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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)

POLL RESULTS OF THE ANNUAL GENERAL MEETING HELD ON 23 AUGUST 2022

All the Proposed Resolutions as set out in the AGM Notice were duly passed by the Shareholders by way of poll at the 2022 AGM.

The board of directors (the “**Directors**” and the “**Board**”, respectively) of Roma Group Limited (the “**Company**”) is pleased to announce that all the proposed ordinary resolutions and a special resolution as set out in the notice of the annual general meeting of the Company (the “**AGM**”) dated 20 July 2022 (the “**AGM Notice**” and the “**Proposed Resolutions**”, respectively) were duly passed by the holders of the Company’s ordinary shares of HK\$0.01 each (the “**Shares**” and the “**Shareholders**”, respectively) by way of poll at the AGM held on Tuesday, 23 August 2022 (the “**2022 AGM**”).

As at the date of the 2022 AGM, there were 702,081,660 issued Shares entitling the Shareholders to attend and vote for or against the Proposed Resolutions at the 2022 AGM. There were no Shares entitling the Shareholders to attend but abstain from voting in favour of the Proposed Resolutions at the 2022 AGM as set out in Rule 17.47A of the Rules Governing the Listing of Securities on GEM of the Stock Exchange (the “**GEM Listing Rules**”).

None of the Shareholders was required under the GEM Listing Rules to abstain from voting on the Proposed Resolutions at the 2022 AGM. None of the Shareholders has stated in the Company’s circular dated 20 July 2022 (the “**Circular**”) his/her/its intention to vote against or to abstain from voting on any of the Proposed Resolutions at the 2022 AGM.

Boardroom Share Registrars (HK) Limited, the Hong Kong branch share registrar of the Company, was appointed and acted as the scrutineer for the vote-taking at the 2022 AGM.

All Directors have attended the 2022 AGM.

* For identification purposes only

The poll results in respect of all the Proposed Resolutions put to the vote of the 2022 AGM are set out as follows:

Ordinary Resolutions		Number of Votes (%) ^(Note 1)	
		For	Against
1.	To consider and adopt the audited consolidated financial statements of the Company and its subsidiaries and the reports of the Directors and independent auditor (the “ Independent Auditor ”) of the Company for the year ended 31 March 2022.	301,170,169 (100%)	0 (0%)
2.	a. To re-elect Mr. Li Sheung Him Michael as an executive Director;	301,170,169 (100%)	0 (0%)
	b. To re-elect Mr. Chung Man Lai as an independent non-executive Director; and	301,170,169 (100%)	0 (0%)
	c. To authorise the Board to fix the remuneration of the Directors for the year ending 31 March 2023.	301,170,169 (100%)	0 (0%)
3.	To re-appoint CL Partners CPA Limited as the Independent Auditor for the year ending 31 March 2023 and to authorise the Board to fix its remuneration.	301,170,169 (100%)	0 (0%)
4.	To grant a general and unconditional mandate to the Directors to allot, issue or otherwise deal with Shares not exceeding 20% of the number of issued Shares as at the date of the passing of the relevant resolution. ^(Note 2)	301,170,169 (100%)	0 (0%)
5.	To grant a general and unconditional mandate to the Directors to repurchase the Shares not exceeding 10% of the number of issued Shares as at the date of the passing of the relevant resolution. ^(Note 2)	301,170,169 (100%)	0 (0%)
6.	Conditional upon resolutions no.4 and 5 being passed, to add the number of the shares repurchased by the Company to the general mandate granted to the Directors under resolution no.4. ^(Note 2)	301,170,169 (100%)	0 (0%)

Special Resolution		Number of Votes (%) ^(Note 1)	
		For	Against
7.	To approve that subject to and conditional upon the necessary approval of the Registrar of Companies in the Cayman Islands being obtained, the English name of the Company be changed from “Roma Group Limited” to “Roma (meta) Group Limited” and the Chinese name of “羅馬(元宇宙)集團有限公司” be adopted to replace its existing Chinese name of “羅馬集團有限公司” for identification purpose with effect from the date of entry of the new English name on the register maintained by the Registrar of Companies in the Cayman Islands, and that any one director of the Company be and is hereby authorised to do all things and acts and sign all documents including under common seal of the Company where applicable and attend to any necessary registration and filing for and on behalf of the Company as they may consider necessary, desirable or expedient to implement and/or give effect to any matters relating to or in connection with the aforesaid change of Company name. ^(Note 2)	301,170,169 (100%)	0 (0%)

As more than 50% of the votes were cast in favour of the above ordinary resolutions numbered 1 to 6 and a majority of not less than three-fourths of the votes were cast in favour of the above special resolution numbered 7, all the Proposed Resolutions were duly passed.

Notes:

1. The number of votes and the percentage of total votes as stated above are based on the total number of issued Shares held by the Shareholders who attended and voted at the 2022 AGM in person, by authorised representative or by proxy.
2. For the full text of the Proposed Resolutions, please refer to the AGM Notice as contained in the Circular.

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

Hong Kong, 23 August 2022

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.