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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)

**PROPOSED ADOPTION OF THE SECOND AMENDED AND
RESTATED MEMORANDUM AND THE AMENDED AND
RESTATED ARTICLES OF ASSOCIATION OF THE COMPANY**

This announcement is made by Roma (meta) Group Limited (the “**Company**”) pursuant to Rule 17.50(1) of the Rules Governing the Listing of Securities on GEM of the Stock Exchange (the “**GEM Listing Rules**”).

The board (the “**Board**”) of directors (the “**Directors**”) of the Company proposes to amend the existing amended and restated memorandum of association and the articles of association of the Company (the “**Existing M&A**”) to, among others, (i) conform to the amendments made to the applicable laws of the Cayman Islands and the GEM Listing Rules, in particular Appendix 3 to the GEM Listing Rules regarding the core shareholder protection standards which became effective on 1 January 2022; and (ii) make other house-keeping amendments to the Existing M&A for the purpose of clarifying existing practices and making consequential amendments in line with the proposed amendments (collectively, the “**Proposed Amendments**”). The Board proposes that the Company adopts the second amended and restated memorandum of association and the amended and restated articles of association (the “**Amended and Restated M&A**”) in substitution for, and to the exclusion of, the Existing M&A.

The Proposed Amendments are prepared in English and the Chinese translation is for reference only. In case there are any inconsistencies between the English version and the Chinese version of the Proposed Amendments, the English version shall prevail.

The proposed adoption of the Amended and Restated M&A is subject to the approval of the shareholders of the Company (the “**Shareholders**”) by way of a special resolution at the forthcoming annual general meeting of the Company to be held in due course (the “**AGM**”) and shall take effect and be adopted on the date the relevant special resolution is approved at the AGM.

* *For identification purpose only*

A circular containing, among other things, details of the Amended and Restated M&A reflecting the Proposed Amendments and a notice of the AGM and the related proxy form will be despatched to the Shareholders in due course.

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

Hong Kong, 22 August 2023

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 and Ms. Li Tak Yin.

This announcement, 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 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.