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**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 2015**

### **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 2015:

- Revenue increased to approximately HK\$24.4 million, representing an increase of approximately 75.3% as compared with that for the three months ended 30 June 2014;
- Profit for the period increased to approximately HK\$8.7 million, representing an increase of approximately 277.8% as compared with that for the three months ended 30 June 2014;
- Basic earnings per share attributable to the ordinary equity holders of the Company was HK0.21 cents;
- Diluted earnings per share attributable to the ordinary equity holders of the Company was HK0.20 cents; and
- No dividend was declared.

## FIRST QUARTERLY RESULTS FOR THE THREE MONTHS ENDED 30 JUNE 2015

The board of Directors (the “Board”) is pleased to announce the unaudited consolidated results of the Company and its subsidiaries (the “Group”) for the three months ended 30 June 2015 together with the comparative unaudited figures for the corresponding period in 2014 as follows:

### UNAUDITED CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

*For the three months ended 30 June 2015*

	<i>Notes</i>	<b>For the three months ended 30 June</b>	
		<b>2015</b>	2014
		<b><i>HK\$'000</i></b>	<i>HK\$'000</i>
		<b>(unaudited)</b>	(unaudited)
Revenue	3	<b>24,391</b>	13,915
Other income	4	<b>1,414</b>	465
Cost of inventories sold		–	(320)
Employee benefit expenses	5	<b>(7,650)</b>	(6,122)
Depreciation and amortisation	6	<b>(965)</b>	(390)
Finance costs	7	<b>(224)</b>	(213)
Other expenses		<b>(6,157)</b>	(4,291)
<b>Profit before income tax expense</b>	6	<b>10,809</b>	3,044
Income tax expense	8	<b>(2,078)</b>	(733)
<b>Profit and total comprehensive income for the period attributable to owners of the Company</b>		<b>8,731</b>	2,311
			(restated)
<b>Earnings per share</b>			
— Basic (HK cents)	10	<b>0.21 cents</b>	0.13 cents
— Diluted (HK cents)	10	<b>0.20 cents</b>	0.13 cents

## UNAUDITED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

*For the three months ended 30 June 2015*

	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 2015 (audited)	67,906	260,162	10	1,211	64,998	394,287
Exercise of share options	508	3,265	–	–	–	3,773
Transactions with owners	508	3,265	–	–	–	3,773
Profit and total comprehensive income for the period	–	–	–	–	8,731	8,731
<b>At 30 June 2015 (unaudited)</b>	<b>68,414</b>	<b>263,427</b>	<b>10</b>	<b>1,211</b>	<b>73,729</b>	<b>406,791</b>
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
<b>At 30 June 2014 (unaudited)</b>	<b>16,052</b>	<b>17,963</b>	<b>10</b>	<b>1,172</b>	<b>38,118</b>	<b>73,315</b>

## NOTES TO THE FINANCIAL STATEMENTS

### 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 "Shares") were listed on GEM by way of placing on 25 February 2013 (the "Listing Date").

### 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 and Interpretations issued by the Hong Kong Institute of Certified Public Accountants 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 2015 are consistent with those adopted in the Group's audited consolidated financial statements for the year ended 31 March 2015.

#### (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 and financing services.

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

	For the three months ended 30 June	
	2015 HK\$'000 (unaudited)	2014 HK\$'000 (unaudited)
Services fee income from provision of valuation and advisory services	16,837	12,527
Interest income from provision of financing services	7,554	1,013
Others	–	375
	<u>24,391</u>	<u>13,915</u>

### 4. OTHER INCOME

	For the three months ended 30 June	
	2015 HK\$'000 (unaudited)	2014 HK\$'000 (unaudited)
Reimbursement of expenses	667	65
Interest income	443	209
Others	304	191
	<u>1,414</u>	<u>465</u>

### 5. EMPLOYEE BENEFIT EXPENSES (INCLUDING DIRECTORS' EMOLUMENTS)

	For the three months ended 30 June	
	2015 HK\$'000 (unaudited)	2014 HK\$'000 (unaudited)
Wages and salaries	7,045	5,631
Contributions on defined contribution retirement plans	206	155
Share-based payment compensation-equity settled	–	101
Other benefits	399	235
	<u>7,650</u>	<u>6,122</u>

## 6. PROFIT BEFORE INCOME TAX EXPENSE

	For the three months ended 30 June	
	2015 HK\$'000 (unaudited)	2014 HK\$'000 (unaudited)
Profit before income tax expense is arrived at after charging/(crediting):		
Auditor's remuneration	200	117
Depreciation of property, plant and equipment	379	351
Amortisation of intangible assets	586	39
Exchange loss, net	68	8
Consultancy fee	455	779
(Reversal of) impairment loss on loans and interests receivable	(38)	–
Operating lease charges in respect of buildings	1,322	1,265

## 7. FINANCE COSTS

	For the three months ended 30 June	
	2015 HK\$'000 (unaudited)	2014 HK\$'000 (unaudited)
Interest on bank borrowings repayable within five years	196	200
Interest on finance leases	28	13
	224	213

## 8. INCOME TAX EXPENSE

Hong Kong profits tax is calculated at the rate of 16.5% (2014: 16.5%) on the estimated assessable profits for the period.

	For the three months ended 30 June	
	2015 HK\$'000 (unaudited)	2014 HK\$'000 (unaudited)
Current tax — Hong Kong Profits Tax		
Tax for the period	2,078	733

## 9. DIVIDEND

The Board does not recommend the payment of dividend for the three months ended 30 June 2015 (2014: nil).

## 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 30 June	
	2015 HK\$'000 (unaudited)	2014 HK\$'000 (unaudited)
<b>Earnings</b>		
Earnings for the purpose of basic and diluted earnings per share	<u>8,731</u>	<u>2,311</u>
	'000	'000 (restated)
<b>Number of Shares</b>		
Weighted average number of ordinary Shares for the purpose of basic earnings per share ( <i>note (a)</i> )	4,253,208	1,818,847
Effect of dilutive potential ordinary Shares: — share options ( <i>note (b)</i> )	<u>25,945</u>	<u>25,300</u>
Weighted average number of ordinary Shares for the purpose of diluted earnings per share	<u>4,279,153</u>	<u>1,844,147</u>

### Notes:

- (a) Weighted average of 4,253,208,000 ordinary shares are derived from 4,244,150,000 ordinary shares, being the number of shares in issue as at 1 April 2015 after taking into account the effects of the exercise of share options by certain employees and a director during the three months ended 30 June 2015 (2014 (restated): weighted average of 1,818,847,000 ordinary shares are derived from 8,025,800,000 ordinary shares issued as at 1 April 2014 after taking into account the effects of the bonus issue being completed on 23 May 2014, the share consolidation being completed on 25 November 2014 and the rights issue of 3,183,112,500 rights shares being completed on 30 December 2014).
- (b) Weighted average of 25,945,000 ordinary shares deemed to be issued at no consideration as if the Company's share options had been exercised for the three months ended 30 June 2015 (2014 (restated): weighted average of 25,300,000 ordinary shares deemed to be issued at no consideration as if the Company's share options, after taking into account the effects of share consolidation being completed on 25 November 2014 and rights issue of 3,183,112,500 rights shares being completed on 30 December 2014, had been exercised for the three months ended 30 June 2014).

## **MANAGEMENT DISCUSSION AND ANALYSIS**

### **BUSINESS REVIEW**

The Group has further expanded the valuation and advisory services after the acquisition of Bonus Boost International Limited and B.I. Appraisals Limited in the last quarter of its financial year of 2015. During the three months ended 30 June 2015, B.I. Appraisals Limited has contributed HK\$1 million services fee income to the Group. Besides, the Group has undertaken about 240 new projects in relation to the valuation and technical advisory services during the three months ended 30 June 2015, such achievement demonstrated that the Group has well established in the market of valuation in Hong Kong. For the three months ended 30 June 2015, the revenue generated from the provision of valuation and advisory services (including but not limited to the technical advisory services) increased by approximately 34.4% as compared with that for the three months ended 30 June 2014.

Apart from the provision of valuation and technical advisory services, the Group has advanced the provision of financing services and expanded its loan portfolio size during the three months ended 30 June 2015. The Group has utilised its internal fund for granting a loan facility to an independent third party. The loan facility referred to a facility amount of HK\$58 million at an interest rate of 12% per annum for a term of one year. Further details of the loan facility was disclosed in the Company's announcement dated 8 July 2015. In relation to the mortgage loan of HK\$10.5 million granted by the Group on 2 May 2014, legal proceeding against the outstanding balances due from the borrower is still in progress. Further details of such mortgage loan were disclosed in the Company's announcements dated 5 and 16 May 2014.

### **FINANCIAL REVIEW**

#### **Revenue**

The Group's revenue significantly increased to approximately HK\$24.4 million for the three months ended 30 June 2015 from approximately HK\$13.9 million for the three months ended 30 June 2014, representing an increase of approximately 75.5%. Such an increase was due to the fact that the services fee income generated from the Group's provision of valuation and advisory services increased by approximately 34.4% for the three months ended 30 June 2015 as compared with that for the three months ended 30 June 2014. There were about 240 new projects in relation to valuation and technical advisory services undertaken by the Group for the three months ended 30 June 2015. Besides, the Group acquired Bonus Boost International Limited in the last quarter of its financial year of 2015, which wholly owns B.I. Appraisals Limited. During the three months ended 30 June 2015, B.I. Appraisals Limited has contributed HK\$1 million services fee income to the Group. The interest income generated from the provision of financial services also increased to HK\$7.6 million for the three months ended 30 June 2015 from HK\$1 million for the three months ended 30 June 2014, due to the loan portfolio size of the Group has expanded during the three months ended 30 June 2015 as compared with that for the three months ended 30 June 2014.

## **Other income**

The Group's other income increased by approximately 204.1% for the three months ended 30 June 2015 as compared with that for the three months ended 30 June 2014. Such an increase was mainly attributable to (i) the increase in reimbursable income from the Group's customers and (ii) the Group's unutilised proceeds from the rights issue being placed in commercial banks as time deposits for interests during the three months ended 30 June 2015.

## **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 increased to approximately HK\$7.7 million for the three months ended 30 June 2015 from approximately HK\$6.1 million for the three months ended 30 June 2014, representing an increase of approximately 26.2%, which was mainly attributable to the increase in the average number of full-time staff and average salary level of the staff for the three months ended 30 June 2015 as compared with those for the three months ended 30 June 2014.

## **Depreciation and amortisation**

The Group recorded an increase of approximately 147.4% in depreciation and amortisation for the three months ended 30 June 2015 as compared with that for the three months ended 30 June 2014. Such an increase was mainly because of the amortisation of intangible assets recorded for the three months ended 30 June 2015, which aroused from the acquisition of Bonus Boost International Limited and B.I. Appraisals Limited in the last quarter of its financial year of 2015.

## **Other expenses**

Other expenses significantly increased to approximately HK\$6.2 million for the three months ended 30 June 2015 from approximately HK\$4.3 million for the three months ended 30 June 2014, representing an increase of approximately 44.2%. The increase was mainly because more referral fees incurred during the three months ended 30 June 2015 as compared with those for the three months ended 30 June 2014. Referral is one of the sources of customers for the Group's provision of financing services. Along the growth of the financing services, more referral fees incurred during the three months ended 30 June 2015.

## **Profit attributable to owners of the Company**

Profit attributable to owners of the Company increased to approximately HK\$8.7 million for the three months ended 30 June 2015 from approximately HK\$2.3 million for the three months ended 30 June 2014, representing an increase of approximately 278.3%. Such an increase was mainly attributable to the significant increase in the Group's revenue for the three months ended 30 June 2015.

## **FUTURE PROSPECTS**

The Group endeavors to look for suitable business opportunities to expand its existing valuation and technical advisory services. The Board intends to grow the size of the advisory team, enhance the capability of the Group, expand the scope of services to be provided and increase the market share of the Group in a more efficient way. Besides, the Board considers that financing business is a good profit contributor to the Group due to the growing demand for mortgage loans and the relatively high value of properties in general in the Hong Kong market and thus is of the view that it would be in the interests of the Company and its shareholders to develop the Group's financing business.

If necessary, the Company may consider issuing new shares and/or debt securities to optimize its financial structure for embracing sound business opportunities and preparing future expansion of the Group.

On 1 June 2015, the Company submitted a formal application to the Stock Exchange for the transfer of listing of its shares from the GEM to the Main Board of the Stock Exchange (the "Proposed Transfer") pursuant to Chapter 9A of the GEM Listing Rules. For details, please refer to the Company's announcement dated 1 June 2015.

The Stock Exchange is reviewing the Proposed Transfer and as at the date of this announcement, has not yet been granted the relevant approval.

## 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 2015, 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. 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 positions in the Shares, underlying Shares and debentures of the Company

Name of Directors	The Company/ name of associated company	Capacity/ nature of interests	Number of Shares	Number of underlying Shares (Note 1)	Aggregate interests	Approximate percentage of interests
Mr. Luk, Kee Yan Kelvin (“Mr. Luk”)	The Company	Interest of a controlled corporation	1,023,000,000 (Note 2)	–		
		Beneficial interest	–	12,691,000	1,035,691,000	24.22%
	Aperto	Beneficial interest	1 share of US\$1.00	–	1 share of US\$1.00	100.00%
Mr. Yue, Kwai Wa Ken	The Company	Beneficial interest	10,878,000	7,252,000	18,130,000	0.42%
Mr. Chan, Ka Kit	The Company	Beneficial interest	900,000	951,825	1,851,825	0.04%

#### Notes:

- 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 (as defined in the section headed “Share Option Schemes” of this announcement).
- These Shares are registered in the name of Aperto, the entire issued share capital of which is legally and beneficially owned by Mr. Luk, 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.

Save as disclosed above, as at 30 June 2015, none of the Directors and the chief executive of the Company had any interests or short positions 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 and became effective on 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. Share options comprising 10,000,000 underlying Shares were granted under the Share Option Scheme 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 2015 and the options outstanding as at 30 June 2015 were as follows:

Name of Directors	As at 1 April 2015	Granted during the period	Exercised during the period	Cancelled/ Lapsed during the period	As at 30 June 2015	Exercise period and vesting period	Subscription price per Share HK\$
Mr. Luk	12,691,000	-	-	-	12,691,000	Note 1	0.119
Mr. Yue, Kwai Wa Ken	18,130,000	-	(10,878,000) (Note 2)	-	7,252,000	Note 1	0.119
Mr. Chan, Ka Kit	951,825	-	-	-	951,825	Note 1	0.119
<b>Others</b>							
Employees	84,304,500	-	(20,825,300) (Note 3)	(7,252,000) (Note 4)	56,227,200	Note 1	0.119
	<u>116,077,325</u>	<u>-</u>	<u>(31,703,300)</u>	<u>(7,252,000)</u>	<u>77,122,025</u>		

Notes:

- 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 options 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 of 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 dates 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.

2. Mr. Yue, Kwai Wa Ken exercised 10,878,000 options for subscribing 10,878,000 ordinary Shares at the subscription price of HK\$0.119 each on 5 June 2015.
3. Seven employees exercised 20,825,300 options for subscribing 20,825,300 ordinary Shares at the subscription price of HK\$0.119 each on 5 June 2015.
4. These options related to a resigned employee and lapsed in May 2015.

**(b) Share Option Scheme**

Details of the options granted under the Share Option Scheme, their movements during the three months ended 30 June 2015 and the options outstanding as at 30 June 2015 were as follows:

	As at 1 April 2015	Granted during the period	Exercised during the period	Cancelled/ Lapsed during the period	As at 30 June 2015	Exercise period and vesting period	Subscription price per Share HK\$
Employees	19,036,500	-	-	(7,705,250) <i>(Note 2)</i>	11,331,250	<i>Note 1</i>	0.441
	<u>19,036,500</u>	<u>-</u>	<u>-</u>	<u>(7,705,250)</u>	<u>11,331,250</u>		

*Notes:*

1. Subject to the following vesting periods, the remaining four 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 of 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 dates of the options of these four grantees and the 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; and
  - (3) The third anniversary of the Date of Grant — 40% of the total number of options granted.
2. These options related to three resigned employees and lapsed in April, May and June 2015 respectively.

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

As at 30 June 2015, so far as any Directors are aware, the interests or short positions owned by the following party (other than the Directors or chief executive 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 positions in the Shares, underlying Shares and debentures of the Company**

<b>Name of shareholder</b>	<b>Nature of interest</b>	<b>Number of Shares</b>	<b>Approximate percentage of interest</b>
Aperto	Beneficial owner	1,023,000,000 (Note)	23.93%

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

Save as disclosed above and as at 30 June 2015, the Directors are not aware of any interests or short positions owned by any parties (other than the Directors or chief executive 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 THE COMPANY'S LISTED SECURITIES**

During the three months ended 30 June 2015, 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 enquiry by the Company, all 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 2015.

## **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 2015, 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 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 separated 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 of the Company 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 2015.

## **DIRECTORS' INTERESTS IN COMPETING BUSINESSES**

During the three months ended 30 June 2015 and up to the date of this announcement, none of the Directors or any of their respective close associates engaged in any business that competed or might compete with the business of the Group, or had any other conflict of interests with the Group.

## **INTERESTS OF THE COMPLIANCE ADVISER**

During the period from 1 April 2015 to 24 May 2015, 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 (the "Compliance Adviser Agreement"), neither the Compliance Adviser nor its directors, employees or close associates had any interests in relation to the Company, which is required to be notified to the Company pursuant to Rule 6A.32 of the GEM Listing Rules. The Compliance Adviser Agreement was terminated on 24 May 2015.

## 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 policies, financial positions 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 2015, 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 Group.

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. 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 first quarterly report, including the unaudited consolidated results of the Group for the three months ended 30 June 2015.

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

Hong Kong, 12 August 2015

*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](http://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](http://www.romagroup.com).*