than 50% of the votes were cast in favour of the Resolution, such Resolution was duly passed by the Shareholders as ordinary resolution.

As at the date of the EGM, there were a total of 175,520,415 Shares in issue, which was the total number of Shares entitling the Shareholders to attend and vote for or against the Resolution at the EGM. Pursuant to the GEM Listing Rules and as disclosed in the Circular, Mr. Chung Man Lai, an independent non-executive Director, is deemed to be interested in 1,250 Shares through the interests of his spouse pursuant to Part XV of the SFO, and his associates have abstained from voting in favour of the Resolution at the EGM. Accordingly, the number of Shares entitling the Independent Shareholders to attend and vote for or against the Resolution at the EGM was 175,519,165 Shares, representing approximately 100.00% of the existing issued share capital of the Company. Save as disclosed above, to the best of the Directors’ knowledge, information and belief, no Shareholders were required under the GEM Listing Rules to abstain from voting in favour of the Resolution at the EGM as set out in Rule 17.47A of the GEM Listing Rules.

The Company’s Hong Kong branch share registrar and transfer office, Boardroom Share Registrars (HK) Limited, was appointed as the scrutineer for the poll at the EGM.

CHANGE IN BOARD LOT SIZE

Upon the passing of the Resolution in relation to the Rights Issue at the EGM, the board lot size for trading on the Stock Exchange will be changed from 10,000 Shares to 20,000 Shares with effect from 11 March 2021. Please refer to the expected timetable set out in the Circular for details of the trading arrangement and matching services for odd lots.

RIGHTS ISSUE

The Rights Issue will proceed in accordance with the expected timetable as set out in the Circular. Pursuant to the expected timetable, (a) the last day of dealings in the Shares on a cum-right basis will be on Thursday, 11 March 2021; (b) the Shares will be dealt with on an ex-rights basis from Friday, 12 March 2021; and (c) it is expected that the Prospectus Documents will be despatched to the Qualifying Shareholders on Tuesday, 23 March 2021.

The Rights Issue is conditional, inter alia, upon fulfillment of the conditions set out under the sub-section headed “Conditions of the Rights Issue” in the section headed “The Underwriting Agreement” in the Circular. In particular, the Rights Issue is subject to the Underwriter not terminating or rescinding the Underwriting Agreement in accordance with the terms set out therein. Accordingly, the Rights Issue may or may not proceed. Any Shareholders or potential investors contemplating selling or purchasing the Shares and/or the nil-paid Rights Shares up to the date when the conditions of the Rights Issue are fulfilled (and the date of the Underwriter’s right of termination or rescission of the Underwriting Agreement ceases) will bear the risk that the Rights Issue could not become unconditional and may not proceed. Shareholders and potential investors are reminded to exercise caution when dealing in the securities of the Company.

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

Hong Kong, 10 March 2021

As at the date of this announcement, the executive Directors are Mr. Yue Kwai Wa Ken (Chairman and Chief Executive Officer) and Mr. Li Sheung Him Michael; and the independent non-executive Directors are Mr. Chung Man Lai, Mr. Ko Wai Lun Warren and Ms. Li Tak Yin.

This announcement, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief, the information contained in this announcement is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this announcement misleading.

This announcement will remain on the “Latest Listed Company Information” page of the website of the Stock Exchange at www.hkexnews.hk for at least seven days from the day of its posting. This announcement will also be published on the website of the Company at www.romagroup.com.