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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)

**PROPOSED TRANSFER OF THE LISTING OF THE SHARES
FROM THE GROWTH ENTERPRISE MARKET
TO THE MAIN BOARD OF
THE STOCK EXCHANGE OF HONG KONG LIMITED**

The Board is pleased to announce that the Company submitted a formal application to the Stock Exchange on 1 June 2015 for the Proposed Transfer of Listing of all its issued Shares from GEM to the Main Board pursuant to Chapter 9A of the Listing Rules and the relevant provisions of the GEM Listing Rules. The Proposed Transfer of Listing will not involve issue of any new Shares by the Company.

There is no assurance that permission will be obtained from the Stock Exchange for the Proposed Transfer of Listing. Shareholders and potential investors should be aware that the implementation of the Proposed Transfer of Listing is subject to, among others, the fulfillment of all the pre-conditions for the Proposed Transfer of Listing as set out under Rule 9A.02 of the Listing Rules by the Company and the granting of relevant approval by the Stock Exchange. Accordingly, the Proposed Transfer of Listing may or may not proceed. Shareholders and potential investors are advised to exercise caution when dealing in the Shares.

PROPOSED TRANSFER OF LISTING

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* *For identification purpose only*

REASONS FOR THE PROPOSED TRANSFER OF LISTING

The Company has been listed on GEM since 25 February 2013. The Group is principally engaged in the provision of valuation and advisory services and financing services in Hong Kong. The Board believes that the Proposed Transfer of Listing will improve the liquidity of the Shares and enhance the profile of the Group. The Board considers that the Proposed Transfer of Listing will be beneficial to the future growth and business development of the Group as well as its financing flexibility.

As at the date of this announcement, the Board has no intention to change the nature of business of the Group following the Proposed Transfer of Listing. The Proposed Transfer of Listing will not involve issue of any new Shares by the Company.

GENERAL

The Company will make further announcements in relation to the progress of the Proposed Transfer of Listing as and when appropriate.

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DEFINITIONS

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

“Board”	board of Directors
“Company”	Roma Group Limited, an exempted company incorporated under the laws of the Cayman Islands, the issued Shares of which are listed on GEM
“Director(s)”	director(s) of the Company
“GEM”	Growth Enterprise Market of the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM
“Group”	the Company and its subsidiaries
“Listing Rules”	Rules Governing the Listing of Securities on the Stock Exchange

“Main Board”	the stock market operated by the Stock Exchange prior to the establishment of GEM (excluding the options market) and which stock market continues to be operated by the Stock Exchange in parallel with GEM. For the avoidance of doubt, the Main Board excludes GEM
“Proposed Transfer of Listing”	the proposed transfer of the listing of the Shares from GEM to the Main Board
“Share(s)”	ordinary share(s) of HK\$0.016 each in the share capital of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

By Order of the Board
Roma Group Limited
Yue Kwai Wa Ken
Executive Director and Company Secretary

Hong Kong, 1 June 2015

As at the date of this announcement, the executive Directors are Mr. Luk, Kee Yan Kelvin and Mr. Yue, Kwai Wa Ken, and the independent non-executive Directors are Mr. Chan, Ka Kit, Mr. Ko, Wai Lun Warren and Mr. Lou, Ming.

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

This announcement will remain on the “Latest Company Announcements” page of the GEM website at <http://www.hkgem.com> for at least 7 days from the date of its posting and on the Company’s website at www.romagroup.com.