

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



ROMA GROUP LIMITED

羅馬集團有限公司*

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 8072)

**DISCLOSEABLE TRANSACTION
ACQUISITION OF 19.9% OF THE ISSUED SHARE CAPITAL IN
GREATER CHINA APPRAISAL LIMITED**

THE ACQUISITION

The Board is pleased to announce that on 20 January 2016 (after trading hours), the Purchaser, a wholly-owned subsidiary of the Company, the Vendor and the Warrantor, entered into the Sale and Purchase Agreement, pursuant to which the Purchaser has agreed to acquire and the Vendor has agreed to sell the Sale Shares. The Consideration for the sale and purchase of the Sale Shares is HK\$25,000,000.

Completion took place simultaneously upon signing of the Sale and Purchase Agreement.

IMPLICATIONS UNDER THE GEM LISTING RULES

As certain of the applicable percentage ratios (as defined under the GEM Listing Rules) for the Acquisition exceeds 5% but is less than 25%, the Acquisition constitutes a discloseable transaction for the Company under Chapter 19 of the GEM Listing Rules and is subject to the notification and announcement requirements under the GEM Listing Rules.

THE ACQUISITION

The Board is pleased to announce that on 20 January 2016 (after trading hours), the Purchaser, a wholly-owned subsidiary of the Company, the Vendor and the Warrantor, entered into the Sale and Purchase Agreement, pursuant to which the Purchaser has agreed to acquire and the Vendor has agreed to sell the Sale Shares.

* *For identification purpose only*

The major terms of the Sale and Purchase Agreement are set out below:

The Sale and Purchase Agreement

Date: 20 January 2016

Parties:

- (1) Purchaser: Charming Global Group Limited, a wholly-owned subsidiary of the Company;
- (2) Vendor: New Valiant Limited, an Independent Third Party; and
- (3) Warrantor: GreaterChina Professional Services Limited, an Independent Third Party

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, the Vendor is a wholly-owned subsidiary of the Warrantor, and each of the Vendor, the Warrantor, its ultimate beneficial owners, and their respective associates, is an Independent Third Party.

Assets to be acquired

Pursuant to the Sale and Purchase Agreement, the Purchaser has agreed to acquire and the Vendor has agreed to dispose of the Sale Shares, representing 19.9% of the issued share capital in the Target Company.

Consideration

The Consideration for the sale and purchase of the Sale Shares is HK\$25,000,000, in cash, which was paid by the Purchaser to the Vendor upon Completion by a cheque drawn against a licensed bank in Hong Kong.

The Consideration was funded by the net proceeds from the issuance of 3,183,112,500 rights Shares in December 2014 by the Company.

Basis of determining the Consideration

The Consideration was determined through arm's length negotiations between the Purchaser and the Vendor and on a commercial basis with reference to (i) the business prospects of the Target Company; and (ii) the price-to-sales ratio of the companies whose principal activity is similar to that of the Target Company. The Consideration represents an implied price-to-sales ratio of approximately 4.0 times. The Board considers that such price-to-sales ratio for the Acquisition is reasonable after considering the price-to-sales ratio of other comparable companies located in Hong Kong of approximately 5.2 times.

In view of the above, the Directors consider that the Sale and Purchase Agreement is on normal commercial terms and the Consideration for the Acquisition is fair and reasonable, and the entering into of the Sale and Purchase Agreement is in the interests of the Company and the Shareholders as a whole.

Completion

Completion took place simultaneously upon signing of the Sale and Purchase Agreement.

Upon Completion, the Sale Shares are accounted for as the Group's available-for-sale financial assets.

Purchaser undertakings

Pursuant to the Sale and Purchase Agreement, the Purchaser undertakes that:

- (i) notwithstanding any provision in the articles of association of the Target Company or the relevant laws in Hong Kong, the Purchaser shall not be entitled to nominate or appoint any director to the board of directors of the Target Company for its being the holder of the Sale Shares; and
- (ii) for so long as the Purchaser remains as the holder of only 19.9% of the issued share capital of the Target Company and the Vendor remains as a shareholder of the Target Company, the Purchaser shall not directly or indirectly interfere the operation and management of the Target Company.

Right of First Refusal

Pursuant to the Sale and Purchase Agreement, in the event that the Vendor proposes to sell, dispose of the whole or any part of the remaining 80.1% of the issued share capital in the Target Company, the Purchaser shall have a right of first refusal (the "**Right of First Refusal**") to such shares for so long as it remains as the holder of the Sale Shares.

In the event that the Purchaser exercises the Right of First Refusal, the Purchaser and the Vendor shall enter into a formal sale and purchase agreement. If the transaction contemplated under such formal sale and purchase agreement constitutes a notifiable transaction under Chapter 19 of the GEM Listing Rules, the Company will comply with all relevant requirements under the GEM Listing Rules.

Non-competition undertaking

Simultaneously upon signing of the Sale and Purchase Agreement, the Covenantors entered into a deed of non-competition, pursuant to which each of the Covenantors irrevocably and unconditionally undertakes to and covenants with the other Covenantors (for itself and for the benefit of the members of their respective groups of companies) that during the period which GreaterChina PSL and the Company are indirect shareholders of the Target Company,

- (i) each member of the Group shall not, and shall procure each of its close associates not to, whether on its own account or in conjunction with or on behalf of any person, firm or company and whether directly or indirectly, whether for profit or not, solicit the existing or then existing clients, and employees of the Target Company away from the GreaterChina Group; and

- (ii) each member of the GreaterChina Group shall not, and shall procure each of its close associates not to, whether on its own account or in conjunction with or on behalf of any person, firm or company and whether directly or indirectly, whether for profit or not, solicit the existing or then existing clients, and employees of Roma Appraisals Limited away from the Group.

Each of the Covenantors further undertakes to and covenants with the other Covenantors that:

- (a) if any member of the Group or the GreaterChina Group (as the case may be) and/or any of its close associates is offered or becomes aware of any project or new business opportunity that relates to the Restricted Business (“**New Business Opportunity**”), whether directly or indirectly, the New Business Opportunity shall be taken up by the relevant party and/or any of its close associates on a first-come-first-serve basis; and
- (b) should any conflict arise pursuant to sub-clause (a) above, the Covenantors shall conduct further negotiations in good faith to resolve as to whom the New Business Opportunity should be taken up by.

INFORMATION ON THE TARGET COMPANY

The Target Company was a company incorporated in Hong Kong with limited liability, and is principally engaged in the provision of assets appraisal services.

Set out below is a summary of the financial information of the Target Company as extracted from its audited financial statements for the two financial years ended 31 March 2014 and 2015 and its unaudited management accounts for the six months ended 30 September 2015:

	For the year ended 31 March 2014 HK\$'000	For the year ended 31 March 2015 HK\$'000	For the six months ended 30 September 2015 HK\$'000
Revenue	40,461	36,467	14,998
Net profit (loss) before taxation	8,285	6,212	(473)
Net profit (loss) after taxation	6,918	5,229	(473)

The unaudited net assets value of the Target Company as at 30 September 2015 was approximately HK\$18,256,000.

INFORMATION OF THE VENDOR

The Vendor is a company incorporated in the British Virgin Islands with limited liability and is principally engaged in investment holding. The Vendor is a wholly-owned subsidiary of GreaterChina PSL, a company incorporated in the Cayman Islands with limited liability, the issued shares of which are listed on GEM (stock code: 8193). The GreaterChina Group is principally engaged in the provision of (i) asset appraisal and asset advisory services; (ii) corporate services and consultancy services; (iii) media advertising services; and (iv) financial services.

Save for the Acquisition and the transactions contemplated thereunder, the Vendor and its ultimate beneficial owners, are Independent Third Parties.

INFORMATION ABOUT THE COMPANY AND THE GROUP

The principal activity of the Company is investment holding. The major activities of the Group are currently provision of valuation and advisory services and financing services in Hong Kong.

REASONS FOR AND BENEFITS OF THE ACQUISITION

As disclosed in the Company's circular dated 6 November 2014 in relation to, among others, the proposed issue of Shares by way of rights, the Group intends to expand its existing valuation and technical advisory services through acquisitions, business collaboration and/or partnership arrangements if and when suitable business opportunities arise.

The Target Company, with the support from GreaterChina PSL, being a listed company on GEM, has built a strong network of customers and good reputation in the valuation industry in Hong Kong. Having considered that the Target Company has knowledgeable and experienced team of staff for asset appraisal services and also its developed market in the valuation industry in Hong Kong, the Directors consider that the Target Company would be a suitable strategic partner to the Group's valuation and advisory business. Besides, upon Completion, the Group has the Right of First Refusal, which allows the Group to have an opportunity to further benefit from other forms of investment in the Target Company, if and when circumstances are appropriate.

The Directors are therefore of the view that the terms of the Acquisition are fair and reasonable and is in the interests of the Company and the Shareholders as a whole.

IMPLICATIONS UNDER THE GEM LISTING RULES

As certain of the applicable percentage ratios (as defined under the GEM Listing Rules) for the Acquisition exceeds 5% but is less than 25%, the Acquisition constitutes a discloseable transaction for the Company under Chapter 19 of the GEM Listing Rules and is subject to the notification and announcement requirements under the GEM Listing Rules.

DEFINITIONS

In this announcement, the following expressions shall, unless the context requires otherwise, have the following meanings:

“Acquisition”	the sale and purchase of the Sale Shares, pursuant to the Sale and Purchase Agreement
“Board”	the board of Directors
“close associate”	has the meaning ascribed thereto under the GEM Listing Rules, and “close associates” shall be construed accordingly

“Company”	Roma Group Limited, a company incorporated in the Cayman Islands with limited liability, the issued shares of which are listed on GEM (stock code: 8072)
“Completion”	completion of the sale and purchase of the Sale Shares in accordance with the terms and conditions of the Sale and Purchase Agreement
“connected person”	has the meaning ascribed thereto under the GEM Listing Rules, and “connected persons” shall be construed accordingly
“Consideration”	HK\$25,000,000, being the consideration payable for the Sale Shares
“Covenantors”	collectively, Roma Appraisals Limited, GreaterChina PSL, the Target Company and the Company
“Director(s)”	the director(s) of the Company
“GEM”	the Growth Enterprise Market of the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM
“GreaterChina Group”	GreaterChina PSL and its subsidiaries
“GreaterChina PSL” or “Warrantor”	GreaterChina Professional Services Limited, a company incorporated in the Cayman Islands with limited liability, the issued shares of which are listed on GEM (stock code: 8193)
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Independent Third Party(ies)”	any person or company and their respective ultimate beneficial owner(s), to the best of the Directors’ knowledge, information and belief having made all reasonable enquiries, are not connected persons of the Company and are third parties independent of the Company and its connected persons in accordance with the GEM Listing Rules
“Purchaser”	Charming Global Group Limited, a company incorporated in the British Virgin Islands with limited liability and a wholly-owned subsidiary of the Company

“Restricted Business”	any business which competes or is likely to compete directly or indirectly with the business currently and from time to time engaged by the Target Company, including the provision of assets appraisal services
“Sale and Purchase Agreement”	the sale and purchase agreement dated 20 January 2016 and entered into between the Purchaser and the Vendor, in relation to the Acquisition, as amended from time to time
“Sale Shares”	318,400 shares, representing 19.9% of the issued share capital in the Target Company
“Share(s)”	ordinary share(s) of HK\$0.016 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the issued Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Target Company”	Greater China Appraisal Limited, a company incorporated in Hong Kong with limited liability and a wholly-owned subsidiary of the Vendor
“Vendor”	New Valiant Limited, a company incorporated in the British Virgin Islands with limited liability and a wholly-owned subsidiary of GreaterChina PSL
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“%”	per cent.

By order of the Board
Roma Group Limited
Yue Kwai Wa Ken
Executive Director and Company Secretary

Hong Kong, 20 January 2016

As at the date of this announcement, the executive Directors are Mr. Luk, Kee Yan Kelvin and Mr. Yue, Kwai Wa Ken, and the independent non-executive Directors are Mr. Chan, Ka Kit, Mr. Ko, Wai Lun Warren and Mr. Lou, Ming.

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.