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ROMA GROUP LIMITED

羅馬集團有限公司*

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 8072)

**INSIDE INFORMATION,
CHANGE OF DIRECTORS
AND
CHANGE OF AUTHORISED REPRESENTATIVE**

INSIDE INFORMATION

On 20 April 2017, the Board was notified that Mr. Luk had been arrested by the ICAC on 19 April 2017 in relation to his alleged personal involvement in a transaction of one of the clients of the Group. Mr. Luk has been subsequently released on bail.

RESIGNATION OF EXECUTIVE DIRECTOR

The Board announces that Mr. Luk has tendered his resignation as an executive Director, the chairman of the Board, the chief executive officer of the Group, a member of each of the Remuneration Committee and Nomination Committee and an Authorised Representative with effect from 20 April 2017.

REDESIGNATION OF CHAIRMAN OF THE BOARD AND CHIEF EXECUTIVE OFFICER

The Board further announces that Mr. Yue has been redesignated as the chairman of the Board and the chief executive officer of the Group with effect from 20 April 2017.

APPOINTMENT OF EXECUTIVE DIRECTOR

The Board announces that Ms. Chan has been appointed as an executive Director, a member of each of the Remuneration Committee and Nomination Committee and an Authorised Representative with effect from 20 April 2017.

* For identification purpose only

INSIDE INFORMATION

This announcement is made by Roma Group Limited (the “**Company**”) pursuant to Part XIVA of the Securities and Futures Ordinance (the “**SFO**”) (Chapter 571 of the Laws of Hong Kong) and Rule 17.10 of the Rules Governing the Listing of Securities on the Growth Enterprise Market (“**GEM**”) of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”).

Reference is made to the announcement (the “**Announcement**”) of the Company dated 19 April 2017. Defined terms used herein shall have the same meanings as defined in the Announcement.

On 20 April 2017, the Board was notified that Mr. Luk, Kee Yan Kelvin (“**Mr. Luk**”), an executive Director, the chairman of the Board and chief executive officer of the Group, had been arrested by the ICAC on 19 April 2017 in relation to his alleged personal involvement in a transaction of one of the clients of the Group. Mr. Luk has been subsequently released on bail.

The Board considers that, as at the date of this announcement, the Investigation has no material adverse impact to the Group and the business and operations of the Group remain normal. Further announcement(s) in relation to the Investigation will be made by the Company as and when appropriate.

RESIGNATION OF EXECUTIVE DIRECTOR

The Board announces that Mr. Luk has tendered his resignation as an executive Director, the chairman of the Board, the chief executive officer of the Group, a member of each of the remuneration committee (the “**Remuneration Committee**”) and nomination committee (the “**Nomination Committee**”) of the Company and an authorised representative of the Company under Rule 5.24 of the GEM Listing Rules (“**Authorised Representative**”) with effect from 20 April 2017 due to his decision to devote more time to his personal endeavours.

Mr. Luk has confirmed that he has no disagreement with the Board and there is no matter relating to his resignation that needs to be brought to the attention of the shareholders (the “**Shareholders**”) of the Company and the Stock Exchange.

The Company would like to express its sincere gratitude to Mr. Luk for his valuable contributions to the Group during his term of office.

REDESIGNATION OF CHAIRMAN OF THE BOARD AND CHIEF EXECUTIVE OFFICER

The Board further announces that Mr. Yue, Kwai Wa Ken (“**Mr. Yue**”), an executive Director, has been redesignated as the chairman of the Board and the chief executive officer of the Group with effect from 20 April 2017.

The biographical details of Mr. Yue are as follows:

Mr. Yue, aged 51, 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 is currently responsible for the overall business development, corporate advisory and valuation functions of the Group. 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 and a fellow member of the Colorado State Society of Certified Public Accountants. Mr. Yue has approximately 22 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. With effect from 6 November 2015, Mr. Yue has been appointed as an independent non-executive director of Manfield Chemical Holdings Limited (Stock code: 1561). Mr. Yue was the executive director of Legend Strategy International Holdings Group Company Limited (Stock code: 1355) between 4 July 2014 and 18 November 2014. Shares of the abovementioned companies are listed on the Stock Exchange.

Mr. Yue has entered into a service agreement with the Group for an initial term of three years commencing from 25 February 2013 and continues thereafter until terminated in accordance with the terms of the agreement and is subject to retirement by rotation and reelection pursuant to the articles of association of the Company (the “**Articles**”). He is entitled to an annual remuneration of HK\$1,944,000. Such emolument will be determined annually by the Remuneration Committee with reference to his experience, responsibilities and the prevailing market conditions, and he is entitled to a discretionary management bonus by reference to the consolidated net profits of the Group after taxation and non controlling interests but before extraordinary items.

Save as disclosed above, Mr. Yue has not held other directorship in any public companies, the securities of which are listed on any securities market in Hong Kong or overseas in the last three years and does not hold any other position within the Group.

Mr. Yue does not have any relationship with any directors, senior management, substantial shareholders or controlling shareholders of the Company (each as respectively defined in the GEM Listing Rules). Mr. Yue does not have, and is not deemed to have any interests or short positions in any Shares, underlying shares or debentures of the Company or any of its associated corporations which is require to be disclosed under Part XV of the SFO as at the date of this announcement.

Save as disclosed above, there are no other matters relating to the redesignation of Mr. Yue that needs to be brought to the attention of the Shareholders and there is no other information that should be disclosed pursuant to any of the requirements under Rule 17.50(2)(h) to (v) of the GEM Listing Rules.

APPOINTMENT OF EXECUTIVE DIRECTOR

The Board announces that Ms. Chan Hong Nei Connie (“**Ms. Chan**”) has been appointed as an executive Director, a member of each of the Remuneration Committee and Nomination Committee and an Authorised Representative with effect from 20 April 2017.

The biographical details of Ms. Chan are as follows:

Ms. Chan, aged 34, is the chief financial officer of the Group. Ms. Chan obtained a bachelor’s degree in accountancy from The City University of Hong Kong in November 2005. Ms. Chan has been a certified public accountant of the Hong Kong Institute of Certified Public Accountants since September 2010. Ms. Chan has approximately 10 years of experience in accounting, auditing and corporate finance. She joined Deloitte Touche Tohmatsu, an international accounting firm in August 2005 initially as staff accountant and was promoted to associate in September 2006, to senior associate in October 2007 and finally to manager in October 2010 until she left in December 2010. She then worked in Quam Capital Limited from December 2010 to February 2014 and her last position held was manager of finance advisory department. She was mainly responsible for the provision of advisory services to enterprises in Hong Kong and the People’s Republic of China, including initial public offerings on the GEM and on the Main Board of the Stock Exchange, takeovers, disposals and acquisitions of assets and corporate restructuring of listed companies. Ms. Chan has been appointed as a non-executive director of Season Pacific Holdings Limited (a company listed on the GEM of the Stock Exchange, Stock code: 8127) since June 2015.

Ms. Chan has entered into a service agreement with the Group for an initial term of three years commencing from 20 April 2017 and continues thereafter until terminated in accordance with the terms of the agreement and is subject to retirement by rotation and reelection pursuant to the Articles. She is entitled to an annual remuneration of approximately HK\$1,400,000. Such emolument will be determined annually by the Remuneration Committee with reference to her experience, responsibilities and the prevailing market conditions.

Save as disclosed above, Ms. Chan has not held other directorship in any public companies, the securities of which are listed on any securities market in Hong Kong or overseas in the last three years and does not hold any other position within the Group.

Ms. Chan does not have any relationship with any directors, senior management, substantial shareholders or controlling shareholders of the Company (each as respectively defined in the GEM Listing Rules). Ms. Chan does not have, and is not deemed to have any interests or short positions in any Shares, underlying shares or debentures of the Company or any of its associated corporations which is required to be disclosed under Part XV of the SFO as at the date of this announcement.

Save as disclosed above, there are no other matters relating to the appointment of Ms. Chan that needs to be brought to the attention of the Shareholders and there is no other information that should be disclosed pursuant to any of the requirements under Rule 17.50(2)(h) to (v) of the GEM Listing Rules.

By order of the Board
Roma Group Limited
Yue Kwai Wa Ken
Chairman

Hong Kong, 20 April 2017

As at the date of this announcement, the executive Directors are Mr. Yue, Kwai Wa Ken and Ms. Chan Hong Nei Connie and the independent non-executive Directors of the Company are Mr. Ko, Wai Lun Warren, Mr. Lou, Ming and Mr. Wong, Tat Keung.

This announcement, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules for the purpose of giving information with regard to the Company. The directors of the Company, having made all reasonable enquiries, confirm that to the best of their knowledge and belief, the information contained in this announcement is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this announcement misleading.

This announcement will remain on the “Latest Listed Company Information” page of the website of the Stock Exchange at www.hkexnews.hk for at least seven days from the day of its posting. This announcement will also be published on the website of the Company at www.romagroup.com.