



ROMA GROUP LIMITED

羅馬集團有限公司*

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8072)

PROXY FORM

Form of proxy form for use by shareholders at the annual general meeting to be held at 22/F., China Overseas Building, 139 Hennessy Road, Wanchai, Hong Kong at 11:00 a.m. on Tuesday, 23 August 2022 (or any adjournment thereof).

I/We ^{note 1} _____
of _____

being the registered holder(s) of ^{note 2} _____
ordinary shares of HK\$0.01 each (“Shares”) in the share capital of ROMA GROUP LIMITED (“Company”), HEREBY APPOINT the chairman of the annual general meeting of the Company (“Meeting”), or _____

of _____
to act as my/our proxy ^{note 3} to attend for me/us and on my/our behalf at the Meeting (or at its adjournment) to be held at 22/F, China Overseas Building, 139 Hennessy Road, Wanchai, Hong Kong on Tuesday, 23 August 2022 at 11:00 a.m. and at any adjournment thereof and to vote on my/our behalf as directed below. Please make a mark in the appropriate boxes to indicate how you wish your vote(s) to be cast on a poll.

ORDINARY RESOLUTIONS		FOR ^{note 4}	AGAINST ^{note 4}
1.	To consider and adopt the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors (“Directors”) and the independent auditor (“Independent Auditor”) of the Company for the year ended 31 March 2022		
2.	(a) To re-elect Mr. Li Sheung Him Michael as an executive Director		
	(b) To re-elect Mr. Chung Man Lai as an independent non-executive Director		
	(c) To authorise the board of Directors (“Board”) to fix the remuneration of the Directors for the year ending 31 March 2023		
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		
4.	To grant a general and an unconditional mandate to the Directors to allot, issue or otherwise deal with Company’s Shares (“Shares”) not exceeding 20% of the number of issued Shares as at the date of the passing of the relevant resolution		
5.	To grant a general and an 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		
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		
SPECIAL RESOLUTION			
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		

* For the full text of the proposed resolutions, please refer to the notice as contained in the Company’s circular dated 20 July 2022.

Dated this _____ day of _____ 2022.

Shareholder’s signature _____

notes 5–11

Notes:

1. Full name(s) and address(es) must be inserted in **BLOCK CAPITALS**. The names of all joint holders should be stated.
2. Please insert the number of Shares registered in your name(s) to which the proxy relates. If no number is inserted, this form of proxy will be deemed to relate to all the Shares registered in your name(s).
3. A proxy need not be a member of the Company (“**Members**”). If you wish to appoint some person other than the chairman of the Meeting as your proxy, please delete the words “the chairman of the annual general meeting of the Company (“**Meeting**”), or” and insert the name and address of the person appointed in the space provided. A Member entitled to attend and vote at the Meeting is entitled to appoint in written form one or, if he is the holder of two or more Shares, more proxies to attend and vote instead of him.
4. If you wish to vote for any of the resolutions set out above, please tick (“✓”) the boxes marked “For”. If you wish to vote against any of the resolutions, please tick (“✓”) the boxes marked “Against”. If the form returned is duly signed but without specific direction on any of the proposed resolutions, the proxy will vote or abstain at his/her discretion in respect of all resolutions; or if in respect of a particular proposed resolution there is no specific direction, the proxy will, in relation to that particular proposed resolution, vote or abstain at his/her discretion.
5. In the case of joint holders of Shares, any one of such joint holders may vote, either in person or by proxy, in respect of such Share as if he/she were solely entitled thereto, but if more than one of such joint holders are present at the Meeting personally or by proxy, that one of the said persons so present whose name stands first on the register in respect of such share shall alone be entitled to vote in respect thereof.
6. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his/her attorney duly authorised in writing, or if the appointor is a corporation, either under seal or under the hand of an officer or attorney duly authorised.
7. In order to be valid, the form of proxy must be in writing under the hand of the appointor or of his/her attorney duly authorised in writing, or if the appointor is a corporation, either under seal, or under the hand of an officer or attorney duly authorised, and must be deposited with the Hong Kong branch share registrar and transfer office of the Company (“**Branch Registrar**”), Boardroom Share Registrars (HK) Limited at Room 2103B, 21/F, 148 Electric Road, North Point, Hong Kong (together with the power of attorney or other authority, if any, under which it is signed or a notarially certified copy thereof) not less than 48 hours before the time fixed for holding of the Meeting (i.e. by 11:00 a.m. on Sunday, 21 August 2022) or any adjournment thereof.
8. For the purpose of determining Members who are qualified for attending the Meeting, the register of Members will be closed from Thursday, 18 August 2022 to Tuesday, 23 August 2022 (both days inclusive), during which period no transfer of the Shares will be effected. In order to qualify for attending the Meeting, all transfers of Shares accompanied by the relevant share certificates must be lodged with the Branch Registrar at the above address by no later than 4:30 p.m. on Wednesday, 17 August 2022.
9. Completion and delivery of the form of proxy should not preclude a Member from attending and voting in person at the Meeting or any adjournment thereof and in such event, the instrument appointing a proxy shall be deemed to be revoked.
10. Any alteration made to this form of proxy should be initialled by the person who signs the form.
11. All times and dates specified herein refer to Hong Kong local times and dates.

PERSONAL INFORMATION COLLECTION STATEMENT

- (i) “Personal Data” in this statement has the same meaning as “personal data” in the Personal Data (Privacy) Ordinance, Chapter 486 of the laws of Hong Kong (“**PDPO**”).
- (ii) Your supply of Personal Data to the Company is on a voluntary basis. If you fail to provide sufficient information, the Company may not be able to process your appointment of proxy and instructions.
- (iii) Your Personal Data may be disclosed or transferred by the Company to its subsidiaries, the share registrar and transfer office, and/or other companies or bodies for any of the stated purposes, and retained for such period as may be necessary for verification and record purposes.
- (iv) You have the right to request access to and/or correction of your Personal Data in accordance with the provisions of the PDPO. Any such request for access to and/or correction of your Personal Data should be in writing and sent to the Privacy Compliance Officer of the Company’s Hong Kong branch share registrar and transfer office, Boardroom Share Registrars (HK) Limited by post.

* *For identification purpose only*