

FURTHER INFORMATION ABOUT THE COMPANY AND ITS SUBSIDIARIES**1. Incorporation of the Company**

The Company was incorporated in the Cayman Islands under the Companies Law as an exempted company with limited liability on 4 March 2011. The Company has established a place of business in Hong Kong at Unit 3806, 38th Floor, China Resources Building, 26 Harbour Road, Wan Chai, Hong Kong. The Company was registered as a non-Hong Kong company under Part XI of the Companies Ordinance on 11 May 2011. In connection with such registration, Mr. Luk has been appointed as the authorised representative of the Company for acceptance of service of process and notices on behalf of the Company in Hong Kong.

As the Company was incorporated in the Cayman Islands, it operates subject to the Companies Law and to its constitution which comprises a memorandum and articles of association. A summary of certain relevant parts of its constitution and certain relevant aspects of the Companies Law is set out in Appendix III to this prospectus.

2. Changes in share capital of the Company

- (a) The Company was incorporated in the Cayman Islands on 4 March 2011 with an authorised share capital of the Company of HK\$380,000 divided into 38,000,000 shares of HK\$0.01 each.
- (b) On 4 March 2011, one nil-paid subscriber Share was transferred to Mr. Luk.
- (c) On 23 September 2011, one nil-paid subscriber Share was transferred from Mr. Luk to Aperto Investments Limited.
- (d) On 26 September 2011, the Company acquired the entire issued share capital of United Brilliant Limited from Mr. Luk in consideration of which the Company allotted and issued 9,999 fully paid up Shares to Aperto Investments Limited (as directed by Mr. Luk) and credited as fully paid the subscriber Share held by Aperto Investments Limited (as directed by Mr. Luk).
- (e) Pursuant to the written resolutions of the sole shareholder of the Company passed on 28 January 2013, the authorised share capital of the Company was conditionally increased from HK\$380,000 to HK\$80,000,000 by the creation of a further 7,962,000,000 Shares.

- (f) Immediately following the completion of the Placing and the Capitalisation Issue, without taking into account of any Shares which may be issued upon the exercise of the options which have been granted under the Pre-IPO Share Option Scheme or may be granted under the Share Option Scheme, the authorised share capital of the Company will be HK\$80,000,000 divided into 8,000,000,000 Shares, of which 800,000,000 Shares will be allotted and issued, fully paid or credited as fully paid and 7,200,000,000 Shares will remain unissued. Other than the Shares issuable pursuant to the exercise of the options which have been granted under the Pre-IPO Share Option Scheme or may fall to be granted under the Share Option Scheme, or the exercise of the general mandate referred to in the paragraph headed “Written resolutions of the sole shareholder of the Company passed on 28 January 2013” in this section of this Appendix, the Directors have no present intention to issue any part of the authorised but unissued capital of the Company, and without the prior approval of the members of the Company in general meeting, no issue of Shares will be made which would effectively alter the control of the Company.
- (g) Save as disclosed in this prospectus, there has been no alteration in the share capital of the Company since its incorporation.

3. Written resolutions of the sole shareholder of the Company passed on 26 September 2011

Pursuant to the written resolutions passed by the sole shareholder of the Company on 26 September 2011, *inter alia*:

- (a) conditional on the Listing Committee of the Stock Exchange granting approval of the listing of and permission to deal in the Shares to be issued pursuant to the Share Option Scheme, the rules of the Share Option Scheme, the principal terms of which are set out in the section headed “Share Option Scheme” of this Appendix, were approved and adopted and the Directors were authorised to grant options to subscribe for Shares thereunder and to allot, issue and deal with the Shares pursuant to the exercise of options granted under the Share Option Scheme and to take all such steps as may be necessary or desirable to implement the Share Option Scheme; and
- (b) conditional on the Listing Committee of the Stock Exchange granting approval of the listing of and permission to deal in the Shares to be issued pursuant to the Pre-IPO Share Option Scheme, the rules of the Pre-IPO Share Option Scheme, the principal terms of which are set out in the paragraph headed “Pre-IPO Share Option Scheme” of this Appendix, were approved and adopted and the Directors were authorised to grant options to subscribe for Shares thereunder from the date of its adoption to 29 September 2011 and to allot, issue and deal with the Shares pursuant to the exercise of options granted under the Pre-IPO Share Option Scheme and to take all such steps as may be necessary or desirable to implement the Pre-IPO Share Option Scheme.

4. Written resolutions of the sole shareholder of the Company passed on 28 January 2013

Pursuant to the written resolutions passed by the sole shareholder of the Company on 28 January 2013, *inter alia*:

- (a) the authorised share capital of the Company was increased from HK\$380,000 to HK\$80,000,000 by the creation of a further 7,962,000,000 Shares;
- (b) conditional on the conditions as set out in the paragraph headed “Conditions” in the section headed “Structure and conditions of the Placing” in this prospectus:
 - (i) the Placing was approved and the Directors were authorised to allot and issue the Placing Shares;
 - (ii) the share premium account of the Company was approved to be credited as a result of the Placing; and conditional on the share premium account of the Company being credited as a result of the Placing, the Directors were authorised to capitalise HK\$6,799,900 (then standing to the credit of the share premium account of the Company) by applying such sum in paying up in full at par 679,990,000 Shares for allotment and issue to Aperto Investments Limited so that the Shares to be allotted and issued shall rank *pari passu* in all respects with the then existing issued Shares (other than the right to participate in the Capitalisation Issue) and the Directors were authorised to give effect to such capitalisation;
 - (iii) a general unconditional mandate was given to the Directors to exercise all the powers of the Company to allot, issue and deal with, otherwise than by way of rights issues or an issue of shares upon the exercise of any subscription rights attached to any warrants of the Company or pursuant to the exercise of any options which have been conditionally granted under the Pre-IPO Share Option Scheme or may be granted under the Share Option Scheme or any other option scheme or similar arrangement for the time being adopted for the grant or issue to officers and/or employees of the Company and/or any of its subsidiaries of shares or rights to acquire shares or any scrip dividend schemes or similar arrangements providing for the allotment and issue of shares of the Company in lieu of the whole or part of a dividend on Shares in accordance with the articles of association of the Company or a specific authority granted by the shareholders of the Company in general meeting. Shares with a total nominal value not exceeding 20% of the aggregate of the total nominal value of the share capital of the Company in issue immediately following completion of the Placing (without taking into account any Shares falling to be issued pursuant to the exercise of any options which have been conditionally granted under the Pre-IPO Share Option Scheme or may be granted under the Share Option Scheme), such mandate to remain in effect until whichever is the earliest of:
 - (aa) the conclusion of the next annual general meeting of the Company;
 - (bb) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any other applicable laws of the Cayman Islands to be held; and

- (cc) the passing of an ordinary resolution of the shareholders of the Company in a general meeting revoking, varying or renewing such mandate;
- (iv) a general unconditional mandate (the “Repurchase Mandate”) was given to the Directors to exercise all powers of the Company to repurchase on the Stock Exchange or on any other stock exchange on which the securities of the Company may be listed and which is recognised by the SFC and the Stock Exchange for this purpose, with an aggregate nominal value up to 10% of the aggregate of the total nominal value of the share capital of the Company in issue immediately following completion of the Placing (without taking into account any Shares falling to be issued pursuant to the exercise of any options which have been conditionally granted under the Pre-IPO Share Option Scheme or may be granted under the Share Option Scheme), such mandate is to remain in effect until whichever is the earliest of:
 - (aa) the conclusion of the next annual general meeting of the Company;
 - (bb) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any other applicable laws of the Cayman Islands to be held; and
 - (cc) the passing of an ordinary resolution of the shareholders of the Company in a general meeting revoking, varying or renewing such mandate; and
- (c) the new memorandum and articles of association were conditionally approved and adopted.

5. Group reorganisation

The companies comprising the Group underwent a reorganisation in preparation for the Listing. Following the Reorganisation, the Company became the holding company of the Group.

Details of the Reorganisation undertaken are as follows:

- (a) The Company was incorporated on 4 March 2011 and one nil-paid subscriber Share was transferred to Mr. Luk.
- (b) On 23 September 2011, one nil-paid subscriber share was transferred from Mr. Luk to Aperto Investments Limited.
- (c) On 26 September 2011, the Company acquired the entire issued share capital of United Brilliant Limited from Mr. Luk in consideration of which the Company allotted and issued 9,999 fully paid up Shares to Aperto Investments Limited (as directed by Mr. Luk) and credited as fully paid the subscriber Share held by Aperto Investments Limited (as directed by Mr. Luk). After the share transfer, United Brilliant Limited became an intermediate holding company of the Group.

The Reorganisation complies with the applicable laws and regulations of Hong Kong and the Cayman Islands, and all necessary approvals from the relevant regulatory authorities required for the implementations of the Reorganisation have been obtained.

6. Changes in the share capital or registered capital of the subsidiaries

The Company's subsidiaries are listed in the Accountants' Report, the text of which is set out in Appendix I to this prospectus.

The following alterations in the share capital or registered capital of the subsidiaries have taken place within the two years preceding the date of this prospectus.

(a) *United Brilliant Limited*

- (i) On 28 January 2011, United Brilliant Limited was incorporated under the laws of BVI with an authorised share capital of US\$50,000 divided into 50,000 shares of US\$1.00 each, of which two shares were allotted and issued to Mr. Luk.
- (ii) On 26 September 2011, the Company acquired the entire issued share capital of United Brilliant Limited from Mr. Luk in consideration of which the Company allotted and issued 9,999 fully paid up Shares to Aperto Investments Limited (as directed by Mr. Luk) and credited as fully paid the subscriber Share held by Aperto Investments Limited (as directed by Mr. Luk). After the share transfer, United Brilliant Limited became an intermediate holding company of the Group.

(b) *Chariot Success Limited*

- (i) On 12 January 2011, Chariot Success Limited was incorporated under the laws of BVI with an authorised share capital of US\$50,000 divided into 50,000 shares of US\$1.00 each, of which one share was allotted and issued to Mr. Luk.
- (ii) On 12 May 2011, United Brilliant Limited acquired the entire issued share capital of Chariot Success Limited from Mr. Luk, in consideration of which United Brilliant Limited created, allotted and issued 4,999 new shares, credited as fully paid, to Mr. Luk.

(c) *Gertino Limited*

- (i) On 18 January 2011, Gertino Limited was incorporated under the laws of BVI and authorised to issue a maximum of 50,000 no par value share of a single class. On 4 March 2011, one share of Gertino Limited was allotted and issued to Mr. Luk.
- (ii) On 12 May 2011, United Brilliant Limited acquired the entire issued share capital of Gertino Limited from Mr. Luk, in consideration of which United Brilliant Limited created, allotted and issued 4,999 new shares, credited as fully paid, to Mr. Luk.

(d) Roma Appraisals Limited

- (i) On 23 May 2008, Roma Appraisals was incorporated under the laws of Hong Kong with an authorised share capital of HK\$10,000 divided into 10,000 shares of HK\$1.00 each, all of which were allotted and issued to Mr. Luk.
- (ii) On 5 May 2011, Chariot Success Limited acquired the entire issued share capital of Roma Appraisals from Mr. Luk, and in consideration of which Chariot Success Limited created, allotted and issued 9 new shares, credited as fully paid, to Mr. Luk.

(e) Roma Oil and Mining Associates Limited

- (i) On 18 May 2010, Roma Oil and Mining was incorporated under the laws of Hong Kong with an authorised share capital of HK\$10,000 divided into 10,000 shares of HK\$1.00 each, of which 100 shares were allotted and issued to Mr. Luk.
- (ii) On 5 May 2011, Gertino Limited acquired the entire issued share capital of Roma Oil and Mining from Mr. Luk, and in consideration of which Gertino Limited created, allotted and issued 9 new shares, credited as fully paid, to Mr. Luk.

Save as set out above, there has been no alteration in the share capital or registered capital of any of the subsidiaries of the Company within the two years immediately preceding the date of this prospectus.

7. Repurchase by the Company of its own securities

This section includes the information required by the Stock Exchange to be included in this prospectus concerning the repurchase by the Company of its own securities.

(a) Provisions of the GEM Listing Rules

The GEM Listing Rules permit companies whose primary listing is on the GEM to repurchase their securities on the Stock Exchange subject to certain restrictions, the most important of which are summarised below:

(i) Shareholders' approval

All proposed repurchases of Shares must be approved in advance by an ordinary resolution in a general meeting, either by way of general mandate or by specific approval in relation to a particular transaction.

Note: Pursuant to the written resolutions of the sole shareholder of the Company passed on 28 January 2013, a general unconditional mandate was given to the Directors to exercise all powers of the Company to repurchase on the GEM or on any other stock exchange on which the securities of the Company may be listed and which is recognised by the SFC and the Stock Exchange of up to 10% of the total nominal value of the share capital of the Company in issue immediately after completion of the Placing, such mandate to expire at the earliest of: (a) at any time until the conclusion of the next annual general meeting of the Company; or (b) the expiration of the period within which the next

annual general meeting of the Company is required by the articles of association of the Company or any other applicable laws of the Cayman Islands to be held; or (c) the passing of an ordinary resolution of shareholders of the Company in general meeting revoking, varying or renewing such mandate. Details of which have been described above in the paragraph headed "Written resolutions of the sole shareholder of the Company passed on 28 January 2013".

(ii) *Sources of Funds*

Any repurchases must be financed out of funds legally available for the purpose in accordance with the memorandum and articles of association of the Company and any applicable laws of the Cayman Islands.

(iii) *Trading restrictions*

A company is authorised to repurchase on the GEM or on any other stock Exchange recognised by the SFC and the Stock Exchange the total number of shares which represent up to a maximum of 10% of the aggregate nominal value of the existing issued share capital of that company or warrants to subscribe for shares in the company representing up to 10% of the amount of warrants then outstanding at the date of the passing of the relevant resolution granting the repurchase mandate. A company may not issue or announce an issue of new securities of the type that have been repurchased for a period of 30 days immediately following a repurchase of securities whether on the GEM or otherwise (except pursuant to the exercise of warrants, share option or similar instruments requiring the company to issue securities which were outstanding prior to the repurchase) without the prior approval of the Stock Exchange. A company is also prohibited from making securities repurchase on the GEM if the result of the repurchases would be that the number of the listed securities in hands of the public would be below the relevant prescribed minimum percentage for that company as required and determined by the Stock Exchange. A company shall not purchase its shares on the GEM if the purchase price is higher by 5% or more than the average closing market price for the 5 preceding trading days on which its shares were traded on the GEM.

(iv) *Status of repurchased securities*

The listing of all repurchased securities (whether on the GEM or otherwise) is automatically cancelled and the relative certificates must be cancelled and destroyed. Under the Cayman Islands law, a company's repurchased shares may be treated as cancelled and, if so cancelled, the amount of the company's issued share capital shall be reduced by the aggregate nominal value of the repurchased shares accordingly although the authorised share capital of the company will not be reduced.

(v) *Suspension of repurchase*

Any securities repurchase programme is required to be suspended after a price sensitive development has occurred or has been the subject of a decision until such time as the price sensitive information is made publicly available. In particular, during the period of one month immediately preceding either the preliminary announcement of a company's annual results or the publication of a company's interim report, a company may not purchase its

securities on the GEM unless the circumstances are exceptional. In addition, the Stock Exchange may prohibit repurchases of securities on the GEM if a company has breached the GEM Listing Rules.

(vi) *Reporting requirements*

Repurchases of securities on the GEM or otherwise must be reported to the Stock Exchange not later than 9:00 a.m. (Hong Kong time) on the following business day. In addition, a company's annual report and accounts are required to include a monthly breakdown of securities repurchases made during the financial year under review, showing the number of securities repurchased each month (whether on the GEM or otherwise), the purchase price per share or the highest and lowest prices paid for all such repurchases and the total prices paid. The directors' report is also required to contain reference to the purchases made during the year and the directors' reasons for making such purchases. The company shall make arrangements with its broker who effects the purchase to provide the company in a timely fashion the necessary information in relation to the purchase made on behalf of the company to enable the company to report to the Stock Exchange.

(vii) *Connected parties*

Under the GEM Listing Rules, a company shall not knowingly repurchase shares from a connected person (as defined in the GEM Listing Rules) and a connected person shall not knowingly sell his shares to the company.

(b) *Exercise of the Repurchase Mandate*

Exercise in full of the Repurchase Mandate, on the basis of 800,000,000 Shares in issue immediately after listing of the Shares, could accordingly result in up to 80,000,000 Shares being repurchased by the Company during the period in which the Repurchase Mandate remains in force.

On the basis of the current financial position of the Group as disclosed in this prospectus and taking into account the current working capital position of the Group, the Directors consider that, if the Repurchase Mandate were to be exercised in full, there might be a material adverse impact on the working capital and/or gearing position of the Group (as compared with the position disclosed in this prospectus). However, the Directors do not propose to exercise the Repurchase Mandate to such an extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Group or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Group.

(c) *Reasons for repurchases*

Repurchases of Shares will only be made when the Directors believe that such a repurchase will benefit the Company and Shareholders. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value and/or earnings per Share.

(d) *Funding of repurchases*

In repurchasing Shares, the Company may only apply funds legally available for such purpose in accordance with its memorandum and articles of association and the applicable laws and regulations of the Cayman Islands.

A listed company is prohibited from repurchasing its own securities on the GEM for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Stock Exchange from time to time.

Under the Cayman Islands law, any repurchases by the Company may be made out of profits of the Company, out of the share premium account, or out of the proceeds of a fresh issue of share made for the purpose of the repurchase or, if authorised by the articles of association of the Company and subject to the Companies Law, out of capital and, in case of any premium payable on the repurchase, out of profits of the Company or from sum standing to the credit of the share premium accounts of the Company, or if authorised by the articles of association of the Company and subject to the Companies Law, out of capital.

(e) *General*

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their associates (as defined in the GEM Listing Rules) currently intends to sell any Shares to the Company.

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the Repurchase Mandate in accordance with the GEM Listing Rules, the memorandum and the articles of association of the Company and the applicable laws of the Cayman Islands.

No connected person (as defined in the GEM Listing Rules) of the Company has notified the Company that he or she has a present intention to sell Shares to the Company, or has undertaken not to do so, in the event that the Repurchase Mandate is exercised.

If as a result of a repurchase of Shares, a shareholder's proportionate interest in the voting rights of the Company is increased, such increase will be treated as an acquisition for the purpose of the Hong Kong Code on Takeovers and Mergers (the "Code"). As a result, a Shareholder, or a group of Shareholders acting in concert, depending on the level of increase in the Shareholder's interest, could obtain or consolidate control of the Company and become(s) obliged to make a mandatory offer in accordance with Rule 26 of the Code. Save as aforesaid, the Directors are not aware of any consequence which would arise under the Code as a consequence of any repurchase made pursuant to the Repurchase Mandate immediately after the Listing.

The Company has not made repurchase of any of the Shares since its incorporation.

FURTHER INFORMATION ABOUT THE BUSINESS OF THE GROUP**1. Summary of material contracts**

The following contracts (not being contracts in the ordinary course of business) have been entered into by members of the Group within the two years preceding the date of this prospectus and are or may be material:

- (a) A reorganisation agreement dated 26 September 2011 made between the Company as purchaser and Mr. Luk as vendor in relation to the Company's acquisition of the entire issued share capital of United Brilliant Limited and in consideration of which the Company allotted and issued 9,999 fully paid up Shares to Aperto Investments Limited (as directed by Mr. Luk) and credited as fully paid at par the subscriber Share held by Aperto Investments Limited (as directed by Mr. Luk).
- (b) A deed of indemnity dated 28 January 2013 executed by the Controlling Shareholders in favour of the Company, pursuant to which the Controlling Shareholders have agreed to give certain indemnities in favour of the Company (for itself and as trustee for its subsidiaries), and further particulars are set out in the paragraph headed "Tax indemnity" in this Appendix.
- (c) A deed of non-competition dated 28 January 2013 given by the Controlling Shareholders in favour of the Company, particulars of which are summarised in the paragraph headed "Non-competition undertaking" in the section headed "Relationship with Controlling Shareholders" in the prospectus.
- (d) The Underwriting Agreement.

2. Intellectual property rights of the Group

(a) Trademarks

As at the Latest Practicable Date, the Group had registered the following trademarks:

| No. | Trademark | Place of application | Registration number | Class | Date of Registration | Name of registrant |
|-----|--|----------------------|---------------------|---------|----------------------|--------------------------|
| 1. | ROMA | Hong Kong | 301900863 | 36 & 42 | 28 April 2011 | United Brilliant Limited |
| 2. |  | Hong Kong | 301900872 | 36 & 42 | 28 April 2011 | United Brilliant Limited |
| 3. |  ROMA | Hong Kong | 301900854 | 36 & 42 | 28 April 2011 | United Brilliant Limited |
| 4. | ROMA OIL AND MINING ASSOCIATES LIMITED | Hong Kong | 301925839 | 36 & 42 | 25 May 2011 | United Brilliant Limited |

Notes:

Class 36 Appraisal service; Evaluation service; Real Estate Appraisal; Jewellery Appraisal; Financial Appraisal; Artwork Appraisal; Natural Resource Appraisal; Business and Intangible Assets Appraisal; Financial Instruments Appraisal; Industrial Appraisal; Appraisal of Financial Transactions; Financial Appraisal Services; Advisory Services Relating to Appraisal; Advisory Services Relating to Financial Evaluation; Capital Investments; Fund Investments; Natural Resource Investment; Real Estate Investment; Acquisition Financing; Acquisition of Companies; Advisory Services Relating to Acquisition; Investment Risk Management Service; Financial Analyses for Investment Services; Financial Risk Analysis; Financial Services Relating to Strategic Risk Management and Measurement; Financial Planning; Financial Intermediation; Financial Investigations; Financial Portfolio Management; Financial Portfolio Performance Analysis; Financial Research; investment analysis; Management of Investment; Project Management; Project Investment Services; Project Financing; Financial Asset Management; Financial Project Investment and Management; Advisory Service Relating to Investments; Advisory Services Relating to Finance and Investments; Advisory Services Relating to Natural Resource Investment; Advisory Services Relating to Financial Investment and Planning; Advisory Service Relating to Financial Analysis, Fund Investment, Fund Raising Services and Capital Investment; Advisory Services Relating to Financial Management; Advisory Services Relating to Fund Management; Advisory Services Relating to Corporate Financing; Advisory Services Relating to Financial Strategic Initiatives, Financial Restructuring, Investment, Grants and Financing of Loans, Credit Control, Accounts Payable and Receivable Financing; all the aforesaid Services included in Class 36.

Class 42 Petroleum Prospecting; Analysis for Petroleum Exploitation; Analysis of Petroleum Asset; Analyses for Petroleum Exploration; Advisory Services Relating to Drilling Exploration and Appraisals of Wells; Analytical Services for Petroleum Products and Petrochemical Products; Analytical Services Relating to the Development of Oil Fields; Oil Prospecting; Oil and Gas Prospecting; Oil-field Surveys; Oil-well Testing; Oil and Gas Well Testing; Analysis for Oil-field Exploitation; Analysis of Oil and Gas Fields; Analysis of Oilfield and Oil wells and Downholes; Analyses for Oil Field Exploitation and/or Exploration; Advisory Services Relating to Drilling Exploration and Appraisals of Wells; Analytical Services for Petroleum Products and Petrochemical Products; Analytical Services Relating to the Development of Oil

Fields; Mineral Prospecting; Analysis for Mineral Exploitation; Analysis of Mines; Analyses for Mineral Exploration; Advisory Services Relating to Mineral Exploration and Appraisals of Mines; Analytical Service Relating to the Development of Mines; Mines Prospecting; Mines and Coal Prospecting; Mines Surveys; Pit Testing; Analysis for Mines Exploitation; Analysis of Mines and Coal Field; Analysis of Pit; Analyses for Mines and Coal Field Exploitation and/or Exploration; Advisory Services Relating to Mines Exploration and Appraisals of Mines; Analytical Service Relating to the Development of Mines and Coal Field; Geological Prospecting; Geotechnical Prospecting; Geological Surveys; Geotechnical Surveys; Geological Research; Geotechnical Research; Analysis for Geological and Geotechnical data; Land Surveying; Information and Consultancy Services Relating to Safety and Environment Protection; Real Estate Planning; Real Estate Surveys; Advisory Services Relating to Industrial Design; Project Management; all the aforesaid Services included in Class 42.

(b) Domain name

As at the Latest Practicable Date, the Group had registered the following domain names:

| <u>Domain name</u> | <u>Date of registration</u> | <u>Expiry date</u> | <u>Place of registration</u> |
|---|-----------------------------|--------------------|------------------------------|
| <u>www.romagroup.com</u> | 19 July 2008 | 19 July 2015 | United States |

Information contained in the above website does not form part of this prospectus.

Save as disclosed above, there are no other trademarks or other intellectual property rights which are or may be material in relation to the business of the Group.

3. Further information about the subsidiaries of the Company

(a) Offshore subsidiaries

(i) United Brilliant Limited (聯煌有限公司)

| | | |
|----------------------------|---|--|
| Type of company | : | limited company |
| Company number | : | 1629505 |
| Place of incorporation | : | BVI |
| Date of incorporation | : | 28 January 2011 |
| Registered office | : | P.O. Box 957 Offshore Incorporations Centre Road Town, Tortola British Virgin Islands |
| Authorised share capital | : | US\$50,000 divided into 50,000 shares of US\$1.00 each |
| Issued share capital | : | US\$10,000 (10,000 shares) |
| Shareholder | : | The Company (100%) |
| Directors | : | Mr. Luk and Mr. Yue |
| General nature of business | : | investment holding |

(ii) *Chariot Success Limited*

| | | |
|----------------------------|---|--|
| Type of company | : | limited company |
| Company number | : | 1626139 |
| Place of incorporation | : | BVI |
| Date of incorporation | : | 12 January 2011 |
| Registered office | : | P.O. Box 957 Offshore Incorporations Centre Road Town, Tortola British Virgin Islands |
| Authorised share capital | : | US\$50,000 divided into 50,000 shares of US\$1.00 each |
| Issued share capital | : | US\$10.00 (10 shares) |
| Shareholder | : | United Brilliant Limited (100%) |
| Directors | : | Mr. Luk and Mr. Yue |
| General nature of business | : | investment holding |

(iii) *Gertino Limited*

| | | |
|----------------------------|---|--|
| Type of company | : | limited company |
| Company number | : | 1627111 |
| Place of incorporation | : | BVI |
| Date of incorporation | : | 18 January 2011 |
| Registered office | : | P.O. Box 957 Offshore Incorporations Centre Road Town, Tortola British Virgin Islands |
| Authorised share capital | : | 50,000 no par value shares of a single class |
| Issued share capital | : | 10 shares |
| Shareholder | : | United Brilliant Limited (100%) |
| Directors | : | Mr. Luk and Mr. Yue |
| General nature of business | : | investment holding |

(b) *Hong Kong subsidiaries*(i) *Roma Appraisals Limited* (羅馬國際評估有限公司)

| | | |
|------------------------|---|-----------------|
| Type of company | : | limited company |
| Company number | : | 1240617 |
| Place of incorporation | : | Hong Kong |
| Date of incorporation | : | 23 May 2008 |

| | | |
|----------------------------|---|---|
| Registered office | : | Unit 3806, 38th Floor China Resources Building 26 Harbour Road Wan Chai Hong Kong |
| Authorised share capital | : | HK\$10,000 divided into 10,000 shares of HK\$1.00 each |
| Issued share capital | : | HK\$10,000 (10,000 share) |
| Shareholder | : | Chariot Success Limited (100%) |
| Directors | : | Mr. Luk and Mr. Yue |
| General nature of business | : | Provision of valuation and consultancy services |

(ii) *Roma Oil and Mining Associates Limited*

| | | |
|----------------------------|---|---|
| Type of company | : | limited company |
| Company number | : | 1457560 |
| Place of incorporation | : | Hong Kong |
| Date of incorporation | : | 18 May 2010 |
| Registered office | : | Unit 3806, 38th Floor China Resources Building 26 Harbour Road Wan Chai Hong Kong |
| Authorised share capital | : | HK\$10,000 divided into 10,000 shares of HK\$1.00 each |
| Issued share capital | : | HK\$100 (100 share) |
| Shareholder | : | Gertino Limited (100%) |
| Directors | : | Mr. Luk and Mr. Yue |
| General nature of business | : | Provision of natural resources valuation and technical advisory services |

FURTHER INFORMATION ABOUT THE DIRECTORS, SUBSTANTIAL SHAREHOLDERS AND EXPERTS**1. Directors***Disclosure of Interests*

So far as the Directors are aware, immediately following completion of the Placing and the Capitalisation Issue without taking into account the Shares which may be issued pursuant to the exercise of the options which have been conditionally granted under the Pre-IPO Share Option Scheme or may be granted under the Share Option Scheme, the interests and short positions of the Directors and chief executive of the Company in the Shares, underlying shares and debentures of the Company or any associated corporation (within the meaning of Part XV of the SFO) which will have 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 are taken or deemed to have taken under such provisions), or which will be required, pursuant to section 352 of the SFO, to be entered in the register referred to therein or which will be required to be notified to the Company and the Stock Exchange pursuant to Rules 5.46 to 5.67 of the GEM Listing Rules, will be as follows:

Long position in the Shares

| <u>Name of Director</u> | <u>Company/name of associated company</u> | <u>Nature of interest</u> | <u>Number of securities</u> | <u>Approximate percentage of shareholding after the Placing</u> |
|-------------------------|---|--|-----------------------------|---|
| Mr. Luk | The Company | Interest of a controlled corporation (<i>Note 1</i>) | 600,000,000 Shares | 75% |
| | Aperto Investments Limited | Beneficial interest | 1 share of US\$1.00 | 100% |
| | The Company | Beneficial interest (<i>Note 2</i>) | 8,000,000 Shares | 1% |
| Mr. Yue | The Company | Beneficial interest (<i>Note 2</i>) | 8,000,000 Shares | 1% |
| Mr. Chan, Ka Kit | The Company | Beneficial interest (<i>Note 2</i>) | 600,000 Shares | 0.075% |
| Mr. Lam, Pak Cheong | The Company | Beneficial interest (<i>Note 2</i>) | 600,000 Shares | 0.075% |
| Mr. Ng, Simon | The Company | Beneficial interest (<i>Note 2</i>) | 600,000 Shares | 0.075% |

Notes:

1. These Shares are registered in the name of Aperto Investments Limited, the entire issued share capital of which 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 Limited.
2. These represent the Shares to be issued and allotted by the Company upon exercise of the options granted under the Pre-IPO Share Option Scheme.

Particulars of service agreements

- (a) Each of Mr. Luk and Mr. Yue, being all the executive Directors, has entered into a service agreement with the Company. Particulars of these agreements, except as indicated, are in all material respects identical and are set out below:
- (i) each service agreement is for an initial term of three years commencing from the Listing Date and will continue thereafter until terminated in accordance with the terms of the agreement;
 - (ii) the initial annual salary for each of Mr. Luk and Mr. Yue will be HK\$1,440,000 and HK\$1,440,000 respectively, such salary to be reviewed annually by the Board and the remuneration committee; and
 - (iii) each of the executive Directors 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 as the remuneration committee of the Company may recommend to the Board and which the Board may approve, provided that the relevant executive Director shall abstain from voting and not be counted in the quorum in respect of any resolution of the Board approving the amount of annual salary, management bonus and any other matters in which he has an interest.
- (b) Each of Mr. Lam Pak Cheong, Mr. Chan Ka Kit and Mr. Ng Simon, being all of the independent non-executive Directors, has entered into a letter of appointment with the Company for an initial term commencing on 26 September 2011 and ending on 31 December 2014, and will continue thereafter unless terminated by either party giving at least one month's notice in writing. Commencing from the Listing Date each independent non-executive Director is entitled to an annual director's fee of HK\$120,000.
- (c) Save as disclosed herein, none of the Directors has entered into service agreements with any member of the Group (excluding contracts expiring or determinable by the employer within one year without payment of compensation other than statutory compensation).

Directors' remuneration

- (a) The Company's policies concerning remuneration of executive Directors are:
- (i) the amount of remuneration payable to the executive Directors will be determined on a case by case basis depending on the experience, responsibility, workload and the time devoted to the Group by the relevant Director and reviewed by the remuneration committee of the Company;
 - (ii) non-cash benefits may be provided to the Directors under their remuneration package; and

- (iii) the executive Directors may be granted, at the discretion of the Board, share options under the share option scheme adopted by the Company, as part of the remuneration package.
- (b) An aggregate sum of approximately HK\$3.7 million and HK\$1.0 million was paid to the Directors as remuneration and benefits in kind for the financial year ended 31 March 2012 and the four months ended 31 July 2012.
- (c) It is expected that an aggregate sum of approximately HK\$3.4 million will be paid to the Directors as remuneration and benefits in kind by the Group for the year ending 31 March 2013 pursuant to the current arrangements excluding management bonus.
- (d) Save for Directors' fees and the share options granted under the Pre-IPO Share Option Scheme, none of the independent non-executive Directors is expected to receive any other remuneration for holder their office as an independent non-executive Director.

2. Substantial shareholders

So far as the Directors are aware, immediately following completion of the Placing and the Capitalisation Issue without taking into account the Shares which may be issued pursuant to the exercise of the options which have been granted under the Pre-IPO Share Option Scheme or may be granted under the Share Option Scheme, the following persons (other than the Directors and chief executives of the Company) will have or be deemed or taken to have interests or short positions in the Shares or underlying Shares which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO, or who are, directly or indirectly, interested in 10% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meetings of any other member of the Group.

Long positions in Shares, underlying Shares and debentures

| <u>Name</u> | <u>Nature of Interest</u> | <u>Number of Shares held after the Placing</u> | <u>Approximate percentage of shareholding after the Placing</u> |
|--|---------------------------|--|---|
| Aperto Investments Limited (<i>Note</i>) | Beneficial owner | 600,000,000 | 75% |

Note: The entire issued share capital of Aperto Investments Limited 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 Limited.

3. Related party transactions

The Group entered into the related party transactions within the two years immediately preceding the date of this prospectus as mentioned in note 27 of the Accountants' Report set out in Appendix I to this prospectus.

4. Disclaimers

Save as disclosed herein:

- (a) none of the Directors nor any of the persons whose names are listed in the paragraph headed “Consents of experts” in the section headed “Other information” in this Appendix is directly or indirectly interested in the promotion of any member of the Group or in any assets which have within the two years immediately preceding the issue of this prospectus been acquired or disposed of by or leased to any member of the Group, or are proposed to be acquired or disposed of by or leased to any member of the Group;
- (b) none of the Directors nor any of the persons whose names are listed in the paragraph headed “Consents of experts” in the section headed “Other information” in this Appendix is materially interested in any contract or arrangement subsisting at the date of this prospectus which is significant in relation to the business of the Group;
- (c) none of the persons whose names are listed in the paragraph headed “Consents of experts” in the section headed “Other information” in this Appendix has 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 or is in the employment of an officer or servant of the Group;
- (d) none of the Directors has entered or has proposed to enter into any service agreements with the Company or any members of the Group (other than contracts expiring or determinable by the employer within one year without payment of compensation other than statutory compensation);
- (e) no cash, securities or other benefit has been paid, allotted or given within the two years preceding the date of this prospectus to any promoter of the Company nor is any such cash, securities or benefit intended to be paid, allotted or given on the basis of the Placing or related transaction as mentioned in this prospectus; and
- (f) none of the Directors, their respective associates or shareholders of the Company who are interested in 5% or more of the issued share capital of the Company have any interests in the five largest customers of the Group.

SHARE OPTION SCHEMES**1. Share Option Scheme**

The following is a summary of the principal terms of the Share Option Scheme conditionally approved by the Shareholders of the Company on 26 September 2011.

For the purpose of this section, unless the context otherwise requires:

| | |
|-------------------|---|
| “Board” | means the board of Directors from time to time or a duly authorised committee thereof; |
| “Eligible Person” | means any full-time or part-time employee of the Company or any member of the Group, including any executive, non-executive directors and independent non-executive directors, advisors and consultants of the Company or any Subsidiary; |
| “Option” | means an option to subscribe for Shares granted pursuant to the Share Option Scheme; |
| “Option Period” | means in respect of any particular Option, the period to be determined and notified by the Board to each Participant; |
| “Other Schemes” | means any other share option schemes adopted by the Group from time to time pursuant to which options to subscribe for Shares may be granted; |
| “Participant” | means any Eligible Person who accepts or is deemed to have accepted the offer of any Option in accordance with the terms of the Share Option Scheme or (where the context so permits) a person entitled to any such Option in consequence of the death of the original Participant; |
| “Shareholders” | means shareholders of the Company from time to time; |
| “Subsidiary” | means a company which is for the time being and from time to time a subsidiary (within the meaning of the Companies Ordinance (Chapter 32 of the Laws of Hong Kong)) of the Company, whether incorporated in Hong Kong or elsewhere; and |
| “Trading Day” | means a day on which trading of Shares take place on the Stock Exchange. |

(a) Purpose of the Share Option Scheme

The Share Option Scheme enables the Company to grant Options to Eligible Persons as incentives or rewards for their contributions to the Group.

(b) Who may join

The Board may, at its discretion, invite any Eligible Persons to take up Options at a price calculated in accordance with sub-paragraph (d) below.

Upon acceptance of the option, the Eligible Person shall pay HK\$1.00 to the Company by way of consideration for the grant. The Option will be offered for acceptance for a period of 28 days from the date on which the Option is granted.

(c) Grant of option

Any grant of Options must not be made after a price sensitive event has occurred or a price sensitive matter has been the subject of a decision until such price sensitive information has been announced in accordance with the requirements of the GEM Listing Rules. In particular, during the period commencing one month immediately preceding the earlier of (i) the date of the Board meeting (as such date is first notified to the Stock Exchange in accordance with the GEM Listing Rules) for the approval of the Company's results for any year, half-year, quarter-year period or any other interim period (whether or not required under the GEM Listing Rules), and (ii) the deadline for the Company to publish an announcement of its results for any year, half-year, quarter-year period or any interim period (whether or not required under the GEM Listing Rules), and ending on the date of the results announcement, no Option may be granted. The period during which no Option may be granted will cover any period of delay in the publication of results announcement. The Directors may not grant any Option to an Eligible Person during the periods or times in which directors of listed issuer are prohibited from dealing in shares pursuant to Rules 5.48 to 5.67 prescribed by the GEM Listing Rules or any corresponding code or securities dealing restrictions adopted by the Company.

The total number of Shares issued and to be issued upon exercise of the Options granted to a Participant under the Share Option Scheme and Other Schemes (including both exercised and outstanding options) in any 12-month period must not exceed 1% of the Shares in issue from time to time, and provided that if approved by Shareholders in general meeting with such Participant and his associates abstaining from voting, the Company may make a further grant of Options to such Participant (the "Further Grant") notwithstanding that the Further Grant would result in the Shares issued and to be issued upon exercise of all options granted and to be granted under the Share Option Scheme and Other Schemes to such Participant (including exercised, cancelled and outstanding options) in the 12-month period up to and including the date of the Further Grant representing in aggregate over 1% of the Shares in issue from time to time. In relation to the Further Grant, the Company must send a circular to the Shareholders, which discloses the identity of the relevant Participant, the number and the terms of the Options to be granted (and options previously granted to such Participant under the Share Option Scheme and Other Schemes) and the information required under the GEM Listing Rules. The number and terms (including the exercise price) of Options which is the subject of the Further Grant shall be fixed before the relevant Shareholders' meeting and the date of meeting of the Board for proposing the Further Grant should be taken as the date of grant for the purpose of calculating the relevant subscription price.

(d) Price of Shares

The subscription price for the Shares subject to Options will be a price determined by the Board and notified to each Participant and shall be the highest of (i) the closing price of the Shares as stated in the Stock Exchange's daily quotations sheet on the date of grant of the Options, which must be a Trading Day; (ii) the average closing price of the Shares as stated in the Stock Exchange's daily quotations sheets for the five Trading Days immediately preceding the date of grant of the Options; and (iii) the nominal value of a Share.

For the purpose of calculating the subscription price, in the event that on the date of grant, the Company has been listed for less than 5 Trading Days, the Placing Price shall be used as the closing price for any Trading Day falling within the period before the Listing Date.

(e) Maximum number of Shares

- (i) The total number of Shares which may be issued upon the exercise of all options to be granted under the Share Option Scheme and Other Schemes must not, in aggregate, exceed 10% of the Shares in issue as at the Listing Date (the "Scheme Mandate Limit") provided that option lapsed in accordance with the terms of the Shares Option Scheme or Other Scheme will not be counted for the purpose of calculating the Scheme Mandate Limit. On the basis of 800,000,000 Shares in issue on the Listing Date, the Scheme Mandate Limit will be equivalent to 80,000,000 Shares, representing 10% of the Shares in issue as at the Listing Date.
- (ii) Subject to the approval of Shareholders in general meeting, the Company may renew the Scheme Mandate Limit to the extent that the total number of Shares which may be issued upon exercise of all options to be granted under the Share Option Scheme and Other Schemes under the Scheme Mandate Limit as renewed must not exceed 10% of the Shares in issue as at the date of such Shareholders' approval provided that options previously granted under the Share Option Scheme and Other Schemes (including those outstanding, cancelled, exercised or lapsed in accordance with the terms thereof) will not be counted for the purpose of calculating the Scheme Mandate Limit as renewed. In relation to the Shareholders' approval referred to in this paragraph (ii), the Company shall send a circular to the Shareholders containing the information required by the GEM Listing Rules.
- (iii) Subject to the approval of Shareholders in general meeting, the Company may also grant Options beyond the Scheme Mandate Limit provided that Options in excess of the Scheme Mandate Limit are granted only to Eligible Persons specifically identified by the Company before such Shareholders' approval is sought. In relation to the Shareholders' approval referred to in this paragraph (iii), the Company shall send a circular to its Shareholders containing a generic description of the identified Eligible Persons, the number and terms of the Options to be granted, the purpose of granting Options to the identified Eligible Persons, an explanation as to how the terms of such Options serve the intended purpose and such other information required by the GEM Listing Rules.

- (iv) Notwithstanding the foregoing, the Company may not grant any Options if the number of Shares which may be issued upon exercise of all outstanding options granted and yet to be exercised under the Share Option Scheme and Other Schemes exceeds 30% of the Shares in issue from time to time.

(f) Time of exercise of option

An option may be exercised in accordance with the terms of the Share Option Scheme at any time during a period to be determined and notified by the Board to each Participant provided that the period within which the Option must be exercised shall not be more than 10 years from the date of the grant of Option. The exercise of an Option may be subject to the achievement of performance target and/or any other conditions to be notified by the Board to each Participant, which the Board may in its absolute discretion determine.

(g) Rights are personal to grantee

An Option shall be personal to the Participant and shall not be assignable or transferable and no Participant shall in any way sell, transfer, charge, mortgage, encumber or create any interest whether legal or beneficial in favour of any third party over or in relation to any Option. Any breach of the foregoing by the Participant shall entitle the Company to cancel any Option or any part thereof granted to such Participant (to the extent not already exercised) without incurring any liability on the Company.

(h) Rights on death

If a Participant dies before exercising the Options in full, his or her personal representative(s) may exercise the Options in full (to the extent that it has become exercisable on the date of death and not already exercised) within a period of 12 months from the date of death, failing which such Options will lapse.

(i) Changes in capital structure

If there is any alteration in the capital structure of the Company while any Option remains exercisable, whether by way of capitalisation of profits or reserves, rights issue, consolidation, subdivision or reduction of the share capital of the Company (other than an issue of Shares as consideration in respect of a transaction to which the Company is a party) or otherwise howsoever in accordance with the legal requirements and requirements of the Stock Exchange, such corresponding alterations (if any) shall be made to:

- (i) the number of Shares (without fractional entitlements) subject to the Option so far as unexercised; and/or
- (ii) the subscription price.

Except alterations made on a capitalisation issue, any alteration to the number of Shares which is the subject of the Option and the subscription price of the option shall be conditional on the auditors of the Company or an independent financial adviser appointed by the Company

confirming in writing to the Board that the alteration is made on the basis that the proportion of the issued share capital of the Company to which a Participant is entitled after such alteration shall remain the same as that to which he or she was entitled before such alteration. No such alteration shall be made the effect of which would be to enable any Share to be issued at less than its nominal value or which would result in the aggregate amount payable on the exercise of any option in full being increased. The capacity of the auditors or independent financial adviser is that of experts and not of arbitrators and their certification shall be final and binding on the Company and the Participants. The costs of the auditors or independent financial adviser in so certifying shall be borne by the Company.

(j) Rights on take-over

If a general offer has been made to all the Shareholders (other than the offeror and any persons acting in concert with the offeror), to acquire all or part of the issued Shares, and such offer, having been approved in accordance with applicable laws and regulatory requirements, becomes or is declared unconditional, the Participant shall be entitled to exercise his or her Option in full or any part thereof within 14 days after the date on which such offer becomes or is declared unconditional. For the purposes of this sub-paragraph, “acting in concert” shall have the meaning ascribed to it under the Code on Takeovers and Mergers of Hong Kong as amended from time to time.

(k) Rights on a compromise or arrangement

- (i) If an application is made to the court (otherwise than where the Company is being voluntarily wound up), pursuant to the Companies Law or the Companies Ordinance, in connection with a proposed compromise or arrangement between the Company and its creditors (or any class of them) or between the Company and its Shareholders (or any class of them), a Participant may by notice in writing to the Company, within a period of 21 days after the date of such application, exercise his or her outstanding Option in full or any part thereof specified in such note. Upon the compromise or arrangement becoming effective, all Options shall lapse except insofar as exercised. Notice of the application referred to herein and the effect thereof shall be given by the Company to all Participants as soon as practicable.
- (ii) In the event of a notice being given by the Company to its Shareholders to convene a general meeting for the purpose of approving a resolution to voluntarily wind up the Company when the Company is solvent, the Company shall on the day of such notice to each Shareholder or as soon as practicable, give notice thereof to all Participants. Thereupon each Participant shall be entitled to exercise all or any of his or her outstanding Options at any time no later than two business days prior to the proposed general meeting of the Company by giving notice in writing to the Company, accompanied by a remittance for the full amount of the aggregate subscription price for the Shares in respect of which the notice is given, whereupon the Company shall as soon as possible and, in any event, no later than the business day immediately prior to the date of the proposed general meeting referred to above, allot the relevant Shares to the Participant credited as fully paid.

(l) Lapse of option

An Option shall lapse forthwith and not exercisable (to the extent not already exercised) on the earliest of:

- (i) the date of expiry of the Option as may be determined by the Board;
- (ii) subject to paragraphs (f) and (p), the expiry of the Option Period;
- (iii) the first anniversary of the death of the Participant;
- (iv) in the event that the Participant was an employee or director of any member of the Group on the date of grant of Option to him or her, the date on which such member of the Group terminates the Participant's employment or removes the Participant from his or her office on the ground that the Participant has been guilty of misconduct, has committed an act of bankruptcy or has become insolvent or has made any arrangements or composition with his or her creditors generally, or has been convicted of any criminal offence involving his or her integrity or honesty. A resolution of the Board or the board of directors of the relevant member of the Group to the effect that such employment or office has or has not been terminated or removed on one or more grounds specified in this sub-paragraph shall be conclusive.
- (v) in the event that the Participant was an employee or director of any member of the Group on the date of grant of Option to him or her, the expiry of a period of three months from the date of the Participant ceasing to be an employee or director of such member of the Group by reason of:
 - (1) his or her retirement on or after attaining normal retirement age or, with the express consent of the Board in writing for the purpose of this sub-paragraph, at a younger age;
 - (2) ill health or disability recognised as such expressly by the Board in writing for the purpose of this sub-paragraph;
 - (3) the company by which he or she is employed and/or of which he or she is a director (if not the Company) ceasing to be a subsidiary of the Company;
 - (4) expiry of his or her employment contract or vacation of his or her office with such member of the Group such contract or office is not immediately extended or renewed; or
 - (5) at the discretion of the Board, any reason other than death or the reasons described in sub-paragraph (iv) or (v) (1) to (4).
- (vi) the expiry of any period referred to in paragraph (k) above, provided that in the case of paragraph (k)(i), all Options granted shall lapse upon the proposed compromise or arrangement becoming effective; and

(vii) the date the Participant commits any breach of the provisions of paragraph (g).

(m) Ranking of Shares

Shares allotted and issued upon the exercise of an Option will be subject to the Company's articles of association as amended from time to time and will rank *pari passu* in all respects with the fully paid or credited as fully paid Shares in issue on the date of such allotment or issue and accordingly will entitle the holders to participate in all dividends or other distributions paid or made on or after the date of allotment and issue other than any dividend or other distribution previously declared or recommended or resolved to be paid or made if the record date therefor shall be before the date of allotment or issue.

(n) Cancellation of options granted

Any cancellation of Options granted in accordance with the Share Option Scheme but not exercised must be approved by the grantee concerned in writing.

In the event that the Board elects to cancel any Options and issue new ones to the same grantee, the issue of such new Options may only be made with available unissued Options (excluding the cancelled Options) within the Scheme Mandate Limit.

(o) Period of Share Option Scheme

The Share Option Scheme will be valid and effective for a period of 10 years commencing on the Listing Date, after which period no Further Options may be granted but the provisions of the Share Option Scheme shall remain in full force and effect in all other respects and Options granted during the life of the Share Option Scheme may continue to be exercisable in accordance with their terms of issue.

(p) Alteration to and termination of Share Option Scheme

The Share Option Scheme may be altered in any respect by resolution of the Board, except that the provisions of the Share Option Scheme relating to matters contained in Chapter 23 of the GEM Listing Rules shall not be altered to the advantage of the Participant or the prospective Participants without the prior approval of the Shareholders in general meeting (with the Eligible Persons, the Participants and their associates abstaining from voting). No such alteration shall operate to affect adversely the terms of issue of any Option granted or agreed to be granted prior to such alteration except with the consent or sanction of such majority of the Participants as would be required by the Shareholders under the Company's articles of association (as amended from time to time) for a variation of the rights attached to the Shares.

Any alterations to the terms and conditions of Share Option Scheme, which are of a material nature shall first be approved by the Stock Exchange, except where such alterations take effect automatically under the existing terms of the Share Option Scheme.

The Company may, by ordinary resolution in general meeting, at any time terminate the operation of the Share Option Scheme before the end of its life and in such event no Further Options will be offered but the provisions of the Share Option Scheme shall remain in all other respects in full force and effect in respect of Options granted prior thereto but not yet exercised at the time of termination, which shall continue to be exercisable in accordance with their terms of grant. Details of the Options granted, including Options exercised or outstanding, under the Share Option Scheme, and (if applicable) Options that become void or non-exercisable as a result of termination must be disclosed in the circular to the Shareholders seeking approval for the first new scheme to be established after such termination.

(q) Granting of options to a director, chief executive or substantial shareholder of the Company or any of their associates

Where Options are proposed to be granted to a director, chief executive or substantial shareholder of the Company or any of their respective associates, the proposed grant must be approved by all independent non-executive Directors (excluding any independent non-executive Director who is the grantee of the Options).

If a grant of Options to a substantial shareholder or an independent non-executive Director or their respective associates will result in the total number of the Shares issued and to be issued upon exercise of the options granted and to be granted (including both exercised and outstanding options) to such person under the Share Option Scheme or Other Schemes in any 12-month period up to and including the date of the grant exceeding 0.1% of the Shares in issue from time to time and having an aggregate value, based on the closing price of the Shares at the date of the grant, in excess of HK\$5 million, then the proposed grant of Options must be subject to Shareholders' approval taken on a poll. All connected persons of the Company must abstain from voting at such general meeting, except that any connected person may vote against the resolution provided that his or her intention to do so has been stated in the circular. The circular must contain the information required under the GEM Listing Rules.

In addition, Shareholders' approval as described above will also be required for any change in terms of the Options granted to an Eligible Person who is a Substantial shareholder, an independent non-executive Director or their respective associates.

The circular must contain the following:

- (i) details of the number and terms of the Options (including the subscription price relating thereto) to be granted to each Eligible Person, which must be fixed before the relevant Shareholders' meeting, and the date of board meeting for proposing such further grant should be taken as the date of grant for the purpose of calculating the subscription price;
- (ii) a recommendation from the independent non-executive Directors (excluding any independent non-executive Director who is a proposed grantee of the Options in question) to independent shareholders, as to voting; and
- (iii) all other information as required by the GEM Listing Rules.

For the avoidance of doubt, the requirements for the granting of Options to a Director or chief executive (as defined in the GEM Listing Rules) set out in this paragraph (r) do not apply where the Eligible Person is only a proposed Director or chief executive.

(r) Conditions of Share Option Scheme

The Share Option Scheme is conditional on (i) the passing of a resolution to adopt the Share Option Scheme by the Shareholders in general meeting and; (ii) the Listing Committee of the Stock Exchange granting approval for the listing of and permission to deal in the Shares which may be issued pursuant to the exercise of Options.

As at the Latest Practicable Date, no options had been granted or agreed to be granted by the Company under the Share Option Scheme.

Application has been made to the Stock Exchange for the approval of the Share Option Scheme, the subsequent granting of options under Share Option Scheme and listing of and permission to deal in the Shares which fall to be issued pursuant to the exercise of options granted under Share Option Scheme.

2. Pre-IPO Share Option Scheme

Summary of terms

The principal terms of the Pre-IPO Share Option Scheme, conditionally approved by the written resolutions of the sole shareholder of the Company passed on 26 September 2011, are substantially the same as the terms of the Share Option Scheme except for the following:

- (a) the purpose of the Pre-IPO Share Option Scheme is a share incentive scheme and is established to provide incentives and rewards to the Group's employees and consultants for their future contribution and to aid the Company in retaining key and senior employees of the Group;
- (b) the exercise period shall commence on the Listing Date and end on the day falling on the fourth anniversary of the Listing Date;
- (c) the total number of Shares subject to the Pre-IPO Share Option Scheme is 57,800,000 as at the Latest Practicable Date, representing (i) approximately 7.2% of the total issued share capital of the Company immediately upon completion of the Placing and Capitalisation Issue (without taking into account any Shares which may be allotted and issued upon the exercise of any options which have been granted under the Pre-IPO Share Option Scheme or which may be granted under the Share Option Scheme); and (ii) approximately 6.7% of the total issued share capital of the Company immediately upon completion of the Placing and assuming that all options granted under the Pre-IPO Share Option Scheme are exercised at the same time (without taking into account any Shares which may be allotted and issued upon the exercise of any options which may be granted under the Share Option Scheme);

- (d) the subscription price (the “Subscription Price”) for the Shares under the Pre-IPO Share Option Scheme will be an amount representing 90% of the Placing Price, subject to any adjustment made in the manner as contemplated under the Pre-IPO Share Option Scheme;
- (e) the maximum number of Shares in respect of which options may be granted under the Pre-IPO Share Option Scheme will not exceed 80,000,000 Shares, representing 10% of the issued share capital upon completion of the Placing (taking no account of any Shares which may be issued upon exercise of any share options which may be granted under the Share Option Scheme);
- (f) subject to the following vesting periods, any option granted under the Pre-IPO Share Option Scheme may be exercised at any time after the price of the Shares as stated in the Stock Exchange’s daily quotations sheet reaches three times or above the Subscription Price during the period commencing on the Listing Date and ending on the day falling on the fourth anniversary of the Listing Date (the “Option Period”):

| Vesting date of the options | Percentage of options vested |
|--|--|
| The first anniversary of the Listing Date | 30% of the total number of options granted |
| The second anniversary of the Listing Date | 30% of the total number of options granted |
| The third anniversary of the Listing Date | 40% of the total number of options granted |

Outstanding and unexercised options at the end of each vesting period may be rolled over to the next vesting period and exercisable during the Option Period;

- (g) the Pre-IPO Share Option Scheme was valid and effective for a period which commenced on 26 September 2011, being the date on which the Pre-IPO Share Option Scheme was conditionally adopted by the sole shareholder of the Company and ended on 29 September 2011 took place, after which period no further option was granted thereunder but in all other respects the provisions of the Pre-IPO Share Option Scheme shall remain in full force and effect to the exercise of any options granted.

All options were conditionally granted to the grantees on 26 September 2011. An application has been made to the Listing Division of the Stock Exchange for the listing of and permission to deal in the Shares which may be issued pursuant to the exercise of options granted under the Pre-IPO Share Option Scheme.

Outstanding options conditionally granted under the Pre-IPO Share Option Scheme

As at the Latest Practicable Date, options to subscribe for an aggregate of 57,800,000 Shares (representing (i) approximately 7.2% of the total issued share capital of the Company immediately upon completion of the Placing and the Capitalisation Issue (without taking into account any Shares which may be allotted and issued upon the exercise of the options granted under the Pre-IPO Share Option Scheme or may be granted under the Share Option Scheme) and (ii)

approximately 6.7% of the total issued share capital of the Company immediately upon completion of the Placing and the Capitalisation Issue and assuming that all options granted under the Pre-IPO Share Option Scheme are exercised at the same time (without taking into account any Shares which may be allotted and issued upon the exercise of any options which may be granted under the Share Option Scheme)) had been conditionally granted by the Company under the Pre-IPO Share Option Scheme at a consideration of HK\$1.00 per grantee. Particulars of the options granted under the Pre-IPO Share Option Scheme to the employees of the Group are set out below. Save as disclosed below, no Directors, substantial Shareholders or other connected persons (as defined under the GEM Listing Rules) of the Company or any of its subsidiaries or their respective associates have been granted options under the Pre-IPO Share Option Scheme.

As at the Latest Practicable Date, outstanding options to subscribe for an aggregate of 57,800,000 Shares were conditionally granted to the following grantees under the Pre-IPO Share Option Scheme:

| <u>Name and address of grantee</u> | <u>Position of the grantee in the Group</u> | <u>Number of Shares subject to the option</u> | <u>Approximate percentage of issued share capital of the Company immediately after the Placing</u> |
|---|--|---|--|
| Directors | | | |
| LUK, Kee Yan Kelvin Flat A, 15th Floor Golden Dragon Building 41 Tang Lung Street Causeway Bay Hong Kong | Chairman, chief executive officer and executive Director | 8,000,000 | 1% |
| YUE, Kwai Wa Ken No. 21, 3rd Floor Yik Yam Street Happy Valley Hong Kong | Chief financial officer and executive Director | 8,000,000 | 1% |
| CHAN, Ka Kit Flat C2, 9th Floor Oxford Court 24 Braemar Hill Road North Point Hong Kong | Independent non-executive Director | 600,000 | 0.075% |

| Name and address of grantee | Position of the grantee in the Group | Number of Shares subject to the option | Approximate percentage of issued share capital of the Company immediately after the Placing |
|---|---|--|--|
| LAM, Pak Cheong Flat B, 19th Floor Block 5, Tanner Garden 18 Tanner Road North Point Hong Kong | Independent non-executive Director | 600,000 | 0.075% |
| NG, Simon Flat A, 8th Floor Tower 1, Parc Regal 19 Ho Man Tin Hill Road Kowloon Hong Kong | Independent non-executive Director | 600,000 | 0.075% |
| Employees of the Group | | | |
| CHENG, Sau Kam Flat K, 4th Floor Block 1 64 Tung Tau Wan Road Stanley Hong Kong | Accounts and administrative officer | 1,000,000 | 0.125% |
| HUI, Siu Wing Room 2205 Yau Hong House Tin Yau Court Tin Shui Wai Hong Kong | Manager | 1,400,000 | 0.175% |
| HUI, Wai Yin 19D, Fairview Court 7 Tsat Tsz Mui Road North Point Hong Kong | Associate director | 400,000 | 0.05% |

| Name and address of grantee | Position of the grantee in the Group | Number of Shares subject to the option | Approximate percentage of issued share capital of the Company immediately after the Placing |
|---|---|--|--|
| KWAN, Nga Chung 27C, Block 7 Chi Fu Fa Yuen Pokfulam Hong Kong | Head of business valuation | 6,000,000 | 0.75% |
| LAM, Ting Hin Flat H, 31st Floor Block 9 Hoi Kwun Mansion Riviera Garden Tsuen Wan, N.T. | Assistant geologist | 1,400,000 | 0.175% |
| LAM, Wing Yue Winnie Flat F, Block 1 29th Floor Cheung Pak Mansion Parkvale Quarry Bay Hong Kong | Senior analyst | 1,400,000 | 0.175% |
| LEE, Wai Kin Alan Flat 1, 5th Floor King Wing Building Whampoo Estate Kowloon Hong Kong | Associate director | 600,000 | 0.075% |
| LEUNG, Kit Yi Flat G, 17th Floor Tower 2, Queen's Terrace 1 Queen Street Sheung Wan Hong Kong | Administrative manager | 1,400,000 | 0.175% |
| LI, Sheung Him Michael Flat F, 17th Floor Banyan Mansion Tai Koo Shing Quarry Bay Hong Kong | Project director | 8,000,000 | 1% |

| Name and address of grantee | Position of the grantee in the Group | Number of Shares subject to the option | Approximate percentage of issued share capital of the Company immediately after the Placing |
|--|---|--|--|
| LUK, Yung Yung Claire <i>(Note)</i> Flat A, 15th Floor Golden Dragon Building 41 Tang Lung Street Causeway Bay Hong Kong | Head of marketing | 8,000,000 | 1% |
| TSANG, Tung Ting Room 2211 22th Floor Un Chi House Un Chau Estate Cheung Sha Wan Hong Kong | Administrative assistant | 1,000,000 | 0.125% |
| TSIN, Tsun Kit Jenkin Flat 8B Sun Sing Building 290 Shau Kei Wan Road Shau Kei Wan Hong Kong | Assistant analyst | 8,000,000 | 1% |
| WONG, Wang Wai Flat F, 10th Floor Block 1, Elegant Garden 409 Queen's Road West Hong Kong | Assistant geologist | 1,400,000 | 0.175% |
| Total: | | <u>57,800,000</u> | <u>7.225%</u> |

Note: Ms. Luk, Yung Yung Claire is the sister of Mr. Luk, the Controlling Shareholder.

The above table is a complete list of all the grantees of the options conditionally granted under the Pre-IPO Share Option Scheme.

Effect on the financial information of the Group as a result of the options conditionally granted under the Pre-IPO Share Option Scheme

The fair value of the share options conditionally granted under the Pre-IPO Share Option Scheme was HK\$453,000. The share option expense for the options conditionally granted under the Pre-IPO Share Option Scheme shall be amortised over the vesting periods of the options. The financial impact of the share options granted under the Pre-IPO Share Option Scheme on the Group's financial statements is summarised as follows:

| | <u>Year 2013</u> | <u>Year 2014</u> | <u>Year 2015</u> | <u>Year 2016</u> |
|--------------------------------------|------------------|------------------|------------------|------------------|
| | HK\$'000 | HK\$'000 | HK\$'000 | HK\$'000 |
| Increase in employee benefit expense | 87 | 88 | 87 | 61 |
| Decrease in profit for the year | (87) | (88) | (87) | (61) |
| Increase in share option reserve | 87 | 88 | 87 | (61) |

Assuming that all the options granted under the Pre-IPO Share Option Scheme had been exercised in full on the Listing Date, this would have a dilution effect on the shareholdings of the Company of approximately 7.2% and a dilution effect of approximately 6.7% on earnings per Share such that the estimated earnings per Share for the financial year ended 31 March 2012 will be diluted from approximately HK0.41 cents to approximately HK0.38 cents. The estimated earnings per Share is calculated based on 857,800,000 Shares, the assumed number of Shares to be in issue and outstanding throughout the financial year ended 31 March 2012 solely for the purposes of this calculation, comprising 800,000,000 Shares to be in issue immediately after the Placing and the Capitalisation Issue and 57,800,000 Shares to be issued upon the exercise of all the outstanding options conditionally granted under the Pre-IPO Share Option Scheme.

OTHER INFORMATION

1. Tax indemnity

Each of the Controlling Shareholders (collectively, the "Indemnifiers") has entered into a deed of indemnity with and in favour of the Company (for itself and as trustee for each of its present subsidiaries) (being the material contract referred to in item (b) of the paragraph headed "Material contracts" above) to provide indemnities on a joint and several basis in respect of, among other matters:

- (a) any taxation (including tax penalty, if any) falling on any member of the Group resulting from or by reference to any income, profits or gains earned, accrued or received (or deemed to be so earned, accrued or received) on or before the date on which the Placing becomes unconditional or any event, act or omission occurring or deemed to occur on or before such date whether alone or in conjunction with any other event, act, omission or circumstance whenever occurring and whether or not such taxation is chargeable against or attributable to any other person, firm or company; and

- (b) any additional tax, tax penalty, costs and expenses which may be imposed by the Inland Revenue Department of Hong Kong on Roma Appraisals in respect of the revised audited financial statements of Roma Appraisals for the year ended 31 March 2010 submitted to the Inland Revenue Department in or about April 2011 replacing the audited financial statements issued by the ex-auditor for the period from 23 May 2008 (date of incorporation of Roma Appraisals) to 31 March 2010 previously filed with the Inland Revenue Department.

The Indemnifiers will however, not be liable under the deed of indemnity for any claim of taxation where (a) provision has been made for such taxation in the audited combined accounts of the Company or the audited accounts of any member of the Group for any period up to 31 March 2012 (the “Accounts”); (b) the taxation arises or is incurred as a result of a retrospective change in law and/or a retrospective increase of tax rates coming into force after the date on which the Placing becomes unconditional; (c) such claim for taxation or liability would not have arisen but for any act or omission of, or transaction by any member of the Group voluntarily effected (other than pursuant to a legally binding commitment created on or before the date on which the Placing becomes unconditional) without the prior written consent or agreement of Indemnifiers; or (d) provision or reserve made for such taxation in the Accounts is established to be an over-provision or an excessive reserve.

The Directors have been advised that no material liability for estate duty is likely to fall on the Company or any of its subsidiaries in the Cayman Islands or the BVI or Hong Kong, being jurisdictions in which one or more of the companies comprising the Group were incorporated.

2. Litigation

No member of the Group is engaged in any litigation or arbitration of material importance and no litigation or claim of material importance is known to the Directors to be pending or threatened against any member of the Group.

3. Address for service of process and notices

Mr. Luk has been nominated as the authorised person to accept service of process and notices of the Company. The address for service of process and notices is Unit 3806, 38th Floor, China Resources Building, 26 Harbour Road, Wanchai, Hong Kong.

4. Sponsor

The Sponsor has made an application on behalf of the Company to the Listing Division of the Stock Exchange for listing of, and permission to deal in, the Shares in issue and to be issued as mentioned herein (including any Shares to be issued pursuant to the exercise of the options which have been conditionally granted under the Pre-IPO Share Option Scheme or may be granted under the Share Option Scheme).

5. Preliminary expenses

The preliminary expenses of the Company were approximately US\$2,174 and were paid by the Company.

6. Promoter

The Company has no promoter.

7. Qualifications of experts

The following are the qualifications of the experts who have given opinion or advice which are contained in this prospectus:

| <u>Name</u> | <u>Qualification</u> |
|---|---|
| Quam Capital Limited | Licensed corporation under the SFO permitted to carry out type 6 (advising on corporate finance) regulated activity |
| BDO Limited | Certified Public Accountants |
| Conyers Dill & Pearman (Cayman) Limited | Cayman Islands attorneys-at-law |
| Stevenson, Wong & Co. | Qualified Hong Kong legal adviser |

8. Consents of experts

Each of Quam Capital Limited, BDO Limited, Conyers Dill & Pearman (Cayman) Limited and Stevenson, Wong & Co. has given and has not withdrawn its written consent to the issue of this prospectus with the inclusion of its report and/or letter and/or valuation certificate and/or the references to its name included herein in the form and context in which they are respectively included.

9. Particulars of the vendor of the Sale Shares

| | | |
|-----------------------|---|--|
| Name | : | Aperto Investments Limited |
| Registered address | : | P.O. Box 957, Offshore Incorporations Centre, Road Town, Tortola, British Virgin Islands |
| Description | : | Corporation |
| Number of Sale Shares | : | 80,000,000 |

10. Binding effect

This prospectus shall have the effect, if an application is made in pursuance hereof, of rendering all persons concerned bound by all of the provisions (other than the penal provisions) of sections 44A and 44B of the Companies Ordinance so far as applicable.

11. Miscellaneous

- (a) Save as disclosed in this prospectus:
 - (i) within the two years preceding the date of this prospectus:
 - (1) no share or loan capital of the Company or any of its subsidiaries has been issued or agreed to be issued fully or partly paid either for cash or for a consideration other than cash; and
 - (2) no commissions, discounts, brokerages or other special terms have been granted in connection with the issue or sale of any capital of the Company or any of its subsidiaries.
- (b) No share or loan capital of the Company or any of its subsidiaries is under option or is agreed conditionally or unconditionally to be put under option.
- (c) No founders, management or deferred shares of the Company or any of its subsidiaries have been issued or agreed to be issued.
- (d) The Directors confirm that there has been no material adverse change in the financial or trading position or prospectus of the Group since 31 July 2012 (being the date to which the latest audited financial statements of the Group were made).
- (e) None of Quam Capital Limited, BDO Limited, Conyers Dill & Pearman (Cayman) Limited and Stevenson, Wong & Co.:
 - (i) is interested beneficially or non-beneficially in any shares in any member of the Group; or
 - (ii) has any right or option (whether legally enforceable or not) to subscribe for or to nominate persons to subscribe for any shares in any member of the Group.
- (f) No company within the Group is presently listed on any stock exchange or traded on any trading system.
- (g) There has not been any interruption in the business of the Group which may have or have had a significant effect on the financial position of the Group in the 12 months immediately preceding the date of this prospectus.
- (h) The Company has no outstanding convertible debt securities.
- (i) All necessary arrangements have been made to enable the Shares to be admitted into CCASS for clearing and settlement.