

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



ROMA GROUP LIMITED

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 2014

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.*

* for identification purpose only

FINANCIAL HIGHLIGHTS

For the three months ended 30 June 2014:

- Revenue increased to approximately HK\$13.9 million, representing an increase of approximately 59.8% as compared with that for the three months ended 30 June 2013;
- Profit for the period increased to approximately HK\$2.3 million, representing an increase of approximately 15.0% as compared with that for the three months ended 30 June 2013;
- Basic earnings per share attributable to the ordinary equity holders of the Company was HK0.01 cents;
- Diluted earnings per share attributable to the ordinary equity holders of the Company was HK0.01 cents; and
- No dividend was declared.

FIRST QUARTERLY RESULTS FOR THE THREE MONTHS ENDED 30 JUNE 2014

The board of Directors (the “**Board**”) of the Company is pleased to announce the unaudited results of the Company and its subsidiaries (the “**Group**”) for the three months ended 30 June 2014 together with the comparative unaudited figures for the three months ended 30 June 2013 as follows:

UNAUDITED CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

For the three months ended 30 June 2014

	<i>Notes</i>	For the three months ended 30 June	
		2014	2013
		<i>HK\$'000</i>	<i>HK\$'000</i>
		(unaudited)	(unaudited)
Revenue	3	13,915	8,717
Other income	4	465	193
Cost of inventories sold		(320)	–
Employee benefit expenses		(6,122)	(3,645)
Depreciation and amortisation		(390)	(180)
Finance costs	5	(213)	(16)
Other expenses		(4,291)	(2,493)
		<hr/>	<hr/>
Profit before income tax expense	6	3,044	2,576
Income tax expense	7	(733)	(555)
		<hr/>	<hr/>
Profit and total comprehensive income for the period attributable to owners of the Company		2,311	2,021
		<hr/>	<hr/>
			(restated)
Earnings per share			
— Basic (HK cents)	9	0.01 cents	0.01 cents
		<hr/>	<hr/>
— Diluted (HK cents)	9	0.01 cents	0.01 cents
		<hr/>	<hr/>

UNAUDITED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

For the three months ended 30 June 2014

	Share capital <i>HK\$'000</i>	Share premium <i>HK\$'000</i>	Capital reserve <i>HK\$'000</i>	Share option reserve <i>HK\$'000</i>	Retained earnings <i>HK\$'000</i>	Total <i>HK\$'000</i>
At 1 April 2014 (audited)	8,026	25,989	10	1,071	35,807	70,903
Bonus issue	8,026	(8,026)	–	–	–	–
Equity-settlement share-based payment	–	–	–	101	–	101
Transactions with owners	8,026	(8,026)	–	101	–	101
Profit and total comprehensive income for the period	–	–	–	–	2,311	2,311
At 30 June 2014 (unaudited)	<u>16,052</u>	<u>17,963</u>	<u>10</u>	<u>1,172</u>	<u>38,118</u>	<u>73,315</u>
At 1 April 2013 (audited)	8,000	25,320	10	174	15,776	49,280
Equity-settlement share-based payment and transaction with owners	–	–	–	194	–	194
Profit and total comprehensive income for the period	–	–	–	–	2,021	2,021
At 30 June 2013 (unaudited)	<u>8,000</u>	<u>25,320</u>	<u>10</u>	<u>368</u>	<u>17,797</u>	<u>51,495</u>

NOTES TO THE FINANCIAL STATEMENTS

For the three months ended 30 June 2014

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, P.O. Box 2681, Grand Cayman, KY1-1111, the Cayman Islands. Its principal place of business is located at Unit 3806, 38th Floor, China Resources Building, 26 Harbour Road, Wanchai, Hong Kong. The principal activity of the Company is investment holding. The major activities of the subsidiaries of the Company are provision of valuation and advisory services and financing services in Hong Kong.

The Company's immediate and ultimate parent is Aperto Investments Limited ("Aperto") (incorporated in the British Virgin Islands).

The shares of the Company (the "Share(s)") were listed on GEM by way of placing on 25 February 2013.

2. BASIS OF PREPARATION

(a) Statement of compliance

The unaudited 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 unaudited consolidated financial statements include applicable disclosures required by the GEM Listing Rules. The accounting policies adopted in the unaudited consolidated financial statements for the three months ended 30 June 2014 are consistent with those adopted in the Group's audited consolidated financial statements for the year ended 31 March 2014.

(b) Basis of measurement

The unaudited consolidated financial statements have been prepared under the historical cost basis.

(c) Functional and presentation currency

The unaudited consolidated financial statements are presented in Hong Kong Dollars ("HK\$"), which is also the functional currency of the Company and its principal subsidiaries, 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 advisory services. The Group commenced other businesses, such as provision of financing services, in the third quarter of the Company's financial year of 2013/2014.

An analysis of the Group's revenue is as follows:

	For the three months ended 30 June	
	2014	2013
	HK\$'000	HK\$'000
	(unaudited)	(unaudited)
Services fee income from provision of valuation and advisory services	12,527	8,717
Interest income from provision of financing services	1,013	–
Others	375	–
	<u>13,915</u>	<u>8,717</u>

4. OTHER INCOME

	For the three months ended 30 June	
	2014	2013
	HK\$'000	HK\$'000
	(unaudited)	(unaudited)
Reimbursement of expenses	65	187
Interest income	209	–
Others	191	6
	<u>465</u>	<u>193</u>

5. FINANCE COSTS

	For the three months ended 30 June	
	2014	2013
	HK\$'000	HK\$'000
	(unaudited)	(unaudited)
Interest on bank borrowings repayable within five years	200	–
Interest on finance leases	13	16
	<u>213</u>	<u>16</u>

6. PROFIT BEFORE INCOME TAX EXPENSE

	For the three months ended 30 June	
	2014	2013
	HK\$'000	HK\$'000
	(unaudited)	(unaudited)
Profit before income tax expense is arrived at after charging:		
Auditor's remuneration	117	104
Depreciation of property, plant and equipment	351	141
Amortisation of intangible assets	39	39
Exchange loss, net	8	3
Consultancy fee	779	409
Operating lease charges in respect of buildings	<u>1,265</u>	<u>494</u>

7. INCOME TAX EXPENSE

Hong Kong profits tax is calculated at the rate of 16.5% (2013: 16.5%) on the estimated assessable profits for the period.

	For the three months ended 30 June	
	2014	2013
	HK\$'000	HK\$'000
	(unaudited)	(unaudited)
Current tax — Hong Kong Profits Tax		
Tax for the period	<u>733</u>	<u>555</u>

8. DIVIDENDS

The Board does not recommend the payment of dividend for the three months ended 30 June 2014 (2013: Nil).

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	
	2014	2013
	<i>HK\$'000</i>	<i>HK\$'000</i>
	(unaudited)	(unaudited)
Earnings		
Earnings for the purpose of basic and dilute earnings per Share	<u>2,311</u>	<u>2,021</u>
	<i>'000</i>	<i>'000</i> (restated)
Number of Shares		
Weighted average number of ordinary Shares for the purpose of basic earnings per Share (<i>note (a)</i>)	16,051,600	16,000,000
Effect of dilutive potential ordinary Shares: — share options (<i>note (b)</i>)	<u>374,179</u>	<u>970,307</u>
Weighted average number of ordinary Shares for the purpose of diluted earnings per Share	<u>16,425,779</u>	<u>16,970,307</u>

Notes:

- (a) Weighted average of 16,051,600,000 (2013 (restated): 16,000,000,000) ordinary Shares are derived from the number of Shares in issue during the three months ended 30 June 2014 (2013 (restated): 8,000,000,000 ordinary Shares, being the number of Shares in issue during the three months ended 30 June 2013 after taking into account the effect of bonus issue being approved on 7 May 2014).
- (b) Weighted average of 374,179,000 (2013 (restated): 970,307,000) ordinary Shares deemed to be issued at no consideration as if the Company's share options have been exercised.
- (c) For the purpose of calculation of basic and diluted earnings per Share for the three months ended 30 June 2013, the Share subdivision being effective on 6 March 2014 was deemed to be effective throughout the three months ended 30 June 2013.
- (d) For the purpose of calculation of basic and diluted earnings per Share for the three months ended 30 June 2013 and 2014, the bonus issue being approved on 7 May 2014 was deemed to be effective throughout the three months ended 30 June 2013 and 2014.

MANAGEMENT DISCUSSION AND ANALYSIS

BUSINESS REVIEW

The Group continued its penetration into the market of provision of valuation and technical advisory services in Hong Kong. As at 30 June 2014, there were about 300 on-going projects in relation to the valuation and technical advisory services. During the three months ended 30 June 2014, the Group has undertaken about 170 new projects in relation to the valuation and technical advisory services. Such achievement demonstrated that the Group has well established in the market of valuation in Hong Kong.

With a plan to advance and grow the Group's provision of financing services for the year ending 31 March 2015, the Group commenced expanding its loan portfolio for the three months ended 30 June 2014. As disclosed in the Company's announcements dated 5 May 2014 and 16 May 2014, a subsidiary of the Company granted a mortgage loan in the amount of HK\$10.5 million at an interest rate of 22% per annum to a company on 2 May 2014 for a term of one year. Details of such loan were disclosed in the aforesaid announcements.

FINANCIAL REVIEW

Revenue

The Group's revenue significantly increased to approximately HK\$13.9 million for the three months ended 30 June 2014 from approximately HK\$8.7 million for the three months ended 30 June 2013, representing an increase of approximately 59.8%. Such an increase was mainly due to the fact that the services fee income generated from the Group's provision of valuation and advisory services increased by approximately 43.7% for the three months ended 30 June 2014 as compared with that for the three months ended 30 June 2013. There were about 170 new projects in relation to valuation and technical advisory services undertaken by the Group for the three months ended 30 June 2014. Besides, the Group commenced the provision of financing services in the third quarter of its financial year of 2014 and thus had interest income revenue contribution for the three months ended 30 June 2014.

Other income

For the three months ended 30 June 2014, the Group earned an interest income of approximately HK\$0.2 million mainly from its time deposits in a bank.

Employee benefit expenses

Employee benefit expenses mainly consisted of wages and salaries, pension costs and other benefits to the staff and the Directors. Employee benefit expenses significantly increased to approximately HK\$6.1 million for the three months ended 30 June 2014 from approximately HK\$3.6 million for the three months ended 30 June 2013, representing an increase of approximately 69.4%, which was mainly attributable to an increase in the Group's headcount to support its expanded operations, including the provision of financing services and advisory services.

Depreciation and amortisation

The Group recorded depreciation and amortisation of approximately HK\$0.2 million and HK\$0.4 million for the three months ended 30 June 2013 and 2014 respectively, for its property, plant and equipment and intangible assets.

Other expenses

Other expenses significantly increased to approximately HK\$4.3 million for the three months ended 30 June 2014 from approximately HK\$2.5 million for the three months ended 30 June 2013, representing an increase of approximately 72.0%. Such an increase was mainly attributable to an increase in the Group's total rental expenses for the three months ended 30 June 2014.

Profit attributable to owners of the Company

Profit attributable to owners of the Company increased to approximately HK\$2.3 million for the three months ended 30 June 2014 from approximately HK\$2.0 million for the three months ended 30 June 2013, representing an increase of approximately 15.0%. The significant increase in the Group's employee benefit expenses and rental expenses partially offset the significant increase in the Group's revenue for the three months ended 30 June 2014.

FUTURE PROSPECTS

The Group continues to explore and cautiously evaluate business opportunities to, among others, create synergies with the Group's existing businesses and long-term benefits to the shareholders of the Company. If necessary, the Company may consider issuing new Shares and/or debt securities to optimise its financial structure for embracing sound business opportunities and preparing future expansion of the Group.

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 2014, 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 (Chapter 571 of the Laws of Hong Kong) (the “SFO”) which would 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 would 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 ordinary Shares, underlying Shares and debentures of the Company

Name of Director	The Company/ name of associated company	Capacity/nature of interests	Number of Shares held	Number of underlying Shares held (Note 1)	Aggregate interests	Approximate percentage of interests
Mr. Luk, Kee Yan Kelvin (“Mr. Luk”)	The Company	Interest of a controlled corporation	4,092,000,000 (Note 2)	–		
		Beneficial interest	48,000,000	112,000,000	4,252,000,000	26.49%
	Aperto Investments Limited	Interest of a controlled corporation	1 share of US\$1.00	–	1 share of US\$1.00	100.00%
Mr. Yue, Kwai Wa Ken	The Company	Beneficial interest	–	160,000,000	160,000,000	1.00%
Mr. Chan, Ka Kit	The Company	Beneficial interest	3,600,000	8,400,000	12,000,000	0.07%
Mr. Ng, Simon (“Mr. Ng”) (Note 3)	The Company	Beneficial interest	–	12,000,000	12,000,000	0.07%

Short position in the Shares, underlying Shares and debentures of the Company

Name	The Company/ name of associated company	Nature of interest	Number of Shares	Number of underlying Shares	Aggregate interest	Approximate percentage of interest
Mr. Luk	The Company	Interest of a controlled corporation	1,370,000,000 (Note 1)	–	1,370,000,000	8.53%

Notes:

1. 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.
2. 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, an executive Director, the chairman and chief executive officer of the Company. Under the SFO, Mr. Luk is deemed to be interested in all the Shares held by Aperto Investments Limited.
3. Mr. Ng resigned as an independent non-executive Director with effect from 8 August 2014. The options granted to Mr. Ng under the Pre-IPO Share Option Scheme (as defined in the section headed “Share Option Schemes” of this announcement) will lapse in 7 November 2014 accordingly.

Save as disclosed above, as at 30 June 2014, none of the Directors and the 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 would 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 would be required, pursuant to Section 352 of the SFO, to be entered in the register referred to therein, or which would 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 (the “Pre-IPO Share Option Scheme”) was conditionally approved on 26 September 2011. All options under the Pre-IPO Share Option Scheme were conditionally granted to the grantees on 26 September 2011 subject to the listing of the Shares on GEM. The Company has successfully listed its Shares on GEM on 25 February 2013 (the “Listing Date”).

A share option scheme (the “Share Option Scheme”) was conditionally approved on 26 September 2011 and became effective on the Listing Date. 10,000,000 share options under the Share Option Scheme were granted to 9 individuals on 25 April 2013 (the “Date of Grant”).

(a) Pre-IPO Share Option Scheme

Details of the options granted under the Pre-IPO Share Option Scheme, their movements during the three months ended 30 June 2014 and the options outstanding as at 30 June 2014 were as follows:

Name of Directors	As at 1 April 2014	Adjusted balance as at 23 May 2014 (Note 1)	Granted	Cancelled/ Lapsed	Exercised	As at 30 June 2014	Exercise period and vesting period	Subscription price per Share (Note 1) HK\$
Mr. Luk	56,000,000	112,000,000	-	-	-	112,000,000	Note 2	0.0135
Mr. Yue, Kwai Wa Ken	80,000,000	160,000,000	-	-	-	160,000,000	Note 2	0.0135
Mr. Chan, Ka Kit	4,200,000	8,400,000	-	-	-	8,400,000	Note 2	0.0135
Mr. Lam, Pak Cheong ("Mr. Lam")	6,000,000	12,000,000	-	(12,000,000) (Note 3)	-	-	Note 2	0.0135
Mr. Ng	6,000,000	12,000,000	-	-	-	12,000,000 (Note 4)	Note 2	0.0135
Others								
Employees	400,000,000	800,000,000	-	(28,000,000) (Note 5)	-	772,000,000	Note 2	0.0135
	<u>552,200,000</u>	<u>1,104,400,000</u>	<u>-</u>	<u>(40,000,000)</u>	<u>-</u>	<u>1,064,400,000</u>		

Notes:

- Pursuant to the Company's announcement dated 23 May 2014, the exercise price and the number of outstanding share options have been adjusted with effect from 23 May 2014. Please refer to the Company's announcement dated 23 May 2014 for details.
- The exercise period shall commence on 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. Particulars of the vesting date of the options and the percentage of options vested are as follows:
 - 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; and
 - The third anniversary of the Listing Date — 40% of the total number of options granted.
- Mr. Lam resigned as an independent non-executive Director on 1 March 2014 and his options lapsed in May 2014.
- Mr. Ng resigned as an independent non-executive Director on 8 August 2014 and his options will lapse in November 2014.
- These options related to an employee and lapsed in June 2014.

(b) Share Option Scheme

Details of the options granted under the Share Option Scheme, their movements during the three months ended 30 June 2014 and the options outstanding as at 30 June 2014 were as follows:

	As at 1 April 2014	Adjusted balance as at 23 May 2014 <i>(Note 1)</i>	Granted	Cancelled/ Lapsed	Exercised	As at 30 June 2014	Exercise period and vesting period	Subscription price per Share <i>(Note 1)</i> HK\$
Employees	88,000,000	176,000,000	-	-	-	176,000,000	Note 2	0.05
	<u>88,000,000</u>	<u>176,000,000</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>176,000,000</u>		

Notes:

- Pursuant to the Company's announcement dated 23 May 2014, the exercise price and the number of outstanding share options have been adjusted with effect from 23 May 2014. Please refer to the Company's announcement dated 23 May 2014 for details.
- 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. Particulars of the vesting date of the options of these 8 grantees and the percentage of options vested are as follows:
 - The first anniversary of the Date of Grant — 30% of the total number of options granted;
 - The second anniversary of the Date of Grant — 30% of the total number of options granted; and
 - 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.

INTERESTS AND SHORT POSITIONS OF SUBSTANTIAL SHAREHOLDERS AND OTHER PERSONS IN THE SHARES, UNDERLYING SHARES AND DEBENTURES OF THE COMPANY

As at 30 June 2014, so far as any Directors are aware, the interests or short positions owned by the following parties (other than the Directors or chief executives of the Company) in the Shares or underlying Shares which were required to be notified to the Company under Divisions 2 and 3 of Part XV of the SFO or which were 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 of the Company

Name of shareholders	Nature of interests	Number of Shares	Approximate percentage of interests
Aperto Investments Limited	Beneficial owner	4,092,000,000 (Note)	25.49%
Guocang Group Limited	Person having a security interest in Shares	1,000,000,000	6.23%

Short position in the Shares, underlying Shares and debentures of the Company

Name of shareholder	Nature of interest	Number of Shares	Approximate percentage of interest
Aperto Investments Limited	Beneficial owner	1,370,000,000 (Note)	8.53%

Note: The entire issued share capital of Aperto Investments Limited is legally and beneficially owned by Mr. Luk, being an executive Director, the chairman and the chief executive officer of the Company. Under the SFO, Mr. Luk is deemed to be interested in all the Shares held by Aperto Investments Limited.

Save as disclosed above and as at 30 June 2014, the Directors are not aware of any interests or short positions owned by any parties (other than the Directors or chief executives of the Company) in the Shares or underlying Shares which were required to be disclosed under Divisions 2 and 3 of Part XV of the SFO or which were 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 LISTED SECURITIES

During the three months ended 30 June 2014, the Company did not redeem any of its Shares listed on GEM nor did the Company or any of its subsidiaries purchase or sell any such Shares.

MODEL CODE FOR DIRECTORS' SECURITIES TRANSACTIONS

The Company has adopted a code of conduct regarding securities transactions by the 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 been made specific enquiries by the Company, all the Directors confirmed that they have complied with the required standard of dealings and its code of conduct concerning securities transactions by the Directors during the three months ended 30 June 2014.

CORPORATE GOVERNANCE PRACTICES

The Board and the management of the Company are committed to maintaining and achieving a high standard of corporate governance practices with an emphasis on a quality Board, an effective accountability system and a healthy corporate culture in order to safeguard the interests of the Shareholders and enhance the business growth of the Group.

During the three months ended 30 June 2014, the Company has complied with all the code provisions as set out in the Corporate Governance Code and Corporate Governance Report contained in Appendix 15 to the GEM Listing Rules (the "CG Code") except the following deviation:

Code Provision A.2.1

The above code provision requires that the roles of chairman and chief executive officer should be separate and should not be performed by the same individual.

However, the Board is of the view that although Mr. Luk 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 the 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 Group.

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 ended 30 June 2014.

DIRECTORS' INTERESTS IN COMPETING BUSINESSES

During the three months ended 30 June 2014 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 might 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 2014, 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 of the Company (the "Audit Committee") was established on 26 September 2011. The major roles and functions of the Audit Committee are to review the financial systems of the Group; to review the accounting policy, financial position and results, and financial reporting procedures of the Group; to communicate with external auditor; to assess the performance of internal financial and audit personnel; to assess the internal controls of the Group and to provide recommendations and advices to the Board on the appointment, re-appointment and removal of external auditor as well as their terms of appointment. During the three months ended 30 June 2014, the Company adopted a whistleblowing policy in order to allow the employees or other stakeholders (such as suppliers and customers) of the Group to raise concerns, in confidence, with the Audit Committee about possible improprieties in any matter related to the Company.

The Audit Committee currently consists of three members, namely Mr. Chan, Ka Kit (chairman of the Audit Committee), Mr. Ko, Wai Lun Warren and Mr. Lou, Ming, all being independent non-executive Directors. On 7 August 2014, Mr. Lou, Ming has been appointed as a member of the Audit Committee. Mr. Ng resigned as a member of the Audit Committee with effect from 8 August 2014. No member of the Audit Committee is a member of the former or existing independent auditor of the Company. The Audit Committee has reviewed the unaudited consolidated results of the Group for the three months ended 30 June 2014.

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

Hong Kong, 13 August 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. Ko, Wai Lun Warren and Mr. Lou, Ming.

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 website of the Company at www.romagroup.com.