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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)

INSIDE INFORMATION PROPOSED RESTRUCTURING AND SEPARATE LISTING OF THE GROUP'S ESG AND SECURITIES AND ASSET MANAGEMENT BUSINESS ON NASDAQ

This announcement is made by Roma Group Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) pursuant to Rule 17.10 of the Rules (the “**GEM Listing Rules**”) Governing the Listing of Securities on GEM of the Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) and the Inside Information Provisions (as defined in the GEM Listing Rules) under Part XIVA of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

The board of directors of the Company hereby announces that the Company is considering the proposed restructuring and separate listing (the “**US Listing**”) of the Group’s (i) Environmental, Social and Corporate Governance and risk advisory service business (the “**ESG Business**”) and (ii) securities broking, placing and underwriting and investment advisory and asset management service business (the “**Securities and Asset Management Business**”, together with the ESG Business, the “**US Listing Business**”) on National Association of Securities Dealers Automated Quotations (NASDAQ) by way of corporate restructuring such that the US Listing Business will be held under a special purpose vehicle to be incorporated in the British Virgin Islands which would be the listing vehicle of the US Listing Business (the “**US Listco**”).

It is proposed that following the completion of the restructuring and the US Listing, the Company will continue to be the direct or indirect controlling shareholder of the US Listco. Therefore, the companies carrying on the ESG Business and the Securities and Asset Management Business will continue to be indirect non wholly-owned subsidiaries of the Company and the financial results of the US Listco and the US Listing Business will continue to be consolidated into those of the Company.

* For identification purpose only

The Company considers that the US Listing, if materialized, will enable the Group to have a separate fund-raising platform and an enlarged shareholder base for the US Listing Business, thereby enhancing the fund raising capability of the US Listing Business while enabling the Company to continue to consolidate the financial results of the US Listing Business.

The Company will submit a proposal in relation to the US Listing to the Stock Exchange pursuant to Practice Note 3 of the GEM Listing Rules. Subject to obtaining approval from the Stock Exchange, the Company will proceed to conduct the restructuring and file the application of the US Listing to the Securities and Exchange Commission of the United States of America (the “SEC”).

The Company will make further announcement(s) in relation to the US Listing as and when appropriate and will comply with the applicable GEM Listing Rules for the restructuring and the US Listing (where applicable).

Shareholders and potential investors of the Company are advised to note that the US Listing is, among others, subject to prevailing market conditions, approvals from relevant authorities (including but not limited to the Stock Exchange and the SEC) and the final decision made by the Company. As such, there is no assurance as to whether and when the US Listing will take place or complete, Shareholders of the Company and potential investors are advised to exercise caution when dealing in the securities of the Company.

For and on behalf of
Roma Group Limited
Yue Kwai Wa Ken
*Executive Director, Chief Executive Officer,
Chairman and Company Secretary*

Hong Kong, 23 November 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.