APPENDIX 5

FORMS RELATING TO LISTING

FORM F

GEM

COMPANY INFORMATION SHEET

Case Number: N/A

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this information sheet, 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 information sheet.

Company name: Roma Group Limited

ケース番号：N/A

Stock code (ordinary shares): 8072

This information sheet contains certain particulars concerning the above company (the “Company”) which is listed on GEM of The Stock Exchange of Hong Kong Limited (the “Exchange”). These particulars are provided for the purpose of giving information to the public with regard to the Company in compliance with the Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited (the “GEM Listing Rules”). They will be displayed at the GEM website on the internet. This information sheet does not purport to be a complete summary of information relevant to the Company and/or its securities.

The information in this sheet was updated as of 11 July 2019

A. General

Place of incorporation: Cayman Islands

Date of initial listing on GEM: 25 February 2013

Name of Sponsor(s): Not applicable

Names of directors: Executive Directors
Mr. Yue Kwai Wa Ken
Mr. Li Sheung Him Michael

Independent Non-Executive Directors
Mr. Ko Wai Lun Warren
Ms. Li Tak Yin
Mr. Man Wai Lun
Mr. Wong Tat Keung

Name(s) of substantial shareholder(s): Not applicable

(as such term is defined in rule 1.01 of the GEM Listing Rules) and their respective interests in the ordinary shares and other securities of the Company

* For identification purposes only
THE STOCK EXCHANGE OF HONG KONG LIMITED
(A wholly-owned subsidiary of Hong Kong Exchanges and Clearing Limited)

Name(s) of company(ies) listed on GEM or the Main Board of the Stock Exchange within the same group as the Company: Not applicable

Financial year end date: 31 March

Registered address: Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman, KY1-1111, Cayman Islands

Head office and principal place of business: 22/F., China Overseas Building, 139 Hennessy Road, Wanchai, Hong Kong

Web-site address (if applicable): www.romagroup.com

Share registrar: Principal share registrar:
Conyers Trust Company (Cayman) Limited
Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman, KY1-1111, Cayman Islands

Hong Kong branch share registrar:
Tricor Investor Services Limited
Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong

Auditors: BDO Limited
Certified Public Accountants
25th Floor, Wing On Centre, 111 Connaught Road Central, Hong Kong

B. Business activities

The principal activity of the Company is investment holding. The major activities of the Group are currently provision of valuation and advisory services and financing services in Hong Kong.

C. Ordinary shares

Number of ordinary shares in issue: 2,700,408,311
Par value of ordinary shares in issue: HKD0.064
Board lot size (in number of shares): 20,000

Name of other stock exchange(s) on which ordinary shares are also listed: Not applicable

D. Warrants

Stock code: Not applicable
Board lot size: Not applicable
Expiry date: Not applicable
Exercise price: Not applicable

Conversion ratio: (Not applicable if the warrant is denominated in dollar value of conversion right) Not applicable
No. of warrants outstanding:  Not applicable  
No. of shares falling to be issued upon the exercise of outstanding warrants:  Not applicable  

E. Other securities

Details of any other securities in issue.  
(i.e. other than the ordinary shares described in C above and warrants described in D above but including options granted to executives and/or employees).

The Company granted 120,016,332 share options of Roma Group Limited (stock code: 8072) pursuant to the Share Option Scheme adopted on 26 September 2011 with Exercise Price at HK$0.0904 per share.

The Company granted 297,044,913 share options of the Company pursuant to the Share Option Scheme of the Company adopted on 26 September 2011 with exercise price at HK$0.064 per share.

(Please include details of stock code if listed on GEM or the Main Board or the name of any other stock exchange(s) on which such securities are listed).

If there are any debt securities in issue that are guaranteed, please indicate name of guarantor.

Not applicable
Responsibility statement

The directors of the Company (the “Directors”) as at the date hereof hereby collectively and individually accept full responsibility for the accuracy of the information contained in this information sheet ("the Information") and confirm, having made all reasonable inquiries, that to the best of their knowledge and belief the Information is accurate and complete in all material respects and not misleading or deceptive and that there are no other matters the omission of which would make any Information inaccurate or misleading.

The Directors also collectively and individually accept full responsibility for submitting a revised information sheet, as soon as reasonably practicable after any particulars on the form previously published cease to be accurate.

The Directors acknowledge that the Stock Exchange has no responsibility whatsoever with regard to the Information and undertake to indemnify the Exchange against all liability incurred and all losses suffered by the Exchange in connection with or relating to the Information.

Signed:

Yue Kwai Wa Ken  
Executive Director

Li Sheung Him Michael  
Executive Director

Ko Wai Lun Warren  
Independent Non-Executive Director

Li Tak Yin  
Independent Non-Executive Director

Wong Tat Keung  
Independent Non-Executive Director

Man Wai Lun  
Independent Non-Executive Director

NOTES

(1) This information sheet must be signed by or pursuant to a power of attorney for and on behalf of each of the Directors of the Company.

(2) Pursuant to rule 17.52 of the GEM Listing Rules, the Company must submit to the Exchange (in the electronic format specified by the Exchange from time to time) for publication on the GEM website a revised information sheet, together with a hard copy duly signed by or on behalf of each of the Directors, as soon as reasonably practicable after any particulars on the form previously published cease to be accurate.

(3) Please send a copy of this form by facsimile transaction to Hong Kong Securities Clearing Company Limited (on 2815-9353) or such other number as may be prescribed from time to time at the same time as the original is submitted to the Exchange.