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羅馬集團有限公司*

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 8072)

**ANNOUNCEMENT OF FIRST QUARTERLY RESULTS
FOR THE THREE MONTHS ENDED 30 JUNE 2013**

**CHARACTERISTICS OF THE GROWTH ENTERPRISE MARKET (“GEM”) OF THE
STOCK EXCHANGE OF HONG KONG LIMITED (THE “STOCK EXCHANGE”)**

GEM has been positioned as a market designed to accommodate companies to which a higher investment risk may be attached than other companies listed on the Stock Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration. The greater risk profile and other characteristics of GEM mean that it is a market more suited to professional and other sophisticated investors.

Given the emerging nature of companies listed on GEM, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the main board of the Stock Exchange and no assurance is given that there will be a liquid market in the securities traded on GEM.

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

FINANCIAL HIGHLIGHTS

For the three months ended 30 June 2013, operating results of the Group were as follows:

- Revenue reached approximately HK\$8,717,000, representing an increase of 16.0% comparing to the same period of previous financial year;
- Profit for the three months ended 30 June 2013 amounted to approximately HK\$2,021,000, representing an increase of 0.5% from the same period of previous financial year;
- Basic earnings per share for the three months ended 30 June 2013 based on weighted average number of ordinary shares of approximately 800,000,000 in issue was HK0.25 cents;
- Diluted earnings per share for the three months ended 30 June 2013 based on weighted average number of ordinary shares of approximately 849,038,000 in issue was HK0.24 cents; and
- No dividend was declared for the three months ended 30 June 2013.

FIRST QUARTERLY RESULTS FOR THE THREE MONTHS ENDED 30 JUNE 2013

The board of Directors (the “**Board**”) of the Company is pleased to announce the unaudited results of the Company and its subsidiaries (collectively referred to as the “**Group**”) for the three months ended 30 June 2013 together with the comparative unaudited figures for the corresponding period in 2012 as follows:

UNAUDITED CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME

For the three months ended 30 June 2013

		For the three months ended 30 June	
	<i>Notes</i>	2013 HK\$'000	2012 HK\$'000
Revenue	3	8,717	7,514
Other income	4	193	239
Employee benefit expenses		(3,645)	(2,763)
Depreciation and amortisation		(180)	(148)
Other expenses		(2,493)	(2,433)
Finance costs	5	(16)	-
Profit before income tax expense	6	2,576	2,409
Income tax expense	7	(555)	(397)
Profit and total comprehensive income for the period attributable to owners of the Company		2,021	2,012
Earnings per share			
— Basic (HK cents)	9	0.25 cents	0.30 cents
— Diluted (HK cents)	9	0.24 cents	0.29 cents

UNAUDITED CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY

For the three months ended 30 June 2013

	Share capital HK\$'000	Share premium HK\$'000	Capital reserve HK\$'000	Share option reserve HK\$'000	Retained earnings HK\$'000	Total HK\$'000
Balance as at 1 April 2013 (audited)	8,000	25,320	10	174	15,776	49,280
Equity-settlement share-based payment - Transaction with owners	-	-	-	194	-	194
Profit and total comprehensive income for the period	-	-	-	-	2,021	2,021
Balance as at 30 June 2013 (unaudited)	8,000	25,320	10	368	17,797	51,495
Balance as at 1 April 2012 (audited)	-	-	10	47	10,667	10,724
2012 special dividend (note 8)	-	-	-	-	(7,000)	(7,000)
Equity-settlement share-based payment	-	-	-	32	-	32
Transactions with owners	-	-	-	32	(7,000)	(6,968)
Profit and total comprehensive income for the period	-	-	-	-	2,012	2,012
Balance as at 30 June 2012 (unaudited)	-	-	10	79	5,679	5,768

NOTES TO THE FINANCIAL STATEMENTS

For the three months ended 30 June 2013

1. GENERAL

The Company is a limited liability company incorporated in the Cayman Islands. The address of its registered office is Cricket Square, Hutchins Drive, PO Box 2681, Grand Cayman, KY1-1111, Cayman Islands. Its principal place of business is located at Unit 3806, 38th Floor, China Resources Building, 26 Harbour Road, Wanchai, Hong Kong. The Company's principal activity is investment holding while its subsidiaries are principally engaged in the provision of valuation and technical advisory services.

The shares of the Company were listed on the GEM of the Stock Exchange by way of placing on 25 February 2013.

Pursuant to a group reorganisation (the "**Reorganisation**") to rationalise the structure of the Group in preparation for the listing of the Company's shares on the GEM of the Stock Exchange, the Company has become the holding company of the entities now comprising the Group since 26 September 2011. The details of the Reorganisation are set out in the prospectus issued by the Company dated 31 January 2013.

2. BASIS OF PREPARATION

(a) Statement of compliance

The consolidated financial statements have been prepared in accordance with all applicable Hong Kong Financial Reporting Standards, Hong Kong Accounting Standards ("**HKASs**") and Interpretations (hereinafter collectively referred to as the "**HKFRSs**") and the disclosure requirements of Hong Kong Companies Ordinance. In addition, the consolidated financial statements include applicable disclosures required by the GEM Listing Rules. The accounting policies adopted in preparing the unaudited consolidated financial statements for the three months ended 30 June 2013 are consistent with those followed in the preparation of the Group's annual financial statements for the year ended 31 March 2013.

(b) Basis of measurement

The consolidated financial statements have been prepared under the historical cost basis except for financial instruments classified as fair value through profit or loss, which are stated at fair values.

(c) Functional and presentation currency

The financial statements is presented in Hong Kong Dollars ("**HK\$**"), which is also the Company's functional currency, and all values are rounded to the nearest thousand except when otherwise indicated.

3. REVENUE

The Group's principal activities are provision of valuation and technical advisory services. Turnover of the Group is the revenue derived from these activities.

4. OTHER INCOME

	For the three months ended 30 June	
	2013	2012
	HK\$'000	HK\$'000
Reimbursement of expenses	187	143
Fair value gain on derivative financial instruments, net	-	13
Fair value gain on financial assets at fair value through profit or loss	-	83
Others	6	-
	<u>193</u>	<u>239</u>

5. FINANCE COSTS

	For the three months ended 30 June	
	2013	2012
	HK\$'000	HK\$'000
Interest on finance lease liabilities	16	-
	<u>16</u>	<u>-</u>

6. PROFIT BEFORE INCOME TAX EXPENSE

	For the three months ended 30 June	
	2013	2012
	HK\$'000	HK\$'000
Profit before income tax expense is arrived at after charging/(crediting):		
Auditors' remuneration	104	35
Depreciation of property, plant and equipment	141	117
Amortisation of intangible assets	39	31
Exchange loss, net	3	5
Fair value loss/(gain) on derivative financial instruments, net	-	(13)
Consultancy fee	409	668
Operating lease charges in respect of buildings	494	376
	<u>494</u>	<u>376</u>

7. INCOME TAX EXPENSE

Hong Kong profits tax is calculated at the rate of 16.5% (2012: 16.5%) on the estimated assessable profits for the period.

	For the three months ended 30 June	
	2013	2012
	HK\$'000	HK\$'000
Current tax – Hong Kong Profits Tax		
Tax for the period	555	397
	<u>555</u>	<u>397</u>

8. DIVIDENDS

The Board does not recommend the payment of dividend for the three months ended 30 June 2013 (2012: special dividend of HK\$7,000,000).

9. EARNINGS PER SHARE

The calculation of the basic and diluted earnings per share attributable to the ordinary equity holders of the Company is based on the following data:

	For the three months ended 30 June	
	2013 HK\$'000	2012 HK\$'000
Earnings		
Earnings for the purpose of basic and dilute earnings per share	<u>2,021</u>	<u>2,012</u>
	'000	'000
Number of shares		
Weighted average number of ordinary shares for the purpose of basic earnings per share (<i>note (a)</i>)	800,000	680,000
Effect of dilutive potential ordinary shares: — share options (<i>note (b)</i>)	<u>49,038</u>	<u>5,216</u>
Weighted average number of ordinary shares for the purpose of diluted earnings per share	<u>849,038</u>	<u>685,216</u>

Notes:

- (a) Weighted average of 800,000,000 (2012: 680,000,000) ordinary shares derived from 680,000,000 ordinary shares, being the number of shares in issue immediately after the completion of capitalisation issue, deemed to have been issued throughout both periods.
- (b) Weighted average of 49,038,000 (2012: 5,216,000) ordinary shares deemed to be issued at no consideration as if the Company's share options have been exercised.

MANAGEMENT DISCUSSION AND ANALYSIS

BUSINESS REVIEW

During the period under review, the Group's core competency remains in the issuance of valuation and technical reports including Competent Person's Reports and Valuation Reports in compliance with the applicable Rules Governing the Listing of Securities on the Stock Exchange or the GEM Listing Rules.

Alongside its key business services, the Group also strived to provide a full range of other quality valuation and consultancy services to its clients which include both publicly listed and private companies, with an aim to strengthening its revenue base and diversifying its income source. Other services provided by the Group include business and intangible assets valuation, financial instruments valuation, real estate valuation, work of art valuation, industrial valuation, purchase price allocation and corporate advisory, which were prepared for our clients for use in initial public offerings, mergers and acquisitions, financing, meeting statutory requirements, or as accounting references.

FINANCIAL REVIEW

Revenue

The Group's revenue grew by approximately 16.0% to approximately HK\$8.7 million for the three months ended 30 June 2013 from approximately HK\$7.5 million for the three months ended 30 June 2012. The increase in the Group's revenue was mainly attributable to the increases in revenue generated from the provision of (i) business and intangible assets valuation; (ii) real estate valuation; and (iii) industrial valuation for the three months ended 30 June 2013 comparing to the same period of previous financial year.

Other income

Other income comprises principally reimbursement of out-of-pocket expenses incurred by the Group in the course of its service provisions. Other income dropped by approximately 19.2% to approximately HK\$193,000 for the three months ended 30 June 2013 comparing to the same period of previous financial year as there was no fair value gain on derivative financial instruments and financial assets at fair value through profit or loss.

Employee benefit expenses

Employee benefit expenses mainly consist of wages and salaries, pension costs and other benefits to the staff and the Directors. Employee benefit expenses increased significantly by approximately 28.6% from approximately HK\$2.8 million for the three months ended 30 June 2012 to HK\$3.6 million for the three months ended 30 June 2013, which was primarily resulted from the increase in the Group's headcount to support its expanded operations and the increase in other benefits incurred for the Directors and employees.

Depreciation and amortisation

The Group recorded depreciation and amortisation of approximately HK\$148,000 and HK\$180,000 for the three months ended 30 June 2012 and 30 June 2013 respectively for its property, plant and equipment and intangible assets.

Other expenses

Other expenses slightly increased by approximately 2.5% to approximately HK\$2.49 million for the three months ended 30 June 2013 from approximately HK\$2.43 million for the three months ended 30 June 2012. Such increase was mainly due to the increase in rental expenses, which was offset by the reduction in consultancy fee caused by the increase of in-house experts.

Profit attributable to owners of the Company

Net profit attributable to owners of the Company kept at similar level of approximately HK\$2.02 million for the three months ended 30 June 2013 comparing to approximately HK\$2.01 million for the three months ended 30 June 2012. Owing to the increase of employee benefit expenses due to increase in headcount for the support of expanded operations and the increase of rental expenses, net profit margin of the Group slightly decreased from approximately 26.8% for the three months ended 30 June 2012 to approximately 23.2% for the three months ended 30 June 2013.

FUTURE PROSPECTS

Looking ahead, the Group will continue to explore business opportunities which will provide long-term benefits to the shareholders of the Group.

The future will continue to be challenging with global uncertainties. Despite a challenging global environment, the Group is equipped to confront difficulties and seize new opportunities. The Directors and senior management of the Group will continue to dedicate their best effort to maximize the best interests for the shareholders of the Group.

THE INTERESTS AND SHORT POSITIONS OF DIRECTORS AND CHIEF EXECUTIVE IN THE SHARES, UNDERLYING SHARES AND DEBENTURES OF THE COMPANY OR ITS ASSOCIATED CORPORATIONS

As at 30 June 2013, 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 its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance) (the “SFO”) which will have to be notified to the Company and the Stock Exchange under Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which they are taken or deemed to have under such provisions of the SFO) or which will be required, pursuant to section 352 of the SFO, to be entered in the register as referred to therein, or pursuant to Rules 5.46 to 5.67 of the GEM Listing Rules required to be notified to the Company and the Stock Exchange, are as follows:

Long position in the Shares

Name of Directors	Company/name of associated company	Natural of interest	Number of securities	Approximate percentage of shareholding
Mr. Luk, Kee Yan Kelvin	The Company	Interest of a controlled corporation	600,000,000 Shares (Note 1)	75%
	Aperto Investments Limited	Beneficial interest	1 share of US\$1.00	100%
	The Company	Beneficial interest	8,000,000 Shares (Note 2)	1%
Mr. Yue, Kwai Wa Ken	The Company	Beneficial interest	8,000,000 Shares (Note 2)	1%
Mr. Chan, Ka Kit	The Company	Beneficial interest	600,000 Shares (Note 2)	0.08%
Mr. Lam, Pak Cheong	The Company	Beneficial interest	600,000 Shares (Note 2)	0.08%
Mr. Ng, Simon	The Company	Beneficial interest	600,000 Shares (Note 2)	0.08%

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, Kee Yan Kelvin. Under the SFO, Mr. Luk, Kee Yan Kelvin 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.

Save as disclosed above, as at 30 June 2013, none of the Directors and chief executive officer of the Company had any interest or short position in the shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) which will have to be notified to the Company and the Stock Exchange under Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which he is taken or deemed to have under such provisions of the SFO) 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 pursuant to Rules 5.46 to 5.67 of the GEM Listing Rules to be notified to the Company and the Stock Exchange.

SHARE OPTION SCHEMES

The Company operates 2 share option schemes providing incentives or rewards to eligible persons of the Group for their contribution to the Group, including a share option scheme (the “**Share Option Scheme**”) and a pre-IPO Share Option Scheme (the “**Pre-IPO Share Option Scheme**”). Details of these 2 share option schemes have been set out in the Company’s annual report of 2012/2013. The movement during the period and the options outstanding as at 30 June 2013 were as follows:

Pre-IPO Share Option Scheme

	As at 1 April 2013	Granted	Lapsed	Exercise	As at 30 June 2013	Exercise period and vesting period	Subscription price per share
Directors							
Mr. Luk, Kee Yan Kelvin	8,000,000	-	-	-	8,000,000	Note 1	0.27
Mr. Yue, Kwai Wa Ken	8,000,000	-	-	-	8,000,000	Note 1	0.27
Mr. Chan, Ka Kit	600,000	-	-	-	600,000	Note 1	0.27
Mr. Lam, Pak Cheong	600,000	-	-	-	600,000	Note 1	0.27
Mr. Ng, Simon	600,000	-	-	-	600,000	Note 1	0.27
Others							
Employees	40,000,000	-	-	-	40,000,000	Note 1	0.27
	<u>57,800,000</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>57,800,000</u>		

Share Option Scheme

	As at 1 April 2013	Granted	Lapsed	Exercise	As at 30 June 2013	Exercise period and vesting period	Subscription price per share
Employees	-	10,000,000	-	-	10,000,000	Note 2	1.00
	<u>-</u>	<u>10,000,000</u>	<u>-</u>	<u>-</u>	<u>10,000,000</u>		

Notes:

- The exercise period shall commence on (i.e. 25 February 2013) (the “**Listing Date**”) and end on the day falling on the fourth anniversary of the Listing Date. 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 of the Company (the “**Shares**”) as stated in the Stock Exchange’s daily quotations sheet reaches 3 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 and vesting date of the options and percentage of options vested are as follows:

(1) The first anniversary of the Listing Date — 30% of the total number of options granted

(2) The second anniversary of the Listing Date — 30% of the total number of options granted

(3) The third anniversary of the Listing Date — 40% of the total number of options granted

2. 10,000,000 share options were granted to 9 individuals on 25 April 2013 (the “**Date of Grant**”) under the share option scheme adopted by the Company on 26 September 2011. Subject to the following vesting periods, 8 grantees’ share options granted under the 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 2.5 times or above the Subscription Price and the closing prices of the Shares as stated in the Stock Exchange’s daily quotations sheet have increased for 7 consecutive days during the period commencing on the Date of Grant and ending on the day falling on the fourth anniversary of the Date of Grant. The exercise period shall commence on the Date of Grant and end on the day falling on the fourth anniversary of the Date of Grant. The vesting date of the options of these 8 grantees and percentage of options vested are as follows:

- (1) The first anniversary of the Date of Grant — 30% of the total number of options granted
- (2) The second anniversary of the Date of Grant — 30% of the total number of options granted
- (3) The third anniversary of the Date of Grant — 40% of the total number of options granted

1 grantee’s share options may be exercised at any time after the price of the Shares as stated in the Stock Exchange’s daily quotations sheet reaches 2 times or above the Subscription Price from the Date of Grant to 24 April 2023.

SUBSTANTIAL SHAREHOLDERS’ AND OTHER PERSONS’ INTERESTS AND SHORT POSITIONS IN SHARES, UNDERLYING SHARES AND DEBENTURES

As 30 June 2013, so far as the Directors are aware, the interests or short positions owned by the following persons (other than the Directors or chief executive officer of the Company) in the shares or underlying shares of the Company which are required to be notified to the Company under Divisions 2 and 3 of Part XV of the SFO or which are required to be recorded in the register of the Company required to be kept under section 336 of the SFO are as follows:

Long position in the Shares

Name	Natural of interest	Number of securities	Approximate percentage of shareholding
Aperto Investments Limited (Note)	Beneficial interest	600,000,000 Shares	75%

Note: The entire issued share capital of Aperto Investments Limited is legally and beneficially owned by Mr. Luk, Kee Yan Kelvin. Under the SFO, Mr. Luk, Kee Yan Kelvin is deemed to be interested in all the Shares held by Aperto Investments Limited.

Save as disclosed above and as at 30 June 2013, the Directors are not aware of any interests or short positions owned by any persons (other than the Directors or chief executive officer of the Company) in the shares or underlying shares of the Company which are required to be disclosed under Divisions 2 and 3 of Part XV of the SFO or which are required to be recorded in the register of the Company required to be kept under section 336 of the SFO.

PURCHASE, SALE OR REDEMPTION OF THE COMPANY'S LISTED SECURITIES

Neither the Company nor any of its subsidiaries have purchased, sold or redeemed any securities of the Company during the three months period ended 30 June 2013.

MODEL CODE FOR DIRECTORS' SECURITIES TRANSACTIONS

The Company has adopted a code of conduct regarding securities transactions by directors on terms no less exacting than the required standard of dealings as set out in Rules 5.48 to 5.67 of the GEM Listing Rules.

Having made specific enquiry with the Directors, all the Directors confirmed that they have complied with the required standard of dealings concerning securities transactions by the directors from the Listing Date and up to 30 June 2013.

CODE ON CORPORATE GOVERNANCE PRACTICES

The Company has complied with the code provisions as set out in the Code on Corporate Governance Practices (the "Code") contained in Appendix 15 to the GEM Listing Rules from the Listing Date up to 30 June 2013 except the following deviation(s):

Code Provision A.2.1

The Board is of the view that although Mr. Luk, Kee Yan Kelvin is the chairman and chief executive officer of the Company, this structure will not impair the balance of power and authority between the Board and the management of the Company. The balance of power and authority is ensured by the operations of the Board, which comprises experienced and high caliber individuals and meets regularly to discuss issues affecting operations of the Company. The Board believes that this structure is conducive to strong and consistent leadership, enabling the Group to make and implement decisions promptly and efficiently. The Board has full confidence in Mr. Luk and believes that his appointment to the posts of chairman and chief executive officer is beneficial to the business prospects of the Company.

DIRECTORS' INTERESTS IN CONTRACTS

No Director had a material interest in any contract of significance to the business of the Group to which the Company or any of its subsidiaries was a party during the three months period ended 30 June 2013.

DIRECTORS' INTERESTS IN COMPETING BUSINESSES

During the three months period ended 30 June 2013 and up to the date of this announcement, none of the Directors or any of their respective associates, has engaged in any business that competes or may compete with the business of the Group, or has any other conflict of interest with the Group.

INTERESTS OF THE COMPLIANCE ADVISER

As at 30 June 2013, as notified by the Company's compliance adviser, Quam Capital Limited (the "**Compliance Adviser**"), except for the compliance adviser agreement entered into between the Company and the Compliance Adviser dated 29 January 2013, neither the Compliance Adviser nor its directors, employees or associates had any interests in relation to the Company which is required to be notified to the Group pursuant to Rule 6A.32 of the GEM Listing Rules.

AUDIT COMMITTEE

The Audit Committee was established with its terms of reference in compliance with Rules 5.28 to 5.33 of the GEM Listing Rules and Paragraph C.3.3 of the Code on Corporate Governance on 26 September 2011. The primary duties of the Audit Committee are mainly to review the financial systems of the Group; to review the accounting policy, financial position and financial reporting procedures of the Group; to communicate with external auditors; to assess the performance of internal financial and audit personnel; and to assess the internal controls of the Group. The Audit Committee consists of three members, namely Mr. Chan, Ka Kit, Mr. Lam, Pak Cheong and Mr. Ng, Simon. The Audit Committee has reviewed the unaudited consolidated results of the Group for the three months ended 30 June 2013.

On behalf of the Board
Roma Group Limited
Luk Kee Yan Kelvin
Chairman

Hong Kong, 13 August 2013

As at the date of this announcement, the executive Directors are Mr. Luk, Kee Yan Kelvin and Mr. Yue, Kwai Wa Ken, and the independent non-executive Directors are Mr. Chan, Ka Kit, Mr. Lam, Pak Cheong and Mr. Ng, Simon.

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

* *for identification purpose only*