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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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**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 licensed securities dealer or registered institution in securities, 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, licensed securities dealer or registered institution in securities or other agent through whom the sale or transfer was effected for transmission to the purchaser(s) or the transferee(s).

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited 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.

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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)**

**GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES,  
PROPOSED RE-ELECTION OF DIRECTORS,  
PROPOSED CHANGE OF COMPANY NAME  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

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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 2022 AGM to be held at 22/F., China Overseas Building, 139 Hennessy Road, Wanchai, Hong Kong on Tuesday, 23 August 2022 at 11:00 a.m. is set out on pages 18 to 22 of this circular.

If you do not intend to attend the 2022 AGM in person but wish to exercise your right as a Shareholder, 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, Boardroom Share Registrars (HK) Limited at Room 2103B, 21/F, 148 Electric Road, North Point, Hong Kong as soon as possible and in any event not less than 48 hours before the time of the 2022 AGM (i.e. by 11:00 a.m. on 21 August 2022) or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the 2022 AGM or any adjournment thereof should you so wish.

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

\* *For identification purposes only*

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## CHARACTERISTICS OF GEM

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**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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## PRECAUTIONARY MEASURES FOR THE AGM

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Please see page 1 of this circular for precautionary measures being taken to prevent and control the spread of COVID-19 at the AGM, including without limitation:

- compulsory body temperature checks;
- compulsory wearing of surgical face masks (please bring your own mask);
- practice of social distancing;
- no refreshment will be served; and
- no souvenirs will be distributed.

**Any person who does not comply with the above precautionary measures may be denied entry into the AGM venue. The Company will require all attendees to wear surgical face masks before they are permitted to attend, and during their attendance of the AGM at all times, and reminds the Shareholders that they may appoint the chairman of the AGM as their proxy to vote on the relevant resolutions at the AGM as an alternative to attending the AGM in person.**

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## TABLE OF CONTENTS

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	<i>Page</i>
<b>Precautionary Measures for the AGM</b> .....	1
<b>Definitions</b> .....	3
<b>Letter from the Board</b>	
Introduction .....	6
Grant of General Mandate, Repurchase Mandate and Extension Mandate .....	7
Proposed re-election of Directors .....	8
Proposed change of Company Name .....	8
Actions to be taken .....	9
Voting at the 2022 AGM .....	10
Recommendations .....	10
General information .....	10
Miscellaneous .....	10
<b>Appendix I — Explanatory statement on the Repurchase Mandate</b> .....	11
<b>Appendix II — Details of the Directors proposed to be re-elected at                     the Annual General Meeting</b> .....	15
<b>Notice of Annual General Meeting</b> .....	18

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## PRECAUTIONARY MEASURES FOR THE AGM

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In view of the ongoing COVID-19 pandemic and recent guidelines for prevention and control of its spread, the Company will implement the following precautionary measures at the AGM to protect the Shareholders, staff and other stakeholders who attend the AGM from the risk of infection:

- (i) compulsory body temperature checks for all attendees will be conducted at the entrance before registration. Any person with a body temperature higher than 37.2 degrees Celsius will be denied entry into the AGM venue;
- (ii) all attendees are required to wear a surgical face mask before they are permitted to enter the venue, and at all times during the AGM;
- (iii) seating plan and queueing arrangement will be adhered to Government requirement on social distance;
- (iv) anyone wearing a Quarantine Order wristband will be denied entry and will report contraventions to Police;
- (v) no refreshment will be served at the AGM; and
- (vi) no souvenirs will be distributed at the AGM.

Any person who does not comply with precautionary measures (i) to (iv) may be denied entry into the AGM venue or be required to leave the AGM venue. To the extent permitted under law, the Company reserves the right to deny entry into the AGM venue or require any person to leave the AGM venue in order to ensure the safety of other attendees at the AGM. In our case, denied entry to the AGM venue also means that person will not be allowed to attend the AGM.

In the interest of all stakeholders' health and safety and in accordance with recent guidelines for prevention and control of the spread of COVID-19, the Company reminds all Shareholders that physical attendance in person at the AGM is not necessary for the purpose of exercising voting rights. As an alternative, the Shareholders may complete the proxy forms and appoint the chairman of the AGM as their proxy to vote on the relevant resolutions at the AGM instead of attending the AGM in person.

The proxy forms were despatched to the Shareholders together with this circular, and can otherwise be downloaded from the websites of the Company at [www.romagroup.com](http://www.romagroup.com) or the Stock Exchange at [www.hkexnews.hk](http://www.hkexnews.hk). If you are not a registered Shareholder (i.e. if your Shares are held via banks, brokers, custodians or Hong Kong Securities Clearing Company Limited), you should consult directly with your banks, brokers or custodians (as the case may be) to assist you in the appointment of proxy.

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## PRECAUTIONARY MEASURES FOR THE AGM

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If you have any questions relating to the AGM, please contact the Company's Hong Kong branch share registrar and transfer office, Boardroom Share Registrars (HK) Limited, via the following:

Address : Room 2103B, 21/F, 148 Electric Road, North Point, Hong Kong  
Email : [srinfo.hk@boardroomlimited.com](mailto:srinfo.hk@boardroomlimited.com)  
Telephone : +852 2153 1688  
Fax : +852 3020 5080

Subject to the development of COVID-19, the Company may implement further precautionary measures and may issue further announcements on such measures as appropriate.

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## DEFINITIONS

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

“2021 AGM”	the AGM held on 27 September 2021
“2022 AGM”	the AGM to be convened and held at 22/F., China Overseas Building, 139 Hennessy Road, Wanchai, Hong Kong on Tuesday, 23 August 2022 at 11:00 a.m., and any adjournment thereof
“2022 AGM Notice”	the notice convening the 2022 AGM set out on pages 17 to 21 of this circular
“AGM”	the annual general meeting of the Company
“Audit Committee”	the audit committee of the Board
“Articles”	the articles of association of the Company, as amended, supplemented or otherwise modified from time to time
“Board”	the board of Directors
“Change of Company Name”	the proposed change of the English name of the Company from “Roma Group Limited” to “Roma (meta) Group Limited” and to adopt the Chinese name of “羅馬(元宇宙)集團有限公司” to replace its existing Chinese name of “羅馬集團有限公司” for identification purpose
“close associates”	has the same meaning as defined under the GEM Listing Rules
“Companies Law”	the Companies Law, Cap 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands
“Company”	Roma Group Limited, an exempted company incorporated under the laws of the Cayman Islands, the issued Shares of which are listed on GEM (stock code: 8072)
“connected person(s)”	has the same meaning ascribed to it under the GEM Listing Rules
“core connected person(s)”	has the same meaning ascribed to it under the GEM Listing Rules
“Director(s)”	director(s) of the Company

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## DEFINITIONS

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“Extension Mandate”	a general and an unconditional mandate proposed to be granted to the Directors to the effect that any Shares repurchased under the Repurchase Mandate will be added to the total number of Shares which may be allotted and issued under the General Mandate
“GEM”	GEM operated by 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”	a general and an unconditional mandate proposed to be granted to the Directors to exercise the power of the Company to allot, issue or otherwise deal with Shares up to a maximum of 20% of the number of issued Shares as at the date of passing the relevant resolution at the 2022 AGM
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Latest Practicable Date”	14 July 2022, being the latest practicable date prior to the printing of this circular for ascertaining certain information herein
“Nomination Committee”	the nomination committee of the Board
“Remuneration Committee”	the remuneration committee of the Board
“Repurchase Mandate”	a general and an unconditional mandate proposed to be granted to the Directors to enable them to repurchase Shares, the aggregate number of Shares of which shall not exceed 10% of the number of issued Shares as at the date of passing the relevant resolution at the 2022 AGM
“SFO”	the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong as amended, supplemented or otherwise modified from time to time
“Share(s)”	the ordinary share(s) of HK\$0.01 each in the share capital of the Company
“Shareholder(s)”	the holder(s) of Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

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## DEFINITIONS

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“Takeovers Code”	the Code on Takeovers and Mergers of Hong Kong as amended, supplemented or otherwise modified from time to time
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“%”	per cent.

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LETTER FROM THE BOARD

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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)**

*Executive Directors:*

Mr. Li Sheung Him Michael  
Mr. Yue Kwai Wa Ken

*Independent non-executive Directors:*

Mr. Chung Man Lai  
Mr. Ko Wai Lun Warren  
Ms. Li Tak Yin

*Registered office:*

Cricket Square  
Hutchins Drive  
P.O. 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

20 July 2022

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

Dear Sir or Madam,

**GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES,  
PROPOSED RE-ELECTION OF DIRECTORS,  
PROPOSED CHANGE OF COMPANY NAME  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

**INTRODUCTION**

The purpose of this circular is to provide you with (a) the 2022 AGM Notice and (b) information in respect of the resolutions to be proposed at the 2022 AGM. Resolutions to be proposed at the 2022 AGM include, inter alia: (a) ordinary resolutions on the proposed grant of each of the General Mandate, the Repurchase Mandate and the Extension Mandate; (b) ordinary resolutions relating to the proposed re-election of the Directors; and (c) special resolution relating to the proposed Change of Company Name.

\* For identification purposes only

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## LETTER FROM THE BOARD

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### **GRANT OF GENERAL MANDATE, REPURCHASE MANDATE AND EXTENSION MANDATE**

Pursuant to the ordinary resolutions passed by the then Shareholders at the 2021 AGM, the Directors were granted (a) a general and unconditional mandate to allot, issue and deal with Shares not exceeding 20% of the number of issued Shares on the date of passing of the relevant ordinary resolution; (b) a general and unconditional mandate to repurchase Shares not exceeding 10% of the number of issued Shares on the date of passing of the relevant ordinary resolution; and (c) the power to extend the general mandate mentioned in (a) above by an amount representing the aggregate number of the Shares repurchased by the Company pursuant to the mandate to repurchase Shares referred to in (b) above.

The above general mandates will expire at the conclusion of the 2022 AGM. At the 2022 AGM, the following resolutions, among other matters, will be proposed:

- (a) to grant the General Mandate to the Directors to exercise the powers of the Company to allot, issue and otherwise deal with the Shares up to a maximum of 20% of the number of issued Shares on the date of passing of such resolution. On the assumption that 702,081,660 Shares in issue as at the Latest Practicable Date and assuming no Shares will be issued or repurchased prior to the 2022 AGM, the maximum number of Shares to be allotted and issued pursuant to the General Mandate will be 140,416,332;
- (b) to grant the Repurchase Mandate to the Directors to enable them to repurchase the Shares on the Stock Exchange up to a maximum of 10% of the number of issued Shares on the date of passing of such resolution; and
- (c) to grant the Extension Mandate to the Directors to increase the total number of Shares which may be allotted and issued under the General Mandate by an additional number representing such number of Shares repurchased under the Repurchase Mandate.

Each of the General Mandate, the Repurchase Mandate and the Extension Mandate will expire at the earliest of: (a) the conclusion of the next AGM following the 2022 AGM; (b) the expiration of the period with which the next AGM is required by the Articles or any applicable law of the Cayman Islands to be held; or (c) the date on which such mandate granted under this resolution is revoked or varied by ordinary resolution(s) of the Shareholders in a general meeting prior to the next AGM.

The Directors wish to state that they have no immediate plans to allot and issue any new Shares other than such Shares which may fall to be allotted and issued upon the exercise of any options granted under the Share Option Scheme.

Under the GEM Listing Rules, the Company is required to give the Shareholders all information which is reasonably necessary to enable the Shareholders to make an informed decision as to whether to vote for or against the resolution in respect of the Repurchase Mandate at the 2022 AGM. An explanatory statement for such purpose is set out in Appendix I to this circular.

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## LETTER FROM THE BOARD

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Under the GEM Listing Rules, the Shares which are purchased by the Company shall be automatically cancelled upon repurchase.

### **PROPOSED RE-ELECTION OF DIRECTORS**

Pursuant to Articles 84(1) and (2) of the Articles, Mr. Chung Man Lai (“**Mr. Chung**”) and Mr. Li Sheung Him Michael (“**Mr. Li**”) shall retire from office as a Director by rotation at the 2022 AGM and being eligible, offer themselves for re-election at the 2022 AGM.

The Nomination Committee has assessed and reviewed the annual written confirmation of independence from each of the independent non-executive Directors based on the independence criteria as set out in Rule 5.09 of the GEM Listing Rules and confirmed that all the independent non-executive Directors, including Mr. Chung remains independent. Further, the Nomination Committee has also evaluated the performance of each of the retiring Directors during the year ended 31 March 2022 based on the nomination policy of the Company which was disclosed in the annual report of the Company and found their performance satisfactory. The Nomination Committee is also of the view that based on the perspectives, skills and experience of Mr. Chung and Mr. Li, they can bring further contributions to the Board and its diversity. In addition, with the nomination of the Nomination Committee, the Board has recommended that all of the retiring Directors, namely Mr. Chung and Mr. Li, stand for re-election as Directors at the 2022 AGM. Each of Mr. Chung and Mr. Li abstained from voting at the relevant Board meeting on the respective propositions of their recommendations for re-election by the Shareholders. The Board also believes that the continuous appointment of the retiring Directors contributes to the stability and diversity of the Board.

Particulars relating to the retiring Directors to be re-elected at the 2022 AGM are set out in Appendix II to this circular.

### **PROPOSED CHANGE OF COMPANY NAME**

The Board proposes to change the English name of the Company from “Roma Group Limited” to “Roma (meta) Group Limited” and to adopt the Chinese name of “羅馬(元宇宙)集團有限公司” to replace its existing Chinese name of “羅馬集團有限公司” for identification purpose.

#### **Conditions of the Change of Company Name**

The Change of Company Name is subject to (i) the passing of a special resolution by Shareholders approving the Change of Company Name at the 2022 AGM; and (ii) the Registrar of Companies in the Cayman Islands approving the Change of Company Name.

Subject to the satisfaction of the conditions set out above, the Change of Company Name will take effect from the date of entry of the new name of the Company on the register maintained by the Registrar of Companies in the Cayman Islands. The Company will then carry out all necessary registration and/or filing procedures with the Registrar of Companies in the Cayman Islands and the Companies Registry in Hong Kong.

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## LETTER FROM THE BOARD

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### **Reasons for the Change of Company Name**

The Board considers that the Change of Company Name will better reflect the future business plans and development of the Group. The Board believes that the new name can provide the Company with a more appropriate corporate image and identity which will benefit the Company's future business development and is in the best interests of the Company and the Shareholders as a whole.

### **Effects of the Change of Company Name**

The Change of Company Name, once approved and after becoming effective, will not affect any rights of the Shareholders or the Company's daily business operation and its financial position. All existing share certificates of the Company in issue bearing the current name of the Company shall, after the Change of Company Name becoming effective, continue to be evidence of title to such Shares and the existing share certificates of the Company will continue to be valid for trading, settlement, registration and delivery purposes. There will not be any arrangement for free exchange of the existing share certificates for new share certificates bearing the new name of the Company. Upon the Change of Company Name becoming effective, the Company intends to change the stock short names of the Company correspondingly and new share certificates of the Company will be issued only in the new name of the Company. The stock code of the Company will remain as "8072".

Further announcement(s) will be made by the Company in relation to the results of the 2022 AGM, the effective date of the Change of Company Name and the new stock short name for trading in the Shares as and when appropriate.

### **ACTIONS TO BE TAKEN**

Set out on pages 18 to 22 of this circular is a notice convening the 2022 AGM at which ordinary resolutions will be proposed to approve, among other matters, the following:

- (a) the proposed grant of the General Mandate, Repurchase Mandate and Extension Mandate;
- (b) the proposed re-election of Directors; and
- (c) the proposed Change of Company Name.

If you do not attend the 2022 AGM in person but wish to exercise your right as a Shareholder, you are required 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, Boardroom Share Registrars (HK) Limited at Room 2103B, 21/F, 148 Electric Road, North Point, Hong Kong as soon as possible and in any event not less than 48 hours before the time of the 2022 AGM (i.e. by 11:00 a.m. on 21 August 2022) or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the 2022 AGM or any adjournment thereof should you so wish.

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## LETTER FROM THE BOARD

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### VOTING AT THE 2022 AGM

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 2022 AGM Notice will be voted by poll. An announcement on the poll vote results will be made by the Company after the 2022 AGM in the manner prescribed under Rule 17.47(5) of the GEM Listing Rules.

### RECOMMENDATIONS

The Board considers that the ordinary resolutions in respect of the proposed grant of the General Mandate, Repurchase Mandate and Extension Mandate and the proposed re-election of Directors, proposed Change of Company Name, to be proposed at the 2022 AGM 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 2022 AGM.

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, no Shareholders will have to abstain from voting at the 2022 AGM.

### GENERAL INFORMATION

Your attention is drawn to the additional information set out in the appendices to this circular.

### MISCELLANEOUS

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

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

This appendix serves as an explanatory statement, as required by Rule 13.08 of the GEM Listing Rules, to provide the Shareholders with all the information reasonably necessary to enable them to make an informed decision on whether to vote for or against the ordinary resolution to approve the grant of the Repurchase Mandate to the Directors.

## **1. GEM LISTING RULES RELATING TO THE REPURCHASE OF SHARES**

The GEM Listing Rules permit companies whose primary listings are on the Stock Exchange to repurchase their securities on the Stock Exchange and any other stock exchange on which securities of the company are listed and such exchange is recognised by the Securities and Futures Commission of Hong Kong subject to certain restrictions. Among such restrictions, the GEM Listing Rules provide that the shares of such company must be fully paid up and all repurchases of shares by such company must be approved in advance by an ordinary resolution of shareholders, either by way of a general mandate or by specific approval of a particular transaction.

## **2. SHARE CAPITAL**

As at the Latest Practicable Date, there were a total of 702,081,660 Shares in issue.

The Repurchase Mandate will enable the Directors to repurchase the Shares on the Stock Exchange up to a maximum of 10% of the number of issued Shares on the date of passing the relevant ordinary resolution at the 2022 AGM. Subject to the passing of the proposed resolution granting the Repurchase Mandate and assuming that no Shares will be issued or repurchased prior to the 2022 AGM, the Company will be allowed under the Repurchase Mandate to repurchase a maximum of 70,208,166 Shares.

## **3. REASONS FOR REPURCHASES**

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

## **4. FUNDING OF REPURCHASES**

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

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

## 5. IMPACT ON WORKING CAPITAL OR GEARING LEVEL

There might be a material adverse impact on the working capital and/or gearing position of the Company as compared with the position as at 31 March 2022, being the date of its latest published audited consolidated financial statements, in the event that the Repurchase Mandate were to be carried out in full at any time during the proposed repurchase period. However, the Directors do not intend to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements or the gearing position of the Company which in the opinion of the Directors are from time to time appropriate for the Company.

## 6. SHARE PRICES

The highest and lowest prices at which the Shares have been traded on the Stock Exchange in each of the twelve calendar months immediately preceding (and including) the Latest Practicable Date are as follows:

	<b>Highest</b> <i>HK\$</i>	<b>Lowest</b> <i>HK\$</i>
<b>2021</b>		
July	0.244	0.105
August	0.290	0.205
September	0.280	0.181
October	0.540	0.190
November	0.550	0.380
December	0.405	0.305
<b>2022</b>		
January	0.440	0.260
February	0.295	0.265
March	0.310	0.245
April	0.305	0.260
May	0.305	0.260
June	0.285	0.249
July (up to the Latest Practicable Date)	0.260	0.243

## 7. UNDERTAKING OF THE DIRECTORS

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

## 8. CONNECTED PERSON

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their close associates (as defined in the GEM Listing Rules), have any present intention to sell any Shares to the Company under the Repurchase Mandate if the same is approved by the Shareholders.

No core connected person (as defined in the GEM Listing Rules) of the Company has notified the Company that he/she has a present intention to sell Shares, or has any such core connected person undertaken not to do so, in the event that the grant of Repurchase Mandate to the Directors is approved by the Shareholders.

## 9. THE TAKEOVERS CODE AND MINIMUM PUBLIC HOLDING

If on exercise of the powers of repurchase pursuant to the Repurchase Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of Rule 32 of the Takeovers Code. As a result, a Shareholder or group of Shareholders acting in concert (as defined in the Takeovers Code) could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

If the Repurchase Mandate were exercised in full, the shareholding percentage of the following Shareholders were interested or deemed to be interested in 5% or more of the issued Shares (based on the number of issued Shares they held as at the Latest Practicable Date) before and after the exercise of the Repurchase Mandate in full would be as follows:

Name of Shareholders	Number of issued Shares held	Approximate percentage of existing shareholdings	Approximate percentage of shareholding if the Repurchase Mandate is exercised in full
Aperto Investments Limited (“Aperto”) (Note)	210,000,000	29.91%	33.23%
Mr. Luk Kee Yan Kelvin (“Mr. Luk”) (Note)	210,000,000	29.91%	33.23%

*Note:* The entire issued share capital of Aperto was legally and beneficially owned by Mr. Luk. Under the SFO, Mr. Luk was deemed to be interested in all the Shares held by Aperto.

In the event that the Repurchase Mandate is exercised in full, assuming that the present shareholdings and capital structure of the Company remain the same, the shareholding interest in the Company of Aperto and the deemed shareholding interest of Mr. Luk will increase to approximately the respective percentages shown in the last column of the table above. Hence, Aperto and Mr. Luk would be required under Rule 26 of the Takeovers Code to make a mandatory offer if the Repurchase Mandate is exercised in full.

The Directors have no intention to exercise the Repurchase Mandate to such an extent that as would give rise to such obligation. Save as aforesaid, the Directors are not aware of any consequence which would arise under the Takeovers Code as a consequence of any repurchase pursuant to the Repurchase Mandate or so that the number of the issued Shares in the hands of public would fall below the prescribed minimum percentage of 25% of the total number of the issued Shares.

#### **10. SHARE REPURCHASE MADE BY THE COMPANY**

In the six months immediately preceding the Latest Practicable Date, the Company has not repurchased any of the Shares (whether on the Stock Exchange or otherwise).

The following sets out the biographical information of the Directors eligible for re-election at the 2022 AGM:

**EXECUTIVE DIRECTOR****Mr. Li Sheung Him Michael (李尚謙) (“Mr. Li”)**

Mr. Li, aged 38, was appointed as an executive Director on 31 May 2018. He is also a director of a number of subsidiaries of the Company. Mr. Li obtained BSc Biochemistry from Imperial College, London in September 2005 and MRes in Structural Biology from Birkbeck College, London in September 2006. From September 2007 to November 2009, Mr. Li was the business development manager of Kinetics Group in London. Since January 2010, Mr. Li has been working in the Group as a project director.

Mr. Li has entered into a service agreement with the Company for an initial term of three years commencing from 31 May 2018 and continues thereafter until terminated in accordance with the terms of the agreement and is subject to retirement by rotation and re-election pursuant to the Articles. He is entitled to a director emolument of HK\$116,715 per month. For the year ended 31 March 2022, Mr. Li received by way of remuneration and other emoluments the amount of approximately HK\$1.7 million from the Group. Such emolument is determined annually by the Remuneration Committee with reference to his experience, responsibilities and the prevailing market conditions.

Save as disclosed above, Mr. Li has not held other directorship in any other publicly listed companies in Hong Kong or overseas and does not hold any other position within the Group.

Mr. Li does not have any relationship with any directors, senior management, substantial shareholders or controlling shareholders of the Company (each as respectively defined in the GEM Listing Rules). As at the Latest Practicable Date, Mr. Li did not have any interests in the shares, underlying shares or debentures of the Company or any of its associated corporations which is required to be disclosed under Part XV of the SFO.

Save as disclosed above, there are no other matters relating to the re-election of Mr. Li as an executive Director that need to be brought to the attention of the Shareholders and there is no other information that should be disclosed pursuant to any of the requirements under Rule 17.50(2)(h) to (v) of the GEM Listing Rules.

**INDEPENDENT NON-EXECUTIVE DIRECTOR****Mr. Chung Man Lai (鍾文禮) (“Mr. Chung”)**

Mr. Chung, aged 45, was appointed as an independent non-executive Director on 1 March 2020. He is also the chairman of the Audit Committee and members of the Nomination Committee and the Remuneration Committee. Mr. Chung has over 21 years of experience in auditing and accounting. Mr. Chung obtained a bachelor of arts degree in accountancy from The Hong Kong Polytechnic University in November 1998 and a master of business administration degree with a major in international business from EU Business School in December 2018. Mr. Chung is a fellow member of the Hong Kong Institute of Certified Public Accountants. He worked in Ernst & Young from 2004 to 2007 and was the chief financial officers of CMIC Ocean EnTech Holding Co., Ltd. (formerly known as TSC Group Holdings Limited) (Stock code: 206) and IDT International Limited (Stock code: 167), both are companies listed on the Main Board of the Stock Exchange, for the period from January 2008 to April 2016 and from April 2016 to December 2016, respectively. Since December 2019, he is an independent non-executive director of Century Group International Holdings Limited (Stock code: 2113), which is a company listed on the Main Board of the Stock Exchange. He is also a non-executive director of Greatwalle Inc. (the share of which are listed on GEM of the Stock Exchange, Stock code: 8315) since March 2020. He was also an independent non-executive director of Aurum Pacific (China) Group Limited (the shares of which are listed on GEM of the Stock Exchange, Stock code: 8148) for the period from 1 April to 15 September 2020 and redesignated as an executive director since 15 September 2020. Mr. Chung was appointed as the chief financial officer, company secretary, member of the risk management committee and authorised representative of D&G Technology Holding Company Limited (the shares of which are listed on the Main Board of the Stock Exchange, Stock code: 1301) with effect from 23 September 2020.

Mr. Chung has entered into an appointment letter with the Company for an initial term of one year from 1 March 2020 and will continue thereafter unless terminated by either party giving to the other at least three months’ notice in writing and is subject to retirement by rotation and re-election pursuant to the Articles. He is entitled to an annual director’s fee of HK\$120,000. Such emolument is determined annually by the Board upon the recommendation of the Remuneration Committee with reference to his experience, responsibilities and the prevailing market conditions.

Save as disclosed above, Mr. Chung has not held other directorship in any other publicly listed companies in Hong Kong or overseas and does not hold any other position within the Group.

Mr. Chung does not have any relationship with any directors, senior management, substantial shareholders or controlling shareholders of the Company (each as respectively defined in the GEM Listing Rules). Mr. Chung’s spouse holds 1,250 Shares of the Company as at the Latest Practicable Date. Save for 1,250 Shares, as at the Latest Practicable Date, Mr.

Chung did not have any interests in the shares, underlying shares or debentures of the Company or any of its associated corporations which is required to be disclosed under Part XV of the SFO.

Save as disclosed above, there are no other matters relating to the re-election of Mr. Chung as an independent non-executive Director that need to be brought to the attention of the Shareholders and there is no other information that should be disclosed pursuant to any of the requirements under Rule 17.50(2)(h) to (v) of the GEM Listing Rules.

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## NOTICE OF ANNUAL GENERAL MEETING

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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)**

### NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the annual general meeting of Roma Group Limited (“**Company**”) will be held at 22/F., China Overseas Building, 139 Hennessy Road, Wanchai, Hong Kong on Tuesday, 23 August 2022 at 11:00 a.m. to consider and, if thought fit, transact the following resolutions of the Company:

#### ORDINARY RESOLUTION

1. to consider and adopt the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors (“**Directors**”) and the independent auditor (“**Independent Auditor**”) of the Company for the year ended 31 March 2022.
2. to consider the re-election of the retiring Directors, each as separate resolution, and to authorise the board of Directors (“**Board**”) to fix the remuneration of the Directors for the year ending 31 March 2023.
3. to consider the re-appointment of CL Partners CPA Limited as the Independent Auditor for the year ending 31 March 2023 and to authorise the Board to fix its remuneration.

and, to consider and, if thought fit, pass the following resolutions as ordinary resolutions (with or without modifications):

4. “**THAT:**
  - (a) subject to paragraph (c) below, pursuant to the Rules (“**GEM Listing Rules**”) Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited (“**Stock Exchange**”) and all other applicable laws, the exercise by the Directors during the Relevant Period (as defined in paragraph (d) below) of all the powers of the Company to allot, issue and deal with additional shares of HK\$0.01 each (“**Shares**”) in the share capital of the Company, and to make or grant offers, agreements and options (including warrants, bonds and debentures convertible into Shares) which would or might require the exercise of such powers be and is hereby generally and unconditionally approved;

\* *For identification purposes only*

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## NOTICE OF ANNUAL GENERAL MEETING

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- (b) the approval in paragraph (a) above shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options (including warrants, bonds and debentures convertible into Shares) which would or might require the exercise of such powers after the end of the Relevant Period;
- (c) the total number of Shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) and issued by the Directors pursuant to the approval in paragraph (a) above, otherwise than pursuant to
  - (i) a Rights Issue (as hereinafter defined in paragraph (d) below);
  - (ii) the exercise of options granted under any share option scheme or similar arrangement for the time being adopted by the Company from time to time;
  - (iii) any scrip dividend or similar arrangements providing for allotment and issue of Shares in lieu of the whole or part of a dividend on Shares in accordance with the articles of association of the Company (“**Articles of Association**”) and other relevant regulations in force from time to time; or
  - (iv) any issue of Shares upon the exercise of rights of subscription or conversion under the terms of any warrants of the Company or any securities which are convertible into Shares;

shall not exceed 20% of the number of issued Shares as at the date of the passing of this resolution, and the said approval shall be limited accordingly; and

- (d) for the purpose of this resolution, “**Relevant Period**” means the period from the date of passing of this resolution until whichever is the earliest of:
  - (i) the conclusion of the next annual general meeting of the Company;
  - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association or any applicable law of the Cayman Islands to be held; or
  - (iii) the date on which such mandate granted under this resolution is revoked or varied by an ordinary resolution of the shareholders of the Company in general meeting.

“**Rights Issue**” means an offer of Shares, or offer or issue of warrants, options or other securities giving rights to subscribe for Shares open for a period fixed by the Directors to the holders of Shares or any class of Shares whose names appear on the registers of members of the Company on a fixed record date in proportion to their then holdings of such Shares as at that date (subject to such exclusions or other arrangements as the Directors may deem necessary or

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## NOTICE OF ANNUAL GENERAL MEETING

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expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any territory applicable to the Company).”

5. “**THAT:**

- (a) subject to paragraph (b) below, the exercise by the Directors during the Relevant Period (as defined in paragraph (c) below) of all the powers of the Company to repurchase the Shares in the share capital of the Company on the Stock Exchange or any other stock exchange on which Shares may be listed and recognised by the Securities and Futures Commission of Hong Kong (“**SFC**”) and the Stock Exchange for such purpose, and subject to and in accordance with the rules and regulations of the SFC, the Stock Exchange, the Companies Law, Chapter 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands and all other applicable laws as amended from time to time in this regard, be and is hereby generally and unconditionally approved;
- (b) the total number of Shares which may be repurchased or agreed to be repurchased by the Company pursuant to the approval in paragraph (a) above during the Relevant Period shall not exceed 10% of the number of issued Shares as at the date of the passing of this resolution, and the said approval shall be limited accordingly; and
- (c) for the purpose of this resolution, “**Relevant Period**” means the period from the date of passing of this resolution until whichever is the earliest of:
  - (i) the conclusion of the next annual general meeting of the Company;
  - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any other applicable law of the Cayman Islands to be held; or
  - (iii) the date on which such mandate granted under this resolution is revoked or varied by an ordinary resolution of the shareholders of the Company in general meeting.”

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## NOTICE OF ANNUAL GENERAL MEETING

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6. “**THAT** conditional upon resolutions numbered 4 and 5 above being passed, the unconditional general mandate granted to the Directors to allot, issue and deal with additional shares of the Company pursuant to resolution numbered 4 above be and it is hereby extended by the addition thereto of an amount representing the total number of Shares repurchased by the Company under the authority granted pursuant to resolution numbered 5 above, provided that such amount shall not exceed 10% of the number of issued Shares which may be allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to or in accordance with such general mandate of an amount representing the aggregate number of issued Shares repurchased by the Company pursuant to or in accordance with the authority granted pursuant to resolution numbered 5 above.”

### SPECIAL RESOLUTION

7. “**THAT** subject to and conditional upon the approval of the Registrar of Companies in the Cayman Islands being obtained in relation to the Proposed Change of Company Name, the English name of the Company be changed from “Roma Group Limited” to “Roma (meta) Group Limited” and the Chinese name “羅馬(元宇宙)集團有限公司” be adopted to replace the existing Chinese name “羅馬集團有限公司” for identification purpose only (the “**Proposed Change of Company Name**”), with effect from the date of entry of the new English name on the register of companies maintained by the Registrar of Companies in the Cayman Islands; and any one or more of the directors of the Company be and is/are hereby authorised generally to do such acts and things and execute all documents (whether by hand, under seal or as a deed) or make such arrangements as he/they may consider necessary or expedient to effect the Proposed Change of Company Name.”

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

Hong Kong, 20 July 2022

*Registered office:*

Cricket Square  
Hutchins Drive  
P.O. 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

*Notes:*

1. Any member of the Company (“**Members**” or “**Shareholders**”) entitled to attend and vote at the meeting above (“**Meeting**”) is entitled to appoint in written form one or, if he/she is the holder of two or more shares of the Company (“**Shares**”), more proxies to attend and vote instead of him/her. A proxy need not be a Member.

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## NOTICE OF ANNUAL GENERAL MEETING

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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/her 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 of the Company (“**Branch Registrar**”), Boardroom Share Registrars (HK) Limited at Room 2103B, 21/F, 148 Electric Road, North Point, Hong Kong (together with the power of attorney or other authority, if any, under which it is signed or a notarially certified copy thereof) not less than 48 hours before the time fixed for holding of the Meeting (i.e. by 11:00 a.m. on 21 August 2022) or any adjournment thereof.
4. For the purpose of determining Members who are qualified for attending and voting at the Meeting, the register of Members will be closed from Thursday, 18 August 2022 to Tuesday, 23 August 2022, both days inclusive, during which no transfer of Shares will be effected. In order to qualify for attending and voting at the Meeting, all transfers of Shares, accompanied by the relevant share certificates, must be lodged with the Branch Registrar at the address stated in note 3 above not later than 4:30 p.m. on Wednesday, 17 August 2022 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. In relation to resolution numbered 4 above, approval is being sought from the Shareholders for the grant to the Directors of a general mandate to authorise the allotment and issue of Shares. The Directors have no immediate plans to issue any new Shares other than Shares which may fall to be issued under the share option scheme of the Company or any scrip dividend scheme which may be approved by the Shareholders.
7. In relation to resolution numbered 5 above, the Directors wish to state that they will exercise the powers conferred thereby to purchase Shares in circumstances, which they deem appropriate for the benefit of the Shareholders.
8. According to Rule 17.47(4) of the Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited, voting on all proposed resolutions set out in this notice will be taken by a poll.
9.
  - (a) Subject to paragraph (b) below, if a tropical cyclone warning signal No. 8 or above is expected to be hoisted or “extreme conditions” caused by super typhoons 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 to the next Business Day on which no tropical cyclone warning signal No. 8 or above or “extreme conditions” caused by super typhoons or a black rainstorm warning signal is hoisted or in force in Hong Kong at any time between the hours from 8:00 a.m. to 11:00 a.m. and in such case the meeting shall be held at the same time and venue.
  - (b) If a tropical cyclone warning signal No. 8 or above or “extreme conditions” caused by super typhoons 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 a tropical cyclone warning signal No. 3 or below is hoisted or 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.
10. All times and dates specified herein refer to Hong Kong local times and dates.

*As at the date of this notice, the Board comprises two executive Directors, namely Mr. Li Sheung Him Michael and Mr. Yue Kwai Wa Ken; and three independent non-executive Directors, namely Mr. Chung Man Lai, Mr. Ko Wai Lun Warren and Ms. Li Tak Yin.*