

THIS PROSPECTUS IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this Prospectus or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Roma (meta) Group Limited, you should at once hand the Prospectus Documents to the purchaser(s) or the transferee(s) or to the bank, licensed securities dealer or other registered institution in securities or other agent through whom the sale or transfer was effected for transmission to the purchaser(s) or the transferee(s).

Hong Kong Exchanges and Clearing Limited, The Stock Exchange of Hong Kong Limited and Hong Kong Securities Clearing Company Limited take no responsibilities for the contents of the Prospectus Documents, make no representations as to their 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 the Prospectus Documents.

A copy of each of the Prospectus Documents, having attached thereto the documents specified in the paragraph headed "15. Documents delivered to the Registrar of Companies in Hong Kong" in Appendix III to this Prospectus, has been registered by the Registrar of Companies in Hong Kong as required by Section 342C of the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Chapter 32 of the Laws of Hong Kong). The Registrar of Companies in Hong Kong, the Stock Exchange and the Securities and Futures Commission of Hong Kong take no responsibility for the contents of any of the Prospectus Documents.

Dealings in the Shares and the Rights Shares in both nil-paid and fully-paid forms may be settled through CCASS established and operated by HKSCC and you should consult your stockbroker or other registered securities dealer, bank manager, solicitor, professional accountant or other professional adviser for details of the settlement arrangements and how such arrangements may affect your rights and interests. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time.



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)

**RIGHTS ISSUE ON THE BASIS OF THREE (3) RIGHTS SHARES FOR
EVERY ONE (1) SHARE HELD ON RECORD DATE
ON A NON-FULLY UNDERWRITTEN BASIS**

Financial Adviser to the Company in relation to the Rights Issue only



英皇企業融資有限公司
Emperor Corporate Finance Limited

Placing Agent to the Rights Issue



英皇證券有限公司
Emperor Securities Limited

Underwriter to the Rights Issue
Aperto Investments Limited

Capitalised terms used in this cover shall have the same meanings as defined in this Prospectus.

It should be noted that the Shares have been dealt on an ex-rights basis from Friday, 30 August 2024. Dealings in the Rights Shares in their nil-paid form will take place from Thursday, 12 September 2024 to Friday, 20 September 2024 (both dates inclusive). If the conditions of the Rights Issue are not fulfilled or the Placing Agreement is terminated by the Placing Agent or the Underwriting Agreement is terminated by the Underwriter, the Rights Issue will not proceed. Any person contemplating dealing in the nil-paid Rights Shares during the period from Thursday, 12 September 2024 to Friday, 20 September 2024 (both days inclusive) will accordingly bear the risk that the Rights Issue may not become unconditional and/or may not proceed. Any person contemplating dealing in the Shares and/or the Rights Shares in their nil-paid form are recommended to consult his/her/its/their own professional advisers.

The Rights Issue will proceed on a non-fully underwritten basis irrespective of the level of acceptance of the provisionally allotted Rights Shares and is subject to the fulfilment of conditions. Please refer to the section headed "Letter from the Board — Conditions of the Rights Issue" in this prospectus. In the event that the Rights Issue is not fully subscribed, the size of the Rights Issue will be reduced. Save for the Rights Shares undertaken to be subscribed by the Underwriter pursuant to the Irrevocable Undertaking and the Underwriting Agreement, there is no minimum subscription level or minimum amount to be raised under the Rights Issue.

It should be noted that the Underwriting Agreement contains provisions granting the Underwriter the right in its absolute discretion to terminate the obligations of the Underwriter thereunder on the occurrence of certain events. Such events are set out in the section headed "Termination of the Underwriting Agreement" of this prospectus. If the Underwriting Agreement is terminated by the Underwriter or does not become unconditional, the Rights Issue will not proceed.

* For identification purposes only

CHARACTERISTICS OF GEM

GEM has been positioned as a market designed to accommodate small and mid-sized companies to which a higher investment risk may be attached than other companies listed on the Stock Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration.

Given that the companies listed on GEM are generally small and mid-sized companies, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board of the Stock Exchange and no assurance is given that there will be a liquid market in the securities traded on GEM.

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DEFINITIONS

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

“2017 Rights Issue”	the rights issue of the Company on the basis of three rights shares for every two shares held on 26 October 2017, details of which were set out in the prospectus of the Company dated 27 October 2017
“Announcement”	the announcement of the Company dated 22 July 2024 in relation to, among other things, the Share Consolidation, the Rights Issue and the Whitewash Waiver
“Aperto Investments” or “Underwriter”	Aperto Investments Limited, a company incorporated in British Virgin Islands with limited liability which is wholly-owned by Mr. Luk
“associate(s)”	has the same meaning ascribed thereto under the GEM Listing Rules
“Board”	the board of Directors
“Business Day(s)”	a day on which licensed banks in Hong Kong are generally open for business, other than a Saturday or a Sunday or a day on which a black rainstorm warning or tropical cyclone warning signal number 8 or above is issued in Hong Kong at any time between 9:00 a.m. and 12:00 noon and is not cancelled at or before 12:00 noon
“CCASS”	the Central Clearing and Settlement System established and operated by HKSCC
“CCASS Participant(s)”	a person admitted by HKSCC as a participant of CCASS
“Company”	Roma (meta) Group Limited, a company incorporated in the Cayman Islands with limited liability and the issued shares of which are listed on GEM (stock code: 8072.hk)
“connected person(s)”	has the meaning ascribed to it in the GEM Listing Rules
“controlling shareholder”	has the same meaning ascribed thereto under the GEM Listing Rules
“Director(s)”	the director(s) of the Company

DEFINITIONS

“EGM”	an extraordinary general meeting of the Company held at Rooms 1101–04, 11/F, Harcourt House, 39 Gloucester Road, Wanchai, Hong Kong at 11:00 a.m. on Tuesday, 27 August 2024 which resolutions in relation to, among other things, the Share Consolidation, the Rights Issue and the Whitewash Waiver were approved
“Executive”	The Executive Director of the Corporate Finance Division of the SFC or any of delegation
“GEM”	GEM operated by the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollar(s), the lawful currency of Hong Kong
“HKSCC”	Hong Kong Securities Clearing Company Limited
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Independent Shareholders”	Shareholders other than (i) Aperto Investments, Mr. Luk and parties acting in concert with any of them; (ii) all other Shareholders who are interested in or involved in the Rights Issue, the Placing Agreement, the Underwriting Agreement, the Whitewash Waiver and transactions contemplated thereunder; and (iii) Shareholders who were required by the GEM Listing Rules or the Stock Exchange or the Takeovers Code to abstain from voting at the EGM in respect of the Rights Issue, the Placing Agreement, the Underwriting Agreement and the Whitewash Waiver
“Independent Third Party(ies)”	any person(s) or company(ies) and their respective ultimate beneficial owner(s) whom, to the best of the Directors’ knowledge, information and belief having made all reasonable enquiries, are third parties independent of the Company and the connected persons of the Company in accordance with the GEM Listing Rules
“Irrevocable Undertaking”	the irrevocable undertaking by Aperto Investments to the Company as set out in the paragraph headed “Rights Issue — Irrevocable Undertaking from Aperto Investments” in this prospectus
“Last Trading Day”	15 July 2024, being the last trading day of the Shares

DEFINITIONS

“Latest Practicable Date”	3 September 2024, being latest practicable date prior to the publication of this prospectus for ascertaining certain information herein
“Latest Time for Acceptance”	4:00 p.m. on Wednesday, 25 September 2024 or other time or date as may be agreed in writing between the Company and the Underwriter, being the latest time for acceptance of, and payment for, the Rights Shares
“Latest Time for Placing Termination”	4:00 p.m. on Monday, 7 October 2024, being the seventh Business Day after the Latest Time for Acceptance, or such other time or date as may be agreed between the Company and the Placing Agent in writing
“Latest Time for Underwriting Termination”	4:00 p.m. on Thursday, 10 October 2024, being the tenth Business Day after the Latest Time for Acceptance, or such other time or date as may be agreed between the Company and the Underwriter in writing
“Mr. Chung”	Mr. Chung Man Lai, an independent non-executive Director of the Company
“Mr. Luk”	Mr. Luk Kee Yan Kelvin
“Mr. Yue”	Mr. Yue Kwai Wa Ken, chairman, chief executive officer and an executive Director of the Company
“Net Gain”	the aggregate of any premiums (being the aggregate amount paid by the placees after deducting the aggregate amount of the Subscription Price for the Unsubscribed Rights Shares and the NQS Unsold Rights Shares placed by the Placing Agent under the Placing Agreement) under the Compensatory Arrangements after deduction of all reasonable expenses incurred by the Company and the Placing Agent
“No Action Shareholder(s)”	Qualifying Shareholders who do not subscribe for the Rights Shares (whether partially or fully) under the PAL(s) or their renounees, or such persons who hold any nil-paid rights at the time such nil-paid rights are lapsed
“Non-Qualifying Shareholder(s)”	those Overseas Shareholder(s) whom the Directors, based on legal opinions provided by the Company’s legal advisers, consider it necessary or expedient not to offer the Rights Shares to such Shareholders on account either of restrictions under the laws of the relevant place or the requirements of a relevant regulatory body or stock exchange in that place

DEFINITIONS

“NQS Unsold Rights Shares”	the Rights Share(s) which would otherwise have been provisionally allotted to the Non-Qualifying Shareholders in nil-paid form that have not been sold by the Company
“Overseas Shareholder(s)”	Shareholder(s) whose name(s) appear(s) on the register of members of the Company at 4:00 p.m. on the Record Date and whose registered address(es) as shown on such register at that time is (are) in (a) place(s) outside Hong Kong
“PAL(s)”	the renounceable provisional allotment letter(s) to be issued to the Qualifying Shareholders in connection with the Rights Issue
“Placing” or “Compensatory Arrangements”	the offer by way of private placing of the Unsubscribed Rights Shares and the NQS Unsold Rights Shares on a best efforts basis by the Placing Agent and/or its sub-placing agent(s), who and whose ultimate beneficial owners shall be Independent Third Party(ies), to the independent placee(s) during the Placing Period on the terms and subject to the conditions set out in the Placing Agreement
“Placing Agent” or “Emperor Securities”	Emperor Securities Limited, a licensed corporation carrying out type 1 (dealing in securities) and type 4 (advising on securities) regulated activities under the SFO
“Placing Agreement”	the placing agreement dated 15 July 2024 and entered into between the Company and the Placing Agent in relation to the placing of the Unsubscribed Rights Shares and the NQS Unsold Rights Shares
“Placing Commission”	has the meaning ascribed to it under the section headed “Placing Agreement” in this prospectus
“Placing Period”	the period commencing from the second (2nd) Business Day after the Latest Time for Acceptance and ending on 4:00 p.m. on the sixth (6th) Business Day after the Latest Time for Acceptance
“PRC”	the People’s Republic of China, which for the purpose of this Prospectus, excludes Hong Kong, the Macau Special Administrative Region of the People’s Republic of China and Taiwan
“Prospectus”	this prospectus dated Tuesday, 10 September 2024 to be despatched to the Shareholders containing details of the Rights Issue
“Prospectus Documents”	the Prospectus and the PAL

DEFINITIONS

“Prospectus Posting Date”	10 September 2024 or such other date as the Company may determine, being the date of despatch of the Prospectus Documents to the Qualifying Shareholders and the Prospectus for information only to the Non-Qualifying Shareholders
“Qualifying Shareholder(s)”	Shareholder(s), other than the Non-Qualifying Shareholders, whose name(s) appear(s) on the register of members of the Company on the Record Date
“Record Date”	Monday, 9 September 2024 or such other date as the Company may determine, for the determination of the entitlements under the Rights Issue
“Registrar”	the branch share registrar and transfer office of the Company in Hong Kong, being Boardroom Share Registrars (HK) Limited at Room 2103B, 21/F., 148 Electric Road, North Point, Hong Kong
“Rights Issue”	the proposed issue of the rights issue on the basis of three (3) Rights Shares for every one (1) Share held on the Record Date at the Subscription Price on the terms and subject to the conditions set out in the Prospectus Documents
“Rights Share(s)”	the Shares to be allotted and issued pursuant to the Rights Issue of up to 126,372,249 Shares (assuming no change in the number of Shares in issue on or before the Record Date)
“SFC”	the Securities and Futures Commission of Hong Kong
“SFO”	the Securities and Futures Ordinance (Cap 571 of the laws of Hong Kong)
“Share Consolidation”	the share consolidation of the share capital of the Company which has become effective on 29 August 2024, details of which were set out in the circular of the Company dated 12 August 2024
“Share(s)”	ordinary share(s) with par value of HK\$0.2 each in the issue and unissued share capital of the Company
“Shareholder(s)”	the holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Subscription Price”	HK\$0.2 per Rights Share

DEFINITIONS

“substantial Shareholder”	has the meaning ascribed to it under the GEM Listing Rule
“Takeovers Code”	the Hong Kong Code on Takeovers and Mergers
“Undertaken Shares”	34,554,000 Rights Shares, being the aggregate number of Rights Shares for which Aperto Investments has undertaken to subscribe pursuant to the Irrevocable Undertaking
“Underwriting Agreement”	the underwriting agreement dated 15 July 2024 entered into between the Company and the Underwriter in respect of the Rights Issue
“Underwritten Shares”	the Rights Shares underwritten by the Underwriter pursuant to the terms of the Underwriting Agreement
“Unsubscribed Rights Shares”	the Rights Shares that are not subscribed by the Qualifying Shareholders
“Untaken Rights Shares”	those Rights Shares that are not taken up under the Placing
“Whitewash Waiver”	the whitewash waiver pursuant to Note 1 on dispensations from Rule 26 of the Takeovers Code of the obligations on the part of the Underwriter to make a mandatory general offer under Rule 26 of the Takeovers Code for all the securities of the Company not already owned or agreed to be acquired by Aperto Investments, Mr. Luk and any parties acting in concert with any of them as a result of taking up of the Rights Shares by Aperto Investments pursuant to the Irrevocable Undertaking and the Underwriting Agreement
“%”	per cent.

EXPECTED TIMETABLE

All times stated in this prospectus refer to Hong Kong times and dates. Any changes to the anticipated timetable will be published or notified to the Shareholders and the Stock Exchange as and when appropriate.

Events	Date (2024)
First day of dealings in nil-paid Rights Shares	Thursday, 12 September
Latest time for splitting the PALs	4:30 p.m. on Monday, 16 September
Last day of dealings in nil-paid Rights Shares	Friday, 20 September
Latest time for acceptance of and payment for the Rights Shares	4:00 p.m. on Wednesday, 25 September
Announcement of the number of Unsubscribed Rights Shares and NQS Unsold Rights Shares subject to Compensatory Arrangements	Thursday, 26 September
Commencement of placing of Unsubscribed Rights Shares and NQS Unsold Rights Shares by the Placing Agent	Friday, 27 September
Latest time of placing of Unsubscribed Rights Shares and NQS Unsold Rights Shares by the Placing Agent	4:00 p.m. on Friday, 4 October
Latest time for termination of the Placing Agreement	4:00 p.m. on Monday, 7 October
Latest time for the termination of the Underwriting Agreement for the Rights Issue to become unconditional	4:00 p.m. on Thursday, 10 October
Announcement of results of the Rights Issue	Monday, 14 October
Despatch of share certificates for fully-paid Rights Shares and refund cheques (if any)	Tuesday, 15 October
Commencement of dealings in fully-paid Rights Shares	Wednesday, 16 October
Payment of Net Gain to relevant No Action Shareholders and Non-Qualifying Shareholders (if any)	Wednesday, 30 October

EXPECTED TIMETABLE

EFFECT OF BAD WEATHER ON THE LATEST TIME FOR ACCEPTANCE OF AND PAYMENT FOR THE RIGHTS SHARES

The latest time for acceptance of and payment for the Rights Shares will not take place if there is a tropical cyclone warning signal no. 8 or above or “extreme conditions” caused by super typhoons is announced by the Government of Hong Kong, or a “black” rainstorm warning:

- (i) in force in Hong Kong at any local time before 12:00 noon and no longer in force after 12:00 noon on Wednesday, 25 September 2024. Instead, the latest time for acceptance of and payment for the Rights Shares will be extended to 5:00 p.m. on the same Business Day; or
- (ii) in force in Hong Kong at any local time between 12:00 noon and 4:00 p.m. on Wednesday, 25 September 2024. Instead, the latest time for acceptance of and payment for the Rights Shares will be rescheduled to 4:00 p.m. on the following Business Day which does not have either of those warnings in force in Hong Kong at any time between 9:00 a.m. and 4:00 p.m.

If the Latest Time for Acceptance of and payment for the Rights Shares does not take place on the currently scheduled date, the dates mentioned in this section may be affected. An announcement will be made by the Company in such event.

TERMINATION OF THE UNDERWRITING AGREEMENT

If prior to the Latest Time for Underwriting Termination, one or more of the following events or matters shall develop, occur, arise, exist or come into effect:

- (i) the introduction of any new regulation or any change in existing law or regulation (or the judicial interpretation thereof) or other occurrence of any nature whatsoever after the signing of Underwriting Agreement;
- (ii) any local, national or international event or change (whether or not forming part of a series of events or changes occurring or continuing, before and/or after the signing of the Underwriting Agreement and/or continuing after the signing of the Underwriting Agreement) of a social, political, military, financial, economic or other nature, or in the nature of any local, national or international outbreak or escalation of hostilities or armed conflict, or affecting local securities markets;
- (iii) any material adverse change after the signing of the Underwriting Agreement in the business or in the financial or trading position of any member of the Group;
- (iv) any act of God, war, riot, public disorder, civil commotion, fire, flood, explosion, epidemic, act of terrorism, strike or lock-out;
- (v) the imposition of any moratorium, suspension or material restriction on trading in the Shares generally on the Stock Exchange whether due to exceptional financial circumstances or otherwise;
- (vi) any change or any development involving a prospective change or any event or circumstance likely to result in a change or development involving a prospective change, in market conditions (including, without limitation, a change in fiscal or monetary policy or foreign exchange or currency markets, suspension or restriction of trading in securities, imposition of economic sanctions, on Hong Kong, the People's Republic of China or other jurisdiction relevant to any member of the Group and a change in currency conditions for the purpose of this paragraph includes a change in the system under which the value of the Hong Kong currency is pegged with that of the currency of the United States of America) occurs;
- (vii) the circular and/or the Prospectus when published contain information (either as to business prospects or the condition of the Group or as to its compliance with any laws or the GEM Listing Rules or the Takeovers Code or any applicable regulations) which has not prior to the date of the Underwriting Agreement been publicly announced or published by the Company in compliance with the GEM Listing Rules;
- (viii) any order or petition for the winding up of any member of the Group or any composition or arrangement made by any member of the Group with its creditors or a scheme of arrangement entered into by any member of the Group or any resolution for the winding-up of any member of the Group or the appointment of a provisional liquidator, receiver or manager over all or part of the material assets or undertaking of any member of the Group or anything analogous thereto occurring in respect of any member of the Group;

TERMINATION OF THE UNDERWRITING AGREEMENT

- (ix) any litigation, dispute, legal action, arbitration, proceeding or claim of any third party being threatened or instigated against any member of the Group;
- (x) a creditor takes possession of all or a material part of the business or asset of any member of the Group or any execution or other legal process is enforced against all or a material part of the business or assets of any member of the Group and is not discharged within (7) days or such longer period as the Underwriter may approve; or
- (xi) any breach of any of the warranties or undertakings or any omission to observe any of the obligations or undertakings contained in the Underwriting Agreement comes to the knowledge of the Underwriter

which, individually or in aggregate, in the absolute opinion of the Underwriter:

- (a) has had or is/are likely to have a material adverse effect on the business or financial or trading position or prospects of the Group as a whole;
- (b) is/are likely to have a material adverse effect on the success of the Rights Issue or the level of the Rights Shares “taken up”; or
- (c) make it inappropriate, inadvisable or inexpedient to proceed further with the Rights Issue

the Underwriter shall be entitled by notice in writing to the Company, served prior to the Latest Time for Underwriting Termination, to terminate the Underwriting Agreement.

Any such notice shall be served by the Underwriter prior to the Latest Time for Underwriting Termination.

If the Underwriter terminates the Underwriting Agreement, the Rights Issue will not proceed. Further announcement would be made by the Company if the Underwriting Agreement is terminated by the Underwriter.



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)

Executive Directors:

Mr. Yue Kwai Wa Ken

(Chairman and Chief Executive Officer)

Mr. Li Sheung Him Michael

Independent Non-executive Directors:

Mr. Chung Man Lai

Ms. Li Tak Yin

Ms. Suen Tin Yan

Registered office:

Cricket Square

Hutchins Drive

P.O. Box 2681

Grand Cayman KY1-1111

Cayman Islands

*Head office and principal place of
business in Hong Kong:*

Rooms 1101-4, 11/F, Harcourt House

39 Gloucester Road

Wanchai

Hong Kong

10 September 2024

To the Shareholders

Dear Sir or Madam,

**RIGHTS ISSUE ON THE BASIS OF THREE (3) RIGHTS SHARES FOR
EVERY ONE (1) SHARE HELD ON RECORD DATE ON A NON-FULLY
UNDERWRITTEN BASIS**

INTRODUCTION

Reference is made to the announcement of the Company dated 22 July 2024 and the circular of the Company dated 12 August 2024 in relation to, among other matters, the Share Consolidation, the Rights Issue and the Whitewash Waiver.

In compliance with Rule 10.29(1) of the GEM Listing Rules, the Rights Issue must be made conditional on approval of the Independent Shareholders by way of poll at the EGM. Aperto Investments, Mr. Luk and parties acting in concert with any of them were required to abstain and have abstained from voting in favour of the proposed resolution approving the Rights Issue at the EGM. At the EGM, resolutions approving the Rights Issue were duly passed by the Independent Shareholders by way of poll.

* *For identification purposes only*

LETTER FROM THE BOARD

The purpose of this Prospectus is to provide you with, among others, further details on the Rights Issue, including the procedures for acceptance of the Rights Shares provisionally allotted to you, and certain financial information and other general information on the Group.

RIGHTS ISSUE

Issue Statistics

Basis of the Rights Issue	:	Three (3) Rights Shares for every one (1) Share held on the Record Date
Subscription Price	:	HK\$0.2 per Rights Share
Number of Shares in issue as at the Latest Practicable Date	:	42,124,083 Shares
Number of Rights Shares	:	Up to 126,372,249 Rights Shares, representing 300% of the Company's issued number of Shares as at the Latest Practicable Date and 75.0% of the enlarged issued share capital of the Company upon completion of the Rights Issue.
Gross proceeds and net Proceeds	:	Assuming no change in the issued share capital of the Company on or before the Record Date, and all the Qualifying Shareholders taking up their respective allotment of Rights Shares in full: Gross proceeds: up to approximately HK\$25.3 million Net proceeds (after deducting the estimated expenses): up to approximately HK\$24.2 million
Aggregate nominal value of the Rights Shares	:	Up to HK\$25,274,449.8

As at the Latest Practicable Date, the Company has no outstanding convertible securities, options or warrants in issue which confer any right to subscribe for, convert or exchange into Shares.

Subscription Price

The Subscription Price is HK\$0.2 per Rights Share, payable in full upon acceptance of the relevant provisional allotment of Rights Shares and, where applicable, when a transferee of nil-paid Rights Shares applies for the Rights Shares.

LETTER FROM THE BOARD

The Subscription Price represents:

- (i) a discount of approximately 23.08% to the closing price of HK\$0.26 per Share as quoted on the Stock Exchange on the Last Trading Day;
- (ii) a discount of approximately 1.96% to the closing price of HK\$0.204 per Share as quoted on the Stock Exchange on the Latest Practicable Date;
- (iii) a discount of approximately 24.24% to the benchmarked price of HK\$0.264 per Share;
- (iv) a discount of approximately 7.41% to the theoretical ex-rights price of approximately HK\$0.216 per Share based on the benchmark price of HK\$0.264 per Share (as defined under Rule 10.44A of the GEM Listing Rules, taking into account the closing price on the Last Trading Day of HK\$0.26 per Share and the average of the closing prices of the Shares as quoted on the Stock Exchange for the five (5) previous consecutive trading days prior to the date of the Placing Agreement and the Underwriting Agreement of approximately HK\$0.264 per Share);
- (v) a discount of approximately 97.23% over the net asset value of the Company of approximately HK\$7.21 per Share based on the audited net asset value of the Company of approximately HK\$303,691,000 as at 31 March 2024 as disclosed in the annual report of the Company for the year ended 31 March 2024 and 42,124,083 Shares; and
- (vi) a theoretical dilution effect (as defined under the GEM Listing Rules) represented by a discount of approximately 18.18% of the theoretical ex-rights price of HK\$0.216 per Share to the theoretical benchmarked price of HK\$0.264 per Share.

The Subscription Price was determined by the Board with reference to, among others, (i) the market price of the Shares under the prevailing market conditions, (ii) the latest business performance and financial position of the Group; and (iii) the reasons for and benefits of proposed Rights Issue as discussed in the section headed “Reasons for and benefits of the Rights Issue and intended use of proceeds” in this prospectus. Each Qualifying Shareholder will be entitled to subscribe for the Rights Shares at the same Subscription Price in proportion to his/her/its shareholding held on the Record Date.

After taking into consideration the reasons for the Rights Issue as stated in the section headed “Reasons for and benefits of the Rights Issue and intended use of proceeds” in this prospectus, the Directors consider that, the terms of the proposed Rights Issue, including the Subscription Price, are fair and reasonable and in the best interests of the Company and the Shareholders as a whole.

Qualifying Shareholders

To qualify for the Rights Issue, a Shareholder must be registered as a Shareholder at the close of business on the Record Date and not be a Non-Qualifying Shareholder.

LETTER FROM THE BOARD

In order to be registered as Shareholder at the close of business on the Record Date, all transfers of the Shares (together with the relevant share certificate(s) and/or instrument(s) of transfer) must be lodged with the Registrar at Room 2103B, 21/F., 148 Electric Road, North Point, Hong Kong, by 4:30 p.m. on Monday, 2 September 2024.

Qualifying Shareholders who do not take up the Rights Shares to which they are entitled and Non-Qualifying Shareholders should note that their shareholdings in the Company will be diluted.

Rights of Overseas Shareholders

The Prospectus Documents are not intended to be registered under the applicable securities legislation of any jurisdiction other than Hong Kong. Overseas Shareholders may not be eligible to take part in the Rights Issue as explained below.

As at the Latest Practicable Date and the Record Date, there are a total of 345 Overseas Shareholders with registered addresses in the PRC, who hold an aggregate of 16,287 Shares, representing approximately 0.04% of the issued share capital of the Company.

In compliance with the necessary requirements of the GEM Listing Rules, the Company has made enquiries regarding the feasibility of extending the Rights Issue to such Overseas Shareholders. On the basis of the results of such enquiries obtained as at the Latest Practicable Date, the Directors note that there is no legal restriction under the laws of or the requirements of the relevant regulatory bodies or stock exchanges in the PRC with respect to the offer of the Rights Shares to the Overseas Shareholders with registered addresses in the PRC as at the Latest Practicable Date. Accordingly, the Directors have decided to extend the Rights Issue to the Overseas Shareholders having registered addresses in the PRC.

As the register of members of the Company had already closed as at the Latest Practicable Date, there would be no additional Overseas Shareholders. Accordingly, there would be no Overseas Shareholders with registered address outside the PRC, and hence no Non-Qualifying Shareholder on the Record Date.

The Company reserves the right to treat as invalid any acceptance of or application for Rights Shares where it believes that such acceptance or application would violate the applicable securities laws or other laws or regulations of any territory or jurisdiction.

It is the responsibility of any person (including, without limitation, a nominee, agent and trustee) receiving the Prospectus Documents outside Hong Kong and wishing to take up the Rights Shares to satisfy themselves as to the full and relevant compliance of the laws of the relevant jurisdictions including the obtaining of any governmental or other consents and observing other formalities which may be required in such jurisdictions, and to pay any taxes, duties and other amounts required to be paid in such jurisdictions in connection therewith. Any acceptance of the Rights Shares by any person will be deemed to constitute a representation and warranty from such person to the Company that such local laws, regulations and requirements of the relevant territory or jurisdiction have been fully complied with. If you are in any doubt as to your position, you should consult a professional adviser.

LETTER FROM THE BOARD

Arrangements will be made for the Rights Shares which would otherwise have been provisionally allotted to the Non-Qualifying Shareholders to be sold in their nil-paid form as soon as practicable after dealings in the nil-paid Rights Shares commence, if a premium (net of expenses) can be obtained. The proceeds of such sale, less expenses, will be paid pro rata (but rounded down to the nearest cent) to the Non-Qualifying Shareholders in Hong Kong dollars, except that the Company will retain individual amounts of less than HK\$100 for its own benefit.

Overseas Shareholders should note that they may or may not be entitled to the Rights Issue, subject to the results of enquiries made by the Directors pursuant to Rule 17.41(1) of the GEM Listing Rules. Accordingly, Overseas Shareholders should exercise caution when dealing in the securities of the Company.

Basis of provisional allotment

The basis of the provisional allotment shall be three (3) Rights Shares for every one (1) Share in issue and held by the Qualifying Shareholders at the close of business on the Record Date.

Application for all or any part of a Qualifying Shareholder's provisional allotment should be made by lodging a duly completed PAL and a cheque or a banker's cashier order for the sum payable for the Rights Shares being applied for with the Registrar on or before the Latest Time for Acceptance.

Fractional entitlements to the Rights Shares

On the basis of three (3) Rights Shares for every one (1) Share held on the Record Date, no fractional entitlement will arise under the Rights Issue.

Status of the Rights Shares

The Rights Shares, when allotted and issued, shall rank *pari passu* in all respects with the Shares then in issue. Holders of fully-paid Rights Shares will be entitled to receive all future dividends and distributions which are declared, made or paid after the date of allotment of the Rights Shares in their fully-paid form

Procedures for acceptance and payment and/or transfer

Qualifying Shareholders should find enclosed with this Prospectus a PAL which entitles the Qualifying Shareholder(s) to whom it is addressed to subscribe for the number of Rights Shares shown therein. If the Qualifying Shareholders wish to accept all the Rights Shares provisionally allotted to them as specified in the PALs, they must lodge the PALs in accordance with the instructions printed thereon, together with a remittance for the full amount payable on acceptance, with the Registrar, Boardroom Share Registrars (HK) Limited at Room 2103B, 21/F., 148 Electric Road, North Point, Hong Kong by no later than 4:00 p.m. on Wednesday, 25 September 2024. All remittances must be made in Hong Kong dollars by cheques which must be drawn on an account with, or by cashier's orders which must be issued

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by, a licensed bank in Hong Kong and made payable to “ROMA (META) GROUP LTD — PROVISIONAL ALLOTMENT ACCOUNT” and crossed “ACCOUNT PAYEE ONLY”. The benefit of any rounding adjustments will be retained by the Company.

It should be noted that unless the duly completed PAL, together with the appropriate remittance, has been lodged with the Registrar by no later than 4:00 p.m. on Wednesday, 25 September 2024, whether by the original allottee or any person in whose favour the provisional allotment has been validly transferred, that provisional allotment and all rights and entitlement thereunder will be deemed to have been declined and will be cancelled. The Company may, at its sole discretion, treat a PAL as valid and binding on the person(s) by whom or on whose behalf it is lodged even if the PAL is not completed in accordance with the relevant instructions.

If a Qualifying Shareholder wishes to transfer all of his/her/its rights to subscribe for the Rights Shares provisionally allotted to him/her/it, the Qualifying Shareholder must complete and sign the “FORM OF TRANSFER AND NOMINATION” in the PAL and hand the PAL to the transferee(s) or through whom the Qualifying Shareholder are transferring his/her/its rights. The transferee(s) must then complete and sign the “REGISTRATION APPLICATION FORM” in the PAL and lodge the PAL intact together with a remittance for the full amount payable on acceptance with the Registrar, Boardroom Share Registrars (HK) Limited at Room 2103B, 21/F., 148 Electric Road, North Point, Hong Kong, by not later than 4:00 p.m. on Wednesday, 25 September 2024.

If the Qualifying Shareholders wish to accept only part of the provisional allotment or transfer part of their rights to subscribe for the Rights Shares provisionally allotted to them under the PAL or transfer part/all of their rights to more than one person, the original PAL must be surrendered for cancellation by no later than 4:30 p.m. on Monday, 16 September 2024 to the Registrar, who will cancel the original PAL and issue new PALs in the denominations required. The new PALs will be available for collection from the Registrar, Boardroom Share Registrars (HK) Limited at Room 2103B, 21/F., 148 Electric Road, North Point, Hong Kong, after 9:00 a.m. on the second Business Day after the surrender of the original PAL.

The PAL contains further information regarding the procedures to be followed for acceptance and/or transfer of the whole or part of the provisional allotment of the Rights Shares by the Qualifying Shareholders. All cheques or cashier’s orders will be presented for payment immediately following receipt and all interest earned on such monies (if any) will be retained for the benefit of the Company. Completion and return of the PAL with a cheque or a cashier’s order will constitute a warranty by such person that the cheque or the cashier’s order will be honoured on first presentation. Without prejudice to the other rights of the Company in respect thereof, the Company reserves the right to reject any PAL in respect of which the cheque or cashier’s order is dishonoured on first presentation, and in that event the provisional allotment and all rights thereunder will be deemed to have been declined and will be cancelled.

No action has been taken to permit the offering of the Rights Shares or the distribution of the Prospectus Documents in any territory other than Hong Kong. Accordingly, no person receiving the Prospectus Documents in any territory outside Hong Kong may treat it as an offer

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or invitation to apply or subscribe for the Rights Shares, unless in a territory where such an offer or invitation could lawfully be made without compliance with any registration or other legal and regulatory requirements thereof. Completion and return of the PAL by anyone outside Hong Kong will constitute a warranty and representation by such person to the Company that all registration, legal and regulatory requirements of such relevant jurisdictions other than Hong Kong in connection with the PAL and any acceptance of it, have been, or will be, duly complied with. For the avoidance of doubt, neither HKSCC nor HKSCC Nominees Limited will give, or be subject to, any of the above warranty and representation. The Company reserves the right to refuse to accept any application or subscription for Rights Shares where it believes that doing so would violate the applicable securities or other laws or regulations of any jurisdiction. No application for Rights Shares will be accepted from any person who is a Non-Qualifying Shareholder.

As disclosed in the paragraph headed “Rights of Overseas Shareholders”, there would be no Non-Qualifying Shareholder on the Record Date. Accordingly, the Prospectus Documents will be despatched to the Qualifying Shareholders (including the Overseas Shareholders having registered address in the PRC) on the Prospectus Posting Date.

Action to be taken by beneficial owners whose Shares are held by a registered owner (other than Shares deposited in CCASS)

If you are a beneficial owner whose Shares are registered in the name of a registered owner and you wish to subscribe for the Rights Shares provisionally allotted to you, or sell your nil-paid Rights Shares or “split” your nil-paid Rights Shares and accept part of your provisional allotment and sell the remaining part, you should contact the registered owner and provide the registered owner with instructions or make arrangements with the registered owner in relation to the acceptance, transfer and/or “splitting” of the rights to subscribe for Rights Shares which have been provisionally allotted in respect of the Shares in which you are beneficially interested.

Such instructions and/or arrangements should be given or made in advance of the relevant dates stated in the section headed “Expected Timetable” in this Prospectus and otherwise in accordance with the requirements of the registered owner in order to allow the registered owner sufficient time to ensure that your instructions are given effect. You should consult your professional adviser if in doubt.

Action to be taken by beneficial owners holding interests in Shares through CCASS

If you are a beneficial owner whose Shares are deposited in CCASS and registered in the name of HKSCC Nominees Limited, and you wish to subscribe for the Rights Shares provisionally allotted to you, or sell your nil-paid Rights Shares or “split” your nil-paid Rights Shares and accept part of your provisional allotment and sell the remaining part, you should (unless you are a CCASS Investor Participant) contact your intermediary and provide your intermediary with instructions or make arrangements with your intermediary in relation to the acceptance, transfer and/or “splitting” of the rights to subscribe for Rights Shares which have been provisionally allotted in respect of the Shares in which you are beneficially interested. You should consult your professional adviser if in doubt.

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Such instructions and/or arrangements should be given or made in advance of the relevant dates stated in the section headed “Expected Timetable” in this Prospectus and otherwise in accordance with the requirements of your intermediary in order to allow your intermediary sufficient time to ensure that your instructions are given effect.

The procedure for acceptance, transfer and/or “splitting” by CCASS Participants of the Rights Shares provisionally allotted to CCASS stock accounts in respect of the Shares registered in the name of HKSCC Nominees Limited shall be in accordance with the “General Rules of CCASS”, the “CCASS Operational Procedures” and any other requirements of CCASS. The procedures for acceptance, transfer and/or “splitting” of Rights Shares provisionally allotted to beneficial owners who have been admitted to participate in CCASS as investor participants shall be in accordance with HKSCC’s “Operating Guide for Investor Participants” and any other requirements of CCASS. Beneficial owners who have been admitted to participate in CCASS as investor participants should contact CCASS and provide CCASS with instructions or make arrangements with CCASS in relation to the manner in which such beneficial owners’ interests in Rights Shares should be dealt with.

Procedures in respect of the Unsubscribed Rights Shares and the NQS Unsold Rights Shares and the Compensatory Arrangements

The Company will make arrangements described in Rule 10.31(1)(b) of the GEM Listing Rules to dispose of the Unsubscribed Rights Shares and the NQS Unsold Rights Shares by offering the Unsubscribed Rights Shares and the NQS Unsold Rights Shares to independent placees for the benefit of Shareholders to whom they were offered by way of the Rights Issue. There will be no excess application arrangements in relation to the Rights Issue.

Accordingly, on 15 July 2024 (after trading hours of the Stock Exchange), the Company entered into the Placing Agreement with the Placing Agent, pursuant to which the Company has appointed the Placing Agent to place the Unsubscribed Rights Shares and the NQS Unsold Rights Shares during the Placing Period to placee(s) who and whose ultimate beneficial owner(s) are Independent Third Party(ies) on a best efforts basis. Any premium over the Subscription Price for those Rights Shares that is realised will be paid to those No Action Shareholders and Non-Qualifying Shareholders on a pro-rata basis. The Placing Agent will, on a best efforts basis, procure, by not later than 4:00 p.m. on Friday, 4 October 2024, placees for all (or as many as possible) of the Unsubscribed Rights Shares and the NQS Unsold Rights Shares. Any Unsubscribed Rights Shares and NQS Unsold Rights Shares which are not placed under the Compensatory Arrangements will be taken up by the Underwriter to an extent pursuant to the Underwriting Agreement and the remaining Rights Shares (if any) will not be issued by the Company and the size of the Rights Issue will be reduced accordingly.

Net Gain (if any) will be paid (without interest) to the relevant No Action Shareholders and Non-Qualifying Shareholders as set out below on pro-rata basis (but rounded down to the nearest cent):

- (i) the relevant Qualifying Shareholders (or such persons who hold any nil-paid rights at the time such nil-paid rights are lapsed) whose nil-paid rights are not validly applied for in full, by reference to the extent that Shares in his/her/its nil-paid rights are not validly applied for; and

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- (ii) the relevant Non-Qualifying Shareholders with reference to their shareholdings in the Company on the Record Date.

If and to the extent in respect of any Net Gain, any No Action Shareholders or Non-Qualifying Shareholders become entitled on the basis described above to an amount of (i) more than HK\$100, the entire amount will be paid to the relevant No Action Shareholders or Non-Qualifying Shareholders in Hong Kong Dollars only; or (ii) HK\$100 or less, such amount will be retained by the Company for its own benefit.

Placing Agreement

Details of the Placing Agreement are summarised as follows:

- Date : 15 July 2024
- Issuer : The Company
- Placing Agent : Emperor Securities Limited was appointed as the Placing Agent to procure, on a best efforts basis, places to subscribe for the Unsubscribed Rights Shares and NQS Unsold Rights Shares during the Placing Period.

The Placing Agent is a licensed corporation to carry out Type 1 (dealing in securities) and Type 4 (advising on securities) regulated activities under the SFO. To the best of the Directors' knowledge, information and belief having made all reasonable enquiry, the Placing Agent and its ultimate beneficial owner(s) are Independent Third Parties.

- Placing Period : The period commencing from the second Business Day after the Latest Time for Acceptance and ending at 4:00 p.m. on the sixth Business Day after the Latest Time for Acceptance.
- Commission and expenses : Subject to completion of the Placing, the Company shall pay to the Placing Agent a placing commission in Hong Kong dollars, of 1.25% of the amount which is equal to the placing price multiplied by the number of Unsubscribed Rights Shares and NQS Unsold Rights Shares that have been successfully placed by the Placing Agent, with minimum charge of HK\$100,000, pursuant to the terms of the Placing Agreement.

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Placing price of the Unsubscribed Rights Shares and NQS Unsold Rights Shares : The placing price of the Unsubscribed Rights Shares and NQS Unsold Rights Shares shall be not less than the Subscription Price and the final price determination will be depended on the demand for and the market conditions of the Unsubscribed Rights Shares and NQS Unsold Rights Shares during the process of placement.

Placees : The Unsubscribed Rights Shares and NQS Unsold Rights Shares are expected to be placed to placee(s), who and whose ultimate beneficial owner(s) shall be Independent Third Party(ies).

For avoidance of doubt, no placee shall be interested in 20% or more of the Company's issued share capital upon the completion of the Rights Issue and the Placing Agent shall ensure that the Placing will not have any implications under the Takeovers Code and no Shareholder will be under any obligation to make a general offer under the Takeovers Code as a result of the Placing.

Ranking of the placed Unsubscribed Rights Shares and NQS Unsold Rights Shares : The placed Unsubscribed Rights Shares and NQS Unsold Rights Shares (when allotted, issued and fully paid, if any) shall rank *pari passu* in all respects among themselves and with the existing Shares in issue as at the date of completion of the Rights Issue.

Conditions of the Placing Agreement : The obligations of the Placing Agent under the Placing Agreement are conditional upon, among others, the following conditions being fulfilled:

- (i) the Share Consolidation becoming effective;
- (ii) the Company's warranties contained in the Placing Agreement remain true and accurate and not misleading in all material respects at all time prior to the date of completion of the Rights Issue; and
- (iii) the Stock Exchange granting the listing of, and permission to deal in, the Unsubscribed Rights Shares and the NQS Unsold Rights Shares with or without conditions.

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In the event that the above condition precedents have not been fulfilled on or before the completion of the Rights Issue, all rights, obligations and liabilities of the parties thereunder in relation to the Placing shall cease and determine and none of the parties shall have any claim against the other in respect of the Placing (save for any antecedent breaches thereof prior to such termination).

Termination

: Notwithstanding anything contained in the Placing Agreement, the Placing Agent may terminate the Placing Agreement without any liability to the Company, by notice in writing given to the Company at any time prior to the Latest Time for Placing Termination upon the occurrence of the following events which, in the absolute opinion of the Placing Agent, has or may have a material adverse effect on the business or financial conditions or prospects of the Company or the Group taken as a whole or the success of the Placing or the full placement of all of the Unsubscribed Rights Shares and the NQS Unsold Rights Shares or otherwise make it inappropriate, inadvisable or inexpedient to proceed with the Placing on the terms and in the manner contemplated in the Placing Agreement if there develops, occurs or comes into force:

- (a) the occurrence of any event, development or change (whether or not local, national or international or forming part of a series of events, developments or changes occurring or continuing before, on and/or after the date hereof) and including an event or change in relation to or a development of an existing state of affairs of a political, military, industrial, financial, economic, fiscal, regulatory or other nature, resulting in a change in, or which may result in a change in, political, economic, fiscal, financial, regulatory or stock market conditions and which in the Placing Agent's absolute opinion would affect the success of the Placing;

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- (b) the imposition of any moratorium, suspension (for more than 7 trading days) or restriction on trading in securities generally on the Stock Exchange occurring due to exceptional financial circumstances or otherwise and which in the Placing Agent's absolute opinion, would affect the success of the Placing;
- (c) any new law or regulation or change in existing laws or regulations or any change in the interpretation or application thereof by any court or other competent authority in Hong Kong or any other jurisdiction relevant to the Group and if in the Placing Agent's absolute opinion any such new law or change may affect the business or financial prospects of the Group and/or the success of the Placing;
- (d) any litigation or claim being instigated against any member of the Group or its senior management, which has or may affect the business or financial position of the Group and which in the Placing Agent's absolute opinion would affect the success of the Placing;
- (e) any breach of any of the representations and warranties set out in the Placing Agreement comes to the knowledge of the Placing Agent or any event occurs or any matter arises on or after the date hereof and prior to the completion of the Rights Issue which if it had occurred or arisen before the date hereof would have rendered any of such representations and warranties untrue or incorrect in a material respect or there has been a material breach by the Company of any other provision of the Placing Agreement; or
- (f) there is any material change (whether or not forming part of a series of changes) in market conditions which in the absolute opinion of the Placing Agent would materially and prejudicially affect the Placing or makes it inadvisable or inexpedient for the Placing to proceed.

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The engagement between the Company and the Placing Agent of the Unsubscribed Rights Shares and NQS Unsold Rights Shares (including the commission payable) was determined after arm's length negotiation between the Placing Agent and the Company and is on normal commercial terms with reference to the market comparables, the existing financial position of the Group, the size of the Rights Issue, and the current and expected market conditions. In particular, 13 sample rights issues (the "**Comparables**") were identified based on the following criteria: (i) rights issues conducted by companies listed on the Stock Exchange; and (ii) rights issues that have announced during the period of three months prior to the Last Trading Day and not lapsed or terminated up to the Latest Practicable Date. It is noted that the Placing Commission of 1.25% is within range of the commission rates payable to placing agents of the Comparables (if applicable) of 0.5% to 3.5% and a minimum charge of HK\$100,000 is within the range of minimum commission payable to placing agents of the Comparables (if applicable) of HK\$100,000 to HK\$800,000. The Directors consider that the terms of Placing Agreement in respect of the Unsubscribed Rights Shares and NQS Unsold Rights Shares (including the commission payable) are on normal commercial terms.

As explained above, the Rights Shares that are not accepted by the Qualifying Shareholders, together with the Rights Shares that the Non-Qualifying Shareholders are entitled to under the Rights Issue, will be placed by the Placing Agent to Independent Third Parties on a best efforts basis for the benefits of the No Action Shareholders and Non-Qualifying Shareholders. If all or any of the Unsubscribed Rights Shares and NQS Unsold Rights Shares are successfully placed, any Net Gain will be distributed to the relevant No Action Shareholders and Non-Qualifying Shareholders. Any NQS Unsold Rights Shares and/or Unsubscribed Rights Shares that are not placed by the Placing Agent and not taken up by the Underwriter will not be issued by the Company. As at the Latest Practicable Date, the Placing Agent has not identified any Placee(s).

The Directors considered that the Compensatory Arrangements are fair and reasonable and provide adequate safeguard to protect the interests of the Company's minority Shareholders since the Compensatory Arrangements would provide (i) a distribution channel of the Unsubscribed Rights Shares and the NQS Unsold Rights Shares to the Company; (ii) an additional channel of participation in the Rights Issue for independent Qualifying Shareholders and the Non-Qualifying Shareholders; and (iii) a compensatory mechanism for the No Action Shareholders and Non-Qualifying Shareholders.

Share certificates and refund cheques for the Rights Issue

Subject to the fulfilment of the conditions of the Rights Issue, certificates for all fully-paid Rights Shares are expected to be posted to those entitled thereto, to their registered addresses, by ordinary post at their own risk on or before Tuesday, 15 October 2024.

Refund cheques in respect of wholly or partially unsuccessful applications for Rights Shares, or if the Rights Issue does not proceed, are expected to be despatched on or before Tuesday, 15 October 2024 to the applicants without interest to their registered addresses by ordinary post at their own risks.

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Application for listing of the Rights Shares

The Company has applied to the Stock Exchange for the listing of, and the permission to deal in, the Rights Shares (in both nil-paid and fully-paid forms) to be issued and allotted pursuant to the Rights Issue. No part of the equity or debt securities of the Company is listed or dealt in, and no listing of or permission to deal in any such securities is being or is proposed to be sought, on any other stock exchanges. Dealing in the Rights Shares in both their nil-paid and fully-paid forms will be in the board lots of 20,000 Rights Shares.

Subject to the granting of the listing of, and permission to deal in, the Rights Shares in both their nil paid and fully-paid forms on the Stock Exchange as well as compliance with the stock admission requirements of HKSCC, the Rights Shares in both their nil-paid and fully paid forms will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the commencement dates of the dealings in the Rights Shares in both their nil-paid and fully-paid forms or such other dates as may be determined by HKSCC. Settlement of transactions between participants of the Stock Exchange on any trading day is required to take place in CCASS on the second trading day thereafter. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time. Shareholders should seek advice from their licensed securities dealer(s) or other professional adviser(s) for details of those settlement arrangements and how such arrangements will affect their rights and interests.

Dealing in the Rights Shares in both their nil-paid and fully-paid forms which are registered in the register of members of the Company in Hong Kong will be subject to the payment of stamp duty, Stock Exchange trading fee, transaction levy, investor compensation levy or any other applicable fees and charges in Hong Kong.

Taxation

Shareholders are advised to consult their professional advisers if they are in doubt as to the taxation implications of the receipt, purchase, holding, exercising, disposing of or dealing in, the nil-paid Rights Shares or the fully-paid Rights Shares and, regarding Non-Qualifying Shareholders, their receipt of the net proceeds, if any, from sales of the nil-paid Rights Shares on their behalf.

Irrevocable Undertaking from Aperto Investments

As at the Latest Practicable Date, Aperto Investments holds 11,518,000 Shares, representing approximately 27.34% of the existing issued share capital of the Company. Pursuant to the Irrevocable Undertaking, Aperto Investments has unconditionally and irrevocably undertaken to the Company, among other things, that (i) it will not sell or transfer such Shares before the Latest Time for Acceptance or the termination of the Rights Issue; and (ii) it will accept and pay for the total of 34,554,000 Rights Shares, being its full entitlements to the provisional allotment under the Rights Issue.

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THE UNDERWRITING AGREEMENT

The Rights Shares will be non-fully underwritten by the Underwriter in accordance with the terms of the Underwriting Agreement as described below.

Underwriting Agreement

Date : 15 July 2024
Issuer : The Company
Underwriter : Aperto Investments

Aperto Investments is a company incorporated in the British Virgin Islands with limited liability which is principally engaged in investment holding and is not engaged in the business of underwriting securities. As at the Latest Practicable Date, Aperto Investments is beneficially interested in 11,518,000 Shares, representing approximately 27.34% of the total issued share capital of the Company and is a substantial shareholder of the Company. As such, the Underwriter complies with Rule 10.24A(2) of the GEM Listing Rules.

In the event that the Underwriter becomes the controlling shareholder of the Company as a result of the taking up of the Underwritten Shares pursuant to the Underwriting Agreement, it is the intention of the Underwriter to continue the existing businesses of the Group. The Underwriter has no intention to introduce any major changes to the businesses of the Group (including any redeployment of the fixed assets of the Group) or terminate the continued employment of the employees of the Group.

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- Number of Rights Shares underwritten by the Underwriter : Aperto Investments has (in addition to its obligations under the Irrevocable Undertaking) conditionally agreed to underwrite such number of Rights Shares not taken up under the Compensatory Arrangements (rounded down to the nearest whole number), which together with the Shares already held by Aperto Investments and the Undertaken Shares, and depending on the number of Untaken Rights Shares, up to 51% of the total enlarged issued share capital of the Company at completion of the Rights Issue. For the avoidance of doubt, in the event that the number of Shares already held by Aperto Investments together with the Undertaken Shares exceed 51% of the total enlarged issued share capital of the Company at completion of the Rights Issue, no Rights Share will be underwritten by Aperto Investments under the Underwriting Agreement.
- Commission : The Underwriter will not receive any underwriting commission

The terms of the Underwriting Agreement (including the commission rate) were determined after arm's length negotiation between the Company and the Underwriter by reference to the financial position of the Group, the size of the Rights Issue, the current and expected market condition and the prevailing market rate. The Directors consider that the terms of the Underwriting Agreement including the commission rate are fair and reasonable so far as the Company and the Shareholders as a whole are concerned.

Termination of the Underwriting Agreement

If prior to the Latest Time for Underwriting Termination, one or more of the following events or matters shall develop, occur, arise, exist or come into effect:

- (i) the introduction of any new regulation or any change in existing law or regulation (or the judicial interpretation thereof) or other occurrence of any nature whatsoever after the signing of Underwriting Agreement;
- (ii) any local, national or international event or change (whether or not forming part of a series of events or changes occurring or continuing, before and/or after the signing of the Underwriting Agreement and/or continuing after the signing of the Underwriting Agreement) of a social, political, military, financial, economic or other nature, or in the nature of any local, national or international outbreak or escalation of hostilities or armed conflict, or affecting local securities markets;
- (iii) any material adverse change after the signing of the Underwriting Agreement in the business or in the financial or trading position of any member of the Group;

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- (iv) any act of God, war, riot, public disorder, civil commotion, fire, flood, explosion, epidemic, act of terrorism, strike or lock-out;
- (v) the imposition of any moratorium, suspension or material restriction on trading in the Shares generally on the Stock Exchange whether due to exceptional financial circumstances or otherwise;
- (vi) any change or any development involving a prospective change or any event or circumstance likely to result in a change or development involving a prospective change, in market conditions (including, without limitation, a change in fiscal or monetary policy or foreign exchange or currency markets, suspension or restriction of trading in securities, imposition of economic sanctions, on Hong Kong, the People's Republic of China or other jurisdiction relevant to any member of the Group and a change in currency conditions for the purpose of this paragraph includes a change in the system under which the value of the Hong Kong currency is pegged with that of the currency of the United States of America) occurs;
- (vii) the circular and/or the Prospectus when published contain information (either as to business prospects or the condition of the Group or as to its compliance with any laws or the GEM Listing Rules or the Takeovers Code or any applicable regulations) which has not prior to the date of the Underwriting Agreement been publicly announced or published by the Company in compliance with the GEM Listing Rules;
- (viii) any order or petition for the winding up of any member of the Group or any composition or arrangement made by any member of the Group with its creditors or a scheme of arrangement entered into by any member of the Group or any resolution for the winding-up of any member of the Group or the appointment of a provisional liquidator, receiver or manager over all or part of the material assets or undertaking of any member of the Group or anything analogous thereto occurring in respect of any member of the Group;
- (ix) any litigation, dispute, legal action, arbitration, proceeding or claim of any third party being threatened or instigated against any member of the Group;
- (x) a creditor takes possession of all or a material part of the business or asset of any member of the Group or any execution or other legal process is enforced against all or a material part of the business or assets of any member of the Group and is not discharged within (7) days or such longer period as the Underwriter may approve; or
- (xi) any breach of any of the warranties or undertakings or any omission to observe any of the obligations or undertakings contained in the Underwriting Agreement comes to the knowledge of the Underwriter,

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which, individually or in aggregate, in the absolute opinion of the Underwriter:

- (a) has had or is/are likely to have a material adverse effect on the business or financial or trading position or prospects of the Group as a whole;
- (b) is/are likely to have a material adverse effect on the success of the Rights Issue or the level of the Rights Shares “taken up”; or
- (c) make it inappropriate, inadvisable or inexpedient to proceed further with the Rights Issue,

the Underwriter shall be entitled by notice in writing to the Company, served prior to the Latest Time for Underwriting Termination, to terminate the Underwriting Agreement.

Any such notice shall be served by the Underwriter prior to the Latest Time for Underwriting Termination.

If the Underwriter terminates the Underwriting Agreement, the Rights Issue will not proceed. Further announcement would be made by the Company if the Underwriting Agreement is terminated by the Underwriter.

Conditions of the Rights Issue

The Rights Issue is conditional upon each of the following conditions being fulfilled:

- (i) the passing of all necessary resolutions by the Independent Shareholders to be proposed at the EGM for approving the Rights Issue, the Placing Agreement, the Underwriting Agreement and the transactions contemplated thereunder, and the Whitewash Waiver;
- (ii) the Share Consolidation becoming effective;
- (iii) the delivery of the Prospectus Documents to the Stock Exchange and the issue by the Stock Exchange on or before the Prospectus Posting Date of a certificate authorising registration of the Prospectus Documents with the Registrar of Companies in Hong Kong;
- (iv) following registration, the posting of the Prospectus Documents to the Qualifying Shareholders and the Prospectus only (without the PAL) to the Non-Qualifying Shareholder for their information only and the publication of the Prospectus on the website of the Stock Exchange on or before the Prospectus Posting Date;
- (v) the grant of listing of the Rights Shares (in both nil-paid and fully paid forms) by the Stock Exchange (either unconditionally or subject only to the allotment and despatch of the share certificates in respect thereof) and the grant of permission to deal in the nil-paid Rights Shares and the fully-paid Rights Shares by the Stock Exchange (and such permission and listing not subsequently having been withdrawn or revoked);

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- (vi) the Executive granting the Whitewash Waiver to the Underwriter and the satisfaction of any condition attached to the Whitewash Waiver granted;
- (vii) the Placing Agreement not having been terminated in accordance with the provisions thereof, including force majeure events;
- (viii) the Underwriting Agreement becoming unconditional and not being terminated in accordance with its terms and conditions; and
- (ix) all other necessary waivers, consent and approvals (if required) from the relevant governmental or regulatory authorities for the Rights Issue and the transaction contemplated thereunder having been obtained and fulfilled.

None of the above conditions precedent can be waived. If any of the above conditions are not satisfied at or before the Latest Time for Underwriting Termination, the Rights Issue will not proceed.

REASONS FOR AND BENEFITS OF THE RIGHTS ISSUE AND INTENDED USE OF PROCEEDS

The principal activity of the Company is an investment holding and the Group is principally engaged in the provision of valuation and advisory services, financing services and securities broking, placing and underwriting and investment advisory and asset management services.

As disclosed in the annual report of the Company for the year ended 31 March 2024, due to unforeseen delays caused by the continuing high interest rate environment which has led to poor investment environment, the net proceeds of approximately HK\$55.9 million from the 2017 Rights Issue, which was intended to use for the investment in potential businesses, remained unutilised as at 31 March 2024 (“**Unutilised Proceeds**”). The Board, having considered the current needs of working capital of the Group, as well as the prevailing market conditions, resolved to change the use of the Unutilised Proceeds. The Board resolves to reallocate the Unutilised Proceeds together with net proceeds from the Rights Issue in the manner as set out below.

The estimated net proceeds of the Rights Issue, if fully subscribed, will be up to approximately HK\$24.2 million (assuming no change in the number of Shares in issue on or before the Record Date). The Company intends to utilise the net proceeds from the Rights Issue, together with the Unutilised Proceeds of approximately HK\$55.9 million, in the following manner:

- (i) approximately HK\$48.0 million (approximately HK\$14.5 million from the net proceeds of the Rights Issue) will be used for staff cost (including salaries, bonus and allowances) covering approximately 18 months;

LETTER FROM THE BOARD

- (ii) approximately HK\$10.0 million (approximately HK\$3.0 million from the net proceeds of the Rights Issue) will be used for expansion of the Group's existing businesses in the provision of valuation and advisory services, financing services and securities broking, placing and underwriting and investment advisory and asset management services;
- (iii) approximately HK\$12.0 million (approximately HK\$3.6 million from the net proceeds of the Rights Issue) will be used for the repayment of interest-bearing borrowings which are unrelated to Shareholders. As at the Latest Practicable Date, there is no outstanding indebtedness payable to any Shareholder. For avoidance of doubt, no repayment will be made to any Shareholder (including Aperto Investments, Mr. Luk and parties acting in concert with any of them); and
- (iv) the remaining net proceeds (approximately HK\$3.1 million from the net proceeds of the Rights Issue) will be used for other general working capital and general corporate purposes.

The Rights Issue will proceed irrespective of the level of acceptance of provisionally allotted Rights Shares. In the event that there is an under-subscription of the Rights Issue, the net proceeds of the Rights Issue (excluding the Unutilised Proceeds) will be allocated and utilised in accordance with the same proportion to the above uses. As at the Latest Practicable Date, the Group expects to utilise the net proceeds from the Rights Issue, together with the Unutilised Proceeds, within 24 months from the completion of the Rights Issue. The estimated net subscription price per Rights Share after deducting the related expenses of the Rights Issue is expected to be approximately HK\$0.19.

The Board considers that the Rights Issue will provide an opportunity to raise capital for the Company to accommodate the funding need for the operation and expansion of the Group, as well as repayment of indebtedness of the Group whilst increasing the capital base and financial position of the Company and give the Qualifying Shareholders equal opportunity to maintain their respective pro-rata shareholding interests in the Company. Hence, the Board considers that fund raising through the Rights Issue is in the interests of the Company and the Shareholders as a whole. However, those Qualifying Shareholders who do not take up the Rights Shares to which they are entitled and Non-Qualifying Shareholders should note that their shareholdings will be diluted.

LETTER FROM THE BOARD

SHAREHOLDING STRUCTURE OF THE COMPANY

Sets out the shareholding structure of the Company (i) as at the Latest Practicable Date; and (ii) immediately upon completion of the Rights Issue:

Name of Shareholder	As at the Latest Practicable Date		Immediately after completion of the Rights Issue (assuming full acceptance of the Rights Shares by all Qualifying Shareholders other than Mr. Yue and all of the Unsubscribed Rights Shares and NQS Unsold Rights Shares have been placed by the Placing Agent) ^{Note 2}		Immediately after completion of the Rights Issue (assuming only Aperto Investments has taken up on the Rights Shares and none of the Unsubscribed Rights Shares and NQS Unsold Rights Shares has been placed by the Placing Agent)	
	Number of Shares	Approx. %	Number of Shares	Approx. %	Number of Shares	Approx. %
Substantial Shareholder						
Aperto Investment ^{Note 1}	11,518,000	27.34%	46,072,000	27.34%	46,072,000	60.08%
Directors						
Mr. Yue ^{Note 2}	2,829,000	6.72%	2,829,000	1.68%	2,829,000	3.69%
Mr. Chung	62	0.00%	248	0.00%	62	0.00%
Public Shareholders						
Independent placees	—	—	8,487,000	5.04%	—	—
Other public shareholders	<u>27,777,021</u>	<u>65.94%</u>	<u>111,108,084</u>	<u>65.94%</u>	<u>27,777,021</u>	<u>36.23%</u>
Total	<u>42,124,083</u>	<u>100.00%</u>	<u>168,496,332</u>	<u>100.00%</u>	<u>76,678,083</u>	<u>100.00%</u>

Notes:

- The entire issued share capital of Aperto Investments is legally and beneficially owned by Mr. Luk. Under the SFO, Mr. Luk is deemed to be interested in all the Shares held by Aperto Investments.
- The 2,829,000 Shares are held by Fast and Fabulous Company Limited, which is the trustee of the share award plan of the Company adopted on 22 June 2018, and is wholly owned by Mr. Yue. According to the rules of the share award plan, the trustee shall not exercise the voting rights and/or accept its pro-rata entitlement under Rights Issue in respect of the Shares held by it under the trust.

FUND RAISING EXERCISE OF THE COMPANY IN THE PAST 12 MONTHS

The Company has not conducted any fund-raising activities involving issue of securities in the past 12 months.

WARNING OF THE RISKS OF DEALINGS IN THE SHARES AND RIGHTS SHARES IN NIL-PAID FORM

Shareholders and potential investors of the Company should note that the Rights Issue is subject to fulfilment of conditions including, among other things, the Underwriting Agreement having become unconditional and the Underwriter not having

LETTER FROM THE BOARD

terminated the Underwriting Agreement in accordance with the terms thereof (a summary of which is set out in the section headed “Termination of the Underwriting Agreement” in this prospectus). Accordingly, the Rights Issue may or may not proceed.

Any Shareholder or other person dealing in the Shares and/or the nil-paid Rights Shares up to the date on which all the conditions to which the Rights Issue are fulfilled (and the date on which the Underwriter right of termination of the Underwriting Agreement ceases) will accordingly bear the risk that the Rights Issue may not become unconditional or may not proceed.

Shareholders and potential investors of the Company are advised to exercise caution when dealing in the Shares and/or the nil-paid Rights Shares. Any party who is in any doubt about his/her/its position or any action to be taken is recommended to consult his/her/its own professional adviser(s).

ADDITIONAL INFORMATION

Your attention is drawn to the additional information set out in the appendices to this Prospectus.

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

A. FINANCIAL INFORMATION OF THE GROUP

The financial information of the Group for the three years ended 31 March 2022, 2023 and 2024 are disclosed in the following documents which have been published on the websites of the Stock Exchange (<http://www.hkexnews.hk>) and the Company (<http://www.romagroup.com/>), respectively:

- (i) the audited consolidated financial information of the Group for the year ended 31 March 2024 is disclosed in the annual report of the Company for the year ended 31 March 2024 published on 24 July 2024, from pages 45 to 131

(<https://www1.hkexnews.hk/listedco/listconews/gem/2024/0724/2024072400578.pdf>)

- (ii) the audited consolidated financial information of the Group for the year ended 31 March 2023 is disclosed in the annual report of the Company for the year ended 31 March 2023 published on 29 June 2023, from pages 46 to 135

(<https://www1.hkexnews.hk/listedco/listconews/gem/2023/0629/2023062900856.pdf>)

- (iii) the audited consolidated financial information of the Group for the year ended 31 March 2022 is disclosed in the annual report of the Company for the year ended 31 March 2022 published on 29 June 2022, from pages 45 to 137

(<https://www1.hkexnews.hk/listedco/listconews/gem/2022/0629/2022062901125.pdf>)

B. INDEBTEDNESS

As at the close of business on 31 July 2024, being the latest practicable date for the purpose of ascertaining information contained in this statement of indebtedness prior to the printing of this prospectus, the following table sets forth the indebtedness as at 31 July 2024:

	<i>HK\$'000</i> (unaudited)
Bank borrowings — secured (<i>Note 1</i>)	57,272
Other borrowings — unsecured (<i>Note 2</i>)	30,020
Lease liabilities	
— Current	2,643
— Non-current	<u>2,190</u>
	<u><u>92,125</u></u>

Notes:

1. As at 31 July 2024, the bank borrowings of HK\$49,466,000 are secured by bank deposits of HK\$51,562,000 placed in a bank. Bank borrowings are carried at Hong Kong Inter-bank Offered Rate (“**HIBOR**”)+1% and bank cost of fund +0.9% per annum.

As at 31 July 2024, the bank borrowings of HK\$7,806,000 are secured by the Group's investment property and assignment of insurance, interest-bearing at HIBOR+1.5% to 4% per annum.

2. As at 31 July 2024, the Group had unsecured other borrowings of HK\$30,020,000 are unsecured, interest-bearing at fixed rate at 5% and 15% per annum.
3. Bank borrowings are denominated in Hong Kong dollars.

C. WORKING CAPITAL STATEMENT

Taking into account the financial resources available to the Group including the estimated net proceeds from the Rights Issue of approximately HK\$24,154,000, cash and cash equivalents on hand, cash flows from operating activities and available banking facilities, the Directors are of the opinion that the Group will have sufficient working capital for its present requirements for at least the next twelve months from the date of this prospectus.

D. MATERIAL ADVERSE CHANGE

The Board confirmed that there has been no material adverse change in the financial or trading position of the Group since 31 March 2024, being the date to which the latest published audited accounts of the Group were made up, up to and including the Latest Practicable Date.

E. FINANCIAL AND TRADING PROSPECTS OF THE GROUP

As disclosed in the annual report of the Company for the year ended 31 March 2024, the Group's revenue was approximately HK\$52.4 million, representing a decrease of approximately 14.6% compared with that for the year ended 31 March 2023. Such decrease in revenue was mainly due to the decrease in revenue on the services fee income generated from provision of valuation and advisory services decreased by 27.1% to approximately HK\$27.5 million for the year ended 31 March 2024 from approximately HK\$37.7 million for the year ended 31 March 2023.

Besides, the loss attributable to owners of the Company amounted to approximately HK\$41.0 million for the year ended 31 March 2024, which rose by approximately HK\$11.6 million as compared to that loss attributable to owners of the Company of approximately HK\$29.4 million for the year ended 31 March 2023. The increase was mainly due to following negative impacts (i) decrease in revenue from the valuation and advisory services segment and financing services segment; (ii) increase of approximately HK\$10.0 million in the Group's other expenses substantially derived from the rise of professional fee and consultancy fee; and (iii) recognition of the impairment loss on goodwill and intangible assets amounted to approximately HK\$4.3 million and HK\$0.9 million respectively during the year ended 31 March 2024. All of those negative impacts outweighed the positive factor from the increase by approximately HK\$7.8 million during the year ended 31 March 2024 from the other income, other gains and losses.

However, with an aim to be the leading valuation and advisory services provider in Hong Kong, the Group reinforced its core strategy by providing all-rounded services in high quality to clients. Going forward, the Group will continue to explore expansion of the service scope of

its advisory services such as US initial public offering consultancy service with a view to match its services with the changing environment and sustain its growth. The Group will also continue to explore various merger and acquisition opportunities and/or business collaboration to maintain and enhance its market presence in the valuation and advisory industry in Hong Kong.

The continuing high interest rate environment leading the poor market sentiment that have hindered the development of the mergers and acquisition opportunities and growth of the Group's provision of valuation and advisory service segment during the year ended 31 March 2024. Nevertheless, it is expected that the related policies in relation to the development of the Belt and Road Initiative and the advancement of Guangdong-Hong Kong-Macao Greater Bay Area will create new opportunities for Hong Kong as an international financial hub.

The performance of the Group's provision of securities broking, placing and underwriting and investment advisory and asset management service segment has been persistently improving during the year ended 31 March 2024 due to heated investment atmosphere in the United States stock market. In addition, the expected interest rate cuts in the coming few years should support a gradual recovery of demand and leading support to economic confidence and activities in Hong Kong. Therefore, it is expected that the Group will continue adhere to its strategy to strive for being an integrated securities house in Hong Kong by cultivate capital raised from share allotment to expand and grow the business portfolio, in order to achieve a sustainable growth and play a key driver of increasing the revenue streams.

In addition, an indirectly non wholly owned subsidiary has submitted an application to the Securities and Futures Commission of Hong Kong (the "SFC") to engaged in virtual asset-related activities under the Type 1 regulated activity (Dealing in Securities) licensing. The Group is of the view that, subject to obtaining the necessary regulatory approvals, the expansion of the business to engage in virtual asset-related services is in line with the Group's strategy to provide more diversified services to investors and will create opportunities for synergies among the Group's various business line. The Group will continue to monitor its status of the license application and seek new business opportunities to achieve growth and profitability.

For illustrative purpose only, set out below is the unaudited pro forma statement of adjusted consolidated net tangible assets of the Group after completion of the Rights Issue. Although reasonable care has been exercised in preparing the unaudited pro forma financial information, Shareholders who read the information should bear in mind that these figures are inherently subject to adjustments and may not give a complete picture of the Group's financial results and positions for the financial periods concerned.

A. UNAUDITED PRO FORMA STATEMENT OF ADJUSTED CONSOLIDATED NET TANGIBLE ASSETS OF THE GROUP

The Unaudited pro forma statement of adjusted consolidated net tangible assets of the Group attributable to the owners of the Company (the “**Unaudited Pro Forma Financial Information**”) has been prepared by the Directors in accordance with paragraph 7.31 of the Rules Governing the Listing of Securities on GEM operated by The Stock Exchange of Hong Kong Limited (the “**GEM Listing Rules**”) to illustrate the effect of the Rights Issue on the consolidated net tangible assets of the Group as if the Rights Issue had taken place on 31 March 2024.

The Unaudited Pro Forma Financial Information is prepared for illustrative purpose only and based on the judgements, estimates and assumptions of the Directors, and because of its hypothetical nature, it may not give a true picture of the consolidated net tangible assets of the Group attributable to the owners of the Company immediately after completion of the Rights Issue or any future date after completion of the Rights Issue.

The Unaudited Pro Forma Financial Information is prepared based on the audited consolidated net tangible assets of the Group attributable to owners of the Company as at 31 March 2024, as extracted from the published annual report of the Company for the year ended 31 March 2024 and is adjusted to reflect the effect of the Rights Issue as if the Rights Issue had been completed on 31 March 2024.

Audited consolidated net tangible assets of the Group attributable to owners of the Company as at 31 March 2024 HK\$'000 (Note 1)	Estimated net proceeds from the Rights Issue HK\$'000 (Note 2)	Unaudited pro forma adjusted consolidated net tangible assets of the Group attributable to owners of the Company immediately after completion of the Rights Issue HK\$'000 (Note 3)	Audited consolidated net tangible assets of the Group attributable to owners of the Company per share as at 31 March 2024 HK\$'000 (Note 3)	Unaudited pro forma adjusted consolidated net tangible assets of the Group attributable to owners of the Company per share immediately after completion of the Rights Issue HK\$'000 (Note 4)
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Based on 126,372,249 Rights

Shares to be issued at

Subscription Price of HK\$0.2

per Rights Share

<u>311,157</u>	<u>24,154</u>	<u>335,311</u>	<u>7.39</u>	<u>1.99</u>
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Notes:

- The audited consolidated net tangible assets of the Group attributable to owners of the Company as at 31 March 2024 is extracted from the published annual report of the Company for the year ended 31 March 2024, which is equal to the audited consolidated net assets of the Group attributable to owners of the Company as at 31 March 2024 of HK\$311,269,000, after deducting intangible assets of approximately HK\$112,000.
- The estimated net proceeds from the Rights Issue of approximately HK\$24,154,000 is calculated based on 126,372,249 Rights Shares assuming to be issued on the completion of the Rights Issue at the Subscription Price of HK\$0.2 per Rights Share and after deduction of estimated related expenses of approximately HK\$1,120,000.
- The audited consolidated net tangible assets of the Group attributable to owners of the Company per share as at 31 March 2024 was HK\$7.39, which was based on the audited consolidated net tangible assets of the Group attributable to owners of the Company as at 31 March 2024 of HK\$311,157,000, divided by 42,124,083 Shares immediately after the Share Consolidation having become effective.
- The unaudited pro forma adjusted consolidated net tangible assets of the Group attributable to owners of the Company per share as at 31 March 2024 immediately after completion of the Rights Issue is calculated based on the unaudited pro forma adjusted consolidated net tangible assets of the Group attributable to owners of the Company immediately after completion of Rights Issues of approximately HK\$335,311,000, divided by 168,496,332 Shares which represents 42,124,083 Shares immediately after the Share Consolidation having become effective and 126,372,249 Rights Shares, assuming the Share Consolidation has become effective and the Rights Issue has been completed on 31 March 2024.
- Save as disclosed above, no adjustment has been made to reflect any trading results or other transactions of the Group entered into subsequent to 31 March 2024.

The following is the text of the independent reporting accountants' assurance report received from CL Partners CPA Limited, Certified Public Accountants, Hong Kong, the reporting accountants of the Company, in respect of the Group's unaudited pro forma financial information prepared for the purpose of incorporation in this prospectus.

**B. INDEPENDENT REPORTING ACCOUNTANTS' ASSURANCE REPORT ON THE
COMPILATION OF THE UNAUDITED PRO FORMA FINANCIAL
INFORMATION**



To the Directors of Roma (meta) Group Limited

We have completed our assurance engagement to report on the compilation of the unaudited pro forma financial information of Roma (meta) Group Limited (the “**Company**”) and its subsidiaries (hereinafter collectively referred to as the “**Group**”) by the directors of the Company (the “**Directors**”) for illustrative purposes only. The unaudited pro forma financial information consists of the unaudited pro forma statement of adjusted consolidated net tangible assets of the Group as at 31 March 2024 and related notes as set out in Appendix II to the prospectus issued by the Company dated 10 September 2024 (the “**Prospectus**”). The applicable criteria on the basis of which the Directors have compiled the unaudited pro forma financial information are described in Appendix II to the Prospectus.

The unaudited pro forma financial information has been compiled by the Directors to illustrate the impact of the proposed Rights Issue on the Group's financial position as at 31 March 2024 as if the Rights Issue had taken place at 31 March 2024. As part of this process, information about the Group's financial position has been extracted by the Directors from the Group's financial information for the year ended 31 March 2024, on which an auditor's report has been published.

Directors' Responsibilities for the Unaudited Pro Forma Financial Information

The Directors are responsible for compiling the unaudited pro forma financial information in accordance with paragraph 7.31 of the Rules Governing the Listing of Securities on GEM operated by The Stock Exchange of Hong Kong Limited (the “**GEM Listing Rules**”) and with reference to Accounting Guideline 7 “Preparation of Pro Forma Financial Information for Inclusion in Investment Circulars” (“**AG 7**”) issued by the Hong Kong Institute of Certified Public Accountants (“**HKICPA**”).

Our Independence and Quality Management

We have complied with the independence and other ethical requirements of the “Code of Ethics for Professional Accountants” issued by the HKICPA, which is founded on fundamental principles of integrity, objectivity, professional competence and due care, confidentiality and professional behavior.

Our firm applies Hong Kong Standard on Quality Management (HKSQM) 1 “Quality Management for Firms that Perform Audits or Reviews of Financial Statements, or Other Assurance or Related Services Engagements” issued by the HKICPA, which requires the firm to design, implement and operate a system of quality management including policies and procedures regarding compliance with ethical requirements, professional standards and applicable legal and regulatory requirements.

Reporting Accountants’ Responsibilities

Our responsibility is to express an opinion, as required by paragraph 7.31(7) of the GEM Listing Rules, on the unaudited pro forma financial information and to report our opinion to you. We do not accept any responsibility for any reports previously given by us on any financial information used in the compilation of the unaudited pro forma financial information beyond that owed to those to whom those reports were addressed by us at the dates of their issue.

We conducted our engagement in accordance with Hong Kong Standard on Assurance Engagements 3420 “Assurance Engagements to Report on the Compilation of Pro Forma Financial Information Included in a Prospectus” issued by the HKICPA. This standard requires that the reporting accountants comply with ethical requirements and plan and perform procedures to obtain reasonable assurance about whether the Directors have compiled the unaudited pro forma financial information in accordance with paragraph 7.31 of the GEM Listing Rules and with reference to AG 7 issued by the HKICPA.

For purposes of this engagement, we are not responsible for updating or reissuing any reports or opinions on any historical financial information used in compiling the unaudited pro forma financial information, nor have we, in the course of this engagement, performed an audit or review of the financial information used in compiling the unaudited pro forma financial information.

The purpose of the unaudited pro forma financial information included in an investment prospectus is solely to illustrate the impact of a significant event or transaction on unadjusted financial information of the Group as if the event had occurred or the transaction had been undertaken at an earlier date selected for purposes of the illustration. Accordingly, we do not provide any assurance that the actual outcome of the event or transaction at 31 March 2024 would have been as presented.

A reasonable assurance engagement to report on whether the unaudited pro forma financial information has been properly compiled on the basis of the applicable criteria involves performing procedures to assess whether the applicable criteria used by the Directors

in the compilation of the unaudited pro forma financial information provide a reasonable basis for presenting the significant effects directly attributable to the event or transaction, and to obtain sufficient appropriate evidence about whether:

- The related pro forma adjustments give appropriate effect to those criteria; and
- The unaudited pro forma financial information reflects the proper application of those adjustments to the unadjusted financial information.

The procedures selected depend on the reporting accountants' judgment, having regard to the reporting accountants' understanding of the nature of the Group, the event or transaction in respect of which the unaudited pro forma financial information has been compiled, and other relevant engagement circumstances.

The engagement also involves evaluating the overall presentation of the unaudited pro forma financial information.

We believe that the evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Opinion

In our opinion:

- (a) the unaudited pro forma financial information has been properly compiled on the basis stated;
- (b) such basis is consistent with the accounting policies of the Group; and
- (c) the adjustments are appropriate for the purposes of the unaudited pro forma financial information as disclosed pursuant to paragraph 7.31(1) of the GEM Listing Rules.

Yours faithfully,

CL Partners CPA Limited

Certified Public Accountants

Lee Wai Chi

Practising Certificate Number: P07830

Hong Kong

10 September 2024

1. RESPONSIBILITY STATEMENT

This Prospectus, 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 Prospectus 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 Prospectus misleading.

2. SHARE CAPITAL

(i) Share capital as at the Latest Practicable Date

<i>Authorised</i>		<i>HK\$</i>
<u>2,880,000,000</u>	Shares of HK\$0.20 each	<u>576,000,000</u>
<i>Issued and fully paid:</i>		
<u>42,124,083</u>	Shares of HK\$0.20 each	<u>8,424,816.6</u>

(ii) Share capital upon completion of the Rights Issue (assuming no further issue of Shares or repurchase of Shares on or before the completion of the Rights Issue (other than issue of the Rights Shares) and the Rights Issue is fully subscribed)

<i>Authorised</i>		<i>HK\$</i>
<u>2,880,000,000</u>	Shares of HK\$0.20 each	<u>576,000,000</u>
<i>Issued and fully paid:</i>		
42,124,083	Shares of HK\$0.20 each	8,424,816.6
126,372,249	Rights Shares to be allotted and issued under the Rights Issue	25,274,449.8
<u>168,496,332</u>	Shares in issue immediately upon completion of the Rights Issue	<u>33,699,266.4</u>

All the Shares and the Rights Shares in issue and to be issued rank and will rank *pari passu* in all respects with each other including rights to dividends, voting and return of capital. The Shares and the Rights Shares in issue and to be issued are or will be listed on GEM.

As at the Latest Practicable Date, the Company did not have any other derivatives, options, warrants, other securities or conversion rights or other similar rights which are convertible or exchangeable into, any Shares and no capital of any member of the Group was under option, or agreed conditionally or unconditionally to be put under option. The Company has no intention to issue or grant any convertible securities, warrants and/or options on or before the Record Date.

No part of the share capital or any other securities of the Company is listed or dealt in on any stock exchange other than the Stock Exchange and no application is being made or is currently proposed or sought for the Shares or the Rights Shares or any other securities of the Company to be listed or dealt in on any other stock exchange.

As at the Latest Practicable Date, there was no arrangement under which future dividends are waived or agreed to be waived.

3. DISCLOSURE OF INTERESTS

(a) Director's and chief executive's interest and short positions in shares and underlying shares and debentures of the Company or its associated corporations

As at the Latest Practicable Date, the interests and short positions of the Directors and chief executives of the Company in the shares, underlying shares and debentures of the Company or its associated corporations (within the meaning of Part XV of the SFO) which were required (i) to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions in which they were taken or deemed to have under such provisions of the SFO); or (ii) pursuant to section 352 of the SFO, to be entered in the register maintained by the Company referred to therein; or (iii) pursuant to Rules 5.46 to 5.67 of the GEM Listing Rules, to be notified to the Company and the Stock Exchange; or (iv) to be disclosed under the Takeovers Code were as follows:

Long position in the Shares and underlying shares of the Company

Name of Directors	The Company/name of associated company	Capacity/nature of interests	Number of Shares held	Approximate percentage of interests (Note 1)
Mr. Yue	The Company	Interest of controlled corporation/ Corporate interest	2,829,000	6.72%
	Fast and Fabulous Company ("Fast and Fabulous")	Trustee of the Plan/Others	2,829,000	6.72%
Mr. Chung	The Company	Interest of spouse/ Family interest	62	0.00%

Notes:

1. The percentage is calculated on the basis of the total number of issued 42,124,083 Shares as at the Latest Practicable Date.
2. These 2,829,000 Shares were held by Fast and Fabulous, which was the trustee of the share award plan. As the entire issued share capital of Fast and Fabulous was legally and beneficially owned by Mr. Yue, Mr. Yue was deemed to be interested in all the Shares in which Fast and Fabulous was interested by virtue of the SFO.

Save as disclosed above, as at the Latest Practicable Date, none of the Directors and the chief executive of the Company had any interests or short positions in the shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) which would have to be notified to the Company and the Stock Exchange under Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which they are taken or deemed to have under such provisions of the SFO) or which would be required, pursuant to Section 352 of the SFO, to be entered in the register referred to therein, or which would be required pursuant to Rules 5.46 to 5.67 of the GEM Listing Rules to be notified to the Company and the Stock Exchange, or which would be required to be disclosed under the Takeovers Code.

(b) Interests of substantial Shareholders

As at the Latest Practicable Date, so far as the Directors are aware, the interests or short positions owned by the following persons (other than a Director or the chief executive of the Company)/entities in the Shares or underlying Shares, which were required: (a) to be notified to the Company under Divisions 2 and 3 of Part XV of the SFO; or (b) to be recorded in the register of the Company required to be kept under section 336 of the SFO are as follows:

Name of shareholders	Capacity/ nature of interest	Number of issued Shares held	Approximate percentage of interest
Aperto Investments	Beneficial owner/ Personal interest	11,518,000	27.34%
Mr. Luk	Interest of a controlled corporation/ Corporate interest	11,518,000	27.34%

Notes:

1. The percentage is calculated on the basis of the total number of issued 42,124,083 Shares as at the Latest Practicable Date.
2. The entire issued share capital of Aperto Investments was legally and beneficially owned by Mr. Luk. Mr. Luk was deemed to be interested in all the Shares held by Aperto Investments by virtue of the SFO.

Save as disclosed above and as at the Latest Practicable Date, the Company had not been notified for any interests or short positions owned by any persons (other than a Director or the chief executive of the Company)/entities in the Shares or underlying Shares, which were required: (a) to be disclosed under Divisions 2 and 3 of Part XV of the SFO; or (b) to be recorded in the register of the Company required to be kept under section 336 of the SFO.

4. DIRECTORS' SERVICE CONTRACTS

The Company has entered into a letter of appointment with Ms. Suen Tin Yan, an independent non-executive Director on 28 March 2024 for an initial term of one year commencing from 28 March 2024. The appointment is subject to rotational retirement and re-election requirements at subsequent annual general meetings of the Company pursuant to the articles of association of the Company. Ms. Suen will receive an annual director fee of HK\$60,000 without any variable remuneration.

As at the Latest Practicable Date, none of the Directors had any existing or proposed service contracts with any member of the Group other than contracts expiring or determinable by the Group within one year without payment of compensation (other than statutory compensation).

5. COMPETING INTERESTS

To the best knowledge of the Directors, as at the Latest Practicable Date, none of the Directors and the controlling shareholders of the Company and employees of the Company nor their respective close associates had any business or interest which competed or might compete, either directly or indirectly, with the business of the Group or any other conflict of interest which any such person had or might have with the Group which would be required to be disclosed under Rule 11.04 of the GEM Listing Rules.

6. MATERIAL LITIGATION

As at the Latest Practicable Date, no member of the Group was engaged in any litigation, arbitration or claim of material importance and no litigation, arbitration or claim of material importance was known to the Directors to be pending or threatened against any member of the Group.

7. DIRECTORS' INTERESTS IN ASSETS, CONTRACTS OR ARRANGEMENTS

As at the Latest Practicable Date, none of the Directors had any interest, direct or indirect, in any assets which had been acquired or disposed of by or leased to any member of the Group, or were proposed to be acquired or disposed of by or leased to any member of the Group since 31 March 2024, the date to which the latest published audited accounts of the Group were made up. There was no contract or arrangement entered into by any member of the Group, subsisting as at the Latest Practicable Date, in which any of the Directors was materially interested and which was significant in relation to the business of the Group as a whole.

8. RISKS FACTORS

In compliance with the GEM Listing Rules, the Company sets out below the risk factors of the Group for the attention of the Shareholders and potential investors. The Directors believe that there are certain risks involved in the operations of the Group, which includes but are not limited to, the following:

- (a) the revenue from the Group's valuation and financial advisory services is typically derived from projects which are non-recurring in nature. In the event that the Group fails to secure new projects in the future, the business and financial positions and prospects of the Group may be materially and adversely affected;
- (b) the business of the Group depends considerably on its experienced technical staff members, such staff members are continuously in great demand in the labour market. In the event that the Group's competitors offer more attractive compensation packages, the Group may not be able to retain them to sustain its business growth, or its staff expenses in relation thereto may increase substantially, both of which could have a material adverse effect on the Group's business and financial result;
- (c) the Group's trade receivables are subject to credit risk. If the counter-parties default on their settlements to the Group, the Group will suffer financial loss; and
- (d) the changes in the macro-economic situation and other factors such as instability of regulations, government policies and economy may have any adverse effect on the Group's business, financial condition and results.

9. MATERIAL CONTRACTS

Save as disclosed below, there are no material contracts (not being contracts entered into in the ordinary course of business carried on or intended to be carried on by the Group) which have been entered into by any member of the Group within the two years immediately preceding the date of the Announcement up to and including the Latest Practicable Date:

- (i) the Placing Agreement;
- (ii) the Underwriting Agreement;
- (iii) the Irrevocable Undertaking;
- (iv) the sales and purchase agreement dated 20 December 2022 entered into between United Brilliant Limited ("**United Brilliant**"), a direct wholly-owned subsidiary, and Greenhouse Global Limited in relation to the sale and purchase of 140 shares of the Million Up Holdings Limited ("**Million Up Holdings**"), representing approximately 21.9% of its then issued share capital, details of which were set out in the announcement of the Company dated 20 December 2022;

- (v) the sales and purchase agreement dated 20 December 2022 entered into between United Brilliant and Greenhouse Global Limited in relation to the sale and purchase of 140 shares of the Fantastic Adventure Holdings Limited (“**Fantastic Adventure Holdings**”), representing approximately 21.9% of its then issued share capital, details of which were set out in the announcement of the Company dated 20 December 2022;
- (vi) the subscription agreement dated 9 January 2023 entered into between Goodway Max Limited and Million Up Holdings in relation to the subscription of 250 shares of Million Up Holdings (the “**Million Up Subscription Shares**”), representing approximately 28.1% of its enlarged share capital by the Million Up Subscription Shares, details of which were set out in the announcement of the Company dated 9 January 2023;
- (vii) the subscription agreement dated 9 January 2023 entered into between Goodway Max Limited and Fantastic Adventure Holdings in relation to the subscription of 250 shares of Fantastic Adventure Holdings (the “**Fantastic Adventure Subscription Shares**”), representing approximately 28.1% of its enlarged share capital by Fantastic Adventure Subscription Shares, details of which were set out in the announcement of the Company dated 9 January 2023;
- (viii) the sales and purchase agreement dated 9 January 2023 entered into between the United Brilliant and Goodway Max Limited in relation to the sale and purchase of the 54 shares of Million Up Holdings, representing approximately 6.1% of its enlarged share capital by the Million Up Subscription Shares, details of which were set out in the announcement of the Company dated 9 January 2023;
- (ix) the agreement dated 9 January 2023 entered into between the United Brilliant and Goodway Max Limited in relation to the sale and purchase of 54 shares of Fantastic Adventure Holdings, representing approximately 6.1% of its enlarged share capital by the Fantastic Adventure Subscription Shares, details of which were set out in the announcement of the Company dated 9 January 2023; and
- (x) the placing agreement dated 21 July 2023 entered into between the Company and Emperor Securities Limited in relation to the placing of up to 140,400,000 shares of the Company at a par value of HK\$0.01 each (prior to the completion of the Share Consolidation) and its supplemental agreement dated 24 July 2023, details of which were set out in the announcements of the Company dated 21 July and 24 July 2023.

10. QUALIFICATION AND CONSENT OF EXPERTS

The following is the qualification of the expert who has given opinion, letter or advice contained in this prospectus (the “**Expert**”):

Name	Qualification
CL Partners CPA Limited	Certified Public Accountants Registered Public Interest Entity Auditors

As at the Latest Practicable Date, the above Expert has given and has not withdrawn its written consent to the issue of this prospectus with the inclusion herein of its letters or reports and the reference to its name in the form and context in which they respectively appear.

As at the Latest Practicable Date, none of the Expert had any shareholding in any member of the Group or the right (whether legally enforceable or not) to subscribe for or to nominate persons to subscribe for securities in any member of the Group.

As at the Latest Practicable Date, none of the Expert had any interest, direct or indirect, in any assets which had been acquired or disposed of by or leased to any member of the Group, or which were proposed to be acquired or disposed of by or leased to any member of the Group since 31 March 2024, being the date to which the latest published audited accounts of the Company were made up.

11. EXPENSE

The expenses payable by the Company in connection with the Rights Issue, including financial adviser fees, printing, registration, translation, legal and accounting fees, are estimated to be approximately HK\$1.1 million.

12. CORPORATE INFORMATION AND PARTIES INVOLVED IN THE RIGHTS ISSUE

Board of Directors

Executive Directors:

Mr. Yue Kwai Wa Ken

(Chairman and Chief Executive Officer)

Mr. Li Sheung Him Michael

Independent Non-executive Directors:

Mr. Chung Man Lai

Ms. Li Tak Yin

Ms. Suen Tin Yan

Audit Committee

Mr. Chung, Man Lai *(chairman)*

Ms. Li, Tak Yin

Ms. Suen, Tin Yan

Nomination Committee

Ms. Li, Tak Yin *(chairperson)*

Mr. Chung, Man Lai

Ms. Suen, Tin Yan

Remuneration Committee

Ms. Suen, Tin Yan *(chairperson)*

Mr. Chung, Man Lai

Ms. Li, Tak Yin

Registered Office	Cricket Square Hutchins Drive P.O. Box 2681 Grand Cayman KY1-1111 Cayman Islands
Head office and principal place of business in Hong Kong	Rooms 1101–4, 11/F, Harcourt House 39 Gloucester Road Wanchai Hong Kong
Authorised representative	Mr. Yue, Kwai Wa Ken Mr. Li, Sheung Him Michael
Company secretary	Mr. Yue, Kwai Wa Ken, AICPA
Hong Kong branch share registrar and transfer office	Boardroom Share Registrars (HK) Limited Room 2103B, 21/F 148 Electric Road North Point Hong Kong
Principal share registrar and transfer office in the Cayman Islands	Conyers Trust Company (Cayman) Limited Cricket Square Hutchins Drive P.O. Box 2681 Grand Cayman KY1-1111 Cayman Islands
Principal bankers	China Construction Bank (Asia) Corporation Limited 11/F, CCB Centre 18 Wang Chiu Road Kowloon Bay Kowloon Hong Kong
Auditors	CL Partners CPA Limited Certified Public Accountants Registered Public Interest Entity Auditors Unit 3203A–5, 32/F. Tower 2, Lippo Centre 89 Queensway, Admiralty Hong Kong

Legal adviser to the Company as to Hong Kong laws	Robertsons 57/F., The Center 99 Queen's Road Central Hong Kong
Financial adviser in relation to the Rights Issue only	Emperor Corporate Finance Limited 23/F, Emperor Group Centre 288 Hennessy Road Wanchai Hong Kong
Placing Agent to the Rights Issue	Emperor Securities Limited 23–24/F, Emperor Group Centre 288 Hennessy Road Wanchai Hong Kong
Underwriter to the Rights Issue	Aperto Investments Limited Flat A, 12/F, Success Commercial Building 245–251 Hennessy Road Wanchai Hong Kong

13. PARTICULARS OF THE DIRECTORS AND SENIOR MANAGEMENT

Executive Directors

Mr. Yue, Kwai Wa Ken (余季華) aged 59, was appointed as an executive Director on 18 March 2011. Mr. Yue is the company secretary and the compliance officer of the Company and is also a director of a number of subsidiaries of the Company. Mr. Yue obtained a diploma of technology in financial management accounting option from the British Columbia Institute of Technology in Canada and a bachelor degree of science in accounting from Upper Iowa University of the United States. He is a member of the American Institute of Certified Public Accountants, a member of the Chartered Global Management Accountants and a fellow member of the Colorado State Society of Certified Public Accountants. Mr. Yue has over 20 years of experience in accounting and finance. Mr. Yue has been appointed as an independent non-executive director of China Starch Holdings Limited (Stock code: 3838) since 5 September 2007 and Major Holdings Limited (Stock code: 1389) since 30 December 2013. Mr. Yue was an independent non-executive director of Pan Asia Data Holdings Inc. (formerly known as Manfield Chemical Holdings Limited) (Stock code: 1561) between 6 November 2015 and 31 December 2018. The shares of the abovementioned companies are listed on the Stock Exchange.

Mr. Li, Sheung Him Michael (李尚謙) (“**Mr. Li**”), aged 40, was appointed as an executive Director on 31 May 2018. He is also a director of a number of subsidiaries of the Company. Mr. Li obtained BSc Biochemistry from Imperial College, London in September 2005 and MRes in Structural Biology from Birkbeck College, London in

September 2006. From September 2007 to November 2009, Mr. Li was the business development manager of Kinetics Group in London. Since January 2010, Mr. Li has been working in the Group as a project director.

Independent non-executive Directors

Mr. Chung, Man Lai (鍾文禮), aged 47, has been appointed as an independent non-executive Director since 1 March 2020. He is also the chairman of the audit committee (the “**Audit Committee**”) and members of the nomination committee (the “**Nomination Committee**”) and the remuneration committee (the “**Remuneration Committee**”) of the Board. Mr. Chung has over 23 years of experience in auditing and accounting. Mr. Chung obtained a bachelor of arts degree in accountancy from The Hong Kong Polytechnic University in November 1998 and a master of business administration degree with a major in international business from EU Business School in December 2018. Mr. Chung is a fellow member of the Hong Kong Institute of Certified Public Accountants. He worked in Ernst & Young from 2004 to 2007 and was the chief financial officers of CM Energy Tech Co., Ltd. (formerly known as CMIC Ocean EnTech Holding Co., Ltd. and TSC Group Holdings Limited) (Stock code: 206) and IDT International Limited (Stock code: 167), both are companies listed on the Main Board of the Stock Exchange, for the period from January 2008 to April 2016 and from April 2016 to December 2016, respectively. Since December 2019, he is an independent non-executive director of Century Group International Holdings Limited (Stock code: 2113), which is a company listed on the Main Board of the Stock Exchange. He was also a non-executive director of Century Plaza Hotel Group (formerly known as Greatwalle Inc.) (the share of which are listed on GEM of the Stock Exchange, Stock code: 8315) from March 2020 to June 2024. He was also an independent non-executive director of Wuxi Life International Holdings Group Limited (formerly known as Aurum Pacific (China) Group Limited) (the shares of which are listed on GEM of the Stock Exchange, Stock code: 8148) for the period from 1 April to 15 September 2020 and redesignated as an executive director from September 2020 to November 2023. Mr. Chung was appointed as the chief financial officer, company secretary, member of the risk management committee and authorised representative of D&G Technology Holding Company Limited (the shares of which are listed on the Main Board of the Stock Exchange, Stock code: 1301) from September 2020 to December 2023. Mr. Chung is currently an executive director of CBK Holdings Limited (the shares of which are listed on GEM of the Stock Exchange, Stock code: 8428).

Ms. Li, Tak Yin (李德賢) (“**Ms. Li**”), aged 43, was appointed as an independent non-executive Director on 13 September 2017. She is the chairperson of Nomination Committee and a member of each of the Audit Committee and the Remuneration Committee. Ms. Li has over 14 years of experience in sales and marketing. She joined Unisto Ltd., a company based in Switzerland for the period from 2006 to 2020. She worked as a sales executive in 2006, then promoted as a sales manager in 2008, and was later promoted as the sales manager of the Asia region in 2015. She was responsible for the sales and marketing of name badge section in the Asian market, including Hong Kong, Macau, Taiwan, Singapore and Philippines. Ms. Li is currently the directors of Golden Epoch Asia Limited and Golden Epoch Group Limited since 2021. She holds a Bachelor of Arts (Hons) in marketing from The Hong Kong Polytechnic University.

Ms. Suen, Tin Yan (孫天欣) (“**Ms. Suen**”), aged 40, was appointed as an independent non-executive Director on 28 March 2024. She is the chairperson of Remuneration Committee and a member of each of the Audit Committee and the Nomination Committee. She obtained her bachelor of science degree in chemistry from The Hong Kong University of Science and Technology in 2005 and a bachelor of laws from The Manchester Metropolitan University (through distance learning) in 2012. Ms. Suen possesses more than 10 years of experience in corporate finance, mergers and acquisitions and fund raising activities in various ventures and projects. She was a responsible officer of Orient Securities Limited (“**Orient**”), a licensed corporation registered under the Securities and Futures Ordinance (Chapter 571 of the laws of Hong Kong) (the “**SFO**”), to carry out Type 1 (dealing in securities), Type 4 (advising on securities) and Type 9 (asset management) regulated activities which she has been accredited from January 2023 to April 2024. Ms. Suen was appointed as executive director of Orient Securities International Holdings Limited, a company whose shares are listed on GEM of the Stock Exchange (stock code: 8001.hk) on 18 November 2022 and resigned with effect from 31 March 2024.

Prior to joining Orient, Ms. Suen was a responsible officer of Kingdom Investment Managers Limited, a licensed corporation under the SFO, to carry out Type 4 (advising on securities) and Type 9 (asset management) regulated activities between August 2022 and December 2022. Ms. Suen was also a responsible officer of Gransing Securities Co., Limited (“**Gransing**”) to carry out (i) Type 9 (asset management) regulated activity from March 2022 to July 2022; and (ii) Type 1 (dealing in securities) and Type 4 (advising on securities) regulated activities from August 2021 to July 2022. She was also a licensed representative of Gransing to carry out (i) Type 9 (asset management) regulated activity from June 2020 to March 2022; and (ii) Type 1 (dealing in securities) and Type 4 (advising on securities) regulated activities from June 2020 to August 2021. Ms. Suen was a licensed representative of various licensed corporations under the SFO between 2011 and 2020.

Business address of the Directors

The business address of the Directors is the same as the Company’s principal office in Hong Kong at Rooms 1101–4, 11/F, Harcourt House, 39 Gloucester Road, Wanchai, Hong Kong.

14. AUDIT COMMITTEE

As at the Latest Practicable Date, the audit committee of the Board comprises all the independent non-executive Directors, namely Mr. Chung, Ms. Li, Tak Yin, Ms. Suen, Tin Yan. The primary duties of the audit committee include the review of the Group’s financial reporting process and the internal control systems as well as risk management of the Group.

15. DOCUMENTS DELIVERED TO THE REGISTRAR OF COMPANIES IN HONG KONG

A copy of each of the Prospectus Documents and the written consent as referred to under the paragraph headed “10. Qualification and Consent of Experts” in this Appendix, have been registered by the Registrar of Companies in Hong Kong pursuant to Section 342C of the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Chapter 32 of the Laws of Hong Kong).

16. BINDING EFFECT

The Prospectus Documents and all acceptances of any offer or application contained therein are governed by and shall be construed in accordance with the laws of Hong Kong. The Prospectus Documents shall have the effect, if an application is made in pursuance hereof, of rendering all persons concerned bound by all provisions (other than the penal provisions) of sections 44A and 44B of the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Chapter 32 of the Laws of Hong Kong), so far as applicable.

17. DOCUMENTS ON DISPLAY

Copies of the following documents are will be published on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.romagroup.com/) for a period of 14 days from the date of this Prospectus:

- (a) the annual reports of the Company for each of the three financial years ended 31 March 2022, 2023 and 2024;
- (b) the accountants’ report on the unaudited pro forma financial information of the Group, the text of which is set out in Appendix II to this Prospectus;
- (c) the material contracts referred to in the paragraph headed “9. Material Contracts” of this appendix;
- (d) the written consent referred to in paragraph headed “10. Qualification and Consent of Experts” of this appendix;
- (e) the letter of appointment dated 28 March 2024 entered into between the Company and Ms. Suen Tin Yan, an independent non-executive Director referred to in paragraph headed “4. Directors’ Service Contracts” of this appendix; and
- (f) the Prospectus Documents.

18. MISCELLANEOUS

- (a) As at the Latest Practicable Date, to the best knowledge of the Directors, there was no restriction affecting the remittance of profit or repatriation of capital of the Company into Hong Kong from outside Hong Kong;
- (b) As at the Latest Practicable Date, the Company has no significant exposure to foreign exchange liabilities;
- (c) As at the Latest Practicable Date, there was no material contract for the hire or hire purchase of plant to or by any member of the Group for a period of over a year which is substantial in relation to the Group's business; and
- (d) In the event of any inconsistency, the English texts of this Prospectus and the accompanying form of proxy shall prevail over their respective Chinese texts.