
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 registered dealer in securities, bank manager, solicitor, professional accountant or other professional advisers.

If you have sold or transferred all your shares in **Roma (meta) Group Limited** (the “Company”), you should at once hand this circular and the accompanying revised form of proxy to the purchaser(s) or 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.



ROMA (META) GROUP LIMITED

羅馬 (元宇宙) 集團有限公司*

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8072)

**(1) SUPPLEMENTAL CIRCULAR TO THE CIRCULAR
DATED 24 AUGUST 2023 RELATING TO
GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES,
PROPOSED RE-ELECTION OF DIRECTORS,
PROPOSED ADOPTION OF THE SECOND AMENDED AND RESTATED
MEMORANDUM AND THE AMENDED AND RESTATED
ARTICLES OF ASSOCIATION
AND
(2) SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING**

This supplemental circular should be read together with the circular to the shareholders of the Company dated 24 August 2023.

The notice convening the annual general meeting of the Company to be held at Rooms 1101-04, 11/F, Harcourt House, 39 Gloucester Road, Wanchai, Hong Kong on Wednesday, 27 September 2023 at 11:00 a.m. (the “AGM”) was set out in the circular of the Company dated 24 August 2023. A supplemental notice of the AGM is set out on page 5 of this circular.

Whether or not you are able to attend and vote at the AGM (or any adjournment thereof), you are requested to complete the enclosed revised form of proxy in accordance with the instructions printed thereon and return it to the Company’s Hong Kong branch share registrar and transfer office, Boardroom Share Registrars (HK) Limited at Room 2103B, 21/F, 148 Electric Road, North Point, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for holding of the AGM (or any adjournment thereof). Completion and return of the first form of proxy and/or the revised form of proxy will not preclude you from attending and voting at the AGM (or any adjournment thereof) should you so wish and in such event, the instrument appointing a proxy shall be deemed to be revoked.

* *For identification purposes 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.

CONTENTS

	<i>Page</i>
LETTER FROM THE BOARD	
Introduction	1
Re-election of Directors	2
Revised form of proxy	3
SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING	5

LETTER FROM THE BOARD



ROMA (META) GROUP LIMITED

羅馬(元宇宙)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

(Chairman and Chief Executive Officer)

Independent non-executive Directors:

Ms. Chen Yiyun

Mr. Chung Man Lai

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:*

Room 1104-04, 11/F, Harcourt House

39 Gloucester Road

Wanchai

Hong Kong

8 September 2023

To the Shareholders

Dear Sir or Madam,

**SUPPLEMENTAL CIRCULAR TO THE CIRCULAR
DATED 24 AUGUST 2023 RELATING TO
GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES,
PROPOSED RE-ELECTION OF DIRECTORS,
PROPOSED ADOPTION OF THE SECOND AMENDED AND RESTATED
MEMORANDUM AND THE AMENDED AND RESTATED
ARTICLES OF ASSOCIATION**

INTRODUCTION

This supplemental circular should be read together with the circular to the Shareholders dated 24 August 2023 (“**Circular**”), which contains details of, among other matters, the re-election of Directors. Unless otherwise defined in this supplemental circular, terms used herein shall have the same meanings as those defined in the Circular.

* *For identification purposes only*

LETTER FROM THE BOARD

RE-ELECTION OF DIRECTORS

On 4 September 2023, the Company announced that Ms. Chen Yiyun (“**Ms. Chen**”) has been appointed as an independent non-executive Director with effect from 4 September 2023.

In accordance with Article 83(3) of the Articles of Association, Ms. Chen shall hold office only until the first general meeting of Shareholders after her appointment and be subject to re-election at such general meeting of the Shareholders.

The Nomination Committee has assessed and reviewed the written confirmation of independence of Ms. Chen based on the independence criteria as set out in Rule 5.09 of the GEM Listing Rules and confirmed that Ms. Chen is independent. The Nomination Committee is also of the view that based on the perspectives, skills and experience of Ms. Chen, she can bring further contributions to the Board and its diversity and recommended to the Board that the re-election of Ms. Chen to be proposed for the Shareholders’ approval at the AGM.

The Board consider that the re-election of Ms. Chen as an independent non-executive Director is in the best interests of the Company and the Shareholders and recommend the Shareholders to vote in favour of the relevant resolution set out in the supplemental notice of the AGM.

Set out below is the biographical details of Ms. Chen.

Ms. Chen Yiyun, Independent Non-executive Director

Ms. Chen, aged 33, obtained her Bachelor of Science degree in Economics from Colorado City University, United States of America in 2014. Ms. Chen was the chief operation officer of an information technology company in China responsible for business development and overall operations between April 2022 to August 2023.

Ms. Chen has entered into a letter of appointment with the Company for a term of one year commencing from 4 September 2023. Her directorship shall be subject to retirement by rotation and re-election pursuant to the Articles of Association. She will hold office until the next annual general meeting of the Company at which she will be eligible for re-election in accordance with the Articles of Association. Ms. Chen is entitled to a Director’s fee of HK\$120,000 per annum which has been determined by reference to her background, qualifications, experience, level of responsibilities to be undertaken with the Company and prevailing market conditions.

As at the date of this supplemental circular, Ms. Chen did not have interest in shares and underlying shares of the Company within the meaning of Part XV of the SFO.

Save as disclosed above, as at the date of this supplemental circular, Ms. Chen did not (i) hold any other position in the Group nor does she hold any directorship in any other listed public companies in the last three years; and (ii) have any relationship with any other Director, senior management, substantial shareholder, or controlling shareholder of the Company. Save

LETTER FROM THE BOARD

as disclosed above, there is no other information that is required to be disclosed pursuant to Rules 17.50(2)(h) to (v) of the GEM Listing Rules nor are there other matters that need to be brought to the attention of the Shareholders in relation to the re-election of Ms. Chen.

UPDATES ON NON-COMPLIANCE WITH THE GEM LISTING RULES

Following the appointment of Ms. Chen as independent non-executive Director on 4 September 2023, the Company has fully complied with the requirements as set out in Rules 5.05(1) and 5.28 of the GEM Listing Rules.

REVISED FORM OF PROXY

Since the form of proxy (“**First Form of Proxy**”) sent together with the Circular does not contain the resolution for the proposed re-election of Ms. Chen as an independent non-executive Director as set out in this supplemental circular, a new form of proxy (“**Revised Form of Proxy**”) has been prepared and is enclosed with this supplemental circular.

If you do not intend to attend and vote in person at the AGM in person, you are requested to complete the enclosed Revised Form of Proxy in accordance with the instructions printed thereon and return the same 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 but in any event not less than 48 hours before the time appointed for holding the AGM (or any adjournment thereof) (“**Proxy Closing Time**”). Completion and return of the First Form of Proxy and/or Revised Form of Proxy will not preclude you from attending and voting in person at the AGM or any adjournment thereof should you so wish and in such event, the instrument appointing a proxy shall be deemed to be revoked.

A Shareholder who has not yet lodged the First Form of Proxy with the Company’s branch share registrar and transfer office in Hong Kong is requested to lodge the Revised Form of Proxy if he or she wishes to appoint one or more than one proxy to attend the AGM on his or her behalf. In this case, the First Form of Proxy should **NOT** be lodged with the Company’s branch share registrar and transfer office in Hong Kong.

Shareholders should note that:

- (i) **If the First Form of Proxy is not lodged with the Company’s branch share registrar and transfer office in Hong Kong and the Revised Form of Proxy is lodged with the Company’s branch share registrar and transfer office in Hong Kong at or prior to the Proxy Closing Time, the Revised Form of Proxy will be treated as a valid form of proxy lodged by him or her if correctly completed.**

The proxy so appointed by the Shareholder will be entitled to vote at his or her discretion or to abstain on any resolution properly put to the AGM.

- (ii) **If the First Form of Proxy has already been lodged with the Company’s branch share registrar and transfer office in Hong Kong and the Revised Form of Proxy is also lodged with the Company’s branch share registrar and transfer office in**

LETTER FROM THE BOARD

Hong Kong at or prior to the Proxy Closing Time, the Revised Form of Proxy will revoke and supersede the First Form of Proxy previously lodged by him or her. The Revised Form of Proxy will be treated as a valid form of proxy lodged by the Shareholder if correctly completed.

- (iii) If the First Form of Proxy has already been lodged with the Company's branch share registrar and transfer office in Hong Kong and the Revised Form of Proxy is lodged with the Company's branch share registrar and transfer office in Hong Kong after the Proxy Closing Time, the Revised Form of Proxy will be invalid. The First Form of Proxy previously lodged by the Shareholders will be treated as valid form of proxy if correctly completed. The proxy so appointed under the First Form of Proxy will be entitled to vote at his or her discretion or to abstain at the AGM on resolution no. 2A as set out in the supplemental notice of the AGM.

Accordingly, Shareholders are advised not to lodge the Revised Form of Proxy after the Proxy Closing Time. If such Shareholders wish to vote at the AGM, they will have to attend in person and vote at the AGM themselves.

- (iv) If the First Form of Proxy has already been lodged with the Company's branch share registrar and transfer office in Hong Kong at or prior to the Proxy Closing Time but no Revised Form of Proxy is lodged with the Company's branch share registrar and transfer office in Hong Kong or the Revised Form of Proxy is invalid for whatever reasons, the First Form of Proxy will be treated as valid form of proxy if correctly completed. The proxy so appointed under the First Form of Proxy will be entitled to vote at his or her discretion or to abstain at the AGM on resolution no. 2A as set out in the supplemental notice of the AGM.

Shareholders are reminded that completion and delivery of the First Form of Proxy and/or the Revised Form of Proxy will not preclude Shareholders from attending and voting in person at the AGM or at any adjourned meeting should they so wish and in such event, the instrument appointing a proxy shall be deemed to be revoked.

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

SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING



ROMA (META) GROUP LIMITED

羅馬(元宇宙)集團有限公司*

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8072)

SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING

REFERENCE IS MADE TO the notice (the “**AGM Notice**”) dated 24 August 2023 in relation to the annual general meeting of Roma (meta) Group Limited (the “**Company**”) to be held at Rooms 1101–04, 11F, Harcourt House, 39 Gloucester Road, Wanchai, Hong Kong on Wednesday, 27 September 2023 at 11:00 a.m. (the “**AGM**”).

SUPPLEMENTAL NOTICE IS HEREBY GIVEN that the AGM will be held as originally scheduled. In addition to the resolutions set out in the AGM Notice, the AGM will be held to consider and, if thought fit, pass the following resolution:

ORDINARY BUSINESS

- 2A. “To re-elect Ms. Chen Yiyun as an independent non-executive director of the Company.”

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

Hong Kong, 8 September 2023

Notes:

- (1) A revised form of proxy (the “**Revised Form of Proxy**”) containing the ordinary resolution numbered 2A is enclosed with the supplemental circular of the Company dated 8 September 2023 (the “**Supplemental Circular**”). Please refer to the paragraph “Revised Form of Proxy” under the section headed “Letter from the Board” on pages 3 to 4 of the Supplemental Circular for arrangements on the completion and submission of the Revised Form of Proxy.
- (2) Please refer to the AGM Notice for details of the other ordinary resolutions and special resolution to be considered at the AGM, closure of the register of members of the Company and eligibility for attending the AGM and other relevant matters.

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 Ms. Chen Yiyun, Mr. Chung Man Lai and Ms. Li Tak Yin.

* *For identification purposes only*