

## 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  
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 3 July 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	Approximate percentage of shareholding
Aperto Investments Limited ("Aperto Investments")	39,476,000	24.36%
Mr. Luk Kee Yan Kelvin (Note 1)	39,476,000	24.36%

Note:

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

**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

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Financial year end date: 31 March

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

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

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

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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

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Auditors: Grant Thornton Hong Kong Limited  
Certified Public Accountants  
Level 12  
28 Hennessy Road, Wanchai  
Hong Kong

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**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, financing services, securities broking, placing and underwriting and investment advisory and asset management services in Hong Kong.

**C. Ordinary shares**

Number of ordinary shares in issue: 162,020,415

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Par value of ordinary shares in issue: HKD0.01

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

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

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**D. Warrants**

Stock code: Not applicable

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Board lot size: Not applicable

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Expiry date: Not applicable

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Exercise price: Not applicable

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Conversion ratio:  
(Not applicable if the warrant is denominated in dollar value of conversion right) Not applicable

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THE STOCK EXCHANGE OF HONG KONG LIMITED  
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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, 1,500,204 share options, 9,451,429 share options and 13,500,000 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, HK\$1.280 per share and HK\$0.260 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  
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*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  
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*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.*