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(Incorporated in the Cayman Islands with limited liability)

(Stock code: 8072)

ANNOUNCEMENT OF THIRD QUARTERLY RESULTS FOR THE NINE MONTHS ENDED 31 DECEMBER 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 nine months ended 31 December 2013, unaudited operating results of the Group were as follows:

- Revenue reached approximately HK\$34,627,000, representing an increase of 9.9% comparing to the same period of previous financial year;
- Profit for the nine months ended 31 December 2013 amounted to approximately HK\$8,517,000, representing a decrease of 1.0% from the same period of previous financial year;
- Basic earnings per share for the nine months ended 31 December 2013 based on weighted average number of ordinary shares of approximately 800,000,000 in issue was HK1.06 cents;
- Diluted earnings per share for the nine months ended 31 December 2013 based on weighted average number of ordinary shares of approximately 857,809,000 in issue was HK0.99 cents; and
- No dividend was declared for the nine months ended 31 December 2013.

THIRD QUARTERLY RESULTS FOR THE NINE MONTHS ENDED 31 DECEMBER 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 and nine months ended 31 December 2013 together with the comparative unaudited figures for the corresponding period in 2012 as follows:

UNAUDITED CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME

For the three months and nine months ended 31 December 2013

	<i>Notes</i>	For the three months ended		For the nine months ended	
		31 December 2013	2012	31 December 2013	2012
		<i>HK\$'000</i> (unaudited)	<i>HK\$'000</i> (unaudited)	<i>HK\$'000</i> (unaudited)	<i>HK\$'000</i> (unaudited)
Revenue	3	15,805	10,484	34,627	31,506
Other income	4	609	16	1,543	447
Employee benefit expenses	5	(5,439)	(3,476)	(13,783)	(9,148)
Depreciation and amortisation		(260)	(156)	(538)	(454)
Other expenses		(5,153)	(4,376)	(10,998)	(11,474)
Finance costs	6	(17)	-	(39)	-
Profit before income tax expense	7	5,545	2,492	10,812	10,877
Income tax expense	8	(1,172)	(435)	(2,295)	(2,271)
Profit and total comprehensive income for the period attributable to owners of the Company		4,373	2,057	8,517	8,606
Earnings per share					
— Basic (HK cents)	10	0.55 cents	0.30 cents	1.06 cents	1.27 cents
— Diluted (HK cents)	10	0.51 cents	0.30 cents	0.99 cents	1.26 cents

UNAUDITED CONDENSED CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY

For the nine months ended 31 December 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	-	-	-	713	-	713
Transaction with owners	-	-	-	713	-	713
Profit and total comprehensive income for the period	-	-	-	-	8,517	8,517
Balance as at 31 December 2013 (unaudited)	8,000	25,320	10	887	24,293	58,510
Balance as at 1 April 2012 (audited)	-	-	10	47	10,667	10,724
2012 special dividend (note 9)	-	-	-	-	(7,000)	(7,000)
Equity-settlement share-based payment	-	-	-	106	-	106
Transactions with owners	-	-	-	106	(7,000)	(6,894)
Profit and total comprehensive income for the period	-	-	-	-	8,606	8,606
Balance as at 31 December 2012 (unaudited)	-	-	10	153	12,273	12,436

NOTES TO THE FINANCIAL STATEMENTS

For the three months and nine months ended 31 December 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 one-stop professional 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 (the "**Prospectus**").

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 nine months ended 31 December 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 are 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. During the nine months ended 31 December 2013, more than 97% of the Group's revenue was generated from the provision of valuation and technical advisory services. The Group commenced wine business during the three months ended 30 September 2013 and money lending business during the three months ended 31 December 2013.

4. OTHER INCOME

	For the three months ended		For the nine months ended	
	31 December		31 December	
	2013	2012	2013	2012
	<i>HK\$'000</i>	<i>HK\$'000</i>	<i>HK\$'000</i>	<i>HK\$'000</i>
	(unaudited)	(unaudited)	(unaudited)	(unaudited)
Reimbursement of expenses	468	16	1,245	241
Others	141	-	298	206
	<u>609</u>	<u>16</u>	<u>1,543</u>	<u>447</u>

5. EMPLOYEE BENEFIT EXPENSES

Please refer to the subsection headed "employee benefit expenses" under the section headed "management discussion and analysis" of this announcement for the reason of significant increase in employee benefit expenses.

6. FINANCE COSTS

	For the three months ended		For the nine months ended	
	31 December		31 December	
	2013	2012	2013	2012
	<i>HK\$'000</i>	<i>HK\$'000</i>	<i>HK\$'000</i>	<i>HK\$'000</i>
	(unaudited)	(unaudited)	(unaudited)	(unaudited)
Interest on bank borrowings	12	-	12	-
Interest on finance lease liabilities	5	-	27	-
	<u>17</u>	<u>-</u>	<u>39</u>	<u>-</u>

7. PROFIT BEFORE INCOME TAX EXPENSE

	For the three months ended		For the nine months ended	
	31 December		31 December	
	2013	2012	2013	2012
	<i>HK\$'000</i>	<i>HK\$'000</i>	<i>HK\$'000</i>	<i>HK\$'000</i>
	(unaudited)	(unaudited)	(unaudited)	(unaudited)
Profit before income tax expense is arrived at after charging:				
Auditors' remuneration	244	104	453	174
Depreciation of property, plant and equipment	222	117	422	351
Amortisation of intangible assets	39	39	117	103
Exchange loss, net	-	9	4	43
Consultancy fee	1,093	1,146	1,548	2,431
Cost of inventories sold	162	-	197	-
Operating lease charges in respect of buildings (note)	1,089	571	2,648	1,553

Note: During the nine months ended 31 December 2013, the Group renewed its operating lease agreements for office premises and entered into new operating lease agreement for office premises. As a result, the operating lease charges increased significantly for the nine months ended 31 December 2013 as compared to the nine months ended 31 December 2012.

8. 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 nine months ended 31 December 2013.

	For the three months ended		For the nine months ended	
	31 December		31 December	
	2013	2012	2013	2012
	<i>HK\$'000</i>	<i>HK\$'000</i>	<i>HK\$'000</i>	<i>HK\$'000</i>
	(unaudited)	(unaudited)	(unaudited)	(unaudited)
Current tax – Hong Kong Profits Tax				
Tax for the period	1,172	435	2,295	2,271

9. DIVIDEND

The Board does not recommend the payment of dividend for the nine months ended 31 December 2013 (2012: special dividend of HK\$7,000,000).

10. 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		For the nine months ended	
	31 December		31 December	
	2013	2012	2013	2012
	<i>HK\$'000</i>	<i>HK\$'000</i>	<i>HK\$'000</i>	<i>HK\$'000</i>
	(unaudited)	(unaudited)	(unaudited)	(unaudited)
Earnings				
Earnings for the purpose of basic and dilute earnings per share	4,373	2,057	8,517	8,606
	'000	'000	'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	800,000	680,000
Effect of dilutive potential ordinary shares: — share options (<i>note (b)</i>)	57,809	5,254	57,809	5,259
Weighted average number of ordinary shares for the purpose of diluted earnings per share	857,809	685,254	857,809	685,259

Notes:

- (a) Weighted average number of ordinary shares for the purpose of basic earnings per share was derived from 800,000,000 ordinary shares in issue throughout the three and nine months ended 31 December 2013 (three and nine months ended 31 December 2012: 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 the period).
- (b) Weighted average of 57,809,000 (three months ended 31 December 2012: 5,254,000) and 57,809,000 (nine months ended 31 December 2012: 5,259,000) ordinary shares deemed to be issued at no consideration as if the Company's share options have been exercised for the three months and the nine months ended 31 December 2013, respectively.

MANAGEMENT DISCUSSION AND ANALYSIS

BUSINESS REVIEW

The revenue during the nine months ended 31 December 2013 was approximately HK\$34,627,000, representing an increase of approximately 9.9% as compared to the same period in last financial year. Profit attributable to owners of the Company for the nine months ended 31 December 2013 was approximately HK\$8,517,000, representing a slight decrease of 1.0% from that of approximately HK\$8,606,000 for the nine months ended 31 December 2012.

The increase in revenue of the Group for the nine months ended 31 December 2013 comparing to that of the same period during previous financial year was mainly attributable to the increase in revenue generated from the provision of (i) real estate valuation, (ii) corporate advisory, (iii) financial instrument valuation and (iv) business and intangible assets valuation. Nevertheless, the employee benefit expenses had increased by 50.7% to approximately HK\$13,783,000 mainly due to increase in the Group's headcount and the rental expenses had increased significantly by 70.5% to approximately HK\$2,648,000 due to new office premises rented.

During the nine months ended 31 December 2013, the revenue generated from valuation and technical advisory services increased by approximately 8.0% from approximately HK\$31,506,000 during the corresponding period in previous financial year. The increase was mainly attributable to the sustainable growth in revenue generated from provision of (i) real estate valuation, (ii) corporate advisory, (iii) financial instrument valuation and (iv) business and intangible assets valuation during the nine months ended 31 December 2013.

During the nine months ended 31 December 2013, the Group has commenced money lending business and wine business. As both of the businesses were still in development stage, the revenue generated from them was insignificant to the Group's total revenue for the nine months ended 31 December 2013.

Moving forward, the Group will continue to operate mainly in provision of valuation and technical advisory services. At the same time, the Group will also continue to expand the one-stop professional services to enlarge its client base and to explore new opportunities actively to diversify its income stream and provide long-term benefits to the shareholders of the Group.

Pursuant to the announcement dated 29 August 2013, Gertino Limited, an indirect wholly owned subsidiary of the Company, entered into a non-legally binding memorandum of understanding on 29 August 2013 as a purchaser with a vendor in respect of a proposed acquisition of the shareholding interest of D&T Global Invest Limited. On 29 November 2013, Gertino Limited entered into supplemental memorandum of understanding with the vendor after further negotiation. D&T Global Invest Limited is indirectly beneficially interested in a company established in the People's Republic of China (the "PRC") which is principally engaged in the exploration and exploitation of gold and the holder of a mining permit in relation to a mine situated in the PRC.

FINANCIAL REVIEW

Revenue

The Group's revenue increased by 9.9% to approximately HK\$34,627,000 for the nine months ended 31 December 2013 from approximately HK\$31,506,000 for the nine months ended 31 December 2012. The increase in the Group's revenue was mainly attributable to an increase in revenue from the provision of (i) real estate valuation, (ii) corporate advisory, (iii) financial instrument valuation and (iv) business and intangible assets valuation.

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 increased from approximately HK\$447,000 for the nine months ended 31 December 2012 to approximately HK\$1,543,000 for the nine months ended 31 December 2013. Such increase was mainly due to increase of reimbursement of out-of-pocket expenses to approximately HK\$1,245,000 caused by increase in number of engagements and out-of-pocket expenses in course of its service provisions.

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 50.7% from approximately HK\$9,148,000 for the nine months ended 31 December 2012 to HK\$13,783,000 for the nine months ended 31 December 2013, which was primarily resulted from the recruitment of staff to support its expanded operations and the increase in other benefits incurred for the Directors and employees.

Other expenses

Comparing to the same period in last financial year, consultancy fee decreased caused by the increase of in-house experts and decrease in listing expenses was recorded during the nine months ended 31 December 2013. However, rental expenses and office management fee had increased caused by business expansion and overseas travelling expenses had increased due to increase in duration of overseas site visit during the nine months ended 31 December 2013. As a result, other expenses slightly decreased by 4.1% to approximately HK\$10,998,000 for the nine months ended 31 December 2013 from approximately HK\$11,474,000 for the nine months ended 31 December 2012.

Profit attributable to owners of the Company

For the nine months ended 31 December 2013, the profit attributable to owners of the Company was approximately HK\$8,517,000, representing a slight decrease of approximately 1.0% as compared to approximately HK\$8,606,000 for the same period of last financial year. Net profit margin declined to 24.6% for the nine months ended 31 December 2013 from 27.3% for the same period of last financial year. Such decrease was primarily due to increase in employee benefit expenses caused by recruitment of staff to support its expanded operations and increase in rental expenses mainly caused by new office premises rented for business expansion, which the growth in revenue for the nine months ended 31 December 2013 was offset.

FUTURE PROSPECTS

The Group expects to continue its operation on the growth of its valuation business. At the same time, the Group will strengthen its salesforce to improve the performance in provision of natural resources technical advisory services. In order to provide long-terms benefits to the shareholders of the Group, the Group will continue to expand the one-stop professional services, with an aim to increase the penetration of its brand name and enlarge its client base.

Looking ahead, the Group will continue to explore potential businesses that have strong growth potential and good earnings, which can contribute, to build and provide drives for growth of the Group and provide long-term benefits to 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 31 December 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, Underlying Shares and Debentures

Name	Company/name of associated company	Natural of interest	Number of Shares	Number of underlying Shares	Aggregate interest	Approximate percentage of interest
Mr. Luk, Kee Yan Kelvin ^(Note)	The Company	Interest of a controlled corporation	580,000,000	-		
		Beneficial interest	-	8,000,000	588,000,000	73.50%
	Aperto Investments Limited	Interest of a controlled corporation	1 share of US\$1.00 each	-	-	100%
Mr. Yue, Kwai Wa Ken	The Company	Beneficial interest	-	8,000,000	8,000,000	1.00%
Mr. Chan, Ka Kit	The Company	Beneficial interest	-	600,000	600,000	0.08%
Mr. Lam, Pak Cheong	The Company	Beneficial interest	-	600,000	600,000	0.08%
Mr. Ng, Simon	The Company	Beneficial interest	-	600,000	600,000	0.08%

Short position in the Shares, Underlying Shares and Debentures

Name	Company/name of associated company	Natural of interest	Number of Shares	Number of underlying Shares	Aggregate interest	Approximate percentage of interest
Mr. Luk, Kee Yan Kelvin ^(Note)	The Company	Interest of a controlled corporation	37,000,000	-	37,000,000	4.63%

Notes: These shares of the Company (the “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.

Save as disclosed above, as at 31 December 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

A pre-IPO share option scheme (“**Pre-IPO Share Option Scheme**”) was conditionally approved on 26 September 2011 and another share option scheme (the “**Share Option Scheme**”) was adopted on 26 September 2011. Details of the options granted under the Pre-IPO Share Option Scheme and the Share Option Scheme, movement during the nine months ended and the options outstanding as at 31 December 2013 were as follows:

Pre-IPO Share Option Scheme

	As at 1 April 2013	Granted	Lapsed	Exercise	As at 31 December 2013	Exercise period and vesting period	Subscription price per share HK\$ (Note 1)
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>		

All options under Pre-IPO Share Option Scheme were conditionally granted to the grantees on 26 September 2011 subject to the listing of the Shares on the GEM. The Company has successfully listed its shares on the GEM on 25 February 2013.

Share Option Scheme

	As at 1 April 2013	Granted	Lapsed	Exercise	As at 31 December 2013	Exercise period and vesting period	Subscription price per share HK\$ (Note 2)
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 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 31 December 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, underlying Shares and debentures

Name	Natural of interest	Interest in Shares	Interest in underlying Shares	Aggregate interest	Percentage of issued share capital
Aperto Investments Limited ^(Note)	Beneficial owner	580,000,000	-	580,000,000	72.50%
Mr. Luk, Kee Yan Kelvin ^(Note)	Interest of controlled corporation	580,000,000	-		
	Beneficial interest	-	8,000,000	588,000,000	73.50%

Short position in the Shares, Underlying Shares and Debentures

Name of shareholder	Natural of interest	Interest in Shares	Interest in underlying Shares	Aggregate interest	Percentage of issued share capital
Aperto Investments Limited ^(Note)	Beneficial owner	37,000,000	-	37,000,000	4.63%
Mr. Luk, Kee Yan Kelvin ^(Note)	Interest of controlled corporation	37,000,000	-	37,000,000	4.63%

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 31 December 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 nine months ended 31 December 2013.

DIRECTORS' SECURITIES TRANSACTIONS

The Company has adopted the rules set out in Rules 5.48 to 5.67 of the GEM Listing Rules as the code of conduct for dealing in securities of the Company by the Directors (the “**Required Standard of Dealings**”). The Company has confirmed, having made specific enquiry of the Directors, all the Directors have complied with the Required Standard of Dealings throughout the nine months ended 31 December 2013.

CORPORATE GOVERNANCE PRACTICES

The Board and the management of the Company are committed to establishing good corporate governance practices and procedures. The maintenance of high standard of business ethics and corporate governance practices has always been one of the Group's goals. The Company believes that good corporate governance provides a framework that is essential for effective management, successful business growth and a healthy corporate culture, thereby leading to the enhancement of shareholders' value.

The Board has adopted the Corporate Governance Code (the “CG Code”) as set out in Appendix 15 to the GEM Listing Rules. Continuous efforts are made to review and enhance the Group's internal controls and procedures in light of changes in regulations and developments in best practices. To us, maintaining high standards of corporate governance practices is not just complying with the provisions but also the intent of the regulations to enhance corporate performance and accountability.

The Board is pleased to report compliance with the code provisions of the CG Code for the nine months ended 31 December 2013, except where otherwise stated.

CHAIRMAN AND CHIEF EXECUTIVE OFFICER

In accordance with the code provision A.2.1 of the CG Code, the roles of chairman and chief executive officer should be separate and should not be performed by the same individual.

The Board is of the view that although Mr. Luk, Kee Yan Kelvin is the chairman and the 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, Kee Yan Kelvin 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 nine months ended 31 December 2013.

DIRECTORS' INTERESTS IN COMPETING BUSINESSES

During the nine months ended 31 December 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 31 December 2013, as notified by the Company's compliance adviser, Quam Capital Limited (the "**Compliance Adviser**"), except for the compliance adviser agreement dated 29 January 2013 and the financial adviser agreement dated 25 October 2013 entered into between the Company and the Compliance Adviser, 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 nine months ended 31 December 2013.

On behalf of the Board
Roma Group Limited
Yue Kwai Wa Ken
Executive Director and Company Secretary

Hong Kong, 13 February 2014

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*