
IMPORTANT

If you are in any doubt about any of the contents of this prospectus, you should obtain independent professional advice.



ROMA GROUP LIMITED

羅馬集團有限公司*

(Incorporated in the Cayman Islands with limited liability)

LISTING ON THE GROWTH ENTERPRISE MARKET OF THE STOCK EXCHANGE OF HONG KONG LIMITED BY WAY OF PLACING OF SHARES

Number of Placing Shares : 200,000,000 Shares comprising 120,000,000
New Shares and 80,000,000 Sale Shares

Placing Price : Not more than HK\$0.50 per Share and
expected to be not less than HK\$0.25 per
Share, payable in full upon application,
plus brokerage of 1%, Stock Exchange
trading fee of 0.005% and SFC transaction
levy of 0.003%

Nominal value : HK\$0.01 per Share

Stock code : 8072

Sponsor



Sole Bookrunner & Lead Manager



太平基業證券有限公司

PACIFIC FOUNDATION SECURITIES LIMITED

Co-Manager



Hong Kong Exchanges and Clearing Limited, The Stock Exchange of Hong Kong Limited and Hong Kong Securities Clearing Company Limited take no responsibility for the contents of this prospectus, 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 prospectus.

A copy of this prospectus, having attached thereto the documents specified in the paragraph headed "Documents delivered to the Registrar of Companies in Hong Kong" in Appendix V to this prospectus, has been registered by the Registrar of Companies in Hong Kong as required by section 342C of the Hong Kong Companies Ordinance (Chapter 32 of the Laws of Hong Kong). The Securities and Futures Commission of Hong Kong and the Registrar of Companies in Hong Kong take no responsibility as to the contents of this prospectus or any of the other documents referred to above.

The Placing Price is expected to be fixed by agreement between the Company (for itself and on behalf of Aperto Investments Limited) and the Lead Manager (for itself and on behalf of the Underwriter) on the Price Determination Date, which is expected to be on or around Monday, 18 February 2013 and in any event, not later than Monday, 25 February 2013. The Placing Price will not be more than HK\$0.50 per Share and is expected to be not less than HK\$0.25 per Share. If the Company (for itself and on behalf of Aperto Investments Limited) and the Lead Manager (for itself and on behalf of the Underwriter) are unable to reach an agreement on the Placing Price by Monday, 25 February 2013, the Placing will not proceed and will lapse. The Lead Manager (for itself and on behalf of the Underwriter) may, with the consent of the Company (for itself and on behalf of Aperto Investments Limited), reduce the Placing Price range below to that stated in this prospectus at any time prior to the Price Determination Date. If this occurs, notice of reduction of the indicative Placing Price range will be published on the website of the Stock Exchange at www.hkexnews.hk and the website of the Company at www.romagroup.com.

Prior to making an investment decision, prospective investors should consider carefully all of the information set out in this prospectus, including the risk factors set out in the section headed "Risk factors" in this prospectus.

The obligations of the Underwriter under the Underwriting Agreement to subscribe for and/or purchase, and to procure placees for the subscription and/or purchase for the Placing Shares, are subject to termination by the Lead Manager (for itself and on behalf of the Underwriter) upon the occurrence of any of the events set forth in the paragraph headed "Grounds for termination" in the section headed "Underwriting" in this prospectus at any time prior to 8:00 a.m. (Hong Kong time) on the Listing Date.

* For identification purpose only

31 January 2013