



Roma Group Limited

Incorporated in the Cayman Islands with limited liability

Stock Code: 8072

ANNUAL REPORT

2016/2017



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.

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

This report, 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 (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 report 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 report misleading.

CONTENTS

Corporate Information	2
Chairman's Statement	8
Management Discussion and Analysis	9
Biographical Details of Directors and Senior Management	15
Corporate Governance Report	19
Report of the Directors	29
Independent Auditor's Report	41
Consolidated Statement of Comprehensive Income	47
Consolidated Statement of Financial Position	48
Consolidated Statement of Changes in Equity	50
Consolidated Statement of Cash Flows	51
Notes to the Consolidated Financial Statements	53
Financial Highlights	108



ROMA CORPORATE INFORMATION

Registered office

Cricket Square
Hutchins Drive
P.O. Box 2681
Grand Cayman KY1-1111
Cayman Islands

Head office and principal place of business in Hong Kong

22/F China Overseas Building
139 Hennessy Road
Wanchai
Hong Kong

Company's website

www.romagroup.com

Executive Directors

Dr. Cheung, Wai Bun Charles *J.P. (chairman)*
(appointed on 2 June 2017)
Ms. Chan, Hong Nei Connie (appointed on 20 April 2017)
Mr. Yue, Kwai Wa Ken
Mr. Luk, Kee Yan Kelvin (*chairman and chief executive officer*)
(resigned on 20 April 2017)

Non-executive Director

Mr. Yim, Wai Ning (appointed on 2 June 2017)

Independent non-executive Directors

Mr. Choi, Wai Tong Winton (appointed on 16 June 2017)
Mr. Ko, Wai Lun Warren
Mr. Wong, Tat Keung
Mr. Lou, Ming (resigned on 16 June 2017)

Company secretary

Mr. Yue, Kwai Wa Ken, *AICPA*

Authorised representatives

Ms. Chan, Hong Nei Connie (appointed on 20 April 2017)
Mr. Yue, Kwai Wa Ken
Mr. Luk, Kee Yan Kelvin (resigned on 20 April 2017)

Compliance officer

Mr. Yue, Kwai Wa Ken

Audit committee

Mr. Wong, Tat Keung (*chairman*)
Mr. Choi, Wai Tong Winton (appointed on 16 June 2017)
Mr. Ko, Wai Lun Warren
Mr. Lou, Ming (resigned on 16 June 2017)

Remuneration committee

Mr. Ko, Wai Lun Warren (*chairman*)
Ms. Chan, Hong Nei Connie (appointed on 20 April 2017)
Mr. Choi, Wai Tong Winton (appointed on 16 June 2017)
Mr. Wong, Tat Keung
Mr. Luk, Kee Yan Kelvin (resigned on 20 April 2017)
Mr. Lou, Ming (resigned on 16 June 2017)

CORPORATE INFORMATION

Nomination committee

Mr. Choi, Wai Tong Winton (*chairman*)
(appointed on 16 June 2017)
Ms. Chan, Hong Nei Connie (appointed on 20 April 2017)
Mr. Ko, Wai Lun Warren
Mr. Wong, Tat Keung
Mr. Luk, Kee Yan Kelvin (resigned on 20 April 2017)
Mr. Lou, Ming (*chairman*) (resigned on 16 June 2017)

Principal share registrar and transfer office in the Cayman Islands

Conyers Trust Company (Cayman) Limited
Cricket Square
Hutchins Drive
P.O. Box 2681
Grand Cayman KY1-1111
Cayman Islands

Hong Kong branch share registrar and transfer office

Tricor Investor Services Limited
Level 22
Hopewell Centre
183 Queen's Road East
Hong Kong

Principal bankers

The Hongkong and Shanghai Banking Corporation Limited
1st Floor
Tower 2
HSBC Centre
1 Sham Mong Road
Kowloon
Hong Kong

China Construction Bank (Asia) Corporation Limited
Suite 2508-14
25/F
Tower 6
The Gateway
Harbour City
Kowloon
Hong Kong

Auditor

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

GEM stock code

8072



WE VALUE ASSETS

WE VALUE OUR CLIENTS

Business & Intangible Assets Valuation

Financial Instruments Valuation

Property Valuation

Machineries & Equipment Valuation

Biological Assets Valuation

Work of Art Valuation

Purchase Price Allocation

Corporate Advisory



A close-up photograph of a pair of hands cupped together, holding a small, young plant seedling. The seedling has a thin, dark stem and several small, green, serrated leaves. It is growing out of a mound of dark, rich soil. The hands are positioned at the bottom of the frame, with the fingers gently supporting the soil. The background is a soft, out-of-focus green, suggesting a natural, outdoor setting. The lighting is warm and directional, coming from the upper left, which highlights the texture of the soil and the skin of the hands. The overall mood is one of care, nurturing, and environmental stewardship.

*inspirational &
sustainable*
Solutions for our environment



EXPLORING BEYOND RESOURCES REALIZING YOUR FULL POTENTIAL

**Natural Resources Valuation &
Technical Advisory Services**

**Qualified Person's Report /
Competent Person's Report**

Due Diligence Studies

Exploration Planning

Project Feasibility Studies

Resource Estimation

Evaluation

Environmental & Social Services

Risk Management



think *green*
think about
our community



ROMA CHAIRMAN'S STATEMENT

Dear Shareholders,

On behalf of the board of Directors (the "Board"), I would like to present the annual results of the Company and its subsidiaries (the "Group") for the year ended 31 March 2017.

REVIEW

With the Group's well established position in the valuation market of Hong Kong, the Group has maintained a stable growth trend during the year ended 31 March 2017. Besides the valuation and advisory services provided by the Group, the Group has continued to develop the provision of financing services and maintained its loan portfolio size. In view of the fluctuating property market in Hong Kong and more stringent policies imposed to agents for the financing services industry, the Group took a relatively prudent way to maintain its loan portfolio, in terms of both types and size. The Board considers that provision of financing services is still a good profit contributor to the Group due to the stable stream of interest income generated therefrom during the year ended 31 March 2017.

PROSPECTS

In order to maintain and further enhance the Group's market presence in the valuation and advisory industry in Hong Kong, the Group will continue to source sound and suitable merger and acquisition opportunities and/or business collaboration. Besides, the Group will continue to develop its financing services as the Board is of the view that the earning of stable stream of interest income from the provision of financing services is in the interests of the Company and its shareholders (the "Shareholder") as a whole.

The Board remains confident on and committed to the continuation of the Company's mission to maintain a leading position in Hong Kong, through dedication, innovation and expansion so as to deliver sustainable growth and profitability to the Group.

APPRECIATION

On behalf of the Board, I would like to express my appreciation to the Group's management and staff for their unreservedly dedication to the Group. I would also like to express my gratitude to all the loyal clients who continuously support and work with the Group and the Shareholders who recognise the value and potential of the Group, for their ongoing support.

Roma Group Limited
Cheung, Wai Bun Charles
Chairman

Hong Kong, 15 June 2017

MANAGEMENT DISCUSSION AND ANALYSIS

BUSINESS REVIEW

During the year ended 31 March 2017, the Group's provision of valuation and advisory services contributed approximately 67.8% of the total revenue to the Group. Despite the sluggish economy in Hong Kong in 2016, the Group made an effort to maintain a growth trend and recorded a slight increase in revenue generated from the provision of valuation and advisory services of approximately 0.3% as compared with that for the year ended 31 March 2016. The Group always tries its best endeavor to explore various merger and acquisition opportunities and/or business collaboration to enhance its market presence in the valuation and advisory industry in Hong Kong.

The Group's provision of financing services contributed approximately 32.2% of the total revenue to the Group for the year ended 31 March 2017. With the net proceeds from the rights issue of shares of the Company (the "Shares") in December 2014 and the placing of Shares in February 2016, the Group has continue to develop the provision of financing services and maintained its loan portfolio size. During the year ended 31 March 2017, the Group had similar loan portfolio as at the beginning of current financial year, which mainly included, among others, loans secured by charges over equity and properties. In view of the fluctuating property market in Hong Kong and more stringent policies imposed to agents for the financing services industry, the Group's interest income generated from provision of financing services for the year ended 31 March 2017 decreased by approximately 14.9% as compared with that for the year ended 31 March 2016. In addition, the recognition of impairment loss on certain loans and interests receivable significantly increased by approximately 46.2% for the year ended 31 March 2017 as compared with that for the year ended 31 March 2016.

With the continuous expansion of the Group, the Group's employee benefit expenses increased by approximately 6.7% for the year ended 31 March 2017 as compared with that for the year ended 31 March 2016. The Group always considers its professional teams as the most valuable asset of the Group and offers competitive remuneration package to attract and retain high-caliber individuals.

FINANCIAL REVIEW

Revenue

For the year ended 31 March 2017, the Group recorded a decrease of approximately 5.2% in revenue as compared with that for the year ended 31 March 2016. Such a decrease was mainly due to the decrease in interest income generated from provision of financing services.

The services fee income generated from provision of valuation and advisory services increased to approximately HK\$76.0 million for the year ended 31 March 2017 from approximately HK\$75.8 million for the year ended 31 March 2016 and contributed approximately 67.8% of the total revenue to the Group.

The interest income generated from provision of financing services decreased to approximately HK\$36.0 million for the year ended 31 March 2017 from approximately HK\$42.3 million for the year ended 31 March 2016 and contributed approximately 32.2% of the total revenue to the Group. The decrease in interest income for the year ended 31 March 2017 was mainly due to the diversification of loan portfolio and inclusion of greater amount of loans at lower interest rates during the year ended 31 March 2017 as compared with those during the year ended 31 March 2016.



ROMA MANAGEMENT DISCUSSION AND ANALYSIS

Other income

The Group's other income decreased by approximately 39.5% for the year ended 31 March 2017 as compared with that for the year ended 31 March 2016. Such a decrease was mainly attributable to (i) the decrease in reimbursable income from the Group's customers and (ii) the decrease in the interest rates offered by the commercial banks to the Group in relation to the Group's unutilised proceeds from the rights issue being placed in commercial banks as time deposits for interests during the year ended 31 March 2017.

Employee benefit expenses

Employee benefit expenses mainly consisted of wages and salaries, pension costs and other benefits to the staff and the Directors. The Group's employee benefit expenses increased by approximately 6.7% for the year ended 31 March 2017 as compared with that for the year ended 31 March 2016. The increase was mainly attributable to the increase in the average salary level of the staff for the year ended 31 March 2017 as compared with that for the year ended 31 March 2016.

Depreciation and amortisation

The Group recorded an increase of approximately 15.8% in depreciation and amortisation for the year ended 31 March 2017 as compared with that for the year ended 31 March 2016, which was mainly because of the addition of a motor vehicle in March 2016.

Finance costs

The Group recorded an increase of approximately 30.5% in finance costs for the year ended 31 March 2017 as compared with that for the year ended 31 March 2016, which was mainly due to interest expenses for a new bank loan drawn down during the year ended 31 March 2017.

Other expenses

The Group's other expenses increased by approximately 21.4% for the year ended 31 March 2017 as compared with that for the year ended 31 March 2016. The increase was mainly attributable to (i) more marketing expenses incurred during the year ended 31 March 2017 as compared with those for the year ended 31 March 2016; (ii) the exchange difference recognised during the year ended 31 March 2017 resulted from the depreciation in exchange rate of Renminbi ("RMB"); and (iii) additional impairment losses on the Group's certain loans and interests receivable and trade receivables during the year ended 31 March 2017.

Profit attributable to owners of the Company

Profit attributable to owners of the Company decreased to approximately HK\$21.2 million for the year ended 31 March 2017 from approximately HK\$36.6 million for the year ended 31 March 2016, representing a decrease of approximately 41.9%. The significant decrease in the Group's profit attributable to owners of the Company for the year ended 31 March 2017 was mainly attributable to the decrease in interest income generated from the Group's provision of financing services and the additional impairment losses on the Group's certain loans and interests receivable and trade receivables during the year ended 31 March 2017.

MANAGEMENT DISCUSSION AND ANALYSIS

REVIEW ON ADVANCE TO ENTITY AND/OR PROVISION OF FINANCIAL ASSISTANCE

On 8 July 2015, the Group has granted a loan facility of HK\$58 million at an interest rate of 12% per annum for a term of one year (the "Loan A") to Brilliant One Holdings Limited, which executed, among others, share charge in favour of the Group to charge 310,850,000 shares of a company listed on GEM to the Group as security in connection with the Loan A. On 30 August 2016, the facility of Loan A has further increased to HK\$62 million and renewed for another year at same interest rate with same number of pledged shares. As at 31 March 2017, such facility has been drawn up to approximately HK\$61.8 million and yet to mature. For further details, please refer to the Company's announcements dated 8 July 2015 and 30 August 2016.

On 22 July 2015, the Group has granted a loan of HK\$10 million at an interest rate of 36% per annum for a term of one year (the "Loan B") to a company, which executed, among others, share charge in favour of the Group to charge certain of its shares to the Group as security in connection with the Loan B. As at 31 March 2017, the Loan B matured. Legal proceeding against the customer to recover the entire outstanding balances is in progress. For further details, please refer to the Company's announcement dated 22 July 2015.

On 15 September 2015, a mortgage loan of HK\$16 million at an interest rate of 1.42% per month for a term of three months (the "Loan C") was granted to two individuals, who executed a first legal charge in respect of a residential property for the Loan C. On 16 December 2015, the Loan C has further renewed for another six months at same interest rate with same pledged property. As at 31 March 2017, the Loan C was fully repaid. For further details, please refer to the Company's announcements dated 15 September 2015 and 16 December 2015.

On 6 April 2016, the Group has granted a loan facility of HK\$20 million at an interest rate of 14% per annum for a term of one year (the "Loan D") to a recurring client, who executed share charge in favour of the Group to charge certain shares of a company listed on GEM to the Group as security in connection with the Loan D. As at 31 March 2017, the Loan D was fully repaid. For further details, please refer to the Company's announcement dated 6 April 2016.

On 13 April 2016, the Group has granted a loan facility of HK\$39.5 million at an interest rate of 10% per annum for a term of one year (the "Loan E") to a recurring client, who executed share charge in favour of the Group to charge certain shares of a company listed on GEM to the Group as security in connection with the Loan E. As at 31 March 2017, the Loan E has yet to mature. For further details, please refer to the Company's announcement dated 13 April 2016.

On 11 May 2016, the Group has granted a loan facility of HK\$31.6 million at an interest rate of 12% per annum for a term of one year (the "Loan F") to a recurring client, who executed share charge in favour of the Group to charge certain shares of a company listed on GEM to the Group as security in connection with the Loan F. As at 31 March 2017, the Loan F has yet to mature. For further details, please refer to the Company's announcement dated 11 May 2016.

On 14 July 2016, the Group has granted a loan facility of HK\$39 million at an interest rate of 12% per annum for a term of one year (the "Loan G") to a recurring client, who executed share charge in favour of the Group to charge certain shares of a company listed on GEM to the Group as security in connection with the Loan G. As at 31 March 2017, the Loan G has yet to mature. For further details, please refer to the Company's announcement dated 14 July 2016.

In relation to the mortgage loan of HK\$10.5 million granted by the Group on 2 May 2014, the repayment of the outstanding balances of this mortgage loan was considered doubtful, thus impairment loss on the outstanding balances was recognised for the year ended 31 March 2017.



ROMA MANAGEMENT DISCUSSION AND ANALYSIS

COMPLIANCE WITH LAWS AND REGULATIONS

The Group mainly carries out its businesses in Hong Kong. To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, the Group has complied with all relevant laws and regulations in Hong Kong during the year ended 31 March 2017.

ENVIRONMENTAL POLICY

The Group aims to protect the environment by minimising environmental adverse impacts in daily operations, such as energy saving and recycling of office resources. The Group will continue to seek for better environmental practices and promote the right environmental attitudes within the organisation. The Group has complied with all relevant laws and regulations in respect of environmental protection, health and safety, workplace conditions and employment.

RELATIONSHIPS WITH STAKEHOLDERS

The Group recognises employees as its valuable assets and it strictly complies with the labour laws and regulations in Hong Kong and reviews regularly the existing staff benefits for improvement. Apart from the reasonable remuneration packages, the Group also offers other employee benefits, such as the medical reimbursement, annual dinner, sports activities, etc.

The Group provides good quality services to the customers and maintains a good relationship with them. The Group keeps a database for direct communications with recurring customers for developing long-term business relationships.

The Group maintains effective communications and develops long-term trust relationships with the suppliers. During the year ended 31 March 2017, there was no material dispute or arguments between the Group and the suppliers.

LIQUIDITY AND FINANCIAL RESOURCES

During the year ended 31 March 2017, the Group mainly financed its operations with its own working capital, bank borrowings and the net proceeds from fund raising activities. As at 31 March 2017 and 31 March 2016, the Group had net current assets of approximately HK\$396.3 million and HK\$371.6 million respectively, including cash and bank balances of approximately HK\$17.3 million and HK\$40.3 million respectively. The Group's pledged bank deposits of approximately HK\$54.1 million as at 31 March 2017 represented cash at bank held by the Group and pledged for bank borrowings. The Group's current ratio increased from approximately 6.2 as at 31 March 2016 to approximately 6.7 as at 31 March 2017.

As at 31 March 2017 and 31 March 2016, the Group's total bank borrowings amounted to approximately HK\$51.9 million and HK\$50.5 million respectively. All bank borrowings were denominated in Hong Kong dollars ("HK\$"). Details of the bank borrowings of the Group are set out in note 27 to the consolidated financial statements in this annual report. The Group's total finance lease liabilities amounted to approximately HK\$3.9 million and HK\$5.4 million respectively. The Group's gearing ratio remained at same level of approximately 0.12 as at 31 March 2017 and 31 March 2016.

COMMITMENTS

The Group's contractual commitments primarily related to the leases of its office premises. The Group's operating lease commitments amounted to approximately HK\$13.6 million and HK\$4.5 million as at 31 March 2017 and 31 March 2016 respectively. As at 31 March 2017, the Group did not have any capital commitments (31 March 2016: nil).

MANAGEMENT DISCUSSION AND ANALYSIS

CAPITAL STRUCTURE

Details of the movements in the Company's share capital are set out in note 29 to the consolidated financial statements in this annual report.

SIGNIFICANT INVESTMENTS

Save as the acquisition of 19.9% equity interest in Greater China Appraisal Limited as disclosed in note 19 to the consolidated financial statements of the Group, the Group did not hold any significant investments as at 31 March 2017.

FUTURE PLANS FOR MATERIAL INVESTMENTS AND CAPITAL ASSETS

Save as those disclosed in the section headed "Use of proceeds" in this annual report, the Group currently does not have other concrete plans for material investments and capital assets.

MATERIAL ACQUISITIONS OR DISPOSALS OF SUBSIDIARIES AND AFFILIATED COMPANIES

During the year ended 31 March 2017, the Group did not have any acquisitions or disposals of subsidiaries and affiliated companies.

CONTINGENT LIABILITIES

The Group had no material contingent liabilities as at 31 March 2017 (31 March 2016: nil).

FOREIGN EXCHANGE EXPOSURE

During the year ended 31 March 2017, the Group's exposure to currency risk was limited to its bank balances denominated in RMB as majority of the Group's transactions, monetary assets and liabilities are denominated in HK\$ and United States Dollars ("US\$"). In the event that RMB appreciates by 3% against HK\$, the Group's profit for the year ended 31 March 2017 will increase by approximately HK\$1,000 (2016: approximately HK\$1.5 million). On the contrary, if RMB depreciates by 3% against HK\$, the Group's profit for the year ended 31 March 2017 will decrease by approximately HK\$1,000 (2016: approximately HK\$1.5 million). As US\$ is pegged to HK\$, the Group does not expect any significant movements in the US\$/HK\$ exchange rates. The Group will continue to monitor its foreign currency exposure closely.

TREASURY POLICIES

The Group adopts a conservative approach towards its treasury policies. The Group strives to reduce exposure to credit risk by performing ongoing credit evaluation of the financial conditions of its clients and credit review of the Group's loan portfolio. To manage liquidity risk, the Board closely monitors the Group's liquidity position to ensure that the liquidity structure of the Group's assets, liabilities and commitments can meet its funding requirements.

PLEDGE OF ASSETS

As at 31 March 2017, save for the pledged bank deposits and motor vehicles acquired under finance leases, the Group did not pledge any of its assets (31 March 2016: nil) as securities for any facilities granted to the Group.



ROMA MANAGEMENT DISCUSSION AND ANALYSIS

EMPLOYEES AND REMUNERATION POLICIES

As at 31 March 2017 and 31 March 2016, the Group employed a total of 65 and 72 full-time employees respectively. The Group's total employee benefit expenses were approximately HK\$33.6 million and HK\$31.5 million for the years ended 31 March 2017 and 2016 respectively. Remuneration is determined by reference to market conditions and the performance, qualification and experience of individual employee. In addition to a basic salary, discretionary bonuses were offered to those staff with outstanding performance to attract and retain eligible employees to contribute to the Group.

USE OF PROCEEDS

The rights issue in 2014

In December 2014, the Company raised fund of net proceeds of approximately HK\$280 million from its rights issue of 3,183,112,500 Shares (the "RI Proceeds"). Up to the date of this annual report, (i) HK\$36.7 million of the RI Proceeds was paid for the acquisition of equity interest in Bonus Boost International Limited, which has a wholly-owned subsidiary principally involved in acting as a surveyor, valuer and property consultant; (ii) HK\$25 million of the RI Proceeds was paid for the acquisition of 19.9% equity interest in Greater China Appraisal Limited, which is principally engaging in the provision of assets appraisal services; and (iii) approximately HK\$126.3 million of the RI Proceeds, being the entire portion intended to be used for the Group's provision of financing services was utilised for granting of mortgage loans to independent third parties. The Group continues to look for suitable business opportunities to utilise the remaining portion of approximately HK\$70.0 million of the RI Proceeds which was intended to apply for the funding and further development of the existing and future businesses of the Group. As at 31 March 2017, such unutilised net proceeds were kept as cash at and placed as bank deposits with banks in Hong Kong.

FUTURE PROSPECTS

The Group always aims to be the leading valuation and advisory services provider in Hong Kong. In order to maintain and further enhance the Group's market presence in the valuation and advisory industry in Hong Kong, the Group will proactively explore further merger and acquisition opportunities and/or business collaboration. In order to well manage the Group's credit risk, the Group will further diversify its loan portfolio. Also, the Group may also expand its loan portfolio to maximise the return to the Group.

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.

In July 2016, the Company re-submitted a formal application to the Stock Exchange for the proposed transfer of the listing of the Shares from GEM to the main board of the Stock Exchange (the "Application"). The Application lapsed after six months since the submission of the Application. The Company intends to proceed with the Application.

BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT

EXECUTIVE DIRECTORS

Dr. Cheung, Wai Bun Charles, J.P. (張惠彬), aged 81, has been appointed as an executive Director and chairman of the Board on 2 June 2017. Dr. Cheung obtained an honorary doctorate degree in business administration from John Dewey University in the United States in December 1984, a master's degree in business administration and a bachelor of science degree in accounts and finance from New York University in the United States in June 1962 and February 1960 respectively. Dr. Cheung has appropriate professional accounting or related financial management expertise and is currently a director and the vice chairman of executive committee of Metropolitan Bank (China) Ltd., and he was formerly an independent non-executive director and the director general of the audit committee of China Resources Bank of Zhuhai Co. Ltd. Dr. Cheung is a member of the Hospital Governing Committee of Hong Kong Eye Hospital and Kowloon Hospital and a member of the Regional Advisory Committee of Kowloon of the Hospital Authority. Dr. Cheung is a council member of the Hong Kong Institute of Directors and is also the special advisor to the president of the University of Victoria in Canada. He is currently an independent non-executive director of the following companies whose shares are listed on the main board of the Stock Exchange or GEM (as the case may be):

- Pioneer Global Group Limited (Stock code: 224);
- China Financial International Investments Limited (formerly known as Sunshine Capital Investments Group Limited) (Stock code: 721);
- Universal Technologies Holdings Limited (Stock code: 1026);
- Modern Dental Group Limited (Stock code: 3600);
- Jiayuan International Group Limited (Stock code: 2768);
- China Taifeng Beddings Holdings Limited (Stock code: 873); and
- Yin He Holdings Limited (formerly known as Zebra Strategic Holdings Limited) (Stock code: 8260).

Dr. Cheung is also a non-executive director of Galaxy Entertainment Group Limited, whose shares are listed on the Stock Exchange (Stock code: 27) since 2015. He was formerly an independent non-executive director of Grand T G Gold Holdings Limited, whose shares are listed on GEM (Stock code: 8299) from July 2009 to March 2016 and Shanghai Electric Group Company Limited, whose shares are listed on the Stock Exchange (Stock code: 2727) from November 2004 to February 2014.



ROMA BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT

Ms. Chan, Hong Nei Connie (陳康妮), aged 35, has been appointed as an executive Director and a member of each of the remuneration committee and nomination committee of the Company on 20 April 2017. Ms. Chan is the chief financial officer of the Group and is also a director of a number of subsidiaries of the Company. Ms. Chan obtained a bachelor's degree in accountancy from The City University of Hong Kong in November 2005. Ms. Chan has been a certified public accountant of the Hong Kong Institute of Certified Public Accountants since September 2010. Ms. Chan has approximately 10 years of experience in accounting, auditing and corporate finance. She joined Deloitte Touche Tohmatsu, an international accounting firm in August 2005 initially as staff accountant and was promoted to associate in September 2006, to senior associate in October 2007 and finally to manager in October 2010 until she left in December 2010. She then worked in Quam Capital Limited from December 2010 to February 2014 and her last position held was manager of finance advisory department. She was mainly responsible for the provision of advisory services to enterprises in Hong Kong and the People's Republic of China (the "PRC"), including initial public offerings on the GEM and on the Main Board of the Stock Exchange, takeovers, disposals and acquisitions of assets and corporate restructuring of listed companies. Ms. Chan has been appointed as a non-executive director of Season Pacific Holdings Limited, shares of which are listed on GEM (Stock code: 8127) since June 2015.

Mr. Yue, Kwai Wa Ken (余季華), aged 51, has been appointed as an executive Director on 18 March 2011. Mr. Yue is the company secretary and the compliance officer of the Company and is also a director of a number of subsidiaries of the Company. Mr. Yue was redesignated as the chairman of the Board for the period from 20 April 2017 to 1 June 2017 and the chief executive officer of the Group for the period from 20 April 2017 to 4 June 2017. Mr. Yue obtained a diploma of technology in financial management accounting option from the British Columbia Institute of Technology in Canada and a bachelor degree of science in accounting from Upper Iowa University of the United States. He is a member of the American Institute of Certified Public Accountants and a fellow member of the Colorado State Society of Certified Public Accountants. Mr. Yue has over 20 years of experience in accounting and finance. Mr. Yue has been appointed as an independent non-executive director of China Starch Holdings Limited (Stock code: 3838) since 5 September 2007 and Major Holdings Limited (Stock code: 1389) since 30 December 2013. With effect from 6 November 2015, Mr. Yue has been appointed as an independent non-executive director of Manfield Chemical Holdings Limited (Stock code: 1561). Mr. Yue was the executive director of Legend Strategy International Holdings Group Company Limited (Stock code: 1355) between 4 July 2014 and 18 November 2014. Shares of the abovementioned companies are listed on the Stock Exchange.

NON-EXECUTIVE DIRECTOR

Mr. Yim, Wai Ning (閻偉寧), aged 57, has been appointed as a non-executive Director on 2 June 2017. Mr. Yim has over 30 years of experience in the import and export trade between the PRC and Hong Kong, with active relationship with the PRC government and business community in the PRC and Hong Kong. He is currently a member of 中國寧夏回族自治區港澳區政協 (transliterated as Chinese People's Political Consultative Conference of the Ningxia Hui Autonomous Region in Hong Kong and Macau), the vice president of 中國和平統一促進會香港總會 (transliterated as Hong Kong Association for the Promotion of Peaceful Reunification of the PRC), an adviser to the senior officers of Hong Kong Auxiliary Medical Service, a director of Hong Kong Commerce & Industry Associations, and the honorary president of Wanchai and Central & Western District Industries and Commerce Association. Mr. Yim is also the managing director of Global APAC Enterprise Limited, Asian Pacific Net-Space Port Limited, HK Huanyu Industrial Holding Co., Limited, Hoi Li (Hong Kong) Holdings Limited and Fu Shi Industrial (Hong Kong) International Limited.

BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT

INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. Choi, Wai Tong Winton (蔡偉棠), aged 41, has been appointed as an independent non-executive Director on 16 June 2017. He is the chairman of the nomination committee and a member of each of the audit committee and the remuneration committee of the Company. Mr. Choi holds a bachelor's degree in Engineering and a master's degree in Technology Management from The Hong Kong University of Science and Technology. He has over 19 years of experience in the field of information technology and digital business development. He has extensive experience in information technology projects, for which he normally be the team leader and e-commerce implementation in the markets of Hong Kong and the PRC. Mr. Choi is currently a digital director of a company, which is a total marketing solution provider in the PRC mainly serving first tier luxury and premium brand.

Mr. Ko, Wai Lun Warren (高偉倫), aged 49, has been appointed as an independent non-executive Director on 6 March 2014. He is the chairman of the remuneration committee and a member of each of the audit committee and the nomination committee of the Company. Mr. Ko was educated in Canada and England. He obtained his bachelor of science degree from the Simon Fraser University in Canada and bachelor of laws degree from the University of Leeds in England. Mr. Ko was a partner of Richards Butler, an international law firm, between 2001 and 2005. He is currently a partner at the law firm, Robertsons and specialises in corporate finance work including initial public offerings, mergers and acquisitions and restructuring. Mr. Ko is qualified to practise law in both England and Wales and Hong Kong. Mr. Ko is an independent non-executive director of each of Li Heng Chemical Fibre Technologies Limited whose shares are listed on Singapore Exchange Securities Trading Limited and China Bio Cassava Holdings Limited whose shares are listed on GEM (Stock code: 8129). Mr. Ko was a non-executive director of Global Tech (Holdings) Limited whose shares are listed on the main board of the Stock Exchange (Stock code: 143) and the Singapore Exchange Securities Trading Limited between 26 September 2003 and 11 March 2016.

Mr. Lou, Ming (劉明), aged 44, was appointed as an independent non-executive Director on 7 August 2014 and resigned on 16 June 2017. He also resigned from the chairman of the nomination committee and a member of each of the audit committee and the remuneration committee of the Company on 16 June 2017. Mr. Lou obtained his bachelor's degree in business administration from The Hong Kong University of Science and Technology and a master's degree in corporate finance from The Hong Kong Polytechnic University. Mr. Lou has approximately 22 years of experience in banking and corporate finance and has extensive experience in provision of advisory services to enterprises in Hong Kong and the PRC, including initial public offerings on the main board of the Stock Exchange and GEM, takeovers, acquisitions and disposals of assets, debt and corporate restructuring, privatisation and spin-off of listed companies. He is currently registered with the Securities and Futures Commission as a responsible officer for type 6 (advising on corporate finance) regulated activity.

Mr. Wong, Tat Keung (黃達強), aged 46, has been appointed as an independent non-executive Director on 2 March 2016. He is the chairman of the audit committee and a member of each of the remuneration committee and the nomination committee of the Company. Mr. Wong is a holder of a master's degree in business administration (financial services) from the University of Greenwich. He is a fellow member of the Hong Kong Institute of Certified Public Accountants and has more than 21 years of experience in audit, taxation, accounting and business advisory. From January 2006 to February 2010, he was the proprietor of Aston Wong & Co., Certified Public Accountants practising in Hong Kong. Since January 2010, he has been a director of his own corporate practice, namely: Aston Wong CPA Limited. Mr. Wong has been appointed as an independent non-executive director of Singapore Development Limited whose shares are listed on Singapore Exchange Securities Trading Limited since 27 January 2017. Mr. Wong was an independent non-executive director of ZH International Holdings Limited whose shares are listed on the Stock Exchange (Stock code: 185) between 7 December 2009 and 27 July 2015.



SENIOR MANAGEMENT

Mr. Lum, Pak Sum (林栢森), aged 56, has been appointed as the chief executive officer of the Group on 5 June 2017. Mr. Lum obtained a master's degree in business administration from The University of Warwick in 1994 and a bachelor's degree in laws from University of Wolverhampton in 2002. He has been currently a non-practising fellow member of the Hong Kong Institute of Certified Public Accountants and The Association of Chartered Certified Accountants, U.K. since 1996 and 1993 respectively. Mr. Lum possesses over 20 years of working experience in money market and capital market. He is currently an independent non-executive director of the following companies whose shares are listed on the main board of the Stock Exchange or GEM (as the case may be):

- Great China Properties Holdings Limited (Stock code: 21)
- Beautiful China Holdings Company Limited (Stock code: 706)
- Yuhua Energy Holdings Limited (Stock code: 2728)
- Kwan On Holdings Limited (Stock code: 1559)
- Anxian Yuan China Holdings Limited (Stock code: 922)
- i-Control Holdings Limited (Stock code: 8355)

Mr. Lum was also an independent non-executive director of Pak Tak International Limited (stock code: 2668) from June 2014 to November 2014, Sinogreen Energy International Group Limited (stock code: 1159) (now known as "Jimei International Entertainment Group Limited") from April 2009 to November 2014 and Asia Resources Holdings Limited (stock code: 899) from November 2010 to January 2015, whose shares are listed on the Stock Exchange. He was also a non-executive director of Orient Securities International Holdings Limited (stock code: 8001), whose shares are listed on GEM, for the period from April 2011 to June 2015. He has also been an independent director of Asia Green Agriculture Corporation, a company trading on the Over-the-Counter Bulletin Board in the United States of America, since September 2011 and privatised in November 2014.

Mr. Wong, Kam Hong (黃錦康), aged 54, has been appointed as the chief strategy officer of the Group on 5 June 2017. Mr. Wong has 30 years of experience in real estate, securities and media industries. He was former deputy chairman and senior executive director of Midland Holdings Limited (Stock code: 1200), shares of which are listed on the Stock Exchange, chief executive officer of mReferral Mortgage Brokerage Services (being an associated company of CK Hutchison Holdings Limited (Stock code: 0001) and Midland Holdings Limited), and held other senior executive positions with The Stock Exchange of Hong Kong Limited (Stock code: 388) (before its shares being listed on the Stock Exchange) and South China Financial Holdings Limited (Stock code: 619), share of which are listed on the Stock Exchange.

CORPORATE GOVERNANCE REPORT

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 year ended 31 March 2017, the Company has complied with all the code provisions as set out in the Corporate Governance Code (the "CG Code") and Corporate Governance Report contained in Appendix 15 to the GEM Listing Rules except the deviations from the code provisions A.2.1 and A.6.7, details of which are set out in the sections headed "Chairman and chief executive officer" and "Attendance of general meeting" respectively in this corporate governance report.

CODE OF CONDUCT REGARDING SECURITIES TRANSACTIONS BY DIRECTORS

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 year ended 31 March 2017.

BOARD OF DIRECTORS

Currently, the Board comprises:

Executive Directors:

Dr. Cheung, Wai Bun Charles *J.P.* (*Chairman*)
(appointed on 2 June 2017)
Ms. Chan, Hong Nei Connie (appointed on 20 April 2017)
Mr. Yue, Kwai Wa Ken

Non-executive Director:

Mr. Yim, Wai Ning (appointed on 2 June 2017)

Independent non-executive Directors:

Mr. Choi, Wai Tong Winton (appointed on 16 June 2017)
Mr. Ko, Wai Lun Warren
Mr. Wong, Tat Keung

There was no financial, business, family or other material relationship among the Directors.

Each then independent non-executive Director for the year ended 31 March 2017 has given an annual written confirmation of his independence to the Company, and the Company considers them to be independent under Rule 5.09 of the GEM Listing Rules.



ROMA CORPORATE GOVERNANCE REPORT

The Board meets at least four times a year at approximately quarterly intervals and additional meetings will be convened as and when required. During the year ended 31 March 2017, the record of attendance of each Director is set out as follows:

Name of Directors	Board meeting attended/eligible to attend	General meeting attended/eligible to attend
Mr. Luk, Kee Yan Kelvin (resigned on 20 April 2017)	5/5	1/1
Mr. Yue, Kwai Wa Ken	5/5	0/1
Mr. Ko, Wai Lun Warren	5/5	0/1
Mr. Lou, Ming (resigned on 16 June 2017)	5/5	0/1
Mr. Wong, Tat Keung	5/5	1/1

RESPONSIBILITIES OF THE BOARD

The Board is responsible for leadership and control of the Group and is collectively responsible for promoting the success of the Group by directing and supervising the Group's affairs. The Board focuses on formulating the Group's overall strategies; authorising the development plan and budget; monitoring financial and operating performance; reviewing the effectiveness of the internal control system; and setting the Group's values and standards. The day-to-day management, administration and operation of the Group are delegated to the executive Directors. The delegated functions are reviewed by the Board periodically to ensure that they accommodate the needs of the Group.

Throughout the year ended 31 March 2017, the Company had three independent non-executive Directors and at all times met the requirements of the GEM Listing Rules that the number of independent non-executive Directors must represent at least one-third of the Board members and at least one of the independent non-executive Directors had appropriate professional qualifications or accounting or related financial management expertise.

The Company has arranged appropriate insurance coverage on the liabilities of the Directors in respect of any legal actions taken against the Directors arising out of corporate activities. The insurance coverage is reviewed on an annual basis.

CORPORATE GOVERNANCE FUNCTIONS

No corporate governance committee has been established and the Board is responsible for performing the corporate governance function such as (i) developing and reviewing the Company's policies and practices on corporate governance, training and continuous professional development of the Directors and senior management of the Company, and (ii) reviewing and monitoring the Company's policies and practices on compliance with legal and regulatory requirements, and developing, reviewing and monitoring the code of conduct of the Directors, etc.

The Board holds meetings from time to time whenever necessary. At least 14 days' notice of regular Board meetings is given to all Directors and they can include matters for discussion in the agenda as they think fit. The agenda accompanying Board papers are sent to all Directors at least 3 days before the date of every Board meeting in order to allow sufficient time for the Directors to review the documents.

Draft minutes of every Board meeting are circulated to all Directors for their perusal and comments prior to confirmation of the minutes. The company secretary of the Company is responsible for keeping the minutes of all meetings of the Board and the Company's committees.

CORPORATE GOVERNANCE REPORT

Every Board member has full access to the advice and services of the company secretary of the Company with a view to ensuring that all required procedures, and all applicable rules and regulations are followed and they are also entitled to have full access to Board papers and related materials so that they are able to make an informed decision and to discharge their duties and responsibilities.

CHAIRMAN AND CHIEF EXECUTIVE OFFICER

In accordance with the code provision A.2.1 of the CG Code, the roles of the chairman and chief executive officer should be separate and should not be performed by the same individual.

During the year ended 31 March 2017, Mr. Luk, Kee Yan Kelvin was the chairman of the Board and the chief executive officer of the Group. The Board then considered that such structure would not impair the balance of power and authority between the Board and the management of the Group. The balance of power and authority was ensured by the operations of the Board, which comprised experienced and high caliber individuals and met regularly to discuss issues affecting the operations of the Group. Following the resignation of Mr. Luk Kee Yan Kelvin as an executive Director, the chairman of the Board, the chief executive officer of the Group, a member of the remuneration committee, a member of the nomination committee and an authorised representative of the Company on 20 April 2017, Mr. Yue Kwai Wa Ken was redesignated as the chairman of the Board and the chief executive officer of the Group on the same date for a transitional period. The Group, however, always tries its best endeavor to maintain and achieve a high standard of corporate governance practices and thus the Company has appointed Dr. Cheung, Wai Bun Charles, *J.P.* as the chairman of the Board and Mr. Lum Pak Sum as the chief executive officer of the Group with effect from 2 June 2017 and 5 June 2017 respectively.

ATTENDANCE OF GENERAL MEETING

In accordance with the code provision A.6.7 of the CG Code, the independent non-executive directors and other non-executive directors should attend general meetings and develop a balanced understanding of the views of shareholders.

Due to other engagements, two independent non-executive Directors were unable to attend the annual general meeting of the Company held on 27 September 2016. To mitigate such, future general meetings would be scheduled earlier to avoid timetable clashes.

APPOINTMENT AND RE-ELECTION OF DIRECTORS

The current articles of association of the Company (the "Articles") provide that subject to the manner of retirement by rotation of Directors as from time to time prescribed by the GEM Listing Rules, at each annual general meeting, one-third of the Directors for the time being shall retire from office by rotation and that every Director shall be subject to retirement by rotation at least once every three years.

Independent non-executive Directors are appointed for a specific term subject to retirement by rotation and re-election in accordance with the Articles. The term of appointment of each independent non-executive Director is set out in the section headed "Directors' Service Contracts" in this annual report. Each independent non-executive Director is required to inform the Company as soon as practicable if there is any change that may affect his independence and must provide an annual confirmation of his independence to the Company.



ROMA CORPORATE GOVERNANCE REPORT

PROFESSIONAL DEVELOPMENT

To assist Directors' continuing professional development, the Company recommends Directors to attend relevant seminars to develop and refresh their knowledge and skills. For the year ended 31 March 2017, all the Directors, namely Mr. Luk, Kee Yan Kelvin, Mr. Yue, Kwai Wa Ken, Mr. Ko, Wai Lun Warren, Mr. Lou, Ming and Mr. Wong, Tat Keung, had participated in continuous professional development programmes such as external seminars organised by qualified professionals, to develop and refresh their knowledge and skills in relation to their contribution to the Board. A record of the training received by the respective Directors are kept and updated by the company secretary of the Company.

All the Directors also understand the importance of continuous professional development and are committed to participating any suitable training to develop and refresh their knowledge and skills.

AUDIT COMMITTEE

The Audit Committee was established on 26 September 2011 with its terms of reference in compliance with Rules 5.28 to 5.33 of the GEM Listing Rules and code provision C.3.3 of the CG Code. 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 review the risk management system and 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 year ended 31 March 2017, 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.

During the year ended 31 March 2017, the Audit Committee consisted of three members, namely Mr. Ko, Wai Lun Warren, Mr. Lou, Ming and Mr. Wong, Tat Keung (being the chairman of the Audit Committee), 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 audited consolidated results of the Group for the year ended 31 March 2017.

The terms of reference of the Audit Committee have been revised on 17 March 2016 to reflect the additional responsibilities of the Audit Committee arising from the Stock Exchange's proposal on risk management and internal control under the CG Code applicable to listed companies with an accounting period beginning on or after 1 January 2016. The revised terms of reference of the Audit Committee are available at the websites of the Company and the Stock Exchange.

CORPORATE GOVERNANCE REPORT

According to the current terms of reference, the Audit Committee shall meet at least four times a year. Four meetings were held by the Audit Committee for the year ended 31 March 2017. In the meetings during the year ended 31 March 2017, the Audit Committee has reviewed the audited annual results of the Group and the unaudited first and third quarterly and interim results of the Group and recommended to the Board for consideration the re-appointment of BDO Limited at the annual general meeting of the Company held in September 2016. The record of attendance of each member of the Audit Committee is set out as follows:

Name of members of the Audit Committee	Meeting attended/ eligible to attend
Mr. Ko, Wai Lun Warren	4/4
Mr. Lou, Ming	4/4
Mr. Wong, Tat Keung	4/4

The Group's internal control system is reviewed regularly by management. With the view of enhancing the Group's internal control system, during the year ended 31 March 2017, the Group had its internal audit function to review the Group's internal control system and recommend actions to improve the Group's internal controls. Based on the review, the Audit Committee is of the view that the Group's internal control system was generally effective and in compliance with the requirements of the CG Code C.2.1 for the year ended 31 March 2017 in all material respects, provided that use of financial resources and dissemination of inside information could be further enhanced.

REMUNERATION COMMITTEE

The remuneration committee of the Company (the "Remuneration Committee") was established on 26 September 2011. During the year ended 31 March 2017, the Remuneration Committee consisted of four members, namely Mr. Luk, Kee Yan Kelvin, being then executive Director and Mr. Ko, Wai Lun Warren (being the chairman of the Remuneration Committee), Mr. Lou, Ming and Mr. Wong, Tat Keung, all being then independent non-executive Directors. On 20 April 2017, Ms. Chan, Hong Nei Connie has been appointed as a member of the Remuneration Committee. Following the resignation of Mr. Luk, Kee Yan Kelvin as an executive Director on 20 April 2017, Mr. Luk, Kee Yan Kelvin resigned as a member of the Remuneration Committee of even date. The terms of reference of the Remuneration Committee are available at the websites of the Company and the Stock Exchange.

The major roles and functions of the Remuneration Committee include assisting the Board to develop and administer fair and transparent procedures for setting policies on the remuneration of the Directors and senior management of the Company and determining the remuneration packages of the Directors and senior management of the Company.



ROMA CORPORATE GOVERNANCE REPORT

One meeting was held by the Remuneration Committee for the year ended 31 March 2017. In the meeting, the Remuneration Committee has performed its duties to determine and make recommendations to the Board on the remuneration package of the Board members. The record of attendance of each member of the Remuneration Committee is set out as follows:

Name of members of the Remuneration Committee	Meeting attended/ eligible to attend
Mr. Ko, Wai Lun Warren	1/1
Mr. Lou, Ming	1/1
Mr. Luk, Kee Yan Kelvin	1/1
Mr. Wong, Tat Keung	1/1

Details of emoluments of the Directors and senior management of the Company for the year ended 31 March 2017 are set out in note 15 to the consolidated financial statements of the Group.

NOMINATION COMMITTEE

The nomination committee of the Company (the "Nomination Committee") was established on 26 September 2011. During the year ended 31 March 2017, the Nomination Committee consisted of four members, namely Mr. Luk, Kee Yan Kelvin, being then executive Director and Mr. Ko, Wai Lun Warren, Mr. Lou, Ming (being the chairman of the Nomination Committee) and Mr. Wong, Tat Keung, all being then independent non-executive Directors. On 20 April 2017, Ms. Chan, Hong Nei Connie has been appointed as a member of the Nomination Committee. Following the resignation of Mr. Luk, Kee Yan Kelvin as an executive Director on 20 April 2017, Mr. Luk, Kee Yan Kelvin resigned as a member of the Nomination Committee of even date. The revised terms of reference of the Nomination Committee are available at the websites of the Company and the Stock Exchange.

The major roles and functions of the Nomination Committee include reviewing the structure, size, composition and diversity of the Board at least once a year; making recommendations to the Board on the appointment or re-appointment of the Directors and succession planning for Directors; and assessing the independence of the independent non-executive Directors. During the year ended 31 March 2017, the Board has adopted a policy of diversity of the Board. Accordingly, selection of Board member should base on a range of diversified perspective, including but not limited to the gender, age, cultural and educational background, ethnicity, professional experience, skills, knowledge and length of services.

CORPORATE GOVERNANCE REPORT

One meeting was held by the Nomination Committee for the year ended 31 March 2017. In the meeting, the Nomination Committee has performed its duties to review the independence of the independent non-executive Directors. The record of attendance of each member of the Nomination Committee is set out as follows:

Name of members of the Nomination Committee	Meeting attended/ eligible to attend
Mr. Ko, Wai Lun Warren	1/1
Mr. Lou, Ming	1/1
Mr. Luk, Kee Yan Kelvin	1/1
Mr. Wong, Tat Keung	1/1

ACCOUNTABILITY AND AUDIT

Financial Reporting

The Directors acknowledge their responsibilities for preparing the consolidated financial statements of the Group that give a true and fair view in accordance with Hong Kong Financial Reporting Standards issued by the Hong Kong Institute of Certified Public Accountants and the disclosure requirements of the Hong Kong Companies Ordinance, and for such internal control as the Directors determine is necessary to enable the preparation of consolidated financial statements of the Group that are free from material misstatement, whether due to fraud or error. The responsibility of the external auditor is to form an independent opinion, based on their audit, on the Group's consolidated financial statements prepared by the Directors and to report its opinion to the Shareholders. A statement by auditor about their reporting responsibility is set out in the independent auditor's report in this annual report.

Internal Control and Risk Management

The Board emphasises the importance of a sound internal control system which is also indispensable for mitigating the Group's key risk exposures. The Group's system of internal control is designed to provide reasonable, but not absolute, assurance against material misstatement or loss and to manage and eliminate risks of failure in operational systems and fulfillment of the business objectives. The internal control system is reviewed on an ongoing basis by the Board in order to make it practical and effective in providing reasonable assurance in relation to protection of material assets and the Shareholders' interests. For the year ended 31 March 2017, the Company has reviewed the internal control system and the risk management of the Group and has provided written reports to the Audit Committee.

The Group has adopted a three-tier risk management approach to identify, assess and manage different types of risks. As the first line of defence, business units are responsible for identifying, assessing and monitoring risk associated with each business or transaction. The management, as the second line of defence, defines rule sets and models, provides technical support, develops new system and oversees portfolio management. It ensures that risks are within acceptable range and that the first line of defence is effective. As the final line of defense, the internal audit function assists the Audit Committee to review the first and second lines of defence.



ROMA CORPORATE GOVERNANCE REPORT

The Group is committed to the identification, evaluation and management of risks associated with its business activities through ongoing assessment of a risk register, by considering the likelihood and impact of each identified risk. The Group has implemented an effective control system which includes a defined management structure with limits of authority, a sound management system and periodic review of the Group's performance by its internal audit function, the Audit Committee and the Board.

Through the Audit Committee, the Board has conducted annual review of the effectiveness of the Group's internal control system and risk management for the year ended 31 March 2017, covering the material financial, operational and compliance controls, which are considered effective and adequate. The Audit Committee has reviewed the adequacy of resources, qualifications and experience, training and budget of the accounting, internal audit and financial reporting functions on an annual basis.

The independent non-executive Directors have also reviewed the enforcement of (i) the Directors' undertaking that the Group will engage an independent professional geologist to review and report on the adequacy and effectiveness of the implementation of the Group's best practice guidelines for natural resources related projects annually subsequent to the listing of the Shares on GEM; (ii) the Directors' undertaking that the Group will maintain at least the same standard and quality of staff going forward as long as the Group continues to engage in the provision of valuation and technical advisory services; and (iii) the undertaking of Mr. Luk, Kee Yan Kelvin, an executive Director, the chairman and chief executive officer that he will not participate as a co-author or peer reviewer of natural resources related projects of the Group going forward unless he demonstrates that he possesses mining related academic qualifications and sufficient mining related experiences. The independent non-executive Directors are satisfied that the above undertakings have been complied with for the year ended 31 March 2017 and there is no matter that needs to be brought to the attention of the Shareholders.

DISCLOSURE OF INSIDE INFORMATION

The Group acknowledges its responsibilities under the Securities and Futures Ordinance, Chapter 571 of the laws of Hong Kong and the GEM Listing Rules and the overriding principle that inside information should be announced immediately when it is the subject of a decision. The procedures and internal controls for the handling and dissemination of inside information are as follows:

- the Group conducts its affairs with close regard to the disclosure requirements under the GEM Listing Rules as well as the "Guidelines on Disclosure of Inside Information" published by the Securities and Futures Commission of Hong Kong in June 2012;
- the Group has implemented and disclosed its policy on fair disclosure by pursuing broad, non-exclusive distribution of information to the public through channels such as financial reporting, public announcements and its website;
- the Group has strictly prohibited unauthorized use of confidential or inside information; and
- the Group has established and implemented procedures for responding to external enquiries about the Group's affairs, so that only the executive Directors, Company Secretary and investor relations officers are authorised to communicate with parties outside the Group.

CORPORATE GOVERNANCE REPORT

AUDITOR'S REMUNERATION

During the year ended 31 March 2017, the fees paid/payable to the Company's auditor is set out as follows:

Services rendered	Fees paid/payable (HK\$'000)
Audit services — annual results	1,397
Non-audit services	
— Professional services in relation to the Company's proposed transfer of the listing of the Shares from GEM to the main board of the Stock Exchange	60
	1,457

COMPANY SECRETARY

Mr. Yue, Kwai Wa Ken ("Mr. Yue") was appointed as the company secretary of the Company (the "Company Secretary") on 26 September 2011. The biographical details of Mr. Yue are disclosed in the section headed "Biographical Details of Directors and Senior Management" in this annual report. During the year ended 31 March 2017, the Company Secretary undertook not less than 15 hours of professional training to update his skills and knowledge.

SHAREHOLDERS' RIGHTS

The general meetings of the Company provide an opportunity for communication between the Shareholders and the Board. An annual general meeting of the Company shall be held in each year and at the place as may be determined by the Board. Each general meeting, other than an annual general meeting, shall be called an extraordinary general meeting ("EGM").

RIGHT TO CONVENE EXTRAORDINARY GENERAL MEETING

Any one or more member(s) holding at the date of the deposit of the requisition not less than one-tenth of the paid-up capital of the Company carrying the right of voting at general meetings of the Company, shall at all times have the right, by written requisition sent to the Company's principal place of business in Hong Kong as set out in the manner below, to require an EGM to be called by the Board for the transaction of any business specified in such requisition; and such meeting shall be held within two months after the deposit of such requisition.

The written requisition must state the purposes of the meeting, signed by the requisitionist(s) and deposit it to the Board or the Company Secretary at the Company's principal place of business at 22/F., China Overseas Building, 139 Hennessy Road, Wanchai, Hong Kong, and such may consist of several documents in like form, each signed by one or more requisitionist(s).



ROMA CORPORATE GOVERNANCE REPORT

The request will be verified with the Company's branch share registrar in Hong Kong and upon their confirmation that the request is proper and in order, the Company Secretary will ask the Board to convene an EGM by serving sufficient notice in accordance with the statutory requirements to all the registered members. On the contrary, if the request has been verified not in order, the Shareholders will be advised of this outcome and accordingly, an EGM will not be convened as requested. If within 21 days from the date of the deposit of the requisition the Board fails to proceed to convene such meeting, the requisitionist(s), may convene a meeting in the same manner, and all reasonable expenses incurred by the requisitionist(s) as a result of the failure of the Board shall be reimbursed by the Company to the requisitionist(s).

The notice period to be given to all the registered members for consideration of the proposal raised by the requisitionist(s) concerned at the EGM varies according to the nature of the proposal, as follows:

- (a) At least 14 clear days' notice in writing (and not less than 10 clear business days) if the proposal constitutes an ordinary resolution of the Company; or
- (b) At least 21 clear days' notice in writing (and not less than 10 clear business days) if the proposal constitutes a special resolution of the Company.

RIGHT TO SEND ENQUIRIES TO THE BOARD

Shareholders have the right to put enquiries to the Board. All enquiries shall be in writing and sent by post to the principal place of business of the Company in Hong Kong or by e-mail to info@romagroup.com for the attention of the Company Secretary.

PROCEDURES FOR SHAREHOLDERS TO PROPOSE A PERSON FOR ELECTION AS A DIRECTOR

Pursuant to Article 85 of the Articles, no person other than a Director retiring at the meeting shall, unless recommended by the Directors for election, be eligible for election as a Director at any general meeting unless a notice signed by a member (other than the person to be proposed) duly qualified to attend and vote at the meeting for which such notice is given of his/her intention to propose such person for election and also a notice signed by the person to be proposed of his/her willingness to be elected shall have been lodged at the head office of the Company provided that the minimum length of the period, during which such notice(s) are given, shall be at least 7 days and that (if the notices are submitted after the despatch of the notice of the general meeting appointed for such election) the period for lodgment of such notice(s) shall commence on the day after the despatch of the notice of the general meeting appointed for such election and end no later than 7 days prior to the date of such general meeting. The written notice must state that person's biographical details as required by Rule 17.50(2) of the GEM Listing Rules.

INVESTOR RELATIONS

The Company has established a range of communication channels between itself and its Shareholders, investors and other stakeholders. These include the annual general meeting; the annual, interim and quarterly reports; notices; announcements, circulars, memorandum of association and Articles on the Company's website at www.romagroup.com.

For the year ended 31 March 2017, there had been no significant change in the Company's constitutional documents.

REPORT OF THE DIRECTORS

The Directors hereby present their report and the audited consolidated financial statements of the Group for the year ended 31 March 2017.

CHANGES IN DIRECTORS' INFORMATION

The changes in Directors' information as required to be disclosed pursuant to Rule 17.50A(1) of the GEM Listing Rules are set out below:

Mr. Luk, Kee Yan Kelvin, executive Director

- resigned as an executive Director, the chairman of the Board, the chief executive officer of the Group, a member of each of the Remuneration Committee and Nomination Committee and an authorised representative of the Company under Rule 5.24 of the GEM Listing Rules (the "Authorised Representative") with effect from 20 April 2017.
- resigned as the chairman of the board of directors and a member of each of the nomination committee and remuneration committee of Larry Jewelry International Company Limited whose shares are listed on GEM (Stock code: 8351) on 3 October 2016.

Ms. Chan, Hong Nei Connie, executive Director

- was appointed as an executive Director, a member of each of the Remuneration Committee and Nomination Committee and the Authorised Representative with effect from 20 April 2017.

Dr. Cheung, Wai Bun Charles, J.P., executive Director

- was appointed as an executive Director and the chairman of the Board with effect from 2 June 2017.

Mr. Yim, Wai Ning, non-executive Director

- was appointed as a non-executive Director with effect from 2 June 2017.

Mr. Yue, Kwai Wa Ken, executive Director

- was redesignated as the chairman of the Board for the period from 20 April 2017 to 1 June 2017 and the chief executive officer of the Group for the period from 20 April 2017 to 4 June 2017.

Mr. Wong, Tat Keung, independent non-executive Director

- was appointed as an independent non-executive director of Singapore Development Limited, whose shares are listed on Singapore Exchange Securities Trading Limited on 27 January 2017.

PRINCIPAL ACTIVITIES

The principal activity of the Company is investment holding. The major activities of its principal subsidiaries are set out in note 32 to the consolidated financial statements of the Group. There were no significant changes in the nature of the Group's principal activities during the year ended 31 March 2017.



ROMA REPORT OF THE DIRECTORS

An analysis of the Group's performance for the year ended 31 March 2017 by segments is set out in note 7 to the consolidated financial statements of the Group.

RESULTS AND APPROPRIATIONS

The Group's results for the year ended and financial position as at 31 March 2017 are set out in the Group's consolidated financial statements on pages 47 to 107 of this annual report.

The Board does not recommend the payment of any final dividend for the year ended 31 March 2017 (2016: Nil).

BUSINESS REVIEW AND PERFORMANCE

Review of our business and performance

A discussion and analysis of the Group's performance during the year ended 31 March 2017 and the key factors affecting its results and financial position are set out in the section headed "Management Discussion and Analysis" of this annual report.

A fair review of, and an indication of likely future development in the Group's business are set out in the sections headed "Chairman's Statement" and "Future Prospects" of this annual report.

Principal risks and uncertainties

The Group's success relies, to a significant extent, on the experience and knowledge of the Group's professional staff. The loss of the services of one or more members of the Group's key personnel due to their departure or other reasons, if the Group fails to replace any vacancy by recruiting new competent personnel with relevant experience and knowledge in the market, or employees leaving and setting up business in competition with the Group could adversely affect the Group's operation and financial position.

Besides, the Group engages independent professionals on a project-by-project basis from time to time to work alongside the Group's professional team to perform valuation and advisory services. In the event that the Group fails to engage suitable independent professionals for some of its projects when required, the Group's financial results may be adversely affected.

Particulars of important events

Save as disclosed in note 39 to the consolidated financial statements in this annual report, since 31 March 2017, being the end of the financial year under review, no other important event has occurred affecting the Group.

Compliance with laws and regulations, environmental policy and relationships with stakeholders

Information on the compliance with laws and regulations, environmental policy and relationships with stakeholders are set out in the section headed "Management Discussion and Analysis" of this annual report.

REPORT OF THE DIRECTORS

FINANCIAL HIGHLIGHTS

A five-year summary of the results and of the assets and liabilities of the Group is set out on page 108 of this annual report.

SHARE CAPITAL

Details of the movements in the Company's share capital during the year are set out in note 29 to the consolidated financial statements of the Group.

PRE-EMPTIVE RIGHTS

There are no provisions for pre-emptive rights under the Company's articles of association or the laws of the Cayman Islands which would oblige the Company to offer its new shares on a pro rata basis to existing Shareholders.

PURCHASE, SALE OR REDEMPTION OF THE COMPANY'S LISTED SECURITIES

During the year ended 31 March 2017, 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.

EQUITY-LINKED AGREEMENT

Save as disclosed in the section headed "Share Option Schemes" below, the Group has not entered into any equity-linked agreements during the year ended 31 March 2017.

RESERVES

Details of the movements in the reserves of the Company and the Group during the year are set out in note 30 to the consolidated financial statements of the Group and in the consolidated statement of changes in equity on page 50 of this annual report respectively.

DISTRIBUTABLE RESERVES

As at 31 March 2017, the Company's reserves available for distribution, calculated in accordance with the Companies Law, Cap. 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands, amounted to approximately HK\$290.9 million. Such amount represented the Company's share premium and retained earnings, which may be distributable provided that immediately following the date on which the dividend is proposed to be distributed, the Company will be in a position to pay off its debts as and when they fall due in the ordinary course of business.

MAJOR CLIENTS AND SUPPLIERS

During the year ended 31 March 2017, the Group's five largest clients represented less than 30% of the Group's total revenue. For the same year, the Group's largest and five largest suppliers represented approximately 18.6% and 54.4% of the Group's total consultancy fee respectively.



ROMA REPORT OF THE DIRECTORS

None of the Directors nor any of their close associates (as defined in the GEM Listing Rules) nor any Shareholders (which, to the best knowledge of the Directors, owns more than 5% of the Company's issued share capital) had any beneficial interest in the Group's five largest clients and/or five largest suppliers during the year ended 31 March 2017.

DIRECTORS

The Directors during the year and up to the date of this report were as follows:

Executive Directors

Dr. Cheung, Wai Bun Charles, *J.P.* (*Chairman*) (appointed on 2 June 2017)

Ms. Chan, Hong Nei Connie (appointed on 20 April 2017)

Mr. Yue, Kwai Wa Ken (redesignated as chairman and chief executive officer on 20 April 2017 and ceased to act as chairman on 2 June 2017 and chief executive officer on 5 June 2017)

Mr. Luk, Kee Yan Kelvin (resigned as an executive Director, chairman and chief executive officer on 20 April 2017)

Non-executive Director

Mr. Yim Wai Ning (appointed on 2 June 2017)

Independent non-executive Directors

Mr. Choi, Wai Tong Winton (appointed on 16 June 2017)

Mr. Ko, Wai Lun Warren

Mr. Lou, Ming (resigned on 16 June 2017)

Mr. Wong, Tat Keung

In accordance with Article 83(3) of the Articles, Dr. Cheung, Wai Bun Charles, *J.P.*, Ms. Chan, Hong Nei Connie, Mr. Choi, Wai Tong Winton and Mr. Yim Wai Ning will retire from office at the forthcoming annual general meeting (the "AGM"). Pursuant to Articles 84(1) and (2) of the Articles, Mr. Wong, Tat Keung will retire from office by rotation at the forthcoming AGM. All the above retiring Directors, being eligible, have offered themselves for re-election thereat.

BIOGRAPHIES OF DIRECTORS AND SENIOR MANAGEMENT

The biographical details of the Directors and Senior Management are disclosed in the section headed "Biographical Details of Directors and Senior Management" on pages 15 to 18 of this annual report.

DIRECTORS' SERVICE CONTRACTS

Each of the executive Directors has entered into a service agreement with the Company for an initial term of three years commencing on the Listing Date or the date of appointment (as the case maybe) and continues thereafter until terminated in accordance with the terms of the agreement.

REPORT OF THE DIRECTORS

The non-executive Director has entered into a letter of appointment for a term of three years commencing on 2 June 2017 unless terminated by either party giving to the other at least three month's notice in writing.

Mr. Ko, Wai Lun Warren, being an independent non-executive Director has entered into a letter of appointment with the Company for a term of three years commencing on 16 June 2017 and will continue thereafter unless terminated by either party giving to the other at least one month's notice in writing. Mr. Lou, Ming, being an independent non-executive Director, has entered into a letter of appointment with the Company for a term from 7 August 2014 to 31 March 2016 and continues thereafter unless terminated by either party giving to the other at least one month's notice in writing. Mr. Wong, Tat Keung, being an independent non-executive Director, has entered into a letter of appointment with the Company for a term from 2 March 2016 to 31 March 2017 continues thereafter unless terminated by either party giving to the other at least one month's notice in writing.

Other than as disclosed above, none of the Directors proposed for re-election at the forthcoming AGM has a service contract with the Company, which is not determinable by the Company within one year without payment of compensation, other than statutory compensation.

CONFIRMATION OF INDEPENDENCE

The Company has received from each of the independent non-executive Directors an annual confirmation of independence pursuant to Rule 5.09 of the GEM Listing Rules and considers all the independent non-executive Directors to be independent.

MANAGEMENT CONTRACTS

No contract concerning the management and administration of the whole or any substantial part of the business of the Group was entered into or existed during the year ended 31 March 2017.

REMUNERATION OF THE DIRECTORS

Details of the remuneration of the Directors are set out in note 15 to the consolidated financial statements of the Group.

EMOLUMENT POLICY

The Remuneration Committee is set up for reviewing the Group's emolument policy and structure for all remuneration of the Directors and senior management of the Group, having regard to the Group's operating results, individual performance and comparable market practices. The remunerations of the Directors are determined by reference to the economic situation, the market condition, the responsibilities and duties assumed by each Director as well as their individual performance.

The Company has adopted share option schemes as incentive to the Directors and eligible employees, details of which are set out in the section headed "Share Option Schemes" below.



ROMA REPORT OF THE DIRECTORS

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 31 March 2017, the interests and short positions of the Directors and the 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 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	Aggregate interests	Approximate percentage of interests
Mr. Luk, Kee Yan Kelvin ("Mr. Luk")	The Company	Interest of a controlled corporation Beneficial interest	1,023,000,000 (Note 2) —	1,023,000,000	20.46%
	Aperto Investments Limited ("Aperto")	Beneficial interest	1 share of US\$1.00	1 share of US\$1.00	100.00%

Note:

- 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 chief executive officer of the Company, who resigned on 20 April 2017. Under the SFO, Mr. Luk is deemed to be interested in all the Shares held by Aperto. In addition, Mr. Luk is the sole director of Aperto.

Save as disclosed above, as at 31 March 2017, 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 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 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. The Pre-IPO Share Options Scheme expired and all the options granted under the Pre-IPO Share Option Scheme lapsed on 25 February 2017.

REPORT OF THE DIRECTORS

A share option scheme (the “Share Option Scheme”) was conditionally approved by the Shareholders 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 nine individuals on 25 April 2013 (the “Date of Grant”).

Principal terms of the Pre-IPO Share Option Scheme and the Share Option Scheme are set out as follows:

1. *Purpose*

The purpose of each of the Pre-IPO Share Option Scheme and the Share Option Scheme is to attract and retain the eligible persons, to provide additional incentive to them and to promote the success of the business of the Group.

2. *Participants*

The Board is authorised, at its absolute discretion and subject to the terms of the Pre-IPO Share Option Scheme and the Share Option Scheme, to grant options to subscribe for the Shares to, among others, any employees (full-time and part-time), the Directors, consultants and advisors of the Group.

3. *Total number of Shares available for issue*

The maximum number of Shares in respect of which options may be granted under the Share Option Scheme shall not in aggregate exceed 10% of the issued share capital of the Company. No further option could be granted under the Pre-IPO Share Option Scheme.

4. *Maximum entitlement of each participant*

The total number of Shares issued and to be issued upon exercise of options granted to any grantee (including both exercised and outstanding options) under the Pre-IPO Share Option Scheme and the Share Option Scheme in any 12-month period shall not exceed 1% of the Shares in issue with the exclusion of the independent non-executive Directors and substantial shareholders of the Company or their respective associates, which is subject to a lower percentage and a specified value).

5. *Period within which the Shares must be taken up under an option*

An option may be exercised in accordance with the terms of the Pre-IPO Share Option Scheme and the Share Option Scheme at any time during a period as the Board may determine, which shall not exceed ten years from the date of grant subject to the provisions of early termination thereof.

6. *Minimum period for which an option must be held before it can be exercised*

The Board may in its absolute discretion set a minimum period for which an option must be held and the performance targets must be achieved before an option can be exercised.



ROMA REPORT OF THE DIRECTORS

7. *Time of acceptance and the amount payable on acceptance of the option*

An offer for the grant of options must be accepted for a period of 28 days from the day on which such offer is made. The amount payable by the grantee of an option to the Company on acceptance of the offer for the grant of an option is HK\$1.00.

8. *Basis of determining the subscription price*

The subscription price for the Share in respect of any particular option granted under the Pre-IPO Share Option Scheme shall be an amount representing 90% of HK\$0.3, being the placing price for each of the Shares placed by the Company on the Listing Date.

The subscription price of the Shares in respect of any particular option granted under the Share Option Scheme shall be a price solely determined by the Board and notified to a participant and shall be at least the highest of: (i) the closing price of the Shares as stated in the Stock Exchange's daily quotations sheet on the date of grant of the option; (ii) the average of the closing prices of the Shares as stated in the Stock Exchange's daily quotations sheets for the five business days immediately preceding the date of grant of the option; and (iii) the nominal value of the Shares on the date of grant of the option.

9. *Life of the Share Option Scheme*

The Pre-IPO Share Option Scheme was valid and effective for a period which commenced on 26 September 2011, being the date on which the Pre-IPO Share Option Scheme was conditionally adopted and expired in accordance with the provision thereof. No further option could be granted thereunder but in all other respects the provisions of the Pre-IPO Share Option Scheme shall remain in full force and effect relating to the exercise of any options granted.

The Share Option Scheme became unconditional on the Listing Date and shall be valid and effective for a period of ten years commencing on the Listing Date, subject to the early termination provisions contained in the Share Option Scheme.

The Company is entitled to issue options, provided that the total number of Shares which may be issued upon exercise of all options to be granted under the Share Option Scheme does not exceed 10% of the issued share capital of the Company. The Company may at any time refresh such limit, subject to the Shareholders' approval and issue of a circular in compliance with the GEM Listing Rules, provided that the total number of Shares which may be issued upon exercise of all outstanding options granted and yet to be exercised under all the share option schemes of the Company does not exceed 30% of the Shares in issue at the time.

REPORT OF THE DIRECTORS

(a) Pre-IPO Share Option Scheme

Details of the options granted under the Pre-IPO Share Option Scheme, their movements during the year ended 31 March 2017 and the options outstanding as at 31 March 2017 were as follows:

	As at 1 April 2016	Granted during the year	Exercised during the year	Cancelled during the year	Lapsed during the year	As at 31 March 2017	Exercise period and vesting period	Subscription price per Share HK\$
Name of Directors								
Mr. Luk (Note 2)	12,691,000	—	—	—	(12,691,000)	—	Note 1	0.119
Mr. Yue, Kwai Wa Ken	7,252,000	—	—	—	(7,252,000)	—	Note 1	0.119
Former Director								
Mr. Chan, Ka Kit (Note 3)	951,825	—	—	—	(951,825)	—	Note 1	0.119
Others								
Employees	54,958,100	—	—	—	(54,958,100)	—	Note 1	0.119
	75,852,925	—	—	—	(75,852,925)	—		

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.
- Mr. Luk resigned as an executive Director on 20 April 2017.
- Mr. Chan, Ka Kit resigned as an independent non-executive Director on 7 March 2016 and his options lapsed in June 2016.



ROMA REPORT OF THE DIRECTORS

(b) Share Option Scheme

Details of the options granted under the Share Option Scheme, their movements during the year ended 31 March 2017 and the options outstanding as at 31 March 2017 were as follows:

	As at 1 April 2016	Granted during the year	Exercised during the year	Cancelled during the year	Lapsed during the year	As at 31 March 2017	Exercise period and vesting period	Subscription price per Share HK\$
Employees	7,705,250	–	–	–	–	7,705,250	Note 1	0.441
	7,705,250	–	–	–	–	7,705,250		

Notes:

- Subject to the following vesting periods, the remaining three 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 three 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.

ARRANGEMENTS FOR DIRECTORS TO ACQUIRE SHARES OR DEBENTURES

Save as disclosed in the sub-section headed "Pre-IPO Share Option Scheme" above, at no time during the year ended 31 March 2017 was the Company or any of its subsidiaries a party to any arrangements to enable the Directors to acquire benefits by means of the acquisition of shares in or debentures of the Company or any other body corporate.

REPORT OF THE DIRECTORS

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

As at 31 March 2017, 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 (a) to be notified to the Company under Divisions 2 and 3 of Part XV of the SFO or (b) 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 and underlying Shares

Name of shareholder	Nature of interest	Number of Shares	Approximate percentage of interest
Aperto	Beneficial owner	1,023,000,000 (Note)	20.46%

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 of the Company, who resigned on 20 April 2017. Under the SFO, Mr. Luk is deemed to be interested in all the Shares held by Aperto.

Save as disclosed above and as at 31 March 2017, the Directors are not aware of any interests or short positions owned by any parties (other than a Director or the chief executive of the Company) in the Shares or underlying Shares which were required (a) to be disclosed under Divisions 2 and 3 of Part XV of the SFO or (b) to be recorded in the register of the Company required to be kept under section 336 of the SFO.

DIRECTORS' MATERIAL INTERESTS IN TRANSACTIONS, ARRANGEMENTS OR CONTRACTS THAT ARE SIGNIFICANT IN RELATION TO THE COMPANY'S BUSINESS

None of the Directors had a material interest, whether directly or indirectly, in any transactions, arrangements or contracts of significance to the business of the Group, to which the Company or any of its subsidiaries was a party during the year ended 31 March 2017.

DIRECTORS' INTERESTS IN COMPETING BUSINESSES

During the year ended 31 March 2017 and up to the date of this annual report, none of the Directors or any of their respective close associates (as defined in the GEM Listing Rules), engaged in any business that competed or might compete with the business of the Group, or had any other conflict of interest with the Group.

PERMITTED INDEMNITY PROVISION

A permitted indemnity provision for the benefit of the Directors is currently in force and was in force throughout the year ended 31 March 2017. The Company has taken out and maintained appropriate insurance cover in respect of potential legal actions against its Directors and officers arising out of corporate activities of the Group.



ROMA REPORT OF THE DIRECTORS

RELATED PARTY TRANSACTIONS

Details of related party transactions of the Group during the year ended 31 March 2017 are set out in note 35 to the consolidated financial statements of the Group. None of these related party transactions constituted a connected transaction as defined under the GEM Listing Rules during the year ended 31 March 2017.

SUFFICIENCY OF PUBLIC FLOAT

Based on the information that is publicly available to the Company and to the best knowledge of the Directors, the Directors confirm that at least 25% of the issued Shares were held by the public (i.e. the prescribed public float applicable to the Company under the GEM Listing Rules) during the year ended 31 March 2017 and thereafter up to the date of this report.

TAX RELIEF

The Company is not aware of any relief from taxation available to the Shareholders by reason of their holdings of Shares.

DONATIONS

During the year ended 31 March 2017, the Group donated approximately HK\$0.07 million for charitable purposes (2016: HK\$0.1 million).

INDEPENDENT AUDITOR

BDO Limited was appointed by the Directors as the first independent auditor of the Company. There was no change of independent auditor in the past three financial years. The Group's consolidated financial statements for the year ended 31 March 2017 have been audited by BDO Limited. BDO Limited will retire, and being eligible, offer themselves for re-appointment as the independent auditor at the forthcoming AGM. A resolution for their re-appointment as independent auditor of the Company will be proposed at the forthcoming AGM.

By order of the Board
Yue, Kwai Wa Ken
Executive Director and Company Secretary

15 June 2017

INDEPENDENT AUDITOR'S REPORT



Tel : +852 2218 8288
Fax: +852 2815 2239
www.bdo.com.hk

25th Floor Wing On Centre
111 Connaught Road Central
Hong Kong

電話 : +852 2218 8288
傳真 : +852 2815 2239
www.bdo.com.hk

香港
干諾道中111號
永安中心25樓

TO THE SHAREHOLDERS OF ROMA GROUP LIMITED

(incorporated in the Cayman Islands with limited liability)

OPINION

We have audited the consolidated financial statements of Roma Group Limited (the "Company") and its subsidiaries (together the "Group") set out on pages 47 to 107, which comprise the consolidated statement of financial position as at 31 March 2017, and the consolidated statement of comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies.

In our opinion, the consolidated financial statements give a true and fair view of the consolidated financial position of the Group as at 31 March 2017, and of its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with Hong Kong Financial Reporting Standards ("HKFRSs") issued by the Hong Kong Institute of Certified Public Accountants ("HKICPA") and have been properly prepared in compliance with the disclosure requirements of the Hong Kong Companies Ordinance.

BASIS FOR OPINION

We conducted our audit in accordance with Hong Kong Standards on Auditing ("HKSAs") issued by the HKICPA. Our responsibilities under those standards are further described in the "Auditor's Responsibilities for the Audit of the Consolidated Financial Statements" section of our report. We are independent of the Group in accordance with the HKICPA's "Code of Ethics for Professional Accountants" (the "Code"), and we have fulfilled our other ethical responsibilities in accordance with the Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.



ROMA INDEPENDENT AUDITOR'S REPORT

KEY AUDIT MATTERS

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Possible internal control weaknesses

Refer to note 39 to the consolidated financial statements.

Subsequent to the end of the reporting period, a then executive director was arrested by the Independent Commission Against Corruption of Hong Kong (the "ICAC") in relation to his alleged personal involvement in a transaction of one of the clients of the Group. In response to the above, management has taken the initiatives to engage an independent internal control reviewer to report on the internal control procedures and possible internal control weaknesses in certain aspects of the Group's operation. The existence of possible internal control weaknesses is a key audit matter due to the persuasive impacts on the financial statements preparation process.

Our response

Our key procedures in relation to the possible internal control weaknesses included:

- Re-performing risk assessment on the engagement and redesigning our audit strategies during the audit planning stage;
- Performing additional substantive audit procedures, in particular on transactions in which the then executive director had involvement; and
- Reviewing the report on the internal controls review engagement prepared by the independent internal control reviewer which was appointed by management and comparing to our understanding of the Group's operations.

Impairment of loans and interests receivable

Refer to note 20 to the consolidated financial statements and the accounting policies in note 4(g).

As at 31 March 2017, the Group's loans and interests receivable amounting to HK\$312,844,000, of which approximately HK\$17,950,000 were past due. The directors concluded that there was no impairment indicator on the Group's loans and interests receivable except for past due loans and interests receivable amounting to HK\$24,090,000 which were considered irrecoverable and recognised as impairment. The impairment of loans and interests receivable is a key audit matter due to the judgement involved and the significance of potential financial impact to the consolidated financial statements.

INDEPENDENT AUDITOR'S REPORT

Our response

Our key procedures in relation to the directors' impairment assessment included:

- Reviewing subsequent settlements of loans and interests receivable;
- Reviewing the value of collaterals, if any, held for the respective loans;
- Reviewing the repayment history to assess the credit-worthiness of the Group's borrowers.

Impairment of trade receivables

Refer to note 21 to the consolidated financial statements and the accounting policies in note 4(g).

As at 31 March 2017, the Group's trade receivables amounting to HK\$25,351,000, which were all past due. The directors concluded that there was no impairment indicator on the Group's trade receivables except for past due trade receivables amounting to HK\$3,783,000 which were considered irrecoverable and recognised as impairment. The impairment of trade receivables is a key audit matter due to the judgement involved and the significance of potential financial impact to the consolidated financial statements.

Our response

Our key procedures in relation to the directors' impairment assessment included:

- Reviewing subsequent settlements of trade receivables;
- Circulating confirmations to trade debtors;
- Reviewing the repayment history to assess the creditworthiness of trade debtors.

Impairment of goodwill

Refer to note 18 to the consolidated financial statements and the accounting policies in note 4(c).

As at 31 March 2017, the Group had goodwill amounting to HK\$25,329,000, which was allocated to the cash generating unit, namely "Bonus Boost Group". This is tested annually for impairment.

The directors concluded that there was no impairment in respect of the goodwill, based on the recoverable amount of the cash generating unit, determined using a value-in-use calculation, which involved significant judgment and assumptions with respect to the discount rate and future revenue growth as well as the underlying future cash flows. The impairment of goodwill is a key audit matter due to the judgement involved and the significance of potential financial impact to the consolidated financial statements.



ROMA INDEPENDENT AUDITOR'S REPORT

Our response

Our key procedures in relation to the directors' impairment assessment included:

- Assessing the reasonableness of discount rate and growth rates applied in the value-in-use calculation;
- Comparing the actual results for the year with the forecasted results prepared in prior year;
- Challenging the reasonableness of other key assumptions based on our knowledge of the business and industry.

OTHER INFORMATION IN THE ANNUAL REPORT

The directors are responsible for the other information. The other information comprises the information included in the Company's annual report, but does not include the consolidated financial statements and our auditor's report thereon.

Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

DIRECTORS' RESPONSIBILITIES FOR THE CONSOLIDATED FINANCIAL STATEMENTS

The directors are responsible for the preparation of the consolidated financial statements that give a true and fair view in accordance with Hong Kong Financial Reporting Standards issued by the HKICPA and the disclosure requirements of the Hong Kong Companies Ordinance, and for such internal control as the directors determine is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, the directors are responsible for assessing the Group's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the Group or to cease operations, or have no realistic alternative but to do so.

The directors are also responsible for overseeing the Group's financial reporting process. The audit committee of the Company (the "Audit Committee") assists the directors in discharging their responsibility in this regard.

INDEPENDENT AUDITOR'S REPORT

AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. This report is made solely to you, as a body, in accordance with the terms of our engagement, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report.

Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with HKSA's will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with HKSA's, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.
- evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.
- conclude on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.



ROMA INDEPENDENT AUDITOR'S REPORT

We communicate with the Audit Committee regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide the Audit Committee with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with the directors, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

BDO Limited

Certified Public Accountants

Alfred Lee

Practising Certificate Number P04960

Hong Kong, 15 June 2017

CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

For the year ended 31 March 2017

	Notes	2017 HK\$'000	2016 HK\$'000
Revenue	6	111,992	118,102
Other income	8	2,855	4,717
Employee benefit expenses	9	(33,646)	(31,532)
Depreciation and amortisation	10	(4,011)	(3,463)
Finance costs	11	(1,600)	(1,226)
Other expenses		(50,276)	(41,399)
Profit before income tax expense	10	25,314	45,199
Income tax expense	12	(4,065)	(8,612)
Profit and total comprehensive income for the year attributable to owners of the Company		21,249	36,587
Earnings per share			
— Basic	14	0.42 cents	0.84 cents
— Diluted	14	0.42 cents	0.84 cents



ROMA CONSOLIDATED STATEMENT OF FINANCIAL POSITION

As At 31 March 2017

	Notes	2017 HK\$'000	2016 HK\$'000
ASSETS AND LIABILITIES			
Non-current assets			
Property, plant and equipment	16	4,937	6,600
Intangible assets	17	20,532	22,705
Goodwill	18	25,329	25,329
Available-for-sale investments	19	25,000	25,000
Loans and interests receivable	20	9,445	11,076
		85,243	90,710
Current assets			
Loans and interests receivable	20	303,399	273,406
Trade receivables	21	25,351	23,647
Prepayments, deposits and other receivables	22	64,014	43,442
Pledged bank deposits	23	54,062	61,758
Tax recoverable		2,169	–
Cash and bank balances		17,291	40,312
		466,286	442,565
Current liabilities			
Trade payables	24	307	323
Accrued liabilities and other payables and receipt in advance	25	15,599	15,093
Finance lease liabilities	26	1,547	1,560
Bank borrowings	27	51,898	50,316
Current tax liabilities		663	3,706
		70,014	70,998
Net current assets		396,272	371,567
Total assets less current liabilities		481,515	462,277
Non-current liabilities			
Finance lease liabilities	26	2,312	3,859
Bank borrowing	27	–	231
Deferred tax liabilities	28	2,718	2,951
		5,030	7,041
Net assets		476,485	455,236

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

As At 31 March 2017

	Notes	2017 HK\$'000	2016 HK\$'000
EQUITY			
Equity attributable to owners of the Company			
Share capital	29	79,998	79,998
Reserves	30	396,487	375,238
Total equity		476,485	455,236

On behalf of the board of directors (the "Board")

Mr. Yue Kwai Wa Ken
Director

Ms. Chan Hong Nei Connie
Director



ROMA CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

For the year ended 31 March 2017

	Share capital (note 29) HK\$'000	Share premium* (note 30) HK\$'000	Capital reserve* (note 30) HK\$'000	Share option reserve* (note 30) HK\$'000	Retained earnings* (note 30) HK\$'000	Total HK\$'000
At 1 April 2015	67,906	260,162	10	1,211	64,998	394,287
Shares issued on placing, net of expenses (note 29(a))	11,584	8,871	–	–	–	20,455
Exercise of share options (note 29(b))	508	3,265	–	–	–	3,773
Equity-settlement share-based payment (note 31(a) & (b))	–	–	–	134	–	134
Transactions with owners	12,092	12,136	–	134	–	24,362
Profit and total comprehensive income for the year	–	–	–	–	36,587	36,587
At 31 March 2016 and 1 April 2016	79,998	272,298	10	1,345	101,585	455,236
Share options lapsed (note 31(a) & (b))	–	–	–	(923)	923	–
Transactions with owners	–	–	–	(923)	923	–
Profit and total comprehensive income for the year	–	–	–	–	21,249	21,249
At 31 March 2017	79,998	272,298	10	422	123,757	476,485

* The total of these balances represents "reserves" in the consolidated statement of financial position.

CONSOLIDATED STATEMENT OF CASH FLOWS

For the year ended 31 March 2017

	Notes	2017 HK\$'000	2016 HK\$'000
Cash flows from operating activities			
Profit before income tax expense		25,314	45,199
Adjustments for:			
Finance costs	11	1,600	1,226
Interest income	8	(1,137)	(1,913)
Gain on disposals of property, plant and equipment	8	–	(1)
Depreciation of property, plant and equipment	10	1,788	1,258
Amortisation of intangible assets	10	2,223	2,205
Impairment loss on loans and interests receivable	10	14,262	9,755
Impairment loss on trade and other receivables	10	3,427	2,835
Share-based payment compensation	9, 31(a) & (b)	–	134
Operating profit before working capital changes		47,477	60,698
Increase in loans and interests receivable		(42,624)	(178,093)
Increase in trade receivables		(3,741)	(7,236)
Increase in prepayments, deposits and other receivables		(21,939)	(31,191)
Decrease in trade payables		(16)	(47)
Increase in accrued liabilities and other payables and receipt in advance		506	4,047
Cash used in operations		(20,337)	(151,822)
Hong Kong Profits Tax paid		(9,510)	(10,827)
Net cash used in operating activities		(29,847)	(162,649)
Cash flows from investing activities			
Acquisition of available-for-sale investments		–	(25,000)
Interest received		1,114	2,077
Purchase of property, plant and equipment		(125)	(214)
Purchase of intangible assets		(50)	(5,300)
Proceeds from disposals of property, plant and equipment		–	3
Decrease/(Increase) in pledged bank deposits		7,696	(25,950)
Net cash generated from/(used in) investing activities		8,635	(54,384)



ROMA CONSOLIDATED STATEMENT OF CASH FLOWS

For the year ended 31 March 2017

	Notes	2017 HK\$'000	2016 HK\$'000
Cash flows from financing activities			
Issue of shares on placing, net of expenses	29(a)	–	20,455
Proceeds from exercise of share options	29(b)	–	3,773
Proceeds from bank borrowings		9,800	20,000
Repayments of bank borrowings		(8,449)	(488)
Repayments of finance lease liabilities		(1,560)	(1,249)
Interests paid		(1,600)	(1,226)
Net cash (used in)/generated from financing activities		(1,809)	41,265
Net decrease in cash and cash equivalents		(23,021)	(175,768)
Cash and cash equivalents at the beginning of year		40,312	216,080
Cash and cash equivalents at the end of year		17,291	40,312
Analysis of balances of cash and cash equivalents			
Cash and bank balances		17,291	40,312

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

31 March 2017

1. GENERAL

Roma Group Limited (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 22/F., China Overseas Building, 139 Hennessy 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 and its subsidiaries as mentioned in note 32 are collectively referred to as the “Group”.

The Company’s immediate and ultimate parent is Aperto Investments Limited (incorporated in the British Virgin Islands (“BVI”).

The shares of the Company (the “Shares”) have been listed on the Growth Enterprise Market (“GEM”) of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) by way of placing on 25 February 2013 (the “Listing Date”).

2. ADOPTION OF HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”)

(a) Adoption of new/revised HKFRSs — effective 1 April 2016

HKFRSs (Amendments)	Annual Improvements 2012-2014 Cycle
Amendments to HKAS 1	Disclosure Initiative
Amendments to HKAS 16 and HKAS 38	Clarification of Acceptable Methods of Depreciation and Amortisation
Amendments to HKAS 16 and HKAS 41	Agriculture: Bearer Plants
Amendments to HKAS 27	Equity Method in Separate Financial Statements
Amendments to HKFRS 10, HKFRS 12 and HKAS 28	Investment Entities: Applying the Consolidation Exception
Amendments to HKFRS 11	Accounting for Acquisitions of Interests in Joint Operations
HKFRS 14	Regulatory Deferral Accounts

The adoption of these new/revised standards and interpretations has no material impact on the Group’s financial statements.



ROMA NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

31 March 2017

(b) New/revised HKFRSs that have been issued but are not yet effective

The following new/revised HKFRSs, potentially relevant to the Group's financial statements, have been issued, but are not yet effective and have not been early adopted by the Group.

Amendments to HKAS 7	Disclosure Initiative ¹
HKFRS 9	Financial Instruments ²
HKFRS 15	Revenue from Contracts with Customers ²
Amendments to HKFRS 15	Revenue from Contracts with Customers (Clarification to HKFRS15) ²
HKFRS 16	Leases ³

¹ Effective for annual periods beginning on or after 1 January 2017

² Effective for annual periods beginning on or after 1 January 2018

³ Effective for annual periods beginning on or after 1 January 2019

Amendments to HKAS 7 — Disclosure Initiative

The amendments introduce an additional disclosure that will enable users of financial statements to evaluate changes in liabilities arising from financing activities.

HKFRS 9 — Financial Instruments

HKFRS 9 introduces new requirements for the classification and measurement of financial assets. Debt instruments that are held within a business model whose objective is to hold assets in order to collect contractual cash flows (the business model test) and that have contractual terms that give rise to cash flows that are solely payments of principal and interest on the principal amount outstanding (the contractual cash flow characteristics test) are generally measured at amortised cost. Debt instruments that meet the contractual cash flow characteristics test are measured at fair value through other comprehensive income ("FVTOCI") if the objective of the entity's business model is both to hold and collect the contractual cash flows and to sell the financial assets. Entities may make an irrevocable election at initial recognition to measure equity instruments that are not held for trading at FVTOCI. All other debt and equity instruments are measured at fair value through profit or loss ("FVTPL").

HKFRS 9 includes a new expected loss impairment model for all financial assets not measured at FVTPL replacing the incurred loss model in HKAS 39 and new general hedge accounting requirements to allow entities to better reflect their risk management activities in financial statements.

HKFRS 9 carries forward the recognition, classification and measurement requirements for financial liabilities from HKAS 39, except for financial liabilities designated at FVTPL, where the amount of change in fair value attributable to change in credit risk of the liability is recognised in other comprehensive income unless that would create or enlarge an accounting mismatch. In addition, HKFRS 9 retains the requirements in HKAS 39 for derecognition of financial assets and financial liabilities.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

31 March 2017

HKFRS 15 — Revenue from Contracts with customers

The new standard establishes a single revenue recognition framework. The core principle of the framework is that an entity should recognise revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods and services. HKFRS 15 supersedes existing revenue recognition guidance including HKAS 18 “Revenue”, HKAS 11 “Construction Contracts” and related interpretations.

HKFRS 15 requires the application of a 5-step approach to revenue recognition:

- Step 1: Identify the contract(s) with a customer
- Step 2: Identify the performance obligations in the contract
- Step 3: Determine the transaction price
- Step 4: Allocate the transaction price to each performance obligation
- Step 5: Recognise revenue when each performance obligation is satisfied

HKFRS 15 includes specific guidance on particular revenue related topics that may change the current approach taken under HKFRS. The standard also significantly enhances the qualitative and quantitative disclosures related to revenue.

Amendments HKFRS 15 — Revenue from Contracts with Customers (Clarifications to HKFRS 15)

The amendments to HKFRS 15 included clarifications on identification of performance obligations; application of principal versus agent; licenses of intellectual property; and transition requirements.

HKFRS 16 — Leases

HKFRS 16, which upon the effective date will supersede HKAS 17 “Leases” and related interpretations, introduces a single lessee accounting model and requires a lessee to recognise assets and liabilities for all leases with a term of more 12 months, unless the underlying asset is of low value. Specifically, under HKFRS 16, a lessee is required to recognise a right-of-use asset representing its right to use the underlying leased asset and a lease liability representing its obligation to make lease payments. Accordingly, a lessee should recognise depreciation of the right-of use asset and interest on the lease liability, and also classifies cash repayments of the lease liability into a principal portion and an interest portion and presents them in the statement of cash flows. Also, the right-of-use asset and the lease liability are initially measured on a present value basis. The measurement includes non-cancellable lease payments and also includes payments to be made in optional periods if the lessee is reasonably certain to exercise an option to extend the lease, or to exercise an option to terminate the lease. This accounting treatment is significantly different from the lessee accounting for leases that are classified as operating leases under the predecessor standard, HKAS 17.



ROMA NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

31 March 2017

In respect of the lessor accounting, HKFRS 16 substantially carries forward the lessor accounting requirements in HKAS 17. Accordingly, a lessor continues to classify its leases as operating leases or finance leases, and to account for those two types of leases differently.

The Group has already commenced an assessment of the impact of adopting the above standards and amendments to existing standards to the Group. The Group is not yet in a position to state whether these new pronouncements will result in substantial changes to the Group's accounting policies and financial statements.

3. BASIS OF PREPARATION

(a) Statement of compliance

The consolidated financial statements have been prepared in accordance with all applicable HKFRSs, Hong Kong Accounting Standards ("HKASs") and Interpretations (hereinafter collectively referred to as the "HKFRSs") and the disclosure requirements of the Companies Ordinance. In addition, the consolidated financial statements include applicable disclosures required by the Rules Governing the Listing of Securities on the GEM of the Stock Exchange (the "GEM Listing Rules").

(b) Basis of measurement

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

(c) Functional and presentation currency

The 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.

4. SIGNIFICANT ACCOUNTING POLICIES

(a) Basis of consolidation

The consolidated financial statements comprise the financial statements of the Company and its subsidiaries. Inter-company transactions and balances between group companies together with unrealised profits are eliminated in full in preparing the consolidated financial statements. Unrealised losses are also eliminated unless the transaction provides evidence of impairment on the asset transferred, in which case the loss is recognised in profit or loss.

The results of subsidiaries acquired or disposed of during the year are included in the consolidated statement of comprehensive income from the dates of acquisition or up to the dates of disposal, as appropriate. Where necessary, adjustments are made to the financial statements of subsidiaries to bring their accounting policies into line with those used by other members of the Group.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

31 March 2017

Acquisition of subsidiaries or businesses is accounted for using the acquisition method. The cost of an acquisition is measured at the aggregate of the acquisition-date fair value of assets transferred, liabilities incurred and equity interests issued by the Group, as the acquirer. The identifiable assets acquired and liabilities assumed are principally measured at acquisition-date fair value. Acquisition-related costs incurred are expensed unless they are incurred in issuing equity instruments in which case the costs are deducted from equity.

Any contingent consideration to be transferred by the acquirer is recognised at acquisition-date fair value. Subsequent adjustments to consideration are recognised against goodwill only to the extent that they arise from new information obtained within the measurement period (a maximum of 12 months from the acquisition date) about the fair value at the acquisition date. All other subsequent adjustments to contingent consideration classified as an asset or a liability are recognised in profit or loss.

(b) Subsidiaries

A subsidiary is an investee over which the Company is able to exercise control. The Company controls an investee if all three of the following elements are present: (1) power over the investee, (2) exposure, or rights, to variable returns from the investee, and (3) the ability to use its power to affect those variable returns. Control is reassessed whenever facts and circumstances indicate that there may be a change in any of these elements of control.

In the Company's statement of financial position, investments in subsidiaries are stated at cost less impairment loss, if any. The results of subsidiaries are accounted for by the Company on the basis of dividend received and receivable.

(c) Goodwill

Goodwill is initially recognised at cost being the excess of the aggregate of consideration transferred and the amount recognised for non-controlling interests over the fair value of identifiable assets, liabilities and contingent liabilities acquired.

Where the fair value of identifiable assets, liabilities and contingent liabilities exceed the fair value of consideration paid, the excess is recognised in profit or loss on the acquisition date, after re-assessment.

Goodwill is measured at cost less impairment losses. For the purpose of impairment testing, goodwill arising from an acquisition is allocated to each of the relevant cash generating units ("CGUs") that are expected to benefit from the synergies of the acquisition. A CGU to which goodwill has been allocated is tested for impairment annually, and whenever there is an indication that the unit may be impaired.

For goodwill arising on an acquisition in a financial year, the CGU to which goodwill has been allocated is tested for impairment before the end of that financial year. When the recoverable amount of the CGU is less than the carrying amount of the unit, the impairment loss is allocated to reduce the carrying amount of any goodwill allocated to the unit first, and then to the other assets of the unit pro-rata on the basis of the carrying amount to each asset in the unit. Any impairment loss for goodwill is recognised in profit or loss and is not reversed in subsequent periods.



ROMA NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

31 March 2017

(d) Foreign currency translation

Items included in the consolidated financial statements are measured using the currency of the primary economic environment in which the group entity operates (i.e. the “functional currency”).

In the individual financial statements of the group entities, foreign currency transactions are translated into the functional currency of the individual entity using the exchange rates prevailing at the dates of the transactions. At the end of reporting period, monetary assets and liabilities denominated in foreign currencies are translated at the foreign exchange rates ruling at the end of reporting period. Foreign exchange gains and losses resulting from the settlement of such transactions and from the retranslation of monetary assets and liabilities at the end of reporting period are recognised in profit or loss. Non-monetary items that are measured at historical cost in a foreign currency are not retranslated.

(e) Property, plant and equipment

Property, plant and equipment are stated at cost less accumulated depreciation and any impairment losses. The cost of an asset comprises its purchase price and any directly attributable costs of bringing the asset to the working conditions and location for its intended use.

Depreciation is provided to write off the assets’ cost less their residual value over their estimated useful lives, using the straight-line method, at the following rates per annum:

Leasehold improvements	Over the shorter of the lease terms and 33%
Furniture, fixtures and office equipment	20%
Motor vehicles	20%

The assets’ estimated residual values, depreciation methods and estimated useful lives are reviewed, and adjusted if appropriate, at the end of reporting period.

The gain or loss arising on retirement or disposal is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognised in profit or loss.

Subsequent costs are included in the asset’s carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Group and the cost of the item can be measured reliably. All other costs, such as repairs and maintenance, are charged to profit or loss during the reporting period in which they are incurred.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

31 March 2017

(f) Intangible assets (other than goodwill)

Acquired intangible assets are recognised initially at cost. After initial recognition, intangible assets with finite useful lives are carried at cost less accumulated amortisation and any impairment losses. Amortisation for intangible assets with finite useful lives is provided on straight-line basis over their estimated useful lives as follows:

Customer relationship	6 years
Database	20 years
Accounting and management and valuation softwares	5–8 years

The amortisation expense is recognised in profit or loss and included in “depreciation and amortisation” in the consolidated statement of comprehensive income.

Amortisation commences when the intangible assets are available for use. Intangible assets with finite useful lives are tested for impairment as described below in note 4(o).

(g) Financial assets

Financial assets of the Group are classified as loans and receivables and available-for-sale financial assets.

Management determines the classification of financial assets at initial recognition depending on the purpose for which the financial assets were acquired and where allowed and appropriate, re-evaluates this designation at every reporting date.

All financial assets are recognised when, and only when, the Group becomes a party to the contractual provisions of the instrument. Regular way purchases and sales of financial assets are recognised on trade date. When financial assets are recognised initially, they are measured at fair value, plus, in the case of investments not at fair value through profit or loss, directly attributable transaction costs.

Derecognition of financial assets occurs when the right to receive cash flows from the investments expire or are transferred and substantially all of the risks and rewards of ownership have been transferred.

*Loans and receivables*

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. Loans and receivables are subsequently measured at amortised cost using the effective interest method, less any impairment losses. Amortised cost is calculated taking into account any discount or premium on acquisition and includes fees that are an integral part of the effective interest rate and transaction costs.

The effective interest rate is the rate that exactly discounts estimated future cash payments or receipts through the expected life of the financial instrument or, where appropriate, a shorter period to the net carrying amount of the financial asset or financial liability on initial recognition. The calculation includes significant fees and transaction costs that are an integral part of the effective interest rate, and premiums or discounts.

Available-for-sale financial assets

These assets are non-derivative financial assets that are designated as available-for-sale or are not included in other categories of financial assets. For available-for-sale equity investments that do not have a quoted market price in an active market and whose fair value cannot be reliably measured, they are measured at cost less any identified impairment losses.

Impairment of financial assets

At the end of reporting period, financial assets are reviewed to assess whether there is objective evidence of impairment. If any of such evidence exists, impairment loss is determined and recognised based on the classification of the financial asset.

Objective evidence of impairment of individual financial assets includes observable data that comes to the attention of the Group about one or more of the following loss events:

- Significant financial difficulty of the debtor;
- A breach of contract, such as a default or delinquency in interest or principal payments;
- It becoming probable that the debtor will enter bankruptcy or other financial reorganisation; and
- Significant changes in the technological, market, economic or legal environment that have an adverse effect on the debtor.

Loss events in respect of a group of financial assets include observable data indicating that there is a measurable decrease in the estimated future cash flows from the group of financial assets. Such observable data includes but not limited to adverse changes in the payment status of debtors in the group and, national or local economic conditions that correlate with defaults on the assets in the group.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

31 March 2017

For loans and receivables

If there is objective evidence that an impairment loss on loans and receivables carried at amortised cost has been incurred, impairment loss is measured as the difference between the asset's carrying amount and the present value of estimated future cash flows (excluding future credit losses that have not been incurred) discounted at the financial asset's original effective interest rate (i.e. the effective interest rate computed at initial recognition). Impairment loss is recognised in profit or loss of the period in which the impairment occurs.

If, in subsequent year, the amount of the impairment loss decreases and the decrease can be related objectively to an event occurring after the impairment was recognised, the previously recognised impairment loss is reversed to the extent that it does not result in a carrying amount of the financial asset exceeding what the amortised cost would have been had the impairment not been recognised at the date the impairment is reversed. The amount of the reversal is recognised in profit or loss of the period in which the reversal occurs.

Where the recovery of loans and receivables is considered doubtful but not remote, the impairment losses for doubtful receivables are recorded using an allowance account. When the Group is satisfied that recovery of receivables is remote, the amount considered irrecoverable is written off against receivables directly and any amounts held in the allowance account in respect of that receivable are reversed. Subsequent recoveries of amounts previously charged to the allowance account are reversed against the allowance account. Other changes in the allowance account and subsequent recoveries of amounts previously written off directly are recognised in profit or loss.

For available-for-sale financial assets

For available-for-sale equity investment that is carried at cost, the amount of impairment loss is measured as the difference between the carrying amount of the asset and the present value of estimated future cash flows discounted at the current market rate of return for a similar financial asset. Such impairment loss is not reversed.

(h) Derecognition

The Group derecognises a financial asset when the contractual rights to the future cash flows in relation to the financial asset expire or when the financial asset has been transferred and the transfer meets the criteria for derecognition in accordance with HKAS 39.

Financial liabilities are derecognised when the obligation specified in the relevant contract is discharged, cancelled or expires.



ROMA NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

31 March 2017

(i) Cash and cash equivalents

Cash and cash equivalents include cash at bank and other financial institutions and in hand.

(j) Financial liabilities

The Group's financial liabilities include trade payables, accrued liabilities and other payables, finance lease liabilities and bank borrowings.

Financial liabilities are recognised when the Group becomes a party to the contractual provisions of the instrument. All interest related charges are recognised in profit or loss.

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires.

Where an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as a derecognition of the original liability and the recognition of a new liability, and the difference in the respective carrying amount is recognised in profit or loss.

Trade payables, accrued liabilities and other payables, finance lease liabilities and bank borrowings

These are recognised initially at their fair value and subsequently measured at amortised cost, using the effective interest method.

(k) Leases

An arrangement, comprising a transaction or a series of transactions, is or contains a lease if the Group determines that the arrangement conveys a right to use a specific asset or assets for an agreed period of time in return for a payment or a series of payments. Such a determination is made based on an evaluation of the substance of the arrangement and is regardless of whether the arrangement takes the legal form of a lease.

Leases are classified as finance leases whenever the terms of the lease transfer substantially all the risks and rewards of ownership to lessee. All other leases are classified as operating leases.

(a) Operating lease

Leases where substantially all the risks and rewards of ownership of assets remain with the lessor are accounted for as operating lease. Where the Group has the right to use of assets held under operating leases, payments made under the operating leases are charged to profit or loss on a straight-line basis over the lease terms except where an alternative basis is more representative of the time pattern of benefits to be derived from the leased assets. Lease incentives received are recognised in profit or loss as an integral part of the aggregate net lease payments made. Contingent rental are charged to profit or loss in the accounting period in which they are incurred.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

31 March 2017

(b) Finance lease

Assets held under finance leases are initially recognised as assets at their fair value or, if lower, the present value of the minimum lease payments. The corresponding lease commitment is shown as a liability. Lease payments are analysed between capital and interest. The interest element is charged to profit or loss over the period of the lease and is calculated so that it represents a constant proportion of the lease liability. The capital element reduces the balance owed to the lessor.

(l) Provisions and contingent liabilities

Provisions are recognised when the Group has a present obligation (legal or constructive) as a result of a past event, and it is probable that an outflow of economic benefits will be required to settle the obligation and a reliable estimate of the amount of the obligation can be made. Where the time value of money is material, provisions are stated at the present value of the expenditure expected to settle the obligation.

All provisions are reviewed at the end of reporting period and adjusted to reflect the current best estimate.

Where it is not probable that an outflow of economic benefits will be required, or the amount cannot be estimated reliably, the obligation is disclosed as a contingent liability, unless the probability of outflow of economic benefits is remote. Possible obligations, whose existence will only be confirmed by the occurrence or non-occurrence of one or more future uncertain events not wholly within the control of the Group, are also disclosed as contingent liabilities unless the probability of outflow of economic benefits is remote.

(m) Share capital

Ordinary shares are classified as equity. Share capital is determined using the nominal value of shares that have been issued.

Any transaction costs associated with the issuing of shares are deducted from share premium (net of any related income tax benefit) to the extent they are incremental costs directly attributable to the equity transaction.

(n) Revenue recognition

Revenue comprises the fair value of the consideration received or receivable for rendering of services. Provided it is probable that the economic benefits will flow to the Group and the revenue and costs, if applicable, can be measured reliably, revenue is recognised as follows:

- Service income is recognised upon provision of the services, by reference to the percentage-of-completion of services performed to date to the total services to be performed. Service income received in advance is included in the consolidated statement of financial position as "receipt in advance". Service income recognised but unbilled is included in the consolidated statement of financial position as "accrued revenue".
- Interest income is recognised on a time-proportion basis using the effective interest method.
- Dividend income is recognised when the right to receive payment is established.

**(o) Impairment of non-financial assets**

Property, plant and equipment, intangible assets and investments in subsidiaries are subject to impairment testing. Property, plant and equipment, intangible assets with finite useful lives and investments in subsidiaries are tested for impairment whenever there are indications that the assets' carrying amount may not be recoverable.

An impairment loss is recognised as an expense immediately for the amount by which the asset's carrying amount exceeds its recoverable amount. Recoverable amount is the higher of fair value, reflecting market conditions less costs to sell, and value-in-use. In assessing value-in-use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessment of time value of money and the risk specific to the asset.

For the purposes of assessing impairment, where an asset does not generate cash inflows largely independent from those from other assets, the recoverable amount is determined for the smallest group of assets that generate cash inflows independently (i.e. a CGU). As a result, some assets are tested individually for impairment and some are tested at CGU level.

Impairment loss recognised for CGUs is charged pro rata to the assets in the CGUs, except that the carrying value of an asset will not be reduced below its individual fair value less costs to sell, or value-in-use, if determinable.

An impairment loss is reversed if there has been a favourable change in the estimates used to determine the asset's recoverable amount and only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortisation, if no impairment loss had been recognised.

Value in use is based on the estimated future cash flows expected to be derived from the asset or CGU (see note 4(c)), discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset or CGU.

(p) Employee benefits**(i) Retirement benefits**

Retirement benefits to employees are provided through defined contribution plans.

The Group operates a defined contribution retirement benefit plan under the Mandatory Provident Fund Schemes Ordinance (the "MPF Scheme"), for all of its employees who are eligible to participate in the MPF Scheme.

Contributions are recognised as an expense in profit or loss as employees render services during the year. The Group's obligation under these plans is limited to the fixed percentage contributions payable.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

31 March 2017

(ii) Short-term employee benefits

Employee entitlements to annual leave are recognised when they accrue to employees. A provision is made for the estimated liability for annual leave as a result of services rendered by employees up to the end of reporting period.

Non-accumulating compensated absences such as sick leave and maternity leave are not recognised until the time of leave.

(iii) Termination benefits

Termination benefits are recognised on the earlier of when the Group can no longer withdraw the offer of those benefits and when the Group recognises restructuring costs involving the payment of termination benefits.

(q) Share-based payments

Where share options are awarded to employees and others providing similar services, the fair value of the options at the date of grant is recognised in profit or loss over the vesting period with a corresponding increase in the share option reserve within equity. Non-market vesting conditions are taken into account by adjusting the number of equity instruments expected to vest at the end of reporting period so that, ultimately, the cumulative amount recognised over the vesting period is based on the number of options that eventually vest. Market vesting conditions are factored into the fair value of the options granted. As long as all other vesting conditions are satisfied, a charge is made irrespective of whether the market vesting conditions are satisfied. The cumulative expense is not adjusted for failure to achieve a market vesting condition.

Where the terms and conditions of options are modified before they vest, the increase in the fair value of the options, measured immediately before and after the modification, is also recognised in profit or loss over the remaining vesting period.

Where equity instruments are granted to persons other than employees and others providing similar services, the fair value of goods or services received is recognised in profit or loss unless the goods or services qualify for recognition as assets. A corresponding increase in equity as share option reserve is recognised. For cash-settled share-based payments, a liability is recognised at the fair value of the goods or services received.

**(r) Accounting for income tax**

Income tax comprises current tax and deferred tax.

Current income tax assets and/or liabilities comprise those obligations to, or claims from, tax authorities relating to the current or prior reporting period, that are unpaid at the end of reporting period. They are calculated according to the tax rates and tax laws applicable to the fiscal periods to which they relate, based on the taxable profit for the period. All changes to current tax assets or liabilities are recognised as a component of tax expense in profit or loss except when the changes relate to items recognised in other comprehensive income or directly in equity in which case the changes are also recognised in other comprehensive income or directly in equity respectively.

Deferred tax is calculated using the liability method on temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and their respective tax bases. Deferred tax liabilities are generally recognised for all taxable temporary differences. Deferred tax assets are recognised for all deductible temporary differences, tax losses available to be carried forward as well as other unused tax credits, to the extent that it is probable that taxable profit, including existing taxable temporary differences, will be available against which the deductible temporary differences, unused tax losses and unused tax credits can be utilised.

Deferred tax assets and liabilities are not recognised if the temporary difference arises from initial recognition (other than in a business combination) of assets and liabilities in a transaction that affects neither taxable nor accounting profit or loss.

Deferred tax liabilities are recognised for taxable temporary differences arising on investments in subsidiaries, except where the Group is able to control the reversal of the temporary difference and it is probable that the temporary difference will not reverse in the foreseeable future.

Deferred tax is calculated, without discounting, at tax rates that are expected to apply in the period the liability is settled or the asset realised, provided they are enacted or substantively enacted at the end of reporting period.

Changes in deferred tax assets or liabilities are recognised in profit or loss, or in other comprehensive income or directly in equity if they relate to items that are charged or credited to other comprehensive income or directly in equity.

The Group presents current tax assets and current tax liabilities in net if, and only if,

- (a) the Group has the legally enforceable right to set off the recognised amounts; and
- (b) the Group intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

31 March 2017

The Group presents deferred tax assets and deferred tax liabilities in net if, and only if,

- (a) the Group has a legally enforceable right to set off current tax assets against current tax liabilities; and
- (b) the deferred tax assets and the deferred tax liabilities relate to income taxes levied by the same taxation authority on either:
 - (i) the same taxable entity; or
 - (ii) different taxable entities which intend either to settle current tax liabilities and assets on a net basis, or to realise the assets and settle the liabilities simultaneously, in each future period in which significant amounts of deferred tax liabilities or assets are expected to be settled or recovered.

(s) Capitalisation of borrowing costs

Borrowing costs attributable directly to the acquisition, construction or production of qualifying assets which require a substantial period of time to be ready for their intended use or sale, are capitalised as part of the cost of those assets. Income earned on temporary investments of specific borrowings pending their expenditure on those assets is deducted from borrowing costs capitalised. All other borrowing costs are recognised in profit or loss in the period in which they are incurred.

(t) Related parties

A party is considered to be related to the Group if:

- (a) The party is a person or a close member of that person's family and that person,
 - (i) has control or joint control over the Group;
 - (ii) has significant influence over the Group; or
 - (iii) is a member of the key management personnel of the Group or the Company's parent;



- (b) the party is an entity where any of the following conditions applies:
 - (i) the entity and the Group are members of the same group;
 - (ii) one entity is an associate or joint venture of the other entity (or an associate or joint venture of a member of a group of which the other entity is a member);
 - (iii) the entity and the Group are joint ventures of the same third party;
 - (iv) one entity is a joint venture of a third party and the other party is an associate of the third party;
 - (v) the entity is a post-employment benefit plan for the benefit of employees of either the Group or an entity related to the Group;
 - (vi) the entity is controlled or jointly controlled by a person identified in (a);
 - (vii) a person identified in (a)(i) has significant influence over the entity or is a member of the key management personnel of the entity (or of a parent of the entity); or
 - (viii) the entity, or any member of a group of which it is a part, provides key management personnel services to the Group or to the Group's parent.

Close members of the family of a person are those family members who may be expected to influence, or be influenced by, that person in their dealings with the entity and include:

- (a) that person's children and spouse or domestic partner;
- (b) children of that person's spouse or domestic partner; and
- (c) dependents of that person or that person's spouse or domestic partner.

5. CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS

In the application of the Group's accounting policies, the directors are required to make judgements, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

31 March 2017

In addition to information disclosed elsewhere in these financial statements, other key sources of estimation uncertainties that have a significant risk of resulting a material adjustment to the carrying amounts of assets and liabilities within next financial year are as follows:

Impairment of receivables

Management determines impairment losses for receivables resulting from inability of the customers or other debtors to make the required payments. A considerable amount of estimate and judgement is required in assessing the ultimate realisation of these receivables which is based on the ageing of the receivables, customer's and other debtor's credit-worthiness, value of the collaterals and historical write-off experience. If the financial conditions of customers or other debtors deteriorate, allowance for impairment losses may be required.

Revenue recognition

The Group's service income from provision of valuation and advisory services is recognised upon provision of the services, by reference to the percentage-of-completion of services performed to date to the total services to be performed. The determination of the percentage-of-completion involves estimates and judgement on the extent of services performed during the period and the total services to be performed. Management uses a project report sheet to record the progress of each project which is prepared by the teamhead and is subject to review on a monthly basis and approval by the directors. Management will base on information available, including, among others, the project report sheet to determine the percentage-of-completion for each project and to decide on the amount of revenue to be recognised at the end of reporting period.

Impairment of goodwill

Determining whether goodwill is impaired requires an estimation of the value-in-use of the CGUs to which goodwill has been allocated. The value-in-use calculation requires the directors to estimate the future cash flows expected to arise from the CGU and a suitable discount rate in order to calculate the present value.

Impairment of intangible assets

Determining whether the intangible assets are impaired requires an estimation of the value-in-use of the CGUs. The value-in-use calculation requires management to estimate the future cash flows expected to arise from the CGU and a suitable discount rate in order to calculate the present value.



ROMA NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

31 March 2017

Impairment of available-for-sale investments

Management reviews available-for-sale investments, which comprised unlisted equity investments, at the end of each reporting period to assess whether they are impaired. The Group records the impairment charges when there is objective evidence that an impairment loss has been incurred. The amount of impairment loss is measured as the difference between the carrying amount of the assets and the present value of the estimated future cash flows discounted at the current market rate of return for a similar financial asset. Management reviews the latest available financial information for the unlisted equity investment to assess any impairment occurs.

Useful lives of identifiable intangible assets acquired through business combination

The Group estimated the useful lives of intangible assets in order to determine the amount of amortisation expenses to be recorded. The useful lives are estimated at the time the assets are acquired based on the expected usage as well as the current market conditions. The Group also performs annual reviews on whether the assumptions made on useful lives continue to be valid.

6. REVENUE

The Group's principal activities are provision of valuation and advisory services and provision of financing services.

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

	2017 HK\$'000	2016 HK\$'000
Services fee income from provision of valuation and advisory services	75,955	75,755
Interest income from provision of financing services	36,037	42,347
	111,992	118,102

7. SEGMENT INFORMATION

The chief operating decision-maker has been identified as the Company's executive directors. The executive directors have identified the Group's product and service lines as reportable operating segments as follows:

- (i) Valuation and advisory services;
- (ii) Financing services; and
- (iii) All other segments.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

31 March 2017

(a) Business segments

For the year ended 31 March 2017

	Valuation and advisory services HK\$'000	Financing services HK\$'000	All other segments HK\$'000	Total HK\$'000
Segment revenue (note (i))	75,955	36,037	–	111,992
Segment results (note (ii))	23,924	11,377	(322)	34,979
Other segment information				
Depreciation	(130)	–	(49)	(179)
Amortisation	(2,223)	–	–	(2,223)
Impairment loss on loans and interests receivable	–	(14,262)	–	(14,262)
Impairment loss on trade and other receivables	(3,427)	–	–	(3,427)
Income tax (expense)/credit	(2,712)	(1,393)	40	(4,065)
Additions to non-current assets (excluding financial instruments)	159	–	–	159
Segment assets	98,349	351,336	720	450,405
Segment liabilities	(16,858)	(548)	(29)	(17,435)

For the year ended 31 March 2016

Segment revenue (note (i))	75,755	42,347	–	118,102
Segment results (note (ii))	29,370	23,742	339	53,451
Other segment information				
Depreciation	(133)	–	(49)	(182)
Amortisation	(2,205)	–	–	(2,205)
Impairment loss on loans and interests receivable	–	(9,755)	–	(9,755)
Impairment loss on trade and other receivables	(2,835)	–	–	(2,835)
Income tax expense	(5,005)	(3,548)	(59)	(8,612)
Additions to non-current assets (excluding financial instruments)	5,471	–	–	5,471
Segment assets	94,242	304,624	975	399,841
Segment liabilities	(15,106)	(5,899)	(123)	(21,128)

Notes:

- (i) Segment revenue reported above represents revenue generated from external customers. There were no material inter-segment sales for both years.
- (ii) The accounting policies of the operating segments are same as the Group's accounting policies described in note 4. Segment results represents the profit earned or the loss incurred by each segment without allocation of corporate income and central administrative costs. This is the measure reported to the chief operating decision-maker for the purpose of resources allocation and performance assessment.



ROMA NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

31 March 2017

(b) Reconciliation of reportable segment profit, assets and liabilities

	2017 HK\$'000	2016 HK\$'000
Profit before income tax expense		
Reportable segment profit	34,979	53,451
Unallocated interest income	1,137	1,913
Unallocated employee benefit expenses	(4,783)	(4,568)
Unallocated depreciation	(1,609)	(1,076)
Unallocated finance costs	(1,600)	(1,226)
Unallocated other expenses	(2,810)	(3,395)
Unallocated other income	–	100
Consolidated profit before income tax expense	25,314	45,199
Assets		
Reportable segment assets	450,405	399,841
Unallocated property, plant and equipment	4,515	6,108
Unallocated available-for-sale investments	25,000	25,000
Unallocated pledged bank deposits	54,062	61,758
Unallocated cash and bank balances	17,291	40,312
Unallocated corporate assets	256	256
Consolidated total assets	551,529	533,275
Liabilities		
Reportable segment liabilities	(17,435)	(21,128)
Unallocated finance lease liabilities	(3,859)	(5,419)
Unallocated bank borrowings	(51,898)	(50,547)
Unallocated corporate liabilities	(1,852)	(945)
Consolidated total liabilities	(75,044)	(78,039)

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

31 March 2017

(c) Geographical segment information

All of the revenue from external customers and non-current assets of the Group are derived from activities or located in Hong Kong. Accordingly, no geographical information is presented.

(d) Information about major customer

For the years ended 31 March 2017 and 2016, none of the customers contributed 10% or more of the revenue of the Group.

8. OTHER INCOME

	2017 HK\$'000	2016 HK\$'000
Reimbursement of expenses	1,290	1,875
Interest income	1,137	1,913
Gain on disposals of property, plant and equipment	–	1
Others	428	928
	2,855	4,717

9. EMPLOYEE BENEFIT EXPENSES (INCLUDING DIRECTORS' EMOLUMENTS)

	2017 HK\$'000	2016 HK\$'000
Wages and salaries	31,123	29,204
Contributions on defined contribution retirement plans	882	877
Share-based payment compensation — equity settled	–	134
Other benefits	1,641	1,317
	33,646	31,532



ROMA NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

31 March 2017

10. PROFIT BEFORE INCOME TAX EXPENSE

	2017 HK\$'000	2016 HK\$'000
Profit before income tax expense is arrived at after charging:		
Auditor's remuneration	1,397	600
Depreciation of property, plant and equipment	1,788	1,258
Amortisation of intangible assets	2,223	2,205
Exchange loss, net	3,566	2,150
Consultancy fee	2,603	2,612
Impairment loss on loans and interests receivable	14,262	9,755
Impairment loss on trade and other receivables	3,427	2,835
Operating lease charges in respect of buildings (note)	4,556	4,721

Note: For the years ended 31 March 2017 and 2016, operating lease charges in respect of buildings included rental expenses for the Group's office premises. Rental expenses are included in "other expenses" in the consolidated statement of comprehensive income.

11. FINANCE COSTS

	2017 HK\$'000	2016 HK\$'000
Interest on bank borrowings	1,449	1,068
Interest on finance leases	151	158
	1,600	1,226

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

31 March 2017

12. INCOME TAX EXPENSE

Hong Kong profits tax is calculated at the rate of 16.5% (2016: 16.5%) on the estimated assessable profits for the year.

	2017 HK\$'000	2016 HK\$'000
Current tax — Hong Kong Profits Tax		
Tax for the year	4,458	8,483
(Over)/under provision in respect of prior year	(160)	372
	4,298	8,855
Deferred tax (note 28)		
Credit for the year	(233)	(243)
	4,065	8,612

The income tax expense for the year can be reconciled to the profit before income tax expense per the consolidated statement of comprehensive income as follows:

	2017 HK\$'000	2016 HK\$'000
Profit before income tax expense	25,314	45,199
Tax on profit before income tax expense, calculated at the rates applicable to profits in the tax jurisdiction concerned	4,177	7,458
Tax effect of non-deductible expenses	347	466
Tax effect of non-taxable revenue	(188)	(284)
Tax effect of temporary differences not recognised	111	(442)
Tax effect of tax losses not recognised	113	845
Utilisation of tax loss previously not recognised	(648)	—
(Over)/under provision in respect of prior year	(160)	372
Others	313	197
Income tax expense	4,065	8,612

No deferred tax asset has been recognised in respect of the unused tax losses due to the unpredictability of future profit streams. The unused tax losses of HK\$8,705,000 (2016: HK\$11,948,000) can be carried forward indefinitely.



ROMA NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

31 March 2017

13. DIVIDENDS

The Board does not recommend the payment of dividend for the year ended 31 March 2017 (2016: nil).

14. 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:

	2017 HK\$'000	2016 HK\$'000
Earnings		
Earnings for the purpose of basic and diluted earnings per Share	21,249	36,587
	'000	'000
Number of shares		
Weighted average number of ordinary Shares for the purpose of basic and diluted earnings per share (notes (a), (b) &(c))	4,999,853	4,380,999

Notes:

- (a) Weighted average of 4,999,853,300 Ordinary Shares for the year ended 31 March 2017 are derived from 4,999,853,300 ordinary Shares issued during the year.
- (b) Weighted average of 4,380,999,000 ordinary Shares for the year ended 31 March 2016 are derived from 4,244,150,000 ordinary Shares issued as at 1 April 2015 after taking into account the effects of the placing of 724,000,000 Shares completed on 5 February 2016 (note 29(a)), and the exercise of share options by an executive director and certain employees of the Group during the year (note 29(b)).
- (c) The computation of diluted earnings per Share does not assume the exercise of the Company's outstanding share options as the exercise prices of those options are higher than the average market price for Shares for both years.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

31 March 2017

15. DIRECTORS' AND SENIOR MANAGEMENT'S EMOLUMENTS AND FIVE HIGHEST PAID INDIVIDUALS

(a) Directors' emoluments

Directors' emoluments disclosed pursuant to the GEM Listing Rules and disclosure requirements of the Hong Kong Companies Ordinance are as follows:

	Fees HK\$'000	Salaries, allowances and other benefits HK\$'000	Contributions on defined contribution retirement plans HK\$'000	Share-based payment compensation — equity settled HK\$'000	Total HK\$'000
Year ended 31 March 2017					
<i>Executive directors</i>					
Mr. Luk Kee Yan Kelvin	—	2,344	18	—	2,362
Mr. Yue Kwai Wa Ken	—	2,043	18	—	2,061
	—	4,387	36	—	4,423
<i>Independent non-executive directors</i>					
Mr. Ko Wai Lun Warren	120	—	—	—	120
Mr. Lou Ming	120	—	—	—	120
Mr. Wong Tat Keung	120	—	—	—	120
	360	—	—	—	360
	360	4,387	36	—	4,783
Year ended 31 March 2016					
<i>Executive directors</i>					
Mr. Luk Kee Yan Kelvin	—	2,034	18	7	2,059
Mr. Yue Kwai Wa Ken	—	2,121	18	7	2,146
	—	4,155	36	14	4,205
<i>Independent non-executive directors</i>					
Mr. Ko Wai Lun Warren	120	—	—	—	120
Mr. Chan Ka Kit	112	—	—	1	113
Mr. Lou Ming	120	—	—	—	120
Mr. Wong Tat Keung	10	—	—	—	10
	362	—	—	1	363
	362	4,155	36	15	4,568



ROMA NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

31 March 2017

Mr. Luk Kee Yan Kelvin resigned as executive director on 20 April 2017 and Ms. Chan Hong Nei Connie was appointed as executive director on 20 April 2017.

Dr. Cheung Wai Bun Charles, *J.P.* and Mr. Yim Wai Ning were appointed as executive director and non-executive director, respectively, on 2 June 2017.

Mr. Chan Ka Kit resigned as independent non-executive director on 7 March 2016. Mr. Wong Tat Keung was appointed as independent non-executive director on 2 March 2016.

There was no arrangement under which a director waived or agreed to waive any remuneration during the years ended 31 March 2017 and 31 March 2016.

(b) Five highest paid individuals

Of the five individuals with the highest emoluments in the Group, two (2016: two) were directors of the Company whose emoluments are included in the disclosures in note 15(a) above. The emoluments of the remaining three (2016: three) individuals were as follows:

	2017 HK\$'000	2016 HK\$'000
Salaries, allowances and other benefits	4,063	4,291
Contributions on defined contribution retirement plans	54	54
Share-based payment compensation — equity settled	—	15
	4,117	4,360

The remuneration paid to each of the above non-director highest paid individuals fell within the following bands:

	Number of individuals	
	2017	2016
HK\$1,000,001 to HK\$2,000,000	3	3

During the year, no emolument was paid by the Group to the directors and the five highest paid individuals as an inducement to join or upon joining the Group, or as compensation for loss of office (2016: nil).

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

31 March 2017

16. PROPERTY, PLANT AND EQUIPMENT

	Leasehold improvements HK\$'000	Furniture, fixtures and office equipment HK\$'000	Motor vehicles HK\$'000	Total HK\$'000
Cost				
At 1 April 2015	2,242	917	4,467	7,626
Additions	43	171	3,396	3,610
Disposals	–	(9)	–	(9)
At 31 March 2016 and 1 April 2016	2,285	1,079	7,863	11,227
Additions	17	108	–	125
At 31 March 2017	2,302	1,187	7,863	11,352
Accumulated depreciation				
At 1 April 2015	2,133	412	831	3,376
Depreciation	126	182	950	1,258
Eliminated on disposals	–	(7)	–	(7)
At 31 March 2016 and 1 April 2016	2,259	587	1,781	4,627
Depreciation	38	179	1,571	1,788
At 31 March 2017	2,297	766	3,352	6,415
Net book value				
At 31 March 2017	5	421	4,511	4,937
At 31 March 2016	26	492	6,082	6,600

The Group's motor vehicles are acquired under finance leases.



ROMA NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

31 March 2017

17. INTANGIBLE ASSETS

	Customer relationship HK\$'000	Database HK\$'000	Accounting and management software HK\$'000	Valuation software HK\$'000	Total HK\$'000
Cost					
At 1 April 2015	4,200	15,400	68	759	20,427
Additions	–	–	–	5,300	5,300
At 31 March 2016 and 1 April 2016	4,200	15,400	68	6,059	25,727
Additions	–	–	50	–	50
At 31 March 2017	4,200	15,400	118	6,059	25,777
Amortisation					
At 1 April 2015	116	128	17	556	817
Amortisation	700	770	14	721	2,205
At 31 March 2016 and 1 April 2016	816	898	31	1,277	3,022
Amortisation	700	770	15	738	2,223
At 31 March 2017	1,516	1,668	46	2,015	5,245
Net book value					
At 31 March 2017	2,684	13,732	72	4,044	20,532
At 31 March 2016	3,384	14,502	37	4,782	22,705

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

31 March 2017

18. GOODWILL AND CONTINGENT CONSIDERATION RECEIVABLES

(a) Goodwill

HK\$'000

At 1 April 2015, 31 March 2016, 1 April 2016 and 31 March 2017	25,329
--	--------

The goodwill was acquired through business combination during the year ended 31 March 2015 and it is solely allocated to the CGU, namely the Bonus Boost Group comprising Bonus Boost International Limited and its subsidiary, which is principally engaged in the provision of valuation and consultancy services in Hong Kong.

The recoverable amount of the goodwill has been determined from value-in-use calculation based on cash flow projections from formally approved budgets covering a five-year period. Cash flow beyond the five-year period are extrapolated using an estimated weighted average growth rate of 3% (2016: 3%).

	2017	2016
Discount rate	15%	15%
Operating margin*	41%–45%	39%–43%
Growth rate within the five-year period	0%–11%	2%–16%

* defined as profit before income tax expense divided by revenue

The discount rate used is pre-tax and reflect specific risks relating to the relevant CGU. The operating margin and growth rate within the five-year period have been based on management expectation and the result of the market research and prediction.

(b) Contingent consideration receivables

Pursuant to the sale and purchase agreement in relation to the Group's acquisition of Bonus Boost Group, the vendor has warranted and guaranteed that the actual aggregate net profit of the Bonus Boost Group in the audited financial statements for (i) the period commencing from the date of the completion of such acquisition to the year ended 31 March 2016; and (ii) the year ended 31 March 2017 (the "Guaranteed Period") shall not be less than HK\$2,800,000 (the "Guaranteed Profit") for each period ended 31 March 2016 and 2017 respectively. If there is a shortfall on the Guaranteed Profit, there will be cash compensation of 15 times of the shortfall from the vendor to the Group. The Guaranteed Profit has been met for the Guaranteed Period, so that there was no contingent consideration receivables recognised for the cash compensation as at 31 March 2017 and 2016.



ROMA NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

31 March 2017

19. AVAILABLE-FOR-SALE INVESTMENTS

The balance represented the Group's strategic investments of 19.9% equity interest in Greater China Appraisal Limited. The investment was not accounted for in an equity method as the Group does not have the power to participate in its operating and financial policies, evidenced by the lack of any direct or indirect involvement at board level.

The balance was measured at cost less impairment at the end of reporting period because it does not have quoted market price in an active market and the Directors are of the opinion that its fair value cannot be measured reliably. The Directors intended to hold it for long term investment purpose.

20. LOANS AND INTERESTS RECEIVABLE

	2017 HK\$'000	2016 HK\$'000
Loans and interests receivable (net of impairment loss)	312,844	284,482
Current portion included in current assets	(303,399)	(273,406)
Amounts due after one year included in non-current assets	9,445	11,076

As at 31 March 2017, loans and interests receivable with an aggregate carrying amount of approximately HK\$243.5 million (2016: approximately HK\$212.2 million) were secured by legal charges.

The customers are obliged to settle the amounts according to the terms set out in relevant contracts. Interest rates are offered based on the assessment of a number of factors including the borrowers' creditworthiness and repayment ability, collaterals as well as the general economic trends. The Group's loan principals charged interests at contract rates ranging approximately 6%–36% per annum (2016: approximately 6%–36% per annum).

The directors of the Company consider that the fair values of loans and interests receivable are not materially different from their carrying amounts.

A maturity profile of the loans and interests receivable based on the maturity date at the end of reporting period is as follows:

	2017 HK\$'000	2016 HK\$'000
Current	303,399	273,406
1 to 5 years	7,687	7,021
Over 5 years	1,758	4,055
	312,844	284,482

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

31 March 2017

The ageing analysis of loans and interests receivable (net of impairment loss) based on the loan drawdown date at the end of reporting period is as follows:

	2017 HK\$'000	2016 HK\$'000
0 to 30 days	–	25,890
31 to 60 days	350	9,300
61 to 90 days	5,000	24,225
91 to 180 days	102,872	116,850
181 to 360 days	185,255	82,771
Over 360 days	19,367	25,446
	312,844	284,482

The ageing analysis of loans and interests receivable (net of impairment loss) based on due date at the end of reporting period is as follows:

	2017 HK\$'000	2016 HK\$'000
Neither past due nor impaired	294,894	263,019
1 to 90 days past due	2,960	8,233
91 to 180 days past due	8	48
181 to 360 days past due	11,879	11,051
Over 360 days past due	3,103	2,131
	312,844	284,482

Loans and interests receivable that were neither past due nor impaired related to a wide range of customers that have good repayment records with the Group.

Loans and interests receivable that were past due but not impaired related to customers that have good repayment records with the Group. Based on past experience, the directors of the Company are of the opinion that no provision for impairment is necessary in respect of these balances as there has not been a significant change in credit quality and the balances are still considered fully recoverable.

The table below reconciles the impairment loss on loans and interests receivable for the year:

	2017 HK\$'000	2016 HK\$'000
At 1 April	9,828	73
Impairment loss recognised	14,262	9,755
At 31 March	24,090	9,828

The Group recognised impairment loss based on accounting policy stated in note 4(g).



ROMA NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

31 March 2017

21. TRADE RECEIVABLES

The Group generally grants credit terms of 0–90 days to the customers. The ageing analysis of trade receivables (net of impairment loss) based on invoice date at the end of reporting period is as follows:

	2017 HK\$'000	2016 HK\$'000
0 to 30 days	10,121	11,502
31 to 60 days	889	2,994
61 to 90 days	655	1,589
91 to 180 days	690	818
181 to 360 days	7,442	3,856
Over 360 days	5,554	2,888
	25,351	23,647

The ageing analysis of trade receivables (net of impairment loss) based on due date at the end of reporting period is as follows:

	2017 HK\$'000	2016 HK\$'000
1 to 90 days past due	11,665	16,085
91 to 180 days past due	690	818
181 to 360 days past due	7,442	3,856
Over 360 days past due	5,554	2,888
	25,351	23,647

Trade receivables that were past due but not impaired related to a number of independent customers that had a good track record of credit with the Group. At the end of each reporting periods, the Group reviews trade receivables for evidence of impairment on both individual and collective basis. Based on past credit history, management believes that no impairment loss is necessary in respect of trade receivables that were past due but not impaired as there has not been a significant change in credit quality and the balances are still considered to be fully recoverable. The Group did not hold any collateral as security or other credit enhancement over the trade receivables.

The table below reconciles the impairment loss on trade receivables for the year:

	2017 HK\$'000	2016 HK\$'000
At 1 April	1,746	491
Impairment loss recognised	2,037	1,255
At 31 March	3,783	1,746

The Group recognised impairment loss based on the accounting policy stated in note 4(g).

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

31 March 2017

22. PREPAYMENTS, DEPOSITS AND OTHER RECEIVABLES

	2017 HK\$'000	2016 HK\$'000
Accrued revenue*	17,196	13,636
Prepayments	2,282	1,133
Deposits and other receivables	44,536	28,673
	64,014	43,442

* Included in the balances were accrued interests of HK\$8,490,000 (2016: HK\$7,488,000).

The ageing analysis of financial assets included in accrued revenue, deposits and other receivables (net of impairment loss) based on due date at the end of reporting period is as follows:

	2017 HK\$'000	2016 HK\$'000
Neither past due nor impaired	49,734	26,132
1 to 90 days past due	75	297
91 to 180 days past due	10,821	141
181 to 360 days past due	175	15,284
Over 360 days past due	927	455
	61,732	42,309

Financial assets included in accrued revenue, deposits and other receivables that were neither past due nor impaired related to a wide range of debtors that have good track records with the Group.

Financial assets included in accrued revenue, deposits and other receivables that were past due but not impaired related to debtors that have good track records with the Group. Based on past experience, the directors of the Company are of the opinion that no provision for impairment is necessary in respect of these balances as there has not been a significant change in credit quality and the balances are still considered fully recoverable.



ROMA NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

31 March 2017

The table below reconciles the impairment loss on prepayments, deposits and other receivables for the year:

	2017 HK\$'000	2016 HK\$'000
At 1 April	3,782	2,202
Impairment loss recognised	1,390	1,580
At 31 March	5,172	3,782

The Group recognised impairment loss based on the accounting policy stated in note 4(g).

23. PLEDGED BANK DEPOSITS

Pledged bank deposits represented cash at bank held by the Company and a subsidiary pledged for a bank borrowing (note 27).

24. TRADE PAYABLES

At the end of the reporting period, the Group was granted by its suppliers credit periods ranging from 0 to 30 (2016: 0 to 30) days. The ageing analysis of the trade payables based on invoice date at the end of reporting period is as follows:

	2017 HK\$'000	2016 HK\$'000
0 to 30 days	13	29
Over 360 days	294	294
	307	323

25. ACCRUED LIABILITIES AND OTHER PAYABLES AND RECEIPT IN ADVANCE

	2017 HK\$'000	2016 HK\$'000
Accrued liabilities and other payables	2,697	5,102
Receipt in advance	12,902	9,991
	15,599	15,093

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

31 March 2017

26. FINANCE LEASE LIABILITIES

The Group leased 4 (2016: 4) motor vehicles as at 31 March 2017. The leases of motor vehicles were classified as finance lease as the rental period amounted to the estimated useful economic life of the assets concerned and the Group has the right to purchase the assets outright at the end of the minimum lease term by paying a nominal amount.

Future lease payments as at 31 March 2017 and 2016 are due as follows:

	2017		
	Minimum lease payments HK\$'000	Interest HK\$'000	Present value HK\$'000
Not later than one year	1,645	(98)	1,547
Later than one year and not later than five years	2,386	(74)	2,312
	4,031	(172)	3,859

	2016		
	Minimum lease payments HK\$'000	Interest HK\$'000	Present value HK\$'000
Not later than one year	1,712	(152)	1,560
Later than one year and not later than five years	4,031	(172)	3,859
	5,743	(324)	5,419

The present value of future lease payments are analysed as:

	2017 HK\$'000	2016 HK\$'000
Current liabilities	1,547	1,560
Non-current liabilities	2,312	3,859
	3,859	5,419



ROMA NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

31 March 2017

27. BANK BORROWINGS

	2017 HK\$'000	2016 HK\$'000
Current		
Interest bearing		
— bank borrowings due for repayment within one year (notes (a), (b) & (c))	51,898	50,316
Non-current		
Interest bearing		
— bank borrowing (note (b))	—	231
	51,898	50,547

Notes:

- The bank borrowing of HK\$50,000,000 (2016: HK\$50,000,000) was secured by bank deposits of HK\$54,062,000 (2016: HK\$61,758,000) placed by the Company and a subsidiary in the bank. Interest is charged at Hong Kong Inter-bank Offered Rate ("HIBOR") + 2% (2016: HIBOR+2%).
- The bank borrowing of HK\$231,000 (2016: HK\$547,000) was secured by guarantee from Mr. Luk Kee Yan Kelvin, who resigned as an executive Director on 20 April 2017 and confirmed in writing of his intention to provide guarantee for the bank borrowing until the Group has repaid the bank borrowing, and Mr. Yue Kwai Wa Ken. Interest is charged at 0.55% per month (2016: 0.55%).
- The bank borrowing of HK\$9,800,000 (2016: nil) was secured by guarantees from the Company and Mr. Luk Kee Yan Kelvin, who resigned as an executive Director on 20 April 2017 and confirmed in writing of his intention to provide guarantee for bank borrowing until the Group has repaid the bank borrowing. Interest is charged at HK\$ prime rate quoted by the bank minus 0.5% per annum (2016: nil).

The banking facility of one of the loans is subject to the fulfillment of covenants relating to minimum requirement of pledged bank deposits and compliance of the bank's administrative requirements, as are commonly found in lending arrangements with financial institutions in Hong Kong. If the subsidiary was to breach the covenants, the drawn down facility would become repayable on demand. In addition, the loan agreement of one of the subsidiaries contains clauses which give the lender the right at the lender's sole discretion to demand immediate repayment at any time irrespective of whether the subsidiary has complied with the covenants and met the scheduled repayment obligations. The respective loan was repayable on demand or within one year.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

31 March 2017

At 31 March 2017 and 2016, total current and non-current bank borrowings were scheduled to repay as follows:

	2017 HK\$'000	2016 HK\$'000
On demand or within one year	51,898	50,316
More than one year, but not exceeding two years	–	231
	51,898	50,547

The Group regularly monitors the compliance with these covenants and the scheduled repayments of the loans and does not consider it probable that the bank will exercise its discretion to demand repayment for so long as the subsidiary continues to meet these requirements. Further details of the Group's management of liquidity risk are set out in note 36(d). As at 31 March 2017, none of the covenants relating to drawn down facilities had been breached.

28. DEFERRED TAX LIABILITIES

The movement on deferred tax liabilities during the year is as follows:

	Fair value adjustments arising from business combination HK\$'000	Accelerated tax depreciation HK\$'000	Total HK\$'000
At 1 April 2015	3,194	–	3,194
Credit to profit or loss for the year	(243)	–	(243)
At 31 March 2016 and 1 April 2016	2,951	–	2,951
(Credit)/charge to profit or loss for the year	(243)	10	(233)
At 31 March 2017	2,708	10	2,718



ROMA NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

31 March 2017

29. SHARE CAPITAL

	Number of ordinary shares	HK\$'000
Authorised		
At 1 April 2015, 31 March 2016, 1 April 2016 and 31 March 2017	5,000,000,000	80,000
Issued		
At 1 April 2015	4,244,150,000	67,906
Shares issued on placing (note (a))	724,000,000	11,584
Shares issued on exercise of share options (note (b))	31,703,300	508
At 31 March 2016, 1 April 2016 and 31 March 2017	4,999,853,300	79,998

Notes:

- (a) Pursuant to the placing of Shares being completed on 5 February 2016, a total of 724,000,000 placing Shares were issued at HK\$0.029 per placing Share.
- (b) During the year ended 31 March 2016, the issued share capital of the Company was increased due to the exercise of share options by an executive Director and certain employees. The Shares issued during the year ended 31 March 2016 in relation to the exercise of share options had the same rights as other ordinary Shares in issue.

30. RESERVES

THE GROUP

Share premium

Amount subscribed for share capital in excess of nominal value.

Capital reserve

Capital reserve represents the difference between the nominal value of shares issued and the nominal value of the share capital of the subsidiaries acquired as part of a group reorganisation which resulted in existing group structure.

Share option reserve

Cumulative expenses recognised on the granting of share options to the employees over the vesting period.

Retained earnings

Retained earnings represent the cumulative gain recognised.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

31 March 2017

THE COMPANY

	Share premium HK\$'000	Share option reserve HK\$'000	Retained earnings HK\$'000	Total HK\$'000
At 1 April 2015	260,162	1,211	21,998	283,371
Shares issued on placing, net of expenses (note 29(a))	8,871	–	–	8,871
Exercise of share options (note 29(b))	3,265	–	–	3,265
Equity-settlement share-based payment (note 31(a) & (b))	–	134	–	134
Transactions with owners	12,136	134	–	12,270
Loss and total comprehensive income for the year	–	–	(2,365)	(2,365)
At 31 March 2016 and 1 April 2016	272,298	1,345	19,633	293,276
Share options lapsed (note 31(a) & (b))	–	(923)	923	–
Transactions with owners	–	(923)	923	–
Loss and total comprehensive income for the year	–	–	(1,911)	(1,911)
At 31 March 2017	272,298	422	18,645	291,365



31. SHARE-BASED PAYMENTS

The Company operates 2 share option schemes providing incentives or rewards to eligible persons of the Group for their contribution to the Group, including a share option scheme (the "Share Option Scheme") and a pre-IPO share option scheme (the "Pre-IPO Share Option Scheme"). Details of these 2 share option schemes are summarised below.

(a) Share Option Scheme

The Share Option Scheme was approved by the shareholder of the Company on 26 September 2011 for providing incentives or rewards to eligible persons of the Group for their contribution to the Group. The Share Option Scheme is conditional on the Listing Committee of the Stock Exchange granting approval for the listing of and permission to deal in the shares of the Company which may be issued pursuant to the exercise of options grant under the Share Option Scheme.

The Share Option Scheme will be valid and effective for a period of 10 years commencing on the Listing Date.

The total number of shares which may be issued upon the exercise of all options to be granted under the Share Option Scheme and other share option schemes must not, in aggregate, exceed 10% of the shares of the Company in issue as at the Listing Date (the "Scheme Mandate Limit") provided that options lapsed in accordance with the terms of the Share Option Scheme or other share option schemes will not be counted for the purpose of calculating the Scheme Mandate Limit. As at 31 March 2017, the total number of shares in respect of which options may be granted under the Share Option Scheme of the Company shall not exceed 427,585,330 ordinary shares, being 10% of the total number of ordinary shares in issue as at 25 September 2015 (the date of annual general meeting passing of an ordinary resolution by the shareholders of the Company to approve the refreshment of the scheme mandate limit).

Eligible persons under the Share Option Scheme include employees and other members of the Group, including any executive, non-executive and independent non-executive directors, advisors and consultants of the Group.

The offer of a grant of share options under the Share Option Scheme may be accepted within a period of 28 days from the date of which the option is granted, upon payment of a nominal consideration of HK\$1 by the grantee.

The subscription price for the shares subject to the options will be a price determined by the board of directors and shall be the highest of (i) the closing price of the shares as stated on the Stock Exchange's daily quotations sheet on the date of grant of the options, which must be a trading date; (ii) the average closing price of the shares as stated in the Stock Exchange's daily quotations sheets for the 5 trading days immediately preceding the date of grant of the options; and (iii) the nominal value of a share.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

31 March 2017

Subject to the following vesting periods, 2,266,000 share options granted under the Share Option Scheme may be exercised at any time after the price of the share of the Company as stated in the Stock Exchange's daily quotations sheet reaches 2 times or above the exercise price, i.e. HK\$0.441, from 25 April 2013 to 24 April 2023 ("Batch 1 Share Options") while the remaining 20,396,000 share options granted under the Share Option Scheme may be exercised at any time on the condition that (i) the price of the share of the Company as stated in the Stock Exchange's daily quotations sheet reaches 2.5 times or above the exercise price, i.e. HK\$0.441; and (ii) 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 25 April 2013 and ending on the day falling on the fourth anniversary of the date of grant ("Batch 2 Share Options") (adjusted to take into account the effects of share subdivision on 6 March 2014, bonus issue on 23 May 2014, share consolidation on 25 November 2014 and the rights issue of 3,183,112,500 rights shares on 30 December 2014):

Vesting date of the options	Percentage of options vested				
The first anniversary of the date of grant	30% of the total number of options granted ("Lot a")				
The second anniversary of the date of grant	30% of the total number of options granted ("Lot b")				
The third anniversary of the date of grant	40% of the total number of options granted ("Lot c")				
Grantee	Number of share options				
	As at 1 April 2016	Granted during the year	Lapsed during the year	Exercised during the year	As at 31 March 2017
Employees In aggregate	7,705,250	–	–	–	7,705,250
Weighted average exercise price (HK\$)	0.441*	N/A	0.441*	N/A	0.441*
Grantee	Number of share options				
	As at 1 April 2015	Granted during the year	Lapsed during the year	Exercised during the year	As at 31 March 2016
Employees In aggregate	19,036,500	–	(11,331,250)	–	7,705,250
Weighted average exercise price (HK\$)	0.441*	N/A	0.441*	N/A	0.441*

* At the date of grant, the exercise price of the share options was HK\$1. The exercise price was adjusted to HK\$0.441 following the share subdivision on 6 March 2014, the bonus issue on 23 May 2014, the share consolidation on 25 November 2014 and the rights issue of 3,183,112,500 rights shares on 30 December 2014.



ROMA NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

31 March 2017

The number of and weighted average exercise price of share options exercisable at the end of the reporting period are 7,705,000 (2016: 4,623,000) and HK\$0.441 (2016: HK\$0.441), respectively.

The weighted average remaining contractual life for share options outstanding at the end of reporting period is 0.07 (2016: 1.07) years.

The fair value of the share option granted under the Share Option Scheme as at the date of grant, i.e. 25 April 2013, recognised was HK\$1,465,000. During the year, the Group did not recognise any share-based payment compensation (2016: recognised HK\$77,000 in profit or loss with the corresponding amount being recognised in share option reserve in equity).

The fair value of the share options granted was estimated as at the date of grant, using Monte Carlo Simulation model, taking into account certain market based terms and conditions which the share options were granted. A Monte Carlo Simulation model is a valuation model that relies on random sampling and is often used when modeling systems with a large number of inputs and where there is significant uncertainty in the future value of inputs and where the movement of the inputs can be independent of each other. The following key inputs were used in the valuation:

	Batch 1 Share Options	Batch 2 Share Options		
		Lot a	Lot b	Lot c
Risk-free rate	0.881%	0.231%	0.231%	0.231%
Contractual life	10 years	4 years	4 years	4 years
Expected volatility	53.94%	55.46%	55.46%	55.46%
Dividend yield	0%	0%	0%	0%
Number of options	1,000,000	2,700,000	2,700,000	3,600,000

As at 31 March 2017, the Group had 7,705,000 (2016: 7,705,000) share options outstanding under the Share Option Scheme. The exercise in full of the outstanding share options would result in the issue of 7,705,000 (2016: 7,705,000) additional shares of the Company.

(b) Pre-IPO Share Option Scheme

The Pre-IPO Share Option Scheme was approved by written resolutions by the shareholder of the Company on 26 September 2011 for providing incentives and rewards to the Group's employees and consultants for their future contribution and to aid the Company in retaining key and senior employees of the Group. The principal terms of the Pre-IPO Share Option Scheme are substantially the same as the terms of the Share Option Scheme set out in note 31(a).

The Pre-IPO Share Option Scheme shall take effect subject to and is conditional on the Listing Committee of the Stock Exchange granting the approval for the listing of and permission to deal in the shares of the Company which may be issued pursuant to the exercise of the options granted under the Pre-IPO Share Option Scheme.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

31 March 2017

The Pre-IPO Share Option Scheme shall be valid and effective for a period commencing on 26 September 2011 and ending on the date immediately prior to the day on which the bulk print of the prospectus for the purpose of listing on the Stock Exchange takes place, after which period no further options will be granted but the provisions of the Pre-IPO Share Option Scheme shall remain in full force and effect in all other respect and options which are granted during the life of the Pre-IPO Share Option Scheme may continue to be exercisable in accordance with the terms of issue.

The subscription price for the shares under the Pre-IPO Share Option Scheme will be an amount representing 90% of the placing price as set out in the prospectus (i.e., HK\$0.3), subject to any adjustment made in the manner as contemplated under the Pre-IPO Share Option Scheme.

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 share of the Company 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 failing on the fourth anniversary of the Listing Date:

Vesting date of the options	Percentage of options vested
The first anniversary of the Listing Date	30% of the total number of options granted ("Lot 1")
The second anniversary of the Listing Date	30% of the total number of options granted ("Lot 2")
The third anniversary of the Listing Date	40% of the total number of options granted ("Lot 3")

Grantee	As at 1 April 2016	Number of share options			As at 31 March 2017
		Granted during the year	Lapsed during the year	Exercised during the year	
Directors					
<i>Executive directors</i>					
— Mr. Luk Kee Yan Kelvin	12,691,000	–	(12,691,000)	–	–
— Mr. Yue Kwai Wa Ken	7,252,000	–	(7,252,000)	–	–
<i>Independent non-executive directors</i>					
— Mr. Chan Ka Kit (note (a))	951,825	–	(951,825)	–	–
Subtotal	20,894,825	–	(20,894,825)	–	–
Employees					
In aggregate	54,958,100	–	(54,958,100)	–	–
Total	75,852,925	–	(75,852,925)	–	–
Weighted average exercise price (HK\$)	0.119*	N/A	0.119*	N/A	N/A



ROMA NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

31 March 2017

Grantee	As at 1 April 2015	Number of share options			As at 31 March 2016
		Granted during the year	Lapsed during the year	Exercised during the year	
Directors					
Executive directors					
— Mr. Luk Kee Yan Kelvin	12,691,000	—	—	—	12,691,000
— Mr. Yue Kwai Wa Ken	18,130,000	—	—	(10,878,000)	7,252,000
Independent non-executive directors					
— Mr. Chan Ka Kit (note (a))	951,825	—	—	—	951,825
Subtotal	31,772,825	—	—	(10,878,000)	20,894,825
Employees					
In aggregate	84,304,500	—	(8,521,100)	(20,825,300)	54,958,100
Total	116,077,325	—	(8,521,100)	(31,703,300)	75,852,925
Weighted average exercise price (HK\$)	0.119*	N/A	0.119*	0.119*	0.119*

* The exercise price of the share options was HK\$0.27, being 90% of the placing price as set out in the prospectus. The exercise price was adjusted to HK\$0.119 following the share subdivision on 6 March 2014, the bonus issue on 23 May 2014, the share consolidation on 25 November 2014 and the rights issue of 3,183,112,500 rights shares on 30 December 2014.

Note:

(a) Mr. Chan Ka Kit resigned as an independent non-executive director on 7 March 2016 and his options will lapse in June 2016.

The number of and weighted average exercise price of share options exercisable as at 31 March 2016 are 75,853,000 and HK\$0.119, respectively.

The weighted average remaining contractual life for share options outstanding as at 31 March 2016 is 0.91 years. All share options were lapsed as at 31 March 2017.

The fair value of the share option granted under the Pre-IPO Share Option Scheme as at the date of grant, i.e. 26 September 2011, was HK\$453,000. During the year, the Group did not recognise any share-based payment compensation (2016: recognised HK\$57,000 in profit or loss with the corresponding amount being recognised in share option reserve in equity).

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

31 March 2017

The fair value of the share options granted was estimated as at the date of grant, using Black-Scholes option pricing model, taking into account the terms and conditions which the share options were granted. The following principal assumptions were used in the valuation:

	Lot 1	Lot 2	Lot 3
Risk free rate	0.158%	0.214%	0.367%
Expected option period	1.063 years	2.063 years	3.063 years
Expected volatility	34.446%	38.075%	49.140%
Dividend yield	0%	0%	0%
Number of options	19,140,000	19,140,000	25,520,000

As at 31 March 2016, the Group had 75,853,000 share options outstanding under the Pre-IPO Share Option Scheme. The exercise in full of the outstanding share options would result in the issue of 75,853,000 additional shares of the Company.

32. INTERESTS IN SUBSIDIARIES

Details of the subsidiaries at the end of reporting period are as follows:

Name	Place of incorporation/ operation	Issued and fully paid share capital	Attributable equity interest held by the Company		Principal activities
			Directly	Indirectly	
United Brilliant Limited	BVI/Hong Kong	10,000 shares of US Dollars ("US\$") 1 each	100%	–	Investment holding
Chariot Success Limited	BVI/Hong Kong	10 shares of US\$1 each	–	100%	Investment holding
Gertino Limited	BVI/Hong Kong	10 shares of nil par value	–	100%	Investment holding
Roma Appraisals Limited	Hong Kong	HK\$10,000	–	100%	Provision of valuation and consultancy services
Roma Oil and Mining Associates Limited	Hong Kong	HK\$100	–	100%	Provision of natural resources valuation and technical advisory services
M Success Finance Limited	Hong Kong	HK\$1	–	100%	Provision of financing services



ROMA NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

31 March 2017

Name	Place of incorporation/ operation	Issued and fully paid share capital	Attributable equity interest held by the Company		Principal activities
			Directly	Indirectly	
Gaia Wine Cellar Limited	Hong Kong	HK\$1	–	100%	Dormant
Project P Enterprise Limited	Hong Kong	HK\$1	–	100%	Investment holding
Charleton Holdings Limited	BVI/Hong Kong	1 share of US\$1 each	–	100%	Investment holding
Roma Surveyors and Property Consultants Limited	Hong Kong	HK\$1	–	100%	Provision of valuation on real estate and agency services
Roma Credit and Risk Evaluation Limited	Hong Kong	HK\$1	–	100%	Provision of credit reports services
Ascendant Success Limited	BVI/Hong Kong	1 share of US\$1 each	–	100%	Investment holding
Million Up Holdings Limited	BVI/Hong Kong	1 share of US\$1 each	–	100%	Investment holding
Roma Strategic Marketing Limited	Hong Kong	HK\$1	–	100%	Provision of marketing and event organisation services
Bonus Boost International Limited	BVI/Hong Kong	1 share of US\$1 each	–	100%	Investment holding
B.I. Appraisals Limited	Hong Kong	HK\$1,000,000	–	100%	Provision of valuation and consultancy services
Charming Global Group Limited	BVI/Hong Kong	10 shares of US\$1 each	–	100%	Investment holding

None of the subsidiaries of the Company had issued any debt securities at 31 March 2017 or any time during the year (2016: nil).

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

31 March 2017

33. HOLDING COMPANY STATEMENT OF FINANCIAL POSITION

	Notes	2017 HK\$'000	2016 HK\$'000
ASSETS AND LIABILITIES			
Non-current assets			
Investments in subsidiaries		1,335	1,335
Current assets			
Prepayments, deposits and other receivables		199	203
Amounts due from subsidiaries		370,874	363,466
Pledged bank deposits		–	5,646
Cash and bank balances		9	2,769
		371,082	372,084
Current liabilities			
Accrued liabilities		56	145
Amount due to subsidiaries		998	–
		1,054	145
Net current assets		370,028	371,939
Total assets less current liabilities/net assets		371,363	373,274
EQUITY			
Share capital	29	79,998	79,998
Reserves	30	291,365	293,276
Total equity		371,363	373,274

On behalf of the Board

Mr. Yue Kwai Wa Ken
Director

Ms. Chan Hong Nei Connie
Director



ROMA NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

31 March 2017

34. OPERATING LEASE COMMITMENTS

As a lessee

The Group leases office premises under operating leases. Each of the leases runs for initial periods of 2 to 3 years and the leases do not include contingent rentals. The total future minimum lease payments payable by the Group under non-cancellable operating leases are as follows:

	2017 HK\$'000	2016 HK\$'000
Within one year	4,971	4,014
In the second to fifth years	8,662	465
	13,633	4,479

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

31 March 2017

35. RELATED PARTY TRANSACTIONS

Save as disclosed in elsewhere in these financial statements, the Group had the following significant transactions with related parties during the year:

Key management personnel remuneration

Key management of the Group are members of the Board. Key management personnel remuneration includes the following expenses:

	2017 HK\$'000	2016 HK\$'000
Directors' fees	360	362
Salaries, allowances and other benefits	4,387	4,155
Contributions on defined contribution retirement plans	36	36
Share-based payment compensation — equity settled	—	15
	4,783	4,568

36. FINANCIAL RISK MANAGEMENT AND FAIR VALUE MEASUREMENTS

The Group is exposed to financial risks through its use of financial instruments in its ordinary course of operations and in its investment activities. The financial risks include market risk (including currency risk and interest rate risk), credit risk and liquidity risk.

The Group does not have written risk management policies. However, the directors meet regularly to identify and evaluate risks and to formulate strategies to manage financial risks. The overall objectives in managing financial risks focus on securing the Group's short to medium term cash flows by minimising its exposure to financial markets.

The Group has not used any derivatives or other instruments for hedging purposes. The most significant risks to which the Group is exposed to are described below.

(a) Currency risk

Currency risk refers to the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rates. The Group's exposure to currency risk is limited to its bank balances denominated in Renminbi ("RMB") as majority of the Group's transactions, monetary assets and liabilities are denominated in HK\$ and US\$.



ROMA NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

31 March 2017

As US\$ is pegged to HK\$, the Group does not expect any significant movements in the US\$/HK\$ exchange rates. No sensitivity analysis in respect of the Group's financial assets and liabilities denominated in US\$ is presented as in the opinion of the directors, such sensitivity analysis does not give additional value in view of the insignificant movement in the US\$/HK\$ exchange rates at the end of reporting period.

The carrying amounts of the Group's material monetary assets that are denominated in RMB at the end of reporting period are as follows:

	Assets	
	2017	2016
	HK\$'000	HK\$'000
RMB	35	50,585

Sensitivity analysis

The following table indicates the approximate change in the Group's profit for the year in response to reasonably possible changes in the foreign exchange rates to which the Group has significant exposure at the end of reporting period. A positive number below indicates an increase in profit or decrease in loss.

	Effect on profit for the year	
	2017	2016
	HK\$'000	HK\$'000
RMB to HK\$:		
Appreciates by 3%	1	1,518
Depreciates by 3%	(1)	(1,518)

The sensitivity analysis has been determined assuming that the change in foreign exchange rate had occurred at the end of reporting period and that all other variables, in particular interest rates, remain constant. The stated changes represent management's assessment of reasonably possible changes in foreign exchange rates over the period until the next annual reporting date.

(b) Interest rate risk

The Group is exposed to cash flow interest rate risk due to the fluctuation of the prevailing market interest rate on bank balances and bank borrowings. The Group currently does not use any derivative contracts to hedge its loans to interest rate risk. However, management will consider hedging significant interest rate exposure should the need arise.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

31 March 2017

The following table details the interest rate profile of the Group's financial assets and liabilities as at the end of the reporting period based upon which the Group's management evaluates the interest rate risk:

	2017		2016	
	Effective interest rate (% per annum)	Amount HK\$'000	Effective interest rate (% per annum)	Amount HK\$'000
Financial assets				
Fixed rate receivables				
— pledged bank deposits	0.01%–3.25%	54,062	0.01%–3.25%	61,758
— loans and interests receivable	6%–36%	312,844	6%–36%	284,482
Floating rate receivables				
— cash at bank	0.001%–0.01%	17,291	0.001%–0.01%	40,312
Financial liabilities				
Fixed rate borrowing				
— bank borrowings	6.6%	231	6.6%	547
— finance lease liabilities	1.6%–1.8%	3,859	1.6%–1.8%	5,419
Floating rate borrowing				
— bank borrowings	1.44%–4.75%	51,667	2.23%	50,000

The following table demonstrates the effect of sensitivity to reasonably possible changes in interest rates, with all other variables held constant, on the Group's profit after income tax expense in the next accounting period:

	2017		2016	
	Increase/ (decrease) in basis points	Increase/ (decrease) in profit after income tax HK\$'000	Increase/ (decrease) in basis points	Increase/ (decrease) in profit after income tax HK\$'000
Floating rate financial assets				
Increase in floating rate	10	14	10	34
Decrease in floating rate	(10)	(14)	(10)	(34)
Floating rate financial liabilities				
Increase in floating rate	10	(43)	10	(42)
Decrease in floating rate	(10)	43	(10)	42



ROMA NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

31 March 2017

(c) Credit risk

Credit risk refers to the risk that the counterparty to a financial instrument would fail to discharge its obligation under the terms of the financial instrument and cause a financial loss to the Group. The Group's exposure to credit risk mainly arises from granting credit to customers in the ordinary course of its operation and its loans and interests receivable.

The Group's policy is to deal with credit worthy counterparties. The Group generally grants credit terms of 0–90 days to the customers. In some cases, customers may be required to pay in advance or partial deposit. In addition, management is responsible for overseeing the credit quality of the Group's loan portfolio. Payment record of customers is closely monitored and management will determine appropriate recovery actions for overdue balances. Management reviews the recoverability of trade and loans and interests receivables individually or collectively at end of reporting period to ensure that provision for impairment is adequate for irrecoverable amounts.

As at 31 March 2017 and 31 March 2016, there was no concentration of credit risk with respect to trade receivables as the Group has a large number of customers.

The credit risk for liquid funds is considered negligible as the counterparties are reputable international banks with high quality external credit ratings.

The credit policies have been consistently applied by the Group and are considered effective in limiting the Group's exposure to credit risk to a desirable level.

It is the Group's policy that all customers who wish to obtain loans from the Group are subject to management review. Receivable balances are monitored on an ongoing basis. The Group holds collaterals to cover its risks associated with certain loans and interests receivable.

Collaterals are obtained in respect of first mortgage loans and certain secured loans which made up to approximately 1% (2016: 6%) and 77% (2016: 62%) of the total loans and interests receivable, net of impairment loss, as at 31 March 2017, respectively. Such collaterals comprise residential properties, shares of listed and private companies, cash and promissory notes issued by a limited company pledged against the balances. As at 31 March 2017, the fair value of collaterals for the first mortgage loans and those secured loans which are residential properties and shares of certain listed and private companies based on their prevailing market prices or valuation by income/market approach amounted to approximately HK\$6,975,000 (2016: HK\$23,450,000) and HK\$457,587,000 (2016: HK\$664,174,000), respectively. No cash was held as collateral by the Group as at 31 March 2017 (2016: cash of HK\$3,020,000 was held as collateral). The promissory notes were held as collateral by the Group as at 31 March 2017 amounted to HK\$20,000,000 (2016: nil).

(d) Liquidity risk

Liquidity risk relates to the risk that the Group will not be able to meet its obligations associated with its financial liabilities that are settled by delivering cash or other financial assets. The Group is exposed to liquidity risk in respect of settlement of trade payables and its financial obligations, and also in respect of its cash flow management. The cash management of all operating entities is centralised, including the raising of funds to cover expected cash demands. The Group's objective is to maintain sufficient reserves of cash to meet its liquidity requirements in the short and longer term.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

31 March 2017

The following tables show the remaining contractual maturities at the end of the reporting period of the Group's bank borrowings, based on undiscounted cash flows (including interest payments computed using contractual rates or, if floating, based on rates current at the reporting date) and the earliest date the Group can be required to pay.

	Carrying amount HK\$'000	Total contractual undiscounted cash flow HK\$'000	Within 1 year or on demand HK\$'000	More than 1 year but less than 2 years HK\$'000	More than 2 years but less than 5 years HK\$'000
As at 31 March 2017					
Trade payables	307	307	307	–	–
Financial liabilities included in accrued liabilities and other payables	2,549	2,549	2,549	–	–
Bank borrowings	51,898	51,907	51,907	–	–
Finance lease liabilities	3,859	4,031	1,645	1,347	1,039
	58,613	58,794	56,408	1,347	1,039

	Carrying amount HK\$'000	Total contractual undiscounted cash flow HK\$'000	Within 1 year or on demand HK\$'000	More than 1 year but less than 2 years HK\$'000	More than 2 years but less than 5 years HK\$'000
As at 31 March 2016					
Trade payables	323	323	323	–	–
Financial liabilities included in accrued liabilities and other payables	4,954	4,954	4,954	–	–
Bank borrowings	50,547	50,601	50,361	240	–
Finance lease liabilities	5,419	5,743	1,712	1,645	2,386
	61,243	61,621	57,350	1,885	2,386

The liquidity policies have been consistently applied by the Group and are considered effective in managing the liquidity risk.

(e) Fair values

The fair values of the Group's financial assets and financial liabilities are not materially different from their carrying amounts because of the immediate or short term maturity of these financial instruments.



ROMA NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

31 March 2017

37. SUMMARY OF FINANCIAL ASSETS AND FINANCIAL LIABILITIES BY CATEGORY

The carrying amounts presented in the consolidated statement of financial position of the Group relate to the following categories of financial assets and financial liabilities:

	2017 HK\$'000	2016 HK\$'000
Financial assets		
Available-for-sale investments	25,000	25,000
Loans and receivables	471,280	452,508
Financial liabilities		
Financial liabilities measured at amortised cost	58,613	61,243

38. CAPITAL MANAGEMENT

The Group's capital management objectives are to safeguard the Group's ability to continue as a going concern in order to provide returns for shareholders and benefits for other stakeholders, to maintain an optimal capital structure to reduce the cost of capital and to support the Group's stability and growth.

The Group actively and regularly reviews and manages its capital structure, taking into consideration the future capital requirements of the Group, to ensure optimal shareholder returns.

For capital management purpose, the directors of the Company regard the total equity presented on the consolidated statement of financial position as capital.

Neither the Company nor any of its subsidiaries are subject to externally imposed capital requirements.

39. EVENTS AFTER THE REPORTING PERIOD

- (a) Pursuant to an announcement of the Company dated 20 April 2017, Mr. Luk Kee Yan Kelvin, who resigned as an executive Director, the chairman of the Board, the chief executive officer of the Group, a member of the remuneration committee, a member of the nomination committee and an authorised representative of the Company on 20 April 2017, was arrested by the Independent Commission Against Corruption of Hong Kong (the "ICAC") on 19 April 2017 for alleged personal involvement in a transaction of one of the clients of the Group. Mr. Luk Kee Yan Kelvin has been subsequently released on bail. Upon the aforesaid resignation of Mr. Luk, Ms. Chan Hong Nei Connie has been appointed as an executive Director, a member of the remuneration committee, a member of the nomination committee and an authorised representative of the Company and Mr. Yue Kwai Wa Ken has been redesignated as the chairman of the Board and the chief executive officer of the Group with effect from 20 April 2017.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

31 March 2017

- (b) Pursuant to an announcement of the Company dated 2 June 2017, Dr. Cheung Wai Bun Charles, *J.P.* has been appointed as an executive Director and the chairman of the Board; Mr. Yim Wai Ning has been appointed as a non-executive Director; and Mr. Yue Kwai Wa Ken ceased to act as the chairman of the Board, and would remain as an executive Director, the chief executive officer of the Group, as well as the company secretary and compliance officer of the Company with effect from 2 June 2017. Pursuant to an announcement of the Company dated 5 June 2017, Mr. Lum Pak Sum has been appointed as the chief executive officer of the Group; Mr. Wong Kam Hong has been appointed as the chief strategy officer of the Group; and Mr. Yue Kwai Wa Ken ceased to act as the chief executive officer of the Group, and would remain as an executive Director, as well as the company secretary and compliance officer of the Company with effect from 5 June 2017.
- (c) Pursuant to an announcement of the Company dated 6 June 2017, the head office and principal place of business of the Company in Hong Kong changed to 22/F., China Overseas Building, 139 Hennessy Road, Wanchai, Hong Kong with effect from 10 June 2017.

40. APPROVAL OF FINANCIAL STATEMENTS

The financial statements were approved and authorised for issue by the Board on 15 June 2017.



ROMA FINANCIAL HIGHLIGHTS

RESULTS	Year ended 31 March				
	2017 HK\$'000	2016 HK\$'000	2015 HK\$'000	2014 HK\$'000	2013 HK\$'000
Revenue	111,992	118,102	85,517	60,561	43,133
Profit before income tax expense	25,314	45,199	36,428	24,839	15,152
Income tax expense	(4,065)	(8,612)	(7,237)	(4,808)	(3,043)
Profit for the year	21,249	36,587	29,191	20,031	12,109

ASSETS AND LIABILITIES	As at 31 March				
	2017 HK\$'000	2016 HK\$'000	2015 HK\$'000	2014 HK\$'000	2013 HK\$'000
Current assets	466,286	442,565	379,095	105,829	59,827
Non-current assets	85,243	90,710	70,065	8,431	790
Total assets	551,529	533,275	449,160	114,260	60,617
Current liabilities	70,014	70,998	48,740	41,394	11,337
Non-current liabilities	5,030	7,041	6,133	1,963	–
Total liabilities	75,044	78,039	54,873	43,357	11,337
Net assets	476,485	455,236	394,287	70,903	49,280

EQUITY

Equity attributable to owners of the Company	476,485	455,236	394,287	70,903	49,280
--	---------	---------	---------	--------	--------

The results and summary of assets and liabilities for the year ended 31 March 2013 which were extracted from the Prospectus have been prepared on a combined basis to indicate the results of the Group as if the group structure, at the time when the Company's shares were listed on the GEM of the Stock Exchange, had been in existence throughout those years.