

APPENDIX 5 FORMS RELATING TO LISTING

FORM F

GEM

COMPANY INFORMATION SHEET

Case Number: N/A

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Company name: **Roma Group Limited**
羅馬集團有限公司*

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 19 March 2020

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:
(please distinguish the status of the directors
- Executive, Non-Executive or Independent
Non-Executive)

Executive Directors
Mr. Yue Kwai Wa Ken
Mr. Li Sheung Him Michael

Independent Non-Executive Directors
Mr. Chung Man Lai
Mr. Ko Wai Lun Warren
Ms. Li Tak Yin

Name(s) of substantial shareholder(s):
(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

| Name of substantial shareholders | No. of shares | Percentage of shareholding |
|---|---------------|----------------------------|
| Aperto Investments Limited ("Aperto Investments") | 39,476,000 | 29.24% |
| Mr. Luk Kee Yan Kelvin (Note 1) | 39,476,000 | 29.24% |

Note:

1. The entire issued share capital of Aperto Investments is legally and beneficially owned by Mr. Luk Kee Yan Kelvin.

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(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: Grant Thornton Hong Kong Limited
Certified Public Accountants
Level 12
28 Hennessy Road, Wanchai
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: 135,020,415

Par value of ordinary shares in issue: HKD0.01

Board lot size (in number of shares): 10,000

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

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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).

As of the date hereof, 6,000,817 share options and 14,852,246 share options were granted and remains outstanding under the share option scheme of the Company adopted on 26 September 2011 with exercise price of HK\$1.800 per share and HK\$1.280 per share, respectively.

(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

THE STOCK EXCHANGE OF HONG KONG LIMITED
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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

Chung Man Lai

Independent Non-Executive Director

Ko Wai Lun Warren

Independent Non-Executive Director

Li Tak Yin

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.*