

APPENDIX 5

FORMS RELATING TO LISTING

FORM F

THE GROWTH ENTERPRISE MARKET (GEM)

COMPANY INFORMATION SHEET

Case Number: 20120803-I11116-0001

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Company name: **Roma Group Limited**
羅馬集團有限公司

Stock code (ordinary shares): **8072**

This information sheet contains certain particulars concerning the above company (the “Company”) which is listed on the Growth Enterprise Market (“GEM”) of the Stock Exchange of Hong Kong Limited (the “Exchange”). These particulars are provided for the purpose of giving information to the public with regard to the Company in compliance with the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited (the “GEM Listing Rules”). They will be displayed at the GEM website on the Internet. This information sheet does not purport to be a complete summary of information relevant to the Company and/or its securities.

The information in this sheet was updated as of 22 February 2013

A. General

Place of incorporation: Cayman Islands

Date of initial listing on GEM: 25 February 2013

Name of Sponsor: Quam Capital Limited

Names of directors: *Executive Director*
Luk Kee Yan Kelvin (陸紀仁)
Yue Kwai Wa Ken (余季華)

Independent Non-Executive Director
Chan Ka Kit (陳家傑)
Lam Pak Cheong (林栢昌)
Ng Simon (伍世榮)

Name of substantial shareholder: Aperto Investments Limited Beneficial owner of 600,000,000
(as such term is defined in rule 1.01 of the ordinary shares of the Company
GEM Listing Rules) and their respective (representing 75% of the total
interests in the ordinary shares and other issued share capital of the
securities of the Company Company)

Name of company listed on GEM or the Main Board of the Stock Exchange within the same group as the Company: Not applicable

Financial year end date: 31 March

Registered address: Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman, KY1-1111, Cayman Islands.

Head office and principal place of business: Unit 3806, 38th Floor, China Resources Building, 26 Harbour Road, Wanchai, Hong Kong.

Web-site address: www.romagroup.com

Share registrar: *Principal share registrar:*
Codan Trust Company (Cayman) Limited
Cricket Square, P.O. Box 2681, Grand Cayman KY1-1111, Cayman Islands.

Hong Kong branch share registrar:
Tricor Investor Services Limited
26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong.

Auditors: BDO Limited
Certified Public Accountants
25th Floor, Wing On Centre, 111 Connaught Road Central, Hong Kong.

B. Business activities

The Company is principally engaged in the provision of valuation and technical advisory services in Hong Kong under the brand "Roma" with principal clients being companies having their shares listed on The Stock Exchange of Hong Kong Limited or other equity markets outside of Hong Kong.

C. Ordinary shares

Number of ordinary shares in issue: 800,000,000

Par value of ordinary shares in issue: HK\$0.01

Board lot size (in number of shares): 10,000

Name of other stock exchange(s) on which ordinary shares are also listed: Not applicable

D. Warrants

Stock code: Not applicable

Board lot size: Not applicable

Expiry date: Not applicable

Exercise price: Not applicable

Conversion ratio: Not applicable
(Not applicable if the warrant is denominated in dollar value of conversion right)

No. of warrants outstanding: Not applicable

No. of shares falling to be issued upon the exercise of outstanding warrants: Not applicable

E. Other securities

Details of any other securities in issue.

(i.e. other than the ordinary shares described in C above and warrants described in D above but including options granted to executives and/or employees).

Not applicable

(Please include details of stock code if listed on GEM or the Main Board or the name of any other stock exchange(s) on which such securities are listed).

If there are any debt securities in issue that are guaranteed, please indicate name of guarantor.

Not applicable

Responsibility statement

The directors of the Company (the “Directors”) as at the date hereof hereby collectively and individually accept full responsibility for the accuracy of the information contained in this information sheet (“the Information”) and confirm, having made all reasonable inquiries, that to the best of their knowledge and belief the Information is accurate and complete in all material respects and not misleading or deceptive and that there are no other matters the omission of which would make any Information inaccurate or misleading.

The Directors also collectively and individually accept full responsibility for submitting a revised information sheet, as soon as reasonably practicable after any particulars on the form previously published cease to be accurate.

The Directors acknowledge that the Stock Exchange has no responsibility whatsoever with regard to the Information and undertake to indemnify the Exchange against all liability incurred and all losses suffered by the Exchange in connection with or relating to the Information.

Signed:

Luk Kee Yan Kelvin (陸紀仁)

Yue Kwai Wa Ken (余季華)

Chan Ka Kit (陳家傑)

Lam Pak Cheong (林栢昌)

Ng Simon (伍世榮)

NOTES

- (1) *This information sheet must be signed by or pursuant to a power of attorney for and on behalf of each of the Directors of the Company.*
- (2) *Pursuant to rule 17.52 of the GEM Listing Rules, the Company must submit to the Exchange (in the electronic format specified by the Exchange from time to time) for publication on the GEM website a revised information sheet, together with a hard copy duly signed by or on behalf of each of the Directors, as soon as reasonably practicable after any particulars on the form previously published cease to be accurate.*
- (3) *Please send a copy of this form by facsimile transaction to Hong Kong Securities Clearing Company Limited (on 2815-9353) or such other number as may be prescribed from time to time) at the same time as the original is submitted to the Exchange.*