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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)

**(1) RESULTS OF THE RIGHTS ISSUE ON THE BASIS OF
THREE (3) RIGHTS SHARES FOR
EVERY ONE (1) EXISTING SHARE HELD ON THE RECORD DATE;
AND
(2) ADJUSTMENTS TO THE SHARE OPTIONS**

RESULTS OF THE RIGHTS ISSUE

The Board is pleased to announce that all conditions set out in the Underwriting Agreement have been fulfilled and the Rights Issue became unconditional at 4:00 p.m. on Wednesday, 14 April 2021. The gross proceeds raised from the Rights Issue are approximately HK\$65.8 million before expenses.

As at 4:00 p.m. on Friday, 9 April 2021, being the latest time for acceptance of, and payment for, the Rights Shares and for application and payment for the excess Rights Shares,

- (i) 8 valid acceptances of provisional allotments under the PALs were received for a total of 258,239,303 Rights Shares, representing approximately 49.04% of the total number of 526,561,245 Rights Shares being offered under the Rights Issue; and
- (ii) 8 valid applications for excess Rights Shares under the EAFs were received for a total of 106,760,764 Rights Shares, representing approximately 20.28% of the total number of 526,561,245 Rights Shares being offered under the Rights Issue.

In aggregate, 16 valid acceptances and applications in respect of 365,000,067 Rights Shares have been accepted and applied for representing approximately 69.32% of the total number of 526,561,245 Rights Shares being offered under the Rights Issue.

* for identification purpose only

Based on the subscription results, the Rights Issue was under-subscribed by 161,561,178 Rights Shares, representing approximately 30.68% of the total number of Rights Shares being offered under the Rights Issue. The Underwriter had performed its underwriting obligations pursuant to the Underwriting Agreement and had procured subscribers to subscribe for all the Untaken Shares.

DESPATCH OF SHARE CERTIFICATES FOR THE RIGHTS SHARES

It is expected that share certificates in respect of the fully-paid Rights Shares will be despatched to those entitled thereto by ordinary post to their respective registered address at their own risk by the Registrar on or before Monday, 19 April 2021.

COMMENCEMENT OF DEALINGS IN FULLY-PAID RIGHTS SHARES

Approval has been granted by the Listing Committee of the Stock Exchange for the listing of, and permission to deal in, the Rights Shares. Dealings in the Rights Shares in their fully paid form on the Stock Exchange are expected to commence at 9:00 a.m. on Tuesday, 20 April 2021.

ADJUSTMENT TO THE SHARE OPTIONS

As a result of the Rights Issue, adjustments are required to be made to the exercise prices and the number of the Shares falling to be issued upon exercise of the outstanding Share Options in accordance with the terms of the Share Option Scheme. Details of the adjustments are set out in this announcement.

Reference is made to the prospectus of Roma Group Limited (the “**Company**”) dated 23 March 2021 (the “**Prospectus**”) in relation to the Rights Issue. Unless the context otherwise requires, capitalised terms used herein shall have the same meaning as those defined in the Prospectus.

RESULTS OF THE RIGHTS ISSUE

The Board is pleased to announce that all conditions set out in the Underwriting Agreement have been fulfilled and the Rights Issue became unconditional at 4:00 p.m. on Wednesday, 14 April 2021. The gross proceeds raised from the Rights Issue are approximately HK\$65.8 million before expenses.

As at 4:00 p.m. on Friday, 9 April 2021, being the latest time for acceptance of, and payment for, the Rights Shares and for application and payment for the excess Rights Shares,

- (i) 8 valid acceptances of provisional allotments under the PALs were received for a total of 258,239,303 Rights Shares, representing approximately 49.04% of the total number of 526,561,245 Rights Shares being offered under the Rights Issue; and
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In aggregate, 16 valid acceptances and applications in respect of 365,000,067 Rights Shares have been accepted and applied for representing approximately 69.32% of the total number of 526,561,245 Rights Shares being offered under the Rights Issue.

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EXCESS APPLICATION

Given the subscription results, all valid applications for a total of 106,760,764 excess Rights Shares have been accepted and the relevant number of the Rights Shares will be allotted and issued in full to the relevant applicants.

EFFECT OF THE RIGHTS ISSUE ON THE SHAREHOLDING STRUCTURE OF THE COMPANY

To the best of the Director's knowledge and information, the following is the shareholding structure of the Company immediately before and after completion of the Rights Issue:

	Immediately before completion of the Rights Issue		Immediately after completion of the Rights Issue	
	<i>no. of Shares</i>	<i>Approx. % (Note 2)</i>	<i>no. of Shares</i>	<i>Approx. % (Note 2)</i>
Mr. Luk	39,956,000	22.76	210,000,000	29.91
Mr. Chung Man Lai (Note 1)	1,250	—	1,250	—
Public Shareholders	<u>135,563,165</u>	<u>77.24</u>	<u>492,080,410</u>	<u>70.09</u>
Total	<u><u>175,520,415</u></u>	<u><u>100</u></u>	<u><u>702,081,660</u></u>	<u><u>100</u></u>

Notes:

1. Mr. Chung Man Lai, an independent non-executive Director of the Company, is deemed to be interested in 1,250 Shares through the interests of his spouse pursuant to Part XV of the SFO as at the date of the EGM, and his associates were abstained from voting on the relevant resolutions at the EGM.
2. The percentage figures have been subject to rounding adjustments. Any discrepancies between totals and sums of amounts listed herein are due to rounding adjustments.

DESPATCH OF SHARE CERTIFICATES FOR THE RIGHTS SHARES

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COMMENCEMENT OF DEALINGS IN FULLY-PAID RIGHTS SHARES

Approval has been granted by the Listing Committee of the Stock Exchange for the listing of, and permission to deal in, the Rights Shares. Dealings in the Rights Shares in their fully paid form on the Stock Exchange are expected to commence at 9:00 a.m. on Tuesday, 20 April 2021.

ADJUSTMENTS TO THE SHARE OPTIONS

As a result of the Rights Issue, adjustments are made to the exercise prices and the number of Shares falling to be allotted and issued in respect of the outstanding Share Options in accordance with the terms and conditions of the Share Option Scheme, Rule 23.03(13) of the GEM Listing Rules and the supplementary guidance dated 5 September 2005 issued by the Stock Exchange (the “**Supplementary Guidance**”). The adjustments to the exercise prices of and the number of Shares falling to be issued upon exercise of the outstanding Share Options are as follows and will become effective from Monday, 19 April 2021, being the date on which the fully-paid Rights Shares are allotted and issued:

Date of grant	Immediately prior to the adjustments as a result of completion of the Rights Issue		Immediately after the adjustments as a result of completion of the Rights Issue	
	Number of Shares to be issued upon full exercise of the Share Options	Exercise price per Share	Adjusted number of Shares to be issued upon full exercise of the Share Options	Adjusted exercise price per Share
19 June 2019	9,451,429	HK\$1.28	9,842,908	HK\$1.23

Grant Thornton Hong Kong Limited, the auditor of the Company, has issued a report of factual findings addressed to the Board on agreed-upon procedures performed on the calculation in respect of the adjustments to the exercise prices and the numbers of outstanding Share Options, stating the aforesaid calculation is mathematically accurate and in compliance with Rule 23.03(13) of the GEM Listing Rules and the Supplementary Guidance and in accordance with the Share Option Scheme.

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

Hong Kong, 16 April 2021

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.