



## **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.**

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*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 of the Stock Exchange (the “GEM Listing Rules”) for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief, the information contained in this 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.*

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<b>Head office and principal place of business in Hong Kong</b>	Unit 3806, 38th Floor China Resources Building 26 Harbour Road Wanchai Hong Kong
<b>Company's website</b>	<a href="http://www.romagroup.com">www.romagroup.com</a>
<b>Executive Directors</b>	Mr. Luk, Kee Yan Kelvin ( <i>chairman and chief executive officer</i> ) Mr. Yue, Kwai Wa Ken
<b>Independent non-executive Directors</b>	Mr. Chan, Ka Kit Mr. Ko, Wai Lun Warren Mr. Lou, Ming Mr. Ng, Simon (resigned on 8 August 2014)
<b>Company secretary</b>	Mr. Yue, Kwai Wa Ken, <i>AICPA</i>
<b>Authorised representatives</b>	Mr. Luk, Kee Yan Kelvin Mr. Yue, Kwai Wa Ken
<b>Compliance officer</b>	Mr. Yue, Kwai Wa Ken
<b>Audit committee</b>	Mr. Chan, Ka Kit ( <i>chairman</i> ) Mr. Ko, Wai Lun Warren Mr. Lou, Ming Mr. Ng, Simon (resigned on 8 August 2014)
<b>Remuneration committee</b>	Mr. Ko, Wai Lun Warren ( <i>chairman</i> ) Mr. Chan, Ka Kit Mr. Lou, Ming Mr. Luk, Kee Yan Kelvin Mr. Ng, Simon (resigned on 8 August 2014)
<b>Nomination committee</b>	Mr. Lou, Ming ( <i>chairman</i> ) Mr. Chan, Ka Kit Mr. Ko, Wai Lun Warren Mr. Luk, Kee Yan Kelvin Mr. Ng, Simon (resigned on 8 August 2014)

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**GEM stock code**

8072



**inspirational & sustainable  
solutions for our environment**

**WE VALUE ASSETS**

**WE VALUE OUR CLIENTS**

**Business & Intangible Assets Valuation**

**Financial Instruments Valuation**

**Property Valuation**

**Machineries & Equipment Valuation**

**Biological Asset Valuation**

**Work of Art Valuation**

**Purchase Price Allocation**

**Corporate Advisory**



**think green**

**think about our community**

# **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**

**Dear Shareholders,**

On behalf of the board of Directors (the "Board"), I am pleased to present the annual results of the Company and its subsidiaries (the "Group") for the year ended 31 March 2015.

## **REVIEW**

For the financial year ended 31 March 2015, the Group successfully expanded its valuation and advisory segment by the acquisition of the entire issued share capital of Bonus Boost International Limited, which wholly owns B.I. Appraisals Limited. B.I. Appraisals Limited is an expertise in business valuation and appraisals, in particular the mortgage valuation business. Such an acquisition can help the Group in capturing further possible market of various kinds of valuation and advisory services in Hong Kong. Besides the valuation and advisory services provided by the Group, the Board considers that provision of financing services is a good profit contributor to the Group during the financial year ended 31 March 2015 taking into account the relatively small size of the loan portfolio and yet the reasonable return generated therefrom.

## **PROSPECTS**

Opportunities lying ahead of the Group is substantial. The Board will try its best endeavor to source sound and suitable merger and acquisition opportunities and/or business collaboration to further expand the Group's valuation and advisory services. Alongside, the Group will keep a close eye on the financing services market in Hong Kong. In view of the growing demand for the financing services particularly for mortgage loans and the relatively high value of properties in general in the Hong Kong market, the Board takes the view that it would be in the interests of the Company and its shareholders (the "Shareholders") to further develop the Group's financing services.

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**  
**Luk, Kee Yan Kelvin**  
*Chairman and chief executive officer*

Hong Kong, 15 May 2015

## BUSINESS REVIEW

In the second half of the financial year ended 31 March 2015, 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"). With the RI Proceeds, the Group has further expanded the valuation and advisory team and has acquired the entire issued share capital of Bonus Boost International Limited, which wholly owns B.I. Appraisals Limited. B.I. Appraisals Limited is an expertise in business valuation and appraisals, in particular the mortgage valuation business. After the acquisition, the Group is being strengthened and becomes more competitive in the market of property valuation. For the financial year ended 31 March 2015, the revenue generated from the provision of valuation and advisory services (including but not limited to the technical advisory services) increased by approximately 24.1% as compared with that for the year ended 31 March 2014.

Alongside the Group's principal business of provision of valuation and advisory services, the Group commenced the provision of financing services in the financial year ended 31 March 2014. A subsidiary of the Company is licensed to conduct money lending business in Hong Kong through the provision of unsecured and secured loans to customers under the provisions of the Money Lenders Ordinance (Chapter 163 of the laws of Hong Kong). With the net proceeds from the placing of Shares in the second quarter of the financial year ended 31 March 2015 and the RI Proceeds, loan portfolio size of the Group expanded as compared with that of prior financial year. In relation to a mortgage loan of HK\$10.5 million granted by the Group on 2 May 2014, legal proceeding against the outstanding balances due from the borrower is still in progress. Further details of such mortgage loan were disclosed in the Company's announcements dated 5 and 16 May 2014.

In order to concentrate the resources on the Group's valuation and advisory services and financing business, the wine trading business was slowed down during the financial year ended 31 March 2015.

## FINANCIAL REVIEW

### Revenue

For the year ended 31 March 2015, the Group recorded an increase of approximately 41.2% in revenue as compared with that for the year ended 31 March 2014. Such an increase was mainly attributable to (i) the increase in revenue generated from the provision of valuation and technical advisory services, (ii) the provision of property related agency services and services of preparation and issue of credit reports and (iii) the increase in interest income generated from provision of financing services.

During the year ended 31 March 2015, the number of on-going and completed projects in relation to various types of valuation and technical advisory rose and the scale of provision of property related agency services and services of preparation and issue of credit reports enlarged, therefore the services fee income from provision of valuation and advisory services increased by approximately 24.1%, as compared with that for the year ended 31 March 2014.



In the second half of the financial year ended 31 March 2014, the Group commenced the business of provision of financing services. For the year ended 31 March 2015, interest income generated from provision of financing services amounted to approximately HK\$11.1 million, while there was only approximately HK\$1.2 million for the six-month operation in previous financial year. Besides, with the RI Proceeds, the Group's loan portfolio size expanded in financial year ended 31 March 2015.

## **Other income**

The Group's other income increased by approximately 38.2% for the year ended 31 March 2015 as compared with that for the year ended 31 March 2014. Such an increase was mainly attributable to the Group's unutilised RI Proceeds being placed in commercial banks as time deposits for interests during the year ended 31 March 2015.

## **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 30.6% for the year ended 31 March 2015 as compared with that for the year ended 31 March 2014. The increase was mainly attributable to the increase in the average number of full-time staff and average salary level of the staff for the year ended 31 March 2015 as compared with that for the year ended 31 March 2014.

## **Depreciation and amortisation**

The Group recorded an increase of approximately 144.3% in depreciation and amortisation for the year ended 31 March 2015 as compared with that for the year ended 31 March 2014, which was mainly because of the full-year depreciation for the leasehold improvements and the addition of motor vehicles.

## **Finance costs**

The Group recorded an increase of approximately 789.4% in finance costs for the year ended 31 March 2015 as compared with that for the year ended 31 March 2014, which was mainly due to interest expenses for the year ended 31 March 2015 for a new bank loan near the end of the year ended 31 March 2014.

## **Other expenses**

The Group's other expenses increased by approximately 31.4% for the year ended 31 March 2015 as compared with that for the year ended 31 March 2014. The increase was mainly because more referral fees and professional fees were incurred during the year ended 31 March 2015 as compared with those for the year ended 31 March 2014. Referral is one of the sources of customers for the Group's provision of financing services. Along the growth of the financing services, more referral fees incurred during the year ended 31 March 2015. Besides, there were several corporate exercises of the Company during the year ended 31 March 2015, such as rights issue of the Shares, placing of new Shares, etc., for which different professional parties were involved and thus more professional fees incurred.

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

Profit attributable to owners of the Company increased by approximately 45.7% for the year ended 31 March 2015 as compared with that for the year ended 31 March 2014. Such an increase was mainly attributable to the increase in the Group's revenue for the year ended 31 March 2015.

## **LIQUIDITY AND FINANCIAL RESOURCES**

During the year ended 31 March 2015, the Group mainly financed its operations with its own working capital, bank borrowings and the RI Proceeds. As at 31 March 2015 and 31 March 2014, the Group had net current assets of approximately HK\$330.4 million and HK\$64.4 million respectively, including cash and bank balances of approximately HK\$216.1 million and HK\$23.8 million respectively. The Group's pledged bank deposits of approximately HK\$35.8 million as at 31 March 2015 represented cash at bank held by the Group and pledged for a bank borrowing. The Group's current ratio increased from approximately 2.6 as at 31 March 2014 to approximately 7.8 as at 31 March 2015. Such an increase was mainly because of the unutilised RI Proceeds as at 31 March 2015.

As at 31 March 2015 and 31 March 2014, the Group's total bank borrowings amounted to approximately HK\$31.0 million and HK\$31.1 million respectively and finance lease liabilities amounted to approximately HK\$3.3 million and HK\$1.5 million respectively. The Group's gearing ratio decreased from approximately 0.46 as at 31 March 2014 to approximately 0.09 as at 31 March 2015, which was mainly because of the significant increase in total equity.

## **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\$8.8 million and HK\$4.1 million as at 31 March 2015 and 31 March 2014 respectively. As at 31 March 2015, the Group did not have any capital commitments (31 March 2014: nil).

## **CAPITAL STRUCTURE**

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

## **SIGNIFICANT INVESTMENTS**

As at 31 March 2015, the Group did not hold any significant investments.

## **FUTURE PLANS FOR MATERIAL INVESTMENTS AND CAPITAL ASSETS**

Save as disclosed in the section headed "Use of net proceeds from fund raising" and in the prospectus of the Company dated 31 January 2013 and 4 December 2014, the Group did not have other plans for material investments and capital assets.



## **MATERIAL ACQUISITIONS OR DISPOSALS OF SUBSIDIARIES AND AFFILIATED COMPANIES**

On 30 January 2015, the Group entered into a conditional sale and purchase agreement in respect of the acquisition of Bonus Boost International Limited, which wholly owns B.I. Appraisals Limited. The acquisition completed on 5 February 2015. Upon completion, Bonus Boost International Limited and B.I. Appraisals Limited become wholly owned subsidiaries of the Group, results and financial positions of which are wholly consolidated in the Group's financial statements. Please refer to the Company's announcements dated 2 and 5 February 2015 for further details.

## **CONTINGENT LIABILITIES**

The Group had no material contingent liabilities as at 31 March 2015 (31 March 2014: nil).

## **FOREIGN EXCHANGE EXPOSURE**

During the year ended 31 March 2015, the Group's exposure to currency risk was limited to its bank balances denominated in Renminbi ("RMB") as majority of the Group's transactions, monetary assets and liabilities are denominated in Hong Kong Dollars ("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 2015 will increase by approximately HK\$0.9 million (2014: HK\$0.9 million). On the contrary, if RMB depreciates by 3% against HK\$, the Group's profit for the year ended 31 March 2015 will decrease by approximately HK\$0.9 million (2014: HK\$0.9 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 2015, save for the pledged bank deposits, the Group did not pledge any of its assets (31 March 2014: nil) as securities for any facilities granted to the Group.

## **EMPLOYEES AND REMUNERATION POLICIES**

As at 31 March 2015 and 31 March 2014, the Group employed a total of 63 and 52 full-time employees respectively. The Group's total employee benefit expenses were approximately HK\$25.6 million and HK\$19.6 million for the years ended 31 March 2015 and 2014 respectively. Remuneration is determined with reference to market terms 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 and share options were granted to attract and retain eligible employees to contribute to the Group.

## COMPARISON OF BUSINESS OBJECTIVES WITH ACTUAL BUSINESS PROGRESS

### 1. THE IPO

For the year ended 31 March 2015, the Group adopted the business strategies as set out in the prospectus of the Company dated 31 January 2013 in relation to the placing of the Shares on GEM (the "IPO"). Subsequent to the date of Listing of the Shares on GEM; i.e. 25 February 2013 (the "Listing Date") and up to the date of this report, the Group in aggregate spent approximately HK\$25.4 million of the net proceeds from the IPO to (i) acquire equity interest in Bonus Boost International Limited, which has a wholly-owned subsidiary engaging in business valuation and appraisals; (ii) enhance the quality and expand the professional team of the Group by recruiting high caliber of professionals; (iii) upgrade and maintain the information technology system of the Group, such as acquiring professional software; and (iv) strengthen the marketing efforts by participating exhibition and launching marketing activities to promote the brand of "Roma", which were the business objectives stated in the abovementioned prospectus.

#### *Use of the net proceeds from the IPO*

The business objectives and planned use of the net proceeds as stated in the prospectus of the Company dated 31 January 2013 in relation to the IPO were based on the best estimation of future market conditions made by the Group at the time of preparing the said prospectus. The actual use of the net proceeds from the IPO was based on the actual market development. The actual net proceeds from the IPO were approximately HK\$26.0 million, which was less than the estimated one stated in the prospectus. During the period from the Listing Date and up to the date of this report, the net proceeds from the IPO had been applied as follows:

<b>Business objectives as stated in the prospectus</b>	<b>Estimated use of the net proceeds from the IPO (after adjustments) from the Listing Date to 31 March 2015 (HK\$ in million)</b>	<b>Actual use of the net proceeds from the IPO from the Listing Date to date of this report (HK\$ in million)</b>
Exploring merger and acquisition opportunities and business collaboration	5.3	5.3
Enhancing the quality and expanding the professional team	10	10
Upgrading and maintaining the information technology system	5.8	5.8
Strengthening the marketing efforts	3	2.4
Working capital and other general corporate purposes	1.9	1.9
	26	25.4



## 2. THE PLACING

On 1 September 2014, the Company completed the placing of 925,000,000 Shares to not less than six places at the placing price of HK\$0.0155 per placing Share (the "Placing"). The net proceeds from the Placing are approximately HK\$14.0 million, which was fully utilised for granting of two mortgage loans and two unsecured loans in an aggregate amount of approximately HK\$14.0 million to independent third parties.

## 3. THE RIGHTS ISSUE

In December 2014, the RI Proceeds of approximately HK\$280 million were raised. Up to the date of this 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 engaging in business valuation and appraisals; and (ii) 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.

## FUTURE PROSPECTS

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

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

## EXECUTIVE DIRECTORS

**Mr. Luk, Kee Yan Kelvin (陸紀仁)**, aged 32, was appointed as an executive Director on 4 March 2011 and as the chairman and chief executive officer of the Company on 26 September 2011. Mr. Luk is the founder of the Group and leads the overall management, business development and strategic planning of the Group. He is also a member of each of the remuneration committee and the nomination committee of the Company and a director of a number of subsidiaries of the Company. Mr. Luk obtained a bachelor degree in mathematics (applied science) from the University of California, Los Angeles and a postgraduate diploma in professional accounting from The Hong Kong Polytechnic University. He has been a member of the Australasian Institute of Mining and Metallurgy since November 2012. Mr. Luk has over 11 years of experience in provision of valuation and advisory services. Mr. Luk is the sole director and the sole shareholder of Aperto Investments Limited, a substantial shareholder of the Company. With effect from 7 August 2014 and 15 October 2014, Mr. Luk has been appointed as an executive director and the chairman respectively of Larry Jewelry International Company Limited whose shares are listed on GEM (Stock code: 8351).

**Mr. Yue, Kwai Wa Ken (余季華)**, aged 49, was 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 is currently responsible for the overall business development, corporate advisory and valuation functions of the Group. 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 approximately 21 years of experience in accounting and finance. Mr. Yue has been appointed as an independent non-executive director of China Starch Holdings Limited whose shares are listed on the Stock Exchange (Stock code: 3838) since 5 September 2007 and Major Holdings Limited whose shares are listed on GEM (Stock code: 8209) since 30 December 2013. Mr. Yue was the executive director of Legend Strategy International Holdings Group Company Limited whose shares are listed on the Stock Exchange (Stock code: 1355) from 4 July 2014 to 18 November 2014.



## INDEPENDENT NON-EXECUTIVE DIRECTORS

**Mr. Chan, Ka Kit (陳家傑)**, aged 40, was appointed as an independent non-executive Director on 26 September 2011. He is the chairman of the audit committee and a member of each of the remuneration committee and the nomination committee. Mr. Chan obtained his bachelor degree of art in accountancy from the City University of Hong Kong in November 1997. He has been a certified public accountant of the Hong Kong Institute of Certified Public Accountants since October 2005. He has been a member of Taxation Institute of Hong Kong since February 2015. He has over 14 years of experience in handling various projects with companies in Hong Kong and the People's Republic of China (the "PRC"), including accounting and taxation as well as setting up and modifying internal control system of group companies. Mr. Chan was the chief financial officer and company secretary of Sparkle Roll Group Limited (Stock code: 970) from January 2008 to August 2010 and the financial controller of North Asia Resources Holdings Limited (Stock code: 61) from August 2010 to March 2011. Mr. Chan was the chief financial officer and company secretary of Lijun International Pharmaceutical (Holding) Company Limited (Stock code: 2005) from May 2013 to April 2015. Shares of the abovementioned companies are listed on the Stock Exchange.

**Mr. Ko, Wai Lun Warren (高偉倫)**, aged 47, was 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. 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 a non-executive director of Global Tech (Holdings) Limited whose shares are listed on the Stock Exchange (Stock code: 143) and the Singapore Exchange Securities Trading Limited. He is also an independent non-executive director of each of Li Heng Chemical Fibre Technologies Limited whose shares are listed on the Singapore Exchange Securities Trading Limited and China Bio Cassava Holdings Limited whose shares are listed on the Stock Exchange (Stock code: 8129).

**Mr. Lou, Ming (劉明)**, aged 42, was appointed as an independent non-executive Director on 7 August 2014. He is the chairman of the nomination committee and a member of each of the audit committee and remuneration committee. Mr. Lou obtained his bachelor degree in business administration from The Hong Kong University of Science and Technology and a master degree in corporate finance from The Hong Kong Polytechnic University. Mr. Lou has approximately 20 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 and GEM board of the Stock Exchange, 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.

## 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 2015, the Company has complied with all the code provisions as set out in the Corporate Governance Code and Corporate Governance Report contained in Appendix 15 to the GEM Listing Rules (the "CG Code") except the deviation from the code provision A.2.1, details of which are set out in the section headed "Chairman and chief executive officer" in this corporate governance report.

## MODEL CODE FOR DIRECTORS' SECURITIES TRANSACTIONS

The Company has adopted a code of conduct regarding securities transactions by the Directors on terms no less exacting than the required standard of dealings as set out in Rules 5.48 to 5.67 of the GEM Listing Rules.

Having been made specific enquiry by the Company, all the Directors confirmed that they have complied with the required standard of dealings concerning securities transactions by the Directors during the year ended 31 March 2015.

## BOARD OF DIRECTORS

The Board comprises:

**Executive Directors:** Mr. Luk, Kee Yan Kelvin (*Chairman and chief executive officer*)  
Mr. Yue, Kwai Wa Ken

**Independent non-executive Directors:** Mr. Chan, Ka Kit  
Mr. Ko, Wai Lun Warren  
Mr. Lou, Ming (appointed on 7 August 2014)  
Mr. Ng, Simon (resigned on 8 August 2014)

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

Each independent non-executive Director 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.

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 2015, 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	12/12	4/4
Mr. Yue, Kwai Wa Ken	12/12	4/4
Mr. Chan, Ka Kit	12/12	1/4
Mr. Ko, Wai Lun Warren	11/12	1/4
Mr. Lou, Ming (appointed on 7 August 2014)	8/10	0/2
Mr. Ng, Simon (resigned on 8 August 2014)	2/2	0/2



## 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 of the Company. 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 2015, the Company had a minimum of 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.

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.

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.

However, the Board is of the view that although Mr. Luk, Kee Yan Kelvin is the chairman and chief executive officer of the Company, this structure will not impair the balance of power and authority between the Board and the management of the Company. The balance of power and authority is ensured by the operations of the Board, which comprises experienced and high calibre individuals and meets regularly to discuss issues affecting the operations of the Company. The Board believes that this structure is conducive to strong and consistent leadership, enabling the Group to make and implement decisions promptly and efficiently. The Board has full confidence in Mr. Luk and believes that his appointment to the posts of chairman and chief executive officer of the Company is beneficial to the business prospects of the Group.

## 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. 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.

## PROFESSIONAL DEVELOPMENT

To assist Directors' continuing professional development, the Company recommends Directors to attend relevant seminars to develop and refresh their knowledge and skills. All the Directors 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 in any suitable training to develop and refresh their knowledge and skills.

## AUDIT COMMITTEE

The audit committee of the Company (the "Audit Committee") was established on 26 September 2011. The major roles and functions of the Audit Committee are to review the financial systems of the Group; to review the accounting policies, financial positions and results, and financial reporting procedures of the Group; to communicate with external auditor; to assess the performance of internal financial and audit personnel; to assess the internal controls of the Group and to provide recommendations and advices to the Board on the appointment, re-appointment and removal of external auditor as well as their terms of appointment. During the year ended 31 March 2015, the Company adopted a whistleblowing policy in order to allow the employees or other stakeholders (such as suppliers and customers) of the Group to raise concerns, in confidence, with the Audit Committee about possible improprieties in any matter related to the Group.

The Audit Committee currently consists of three members, namely Mr. Chan, Ka Kit (chairman of the Audit Committee), Mr. Ko, Wai Lun Warren and Mr. Lou, Ming, all being independent non-executive Directors. On 7 August 2014, Mr. Lou, Ming has been appointed as a member of the Audit Committee. Following the resignation of Mr. Ng, Simon as an independent non-executive Director on 8 August 2014, Mr. Ng resigned as a member of the Audit Committee of even date. 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 annual report, including the audited consolidated results of the Group for the year ended 31 March 2015.

According to the current terms of reference, the Audit Committee shall meet at least four times a year. Five meetings were held by the Audit Committee for the year ended 31 March 2015. In the meetings during the year ended 31 March 2015, 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 forthcoming annual general meeting of the Company. The record of attendance of each member of the Audit Committee is set out as follows:

<b>Name of members of the Audit Committee</b>	<b>Meeting attended/ eligible to attend</b>
Mr. Chan, Ka Kit	5/5
Mr. Ko, Wai Lun Warren	4/5
Mr. Lou, Ming (appointed on 7 August 2014)	3/3
Mr. Ng, Simon (resigned on 8 August 2014)	2/2

## **REMUNERATION COMMITTEE**

The remuneration committee of the Company (the "Remuneration Committee") was established on 26 September 2011 and currently consists of four members, namely Mr. Luk, Kee Yan Kelvin, being an executive Director and Mr. Chan, Ka Kit, Mr. Ko, Wai Lun Warren (being the chairman of the Remuneration Committee) and Mr. Lou, Ming, all being independent non-executive Directors. On 7 August 2014, Mr. Lou, Ming has been appointed as a member of the Remuneration Committee. Following the resignation of Mr. Ng, Simon as an independent non-executive Director on 8 August 2014, Mr. Ng, Simon resigned as a member of the Remuneration Committee of even date. The terms of reference of the Remuneration Committee are available at the Company's website and on the website of 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 remuneration packages of the Directors and senior management of the Company.

Three meetings were held by the Remuneration Committee for the year ended 31 March 2015. In the meetings, 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:

<b>Name of members of the Remuneration Committee</b>	<b>Meeting attended/ eligible to attend</b>
Mr. Chan, Ka Kit	3/3
Mr. Ko, Wai Lun Warren	3/3
Mr. Lou, Ming (appointed on 7 August 2014)	1/1
Mr. Ng, Simon (resigned on 8 August 2014)	2/2
Mr. Luk, Kee Yan Kelvin	3/3

Details of emoluments of the Directors and senior management of the Company for the year ended 31 March 2015 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 and currently consists of four members, namely Mr. Luk, Kee Yan Kelvin, being an executive Director and Mr. Chan, Ka Kit, Mr. Ko, Wai Lun Warren and Mr. Lou, Ming (being the chairman of the Nomination Committee), all being independent non-executive Directors. On 7 August 2014, Mr. Lou, Ming has been appointed as a member of the Nomination Committee. Following the resignation of Mr. Ng, Simon as an independent non-executive Director on 8 August 2014, Mr. Ng, Simon resigned as the chairman of the Nomination Committee of even date and Mr. Lou, Ming has then been appointed as the chairman of the Nomination Committee with effect from 8 August 2014. The revised terms of reference of the Nomination Committee are available at the Company's website and on the website of 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 and re-appointment of the Directors; assessing the independence of the independent non-executive Directors. During the year ended 31 March 2015, 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.

Two meetings were held by the Nomination Committee for the year ended 31 March 2015. In the meetings, the Nomination Committee has performed its duties to determine and make recommendations to the appointment and re-appointment of the Directors and 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. Chan, Ka Kit	2/2
Mr. Ko, Wai Lun Warren	2/2
Mr. Lou, Ming (appointed on 7 August 2014)	N/A
Mr. Ng, Simon (resigned on 8 August 2014)	2/2
Mr. Luk, Kee Yan Kelvin	2/2

## 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 is responsible for the Company's internal control system and risk management procedures and for reviewing the effectiveness of the Company's internal control. The Board has conducted a review of, and is satisfied with the effectiveness and adequacy of the system of internal controls of the Group for the year ended 31 March 2015.

The Group is committed to the identification, monitoring and management of risks associated with its business activities. The Group's internal control system is designed to provide reasonable assurance against material misstatement or loss and to manage and eliminate risks of failure in operational systems and fulfillment of business objectives. The system includes a defined management structure with segregation of duties and a cash management system such as monthly reconciliation of bank accounts.

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 2015 and there is no matter that needs to be brought to the attention of the Shareholders.

## AUDITOR'S REMUNERATION

During the year ended 31 March 2015, 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	555
Review services — interim results	158
	<hr/>
	713

## 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" in this annual report. During the year ended 31 March 2015, 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 office 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 Unit 3806, 38th Floor, China Resources Building, 26 Harbour Road, Wanchai, Hong Kong, and such may consist of several documents in like form, each signed by one or more requisitionist(s).

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](mailto: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 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 and memorandum of association and articles of association on the Company's website at [www.romagroup.com](http://www.romagroup.com).

For the year ended 31 March 2015, there had been no significant change in the Company's constitutional documents.

The Directors hereby present their report and the audited consolidated financial statements of the Group for the year ended 31 March 2015.

## 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**

- appointed as an executive director and the chairman of Larry Jewelry International Company Limited, whose shares are listed on GEM (Stock code: 8351) on 7 August 2014 and 15 October 2014 respectively.

### **Mr. Yue, Kwai Wa Ken, executive Director**

- was an executive director of Legend Strategy International Holdings Group Company Limited, whose shares are listed on the Stock Exchange (Stock code: 1355) between 4 July 2014 and 18 November 2014.

## ANNUAL GENERAL MEETING

The Company's annual general meeting (the "AGM") is scheduled to be held on Friday, 25 September 2015. A notice convening the AGM will be issued and dispatched to the Shareholders on or before Tuesday, 25 August 2015.

## 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.

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

## RESULTS AND APPROPRIATIONS

The Group's profit for the year ended 31 March 2015 and the state of affairs of the Company and of the Group as at that date are set out in the Group's consolidated financial statements on pages 37 to 97.

The Board does not recommend the payment of any final dividend for the year ended 31 March 2015.

## FINANCIAL HIGHLIGHTS

A five-year summary of the results and of the assets and liabilities of the Group is set out on page 98.



## **PROPERTY, PLANT AND EQUIPMENT**

Details of the movements in the property, plant and equipment of the Group during the year are set out in note 16 to the consolidated financial statements of the Group.

## **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 2015, the Company did not redeem any of its Shares listed on GEM nor did the Company or any of its subsidiaries purchase or sell any such Shares.

## **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 the consolidated statement of changes in equity respectively.

## **DISTRIBUTABLE RESERVES**

As at 31 March 2015, 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\$282.2 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 2015, the Group's largest and five largest clients represented approximately 4.6% and 16.4% of the Group's total revenue respectively. For the same year, the Group's largest and five largest suppliers represented approximately 26.5% and 52.7% of the Group's total consultancy fee and cost of inventories sold respectively.

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 2015.

## DIRECTORS

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

### Executive Directors

Mr. Luk, Kee Yan Kelvin (*Chairman and chief executive officer*)  
Mr. Yue, Kwai Wa Ken

### Independent non-executive Directors

Mr. Chan, Ka Kit  
Mr. Ko, Wai Lun Warren  
Mr. Lou, Ming (appointed on 7 August 2014)  
Mr. Ng, Simon (resigned on 8 August 2014)

In accordance with Article 83(3) of the Articles, Mr. Lou, Ming will retire from office by rotation at the AGM. Pursuant to Articles 84(1) and (2) of the Articles, Mr. Luk, Kee Yan Kelvin and Mr. Chan, Ka Kit will retire from office at the AGM. All the above retiring Directors, being eligible, have offered themselves for re-election thereat.

## BIOGRAPHIES OF DIRECTORS

The biographical details of the Directors are disclosed in the section headed "Biographical Details of Directors" on page 15 in this annual report.

## DIRECTORS' SERVICE CONTRACTS

Each of executive Directors has entered into a service agreement with the Company for an initial term of three years commencing from the Listing Date and will continue thereafter until terminated in accordance with the terms of the agreement.

Mr. Chan, Ka Kit, being an independent non-executive Director has entered into a letter of appointment with the Company for an initial term up to 31 December 2014 and continues thereafter unless terminated by either party giving at least one 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 and will continue thereafter unless terminated by either party giving 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 will continue thereafter unless terminated by either party giving at least one month's notice in writing.

Other than as disclosed above, no Director 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.

## DIRECTORS' INTERESTS IN CONTRACTS

No Director had a material interest in any contract of significance to the business of the Group, to which the Company or any of its subsidiaries was a party during the year ended 31 March 2015.

## 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 2015.

## 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

A 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.

## 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 2015, the interests and short positions of the Directors and chief executive of the Company in the shares, underlying shares and debentures of the Company or its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571, Laws of Hong Kong) (the "SFO") which would have to be notified to the Company and the Stock Exchange under Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which they are taken or deemed to have under such provisions of the SFO) or which would be required, pursuant to section 352 of the SFO, to be entered in the register as referred to therein, or pursuant to Rules 5.46 to 5.67 of the GEM Listing Rules required to be notified to the Company and the Stock Exchange, are as follows:

### Long position in the shares, underlying shares and debentures of the Company

Name of Directors	The Company/name of associated company	Capacity/nature of interests	Number of Shares	Number of underlying Shares (Note 1)	Aggregate interests	Approximate percentage of interests
Mr. Luk, Kee Yan Kelvin ("Mr. Luk")	The Company	Interest of a controlled corporation	1,023,000,000 (Note 2)	–		
		Beneficial interest	–	12,691,000	1,035,691,000	24.40%
	Aperto Investments Limited ("Aperto")	Beneficial interest	1 share of US\$1.00	–	1 share of US\$1.00	100.00%
Mr. Yue, Kwai Wa Ken	The Company	Beneficial interest	–	18,130,000	18,130,000	0.43%
Mr. Chan, Ka Kit	The Company	Beneficial interest	900,000	951,825	1,851,825	0.04%

## Notes:

1. These represent the Shares to be issued and allotted by the Company upon exercise of the options granted under the Pre-IPO Share Option Scheme (as defined in the section headed "Share Option Schemes" of this report).
2. These Shares are registered in the name of Aperto, the entire issued share capital of which is legally and beneficially owned by Mr. Luk, an executive Director, the chairman and the chief executive officer of the Company. Under the SFO, Mr. Luk is deemed to be interested in all the Shares held by Aperto.

Save as disclosed above, as at 31 March 2015, none of the Directors and the chief executive officer of the Company had any interest or short position in the Shares, underlying Shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) which would have to be notified to the Company and the Stock Exchange under Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which he is taken or deemed to have under such provisions of the SFO) or which would be required, pursuant to Section 352 of the SFO, to be entered in the register referred to therein, or which would be required pursuant to Rules 5.46 to 5.67 of the GEM Listing Rules to be notified to the Company and the Stock Exchange.

## SHARE OPTION SCHEMES

A pre-IPO share option scheme (the "Pre-IPO Share Option Scheme") was conditionally approved on 26 September 2011. All options under the Pre-IPO Share Option Scheme were conditionally granted to the grantees on 26 September 2011 and became effective on the Listing Date.

A share option scheme (the "Share Option Scheme") was conditionally approved on 26 September 2011 and became effective on the Listing Date. Share options comprising 10,000,000 underlying Shares were granted under the Share Option Scheme to 9 individuals on 25 April 2013 (the "Date of Grant").

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

### 1. *Purpose*

The purpose 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, inter alia, any employees (full-time and part-time), the Directors, consultants, 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.

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.

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 in February 2014.

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.

## (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 2015 and the options outstanding as at 31 March 2015 were as follows:

Name of Directors	As at 1 April 2014	Granted during the year	Adjustment for bonus issue (Note 1)	Adjustment for share consolidation (Note 1)	Adjustment for rights issue (Note 1)	Exercised during the year	Lapsed during the year	As at 31 March 2015	Exercise period and vesting period	Subscription price per Share (Note 1) HK\$
Mr. Luk	56,000,000	-	56,000,000	(105,000,000)	5,691,000	-	-	12,691,000	Note 2	0.119
Mr. Yue, Kwai Wa Ken	80,000,000	-	80,000,000	(150,000,000)	8,130,000	-	-	18,130,000	Note 2	0.119
Mr. Chan, Ka Kit	4,200,000	-	4,200,000	(7,875,000)	426,825	-	-	951,825	Note 2	0.119
Mr. Lam, Pak Cheong ("Mr. Lam")	6,000,000	-	6,000,000	-	-	-	(12,000,000) (Note 3)	-	Note 2	0.119
Mr. Ng, Simon ("Mr. Ng")	6,000,000	-	6,000,000	-	-	-	(12,000,000) (Note 4)	-	Note 2	0.119
<b>Others</b>										
Employees	400,000,000	-	400,000,000	(723,750,000)	39,227,250	-	(31,172,750) (Note 5)	84,304,500	Note 2	0.119
	552,200,000	-	552,200,000	(986,625,000)	53,475,075	-	(55,172,750)	116,077,325		

### Notes:

- Pursuant to the Company's announcements dated 23 May, 24 November and 29 December 2014, the exercise price and the number of outstanding share options have been adjusted as results of bonus issue, share consolidation and rights issue of the Company with effect from 23 May, 25 November and 30 December 2014 respectively. Please refer to the Company's announcements dated 23 May, 24 November and 29 December 2014 for details.
- 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 option 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. Lam resigned as an independent non-executive Director on 1 March 2014 and his options (representing the then adjusted number of options) lapsed in May 2014.
- Mr. Ng resigned as an independent non-executive Director on 8 August 2014 and his options (representing the then adjusted number of options) lapsed in November 2014.
- These options (representing the then adjusted number of options) related to two resigned employees and lapsed in June 2014 and January 2015 respectively.

**(b) Share Option Scheme**

Details of the options granted under the Share Option Scheme, their movements during the year ended 31 March 15 and the options outstanding as at 31 March 15 were as follows:

	As at 1 April 2014	Granted during the year	Adjustment for bonus issue (Note 1)	Adjustment for share consolidation (Note 1)	Adjustment for rights issue (Note 1)	Exercised during the year	Lapsed during the year	As at 31 March 2015	Exercise period and vesting period	Subscription price per Share (Note 1) HK\$
Employees	88,000,000	-	88,000,000	(165,000,000)	8,536,500	-	(500,000) (Note 2)	19,036,500	Note 3	0.441
	88,000,000	-	88,000,000	(165,000,000)	8,536,500	-	(500,000)	19,036,500		

Notes:

- Pursuant to the Company's announcements dated 23 May, 24 November and 29 December 2014, the exercise price and the number of outstanding share options have been adjusted as results of bonus issue, share consolidation and rights issue of the Company with effect from 23 May, 25 November and 30 December 2014 respectively. Please refer to the Company's announcements dated 23 May, 24 November and 29 December 2014 for details.
- These options (representing the then adjusted number of options) related to a resigned employee and lapsed in December 2014.
- Subject to the following vesting periods, the remaining six 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 six 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.

One grantee's share options may be exercised at any time after the price of the Shares as stated in the Stock Exchange's daily quotations sheet reaches 2 times or above of the subscription price from the Date of Grant to 24 April 2023.

## 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 2015 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.

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

As at 31 March 2015, so far as any Directors are aware, the interests or short positions owned by the following party (other than the Directors or chief executives of the Company) in the shares or underlying shares of the Company which were required to be notified to the Company under Divisions 2 and 3 of Part XV of the SFO or which were required to be recorded in the register of the Company required to be kept under section 336 of the SFO are as follows:

### Long position in the shares, underlying shares and debentures of the Company

Name of shareholder	Nature of interest	Number of Shares	Approximate percentage of interest
Aperto	Beneficial owner	1,023,000,000 (Note)	24.10%

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

Save as disclosed above and as at 31 March 2015, the Directors are not aware of any interests or short positions owned by any parties (other than the Directors or chief executive of the Company) in the shares or underlying shares of the Company which were required to be disclosed under Divisions 2 and 3 of Part XV of the SFO or which were required to be recorded in the register of the Company required to be kept under section 336 of the SFO.

## DIRECTORS’ INTERESTS IN CONTRACTS

No Director had a material interest in any contract of significance to the business of the Group to which the Company or any of its subsidiaries was a party during the year ended 31 March 2015.

## DIRECTORS’ INTERESTS IN COMPETING BUSINESSES

During the year ended 31 March 2015 and up to the date of this report, none of the Directors or any of their respective close associates engaged in any business that competed or might compete with the business of the Group, or had any other conflict of interests with the Group.

## **INTERESTS OF THE COMPLIANCE ADVISER**

As at 31 March 2015, as notified by the Company's compliance adviser, Quam Capital Limited (the "Compliance Adviser"), except for the compliance adviser agreement entered into between the Company and the Compliance Adviser dated 29 January 2013, neither the Compliance Adviser nor its directors, employees or close associates had any interests in relation to the Company, which is required to be notified to the Company pursuant to Rule 6A.32 of the GEM Listing Rules.

## **AUDIT COMMITTEE**

The Audit Committee was established 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 Code on Corporate Governance on 26 September 2011. The major roles of the Audit Committee are to review the financial systems of the Group; to review the accounting policies, financial positions and results, and financial reporting procedures of the Group; to communicate with external auditor; to assess the performance of internal financial and audit personnel; to assess the internal controls of the Group and to provide recommendations and advices to the Board on the appointment, re-appointment and removal of external auditor as well as their terms of appointment. The Audit Committee currently consists of three members, namely Mr. Chan, Ka Kit (chairman of the Audit Committee), Mr. Ko, Wai Lun Warren and Mr. Lou, Ming, all being independent non-executive Directors. No member of the Audit Committee is a member of the former or existing independent auditor of the Company. The Audit Committee has reviewed the audited consolidated results of the Group for the year ended 31 March 2015.

## **RELATED PARTY TRANSACTIONS**

Details of related party transactions of the Group during the year ended 31 March 2015 are set out in note 36 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 2015.

## **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 2015 and thereafter up to the date of this report.

## **AUDITOR**

BDO Limited was appointed by the Directors as the first 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 2015 have been audited by BDO Limited. BDO Limited will retire, and being eligible, offer themselves for re-appointment at the forthcoming AGM. A resolution for their re-appointment as auditor of the Company will be proposed at the forthcoming AGM.

By Order of the Board  
**Luk, Kee Yan Kelvin**  
*Chairman and chief executive officer*

15 May 2015



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## **TO THE SHAREHOLDERS OF ROMA GROUP LIMITED** *(incorporated in the Cayman Islands with limited liability)*

We have audited the consolidated financial statements of Roma Group Limited (the "Company") and its subsidiaries (together the "Group") set out on pages 37 to 97, which comprise the consolidated and company statements of financial position as at 31 March 2015, 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 a summary of significant accounting policies and other explanatory information.

## **DIRECTORS' RESPONSIBILITY FOR THE CONSOLIDATED FINANCIAL STATEMENTS**

The directors of the Company are responsible for the preparation of consolidated financial statements 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 that are free from material misstatement, whether due to fraud or error.

## **AUDITOR'S RESPONSIBILITY**

Our responsibility is to express an opinion on these consolidated financial statements based on our audit. 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.

We conducted our audit in accordance with Hong Kong Standards on Auditing issued by the Hong Kong Institute of Certified Public Accountants. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the consolidated financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation of the consolidated financial statements that give a true and fair view 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 entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by the directors, as well as evaluating the overall presentation of the consolidated financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.



## OPINION

In our opinion, the consolidated financial statements give a true and fair view of the state of the affairs of the Company and of the Group as at 31 March 2015 and of the Group's profit and cash flows for the year then ended in accordance with Hong Kong Financial Reporting Standards and have been properly prepared in accordance with the disclosure requirements of the Hong Kong Companies Ordinance.

### **BDO Limited**

*Certified Public Accountants*

### **Alfred Lee**

Practising Certificate no. P04960

Hong Kong, 15 May 2015

# CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

For the year ended 31 March 2015

	Notes	2015 HK\$'000	2014 HK\$'000
Revenue	6	<b>85,517</b>	60,561
Other income	8	<b>3,009</b>	2,177
Cost of inventories sold		<b>(1,139)</b>	(339)
Employee benefit expenses	9	<b>(25,576)</b>	(19,586)
Depreciation and amortisation	10	<b>(2,118)</b>	(867)
Finance costs	11	<b>(925)</b>	(104)
Other expenses		<b>(22,340)</b>	(17,003)
<b>Profit before income tax expense</b>	10	<b>36,428</b>	24,839
Income tax expense	12	<b>(7,237)</b>	(4,808)
<b>Profit and total comprehensive income for the year attributable to owners of the Company</b>		<b>29,191</b>	20,031
			(restated)
<b>Earnings per share</b>			
— Basic	14	<b>1.09 cents</b>	1.10 cents
— Diluted	14	<b>1.09 cents</b>	1.05 cents



# ROMA CONSOLIDATED STATEMENT OF FINANCIAL POSITION

As At 31 March 2015

	Notes	2015 HK\$'000	2014 HK\$'000
<b>ASSETS AND LIABILITIES</b>			
<b>Non-current assets</b>			
Property, plant and equipment	16	4,250	3,149
Intangible assets	17	19,610	368
Goodwill	18	25,329	–
Loans and interests receivable	19	20,876	4,914
		<b>70,065</b>	8,431
<b>Current assets</b>			
Inventories	20	–	592
Loans and interests receivable	19	95,268	5,512
Trade receivables	21	17,666	23,120
Prepayments, deposits and other receivables	22	13,995	11,786
Tax recoverable		278	1,184
Pledged bank deposits	23	35,808	39,793
Cash and bank balances		216,080	23,842
		<b>379,095</b>	105,829
<b>Current liabilities</b>			
Trade payables	24	370	335
Accrued liabilities and receipt in advance	25	11,046	7,661
Finance lease liabilities	26	880	349
Bank borrowings	27	30,488	30,242
Current tax liabilities		5,956	2,807
		<b>48,740</b>	41,394
<b>Net current assets</b>		<b>330,355</b>	64,435
<b>Total assets less current liabilities</b>		<b>400,420</b>	72,866
<b>Non-current liabilities</b>			
Finance lease liabilities	26	2,392	1,137
Bank borrowing	27	547	826
Deferred tax liabilities	28	3,194	–
		<b>6,133</b>	1,963
<b>Net assets</b>		<b>394,287</b>	70,903

# CONSOLIDATED STATEMENT OF FINANCIAL POSITION

As At 31 March 2015

	Notes	2015 HK\$'000	2014 HK\$'000
<b>EQUITY</b>			
<b>Equity attributable to owners of the Company</b>			
Share capital	29	<b>67,906</b>	8,026
Reserves	30	<b>326,381</b>	62,877
<b>Total equity</b>		<b>394,287</b>	70,903

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

**Mr. Luk Kee Yan Kelvin**  
*Director*

**Mr. Yue Kwai Wa Ken**  
*Director*



# STATEMENT OF FINANCIAL POSITION

As At 31 March 2015

	Notes	2015 HK\$'000	2014 HK\$'000
<b>ASSETS AND LIABILITIES</b>			
<b>Non-current assets</b>			
Investments in subsidiaries	32	1,203	1,065
<b>Current assets</b>			
Prepayments, deposits and other receivables	22	374	164
Amounts due from subsidiaries	32	171,704	13,767
Pledged bank deposits	23	35,803	39,793
Cash and bank balances		160,583	4,778
		<b>368,464</b>	58,502
<b>Current liabilities</b>			
Accrued liabilities	25	385	66
Amounts due to subsidiaries	32	18,005	491
		<b>18,390</b>	557
<b>Net current assets</b>		<b>350,074</b>	57,945
<b>Total assets less current liabilities/net assets</b>		<b>351,277</b>	59,010
<b>EQUITY</b>			
Share capital	29	67,906	8,026
Reserves	30	283,371	50,984
<b>Total equity</b>		<b>351,277</b>	59,010

On behalf of the Board

**Mr. Luk Kee Yan Kelvin**  
Director

**Mr. Yue Kwai Wa Ken**  
Director

# CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

For the year ended 31 March 2015

	Share capital HK\$'000	Share premium* HK\$'000	Capital reserve* HK\$'000	Share option reserve* HK\$'000	Retained earnings* HK\$'000	Total HK\$'000
<b>At 1 April 2013</b>	8,000	25,320	10	174	15,776	49,280
Exercise of share options (note 29(b))	26	669	–	–	–	695
Equity-settlement share-based payment (note 31(a) & (b))	–	–	–	897	–	897
Transactions with owners	26	669	–	897	–	1,592
Profit and total comprehensive income for the year	–	–	–	–	20,031	20,031
<b>At 31 March 2014 and 1 April 2014</b>	8,026	25,989	10	1,071	35,807	70,903
Bonus issue (note 29(c))	8,026	(8,026)	–	–	–	–
Shares issue on placing, net of expenses (note 29(d))	925	13,099	–	–	–	14,024
Rights issue, net of expenses (note 29(f))	50,929	229,100	–	–	–	280,029
Equity-settlement share-based payment (note 31(a) & (b))	–	–	–	140	–	140
Transactions with owners	59,880	234,173	–	140	–	294,193
Profit and total comprehensive income for the year	–	–	–	–	29,191	29,191
<b>At 31 March 2015</b>	67,906	260,162	10	1,211	64,998	394,287

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



# ROMA CONSOLIDATED STATEMENT OF CASH FLOWS

For the year ended 31 March 2015

	Notes	2015 HK\$'000	2014 HK\$'000
<b>Cash flows from operating activities</b>			
Profit before income tax expense		<b>36,428</b>	24,839
Adjustments for:			
Finance costs	11	<b>925</b>	104
Impairment loss on trade and other receivables	10	<b>950</b>	1,743
Impairment loss on loans and interests receivable	10	<b>73</b>	–
Interest income	8	<b>(1,285)</b>	(14)
Depreciation of property, plant and equipment	10	<b>1,713</b>	712
Amortisation of intangible assets	10	<b>405</b>	155
Share-based payment compensation	9, 31(a) & (b)	<b>140</b>	897
<b>Operating profit before working capital changes</b>			
		<b>39,349</b>	28,436
Decrease/(increase) in inventories		<b>592</b>	(592)
Decrease/(increase) in trade receivables		<b>5,645</b>	(13,951)
Increase in loans and interests receivable		<b>(105,791)</b>	(10,426)
Increase in prepayments, deposits and other receivables		<b>(2,518)</b>	(5,583)
Decrease in amount due from a director		<b>–</b>	4,699
Increase/(decrease) in trade payables		<b>6</b>	(133)
Increase in accrued liabilities and receipt in advance		<b>3,347</b>	274
<b>Cash (used in)/generated from operations</b>			
		<b>(59,370)</b>	2,724
Hong Kong Profits Tax paid		<b>(3,209)</b>	(6,667)
<b>Net cash used in operating activities</b>			
		<b>(62,579)</b>	(3,943)
<b>Cash flows from investing activities</b>			
Acquisition of subsidiaries, net of cash acquired	33	<b>(41,983)</b>	–
Interest received		<b>1,064</b>	14
Purchase of property, plant and equipment		<b>(140)</b>	(1,794)
Purchase of intangible assets		<b>(47)</b>	(7)
Decrease/(increase) in pledged bank deposits		<b>3,985</b>	(39,793)
<b>Net cash used in investment activities</b>			
		<b>(37,121)</b>	(41,580)

# CONSOLIDATED STATEMENT OF CASH FLOWS

For the year ended 31 March 2015

	Notes	2015 HK\$'000	2014 HK\$'000
<b>Cash flows from financing activities</b>			
Issue of shares on placing, net of expenses	29(d)	14,024	–
Proceeds from rights issue, net of expenses	29(f)	280,029	–
Proceeds from exercise of share options	29(b)	–	695
Proceeds from bank borrowings		–	31,140
Repayments of bank borrowings		(302)	(72)
Repayments of finance lease liabilities		(888)	(307)
Interests paid		(925)	(104)
<b>Net cash generated from financing activities</b>		<b>291,938</b>	31,352
<b>Net increase/(decrease) in cash and cash equivalents</b>		<b>192,238</b>	(14,171)
<b>Cash and cash equivalents at the beginning of year</b>		<b>23,842</b>	38,013
<b>Cash and cash equivalents at the end of year</b>		<b>216,080</b>	23,842
<b>Analysis of balances of cash and cash equivalents</b>			
Cash and bank balances		216,080	23,842



## 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, PO Box 2681, Grand Cayman, KY1-1111, the Cayman Islands. Its principal place of business is located at Unit 3806, 38th Floor, China Resources Building, 26 Harbour Road, Wanchai, Hong Kong. The principal activity of the Company is investment holding. The major activities of the subsidiaries of the Company are provision of valuation and advisory services and financing services in Hong Kong. The Company 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 (“Aperto”) (incorporated in the British Virgin Islands (“BVI”).

The shares of the Company (the “Shares”) were 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 2014

Amendments to HKAS 32	Offsetting Financial Assets and Financial Liabilities
Amendments to HKFRS 10, HKFRS 12 and HKAS 27 (2011)	Investments Entities
Amendments to HKAS 36	Recoverable Amount Disclosures
Amendments to HKAS 39	Novation of Derivatives and Continuation of Hedge Accounting
HK(IFRIC) 21	Levies

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

**(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.

HKFRSs (Amendments)	Annual Improvements 2010–2012 Cycle <sup>2</sup>
HKFRSs (Amendments)	Annual Improvements 2011–2013 Cycle <sup>1</sup>
HKFRSs (Amendments)	Annual Improvements 2012–2014 Cycle <sup>3</sup>
Amendments to HKAS 1 Presentation of Financial Statements	Disclosure Initiative <sup>3</sup>
Amendments to HKAS 16 and HKAS 38	Clarification of Acceptable Methods of Depreciation and Amortisation <sup>3</sup>
Amendments to HKAS 19 (2011)	Defined Benefit Plans: Employee Contributions <sup>1</sup>
HKFRS 9 (2014)	Financial Instruments <sup>5</sup>
HKFRS 15	Revenue from Contracts with Customers <sup>4</sup>

<sup>1</sup> Effective for annual periods beginning on or after 1 July 2014

<sup>2</sup> Effective for annual periods beginning, or transactions occurring, on or after 1 July 2014

<sup>3</sup> Effective for annual periods beginning on or after 1 January 2016

<sup>4</sup> Effective for annual periods beginning on or after 1 January 2017

<sup>5</sup> Effective for annual periods beginning on or after 1 January 2018

*Annual Improvements 2010–2012 Cycle, 2011–2013 Cycle and 2012–2014 Cycle*

The amendments issued under the annual improvements process make small, non-urgent changes to a number of standards where they are currently unclear.

*Amendments to HKAS 16 and HKAS 38 — Clarification of Acceptable Methods of Depreciation and Amortisation*

The amendments to HKAS 16 prohibit the use of a revenue-based depreciation method for items of property, plant and equipment. The amendments to HKAS 38 introduce a rebuttable presumption that amortisation based on revenue is not appropriate for intangible assets. This presumption can be rebutted if either the intangible asset is expressed as a measure of revenue or revenue and the consumption of the economic benefits of the intangible asset are highly correlated.

*Amendments to HKAS 19 (2011) — Defined Benefit Plans: Employee Contributions*

The amendments permit contributions that are independent of the number of years of service to be recognised as a reduction in the service cost in the period in which the service is rendered instead of allocating the contributions to periods of service.



## *HKFRS 9 (2014) — 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.

## *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.

**(c) The disclosure requirements of the new Hong Kong Companies Ordinance relating to the preparation of financial statements**

The Rules Governing the Listing of Securities on the GEM of the Stock Exchange (the "GEM Listing Rules") requiring financial statements disclosures with reference to the new Hong Kong Companies Ordinance, Cap. 622 (the "New Companies Ordinance") will first apply to the Company in its financial year ending on 31 March 2016.

The directors consider that there will be no impact on the Group's financial position or performance, however the New Companies Ordinance would have impacts on the presentation and disclosures in the consolidated financial statements. The statement of financial position of the Company will be presented in the notes rather than a separate statement and certain related notes need not be included.

### **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 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.



## **(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 that are expected to benefit from the synergies of the acquisition. A cash generating unit 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 cash generating unit to which goodwill has been allocated is tested for impairment before the end of that financial year. When the recoverable amount of the cash generating unit 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.

## **(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.

## (f) Intangible assets

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 valuation softwares	5 years

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(p).



## (g) Financial assets

Financial assets of the Group are classified as loans and receivables.

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.

### *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.

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.

## **(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.

## **(i) Inventories**

Inventories are initially recognised at cost, and subsequently at the lower of cost and net realisable value. Cost comprises all costs of purchase, costs of conversion and other costs incurred in bringing the inventories to their present location and condition. Cost is calculated using the first-in first-out method. Net realisable value represents the estimated selling price in the ordinary course of business less the estimated costs necessary to make the sale.

**(j) Cash and cash equivalents**

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

**(k) Financial liabilities**

The Group's financial liabilities include trade payables, accrued liabilities, finance lease liabilities and bank borrowings. The Company's financial liabilities include accrued liabilities and amounts due to subsidiaries.

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, 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.

**(l) 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.

(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.

**(m) 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.

**(n) 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.

**(o) 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.
- Sale of goods is recognised upon transfer of the significant risks and rewards of ownership to the customer. This is usually taken as the time when the goods are delivered and the customer has accepted the goods.
- Dividend income is recognised when the right to receive payment is established.

**(p) 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 cash generating unit). As a result, some assets are tested individually for impairment and some are tested at cash generating unit level.

Impairment loss recognised for cash generating units is charged pro rata to the assets in the cash generating units, 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.

**(q) 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.

(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.

**(r) 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.

**(s) 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.

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.

## **(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); or
  - (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).

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.

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 cash generating units 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 cash generating unit 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 cash generating units. The value-in-use calculation requires management to estimate the future cash flows expected to arise from the cash generating unit and a suitable discount rate in order to calculate the present value.

**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. The Group commenced other businesses, such as provision of financing services, during the year ended 31 March 2014.

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

	<b>2015</b>	2014
	<b>HK\$'000</b>	HK\$'000
Services fee income from provision of valuation and advisory services	<b>73,097</b>	58,916
Interest income from provision of financing services	<b>11,106</b>	1,212
Others	<b>1,314</b>	433
	<b>85,517</b>	60,561

**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 — trading of wines and others.



# ROMA NOTES TO THE FINANCIAL STATEMENTS

31 March 2015

## (a) Business segments

For the year ended 31 March 2015

	Valuation and advisory services HK\$'000	Financing services HK\$'000	All other segments HK\$'000	Total HK\$'000
Segment revenue (note (i))	73,097	11,106	1,314	85,517
Segment results (note (ii))	36,549	8,160	(777)	43,932
<b>Other segment information</b>				
Depreciation	(128)	–	(49)	(177)
Amortisation	(405)	–	–	(405)
Impairment loss of loans and interests receivable	–	(73)	–	(73)
Impairment of trade and other receivables	(950)	–	–	(950)
Income tax expense	(6,026)	(1,153)	(58)	(7,237)
Additions to non-current assets (excluding financial instruments)	45,116	–	–	45,116
Segment assets	73,939	118,396	791	193,126
Segment liabilities	(15,171)	(4,450)	(100)	(19,721)
For the year ended 31 March 2014				
Segment revenue (note (i))	58,916	1,212	433	60,561
Segment results (note (ii))	30,725	440	(458)	30,707
Other segment information				
Depreciation	(94)	–	(6)	(100)
Amortisation	(155)	–	–	(155)
Impairment of trade and other receivables	(1,743)	–	–	(1,743)
Income tax expense	(4,789)	(17)	(2)	(4,808)
Additions to non-current assets (excluding financial instruments)	297	–	244	541
Segment assets	34,881	11,211	923	47,015
Segment liabilities	(9,660)	(309)	(350)	(10,319)

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 result 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.

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

	2015 HK\$'000	2014 HK\$'000
<b>Profit before income tax expense</b>		
Reportable segment profit	43,932	30,707
Unallocated interest income	1,285	14
Unallocated employee benefit expenses	(3,744)	(3,696)
Unallocated depreciation	(1,536)	(612)
Unallocated finance costs	(925)	(104)
Unallocated other expenses	(2,584)	(1,470)
<b>Consolidated profit before income tax expense</b>	<b>36,428</b>	24,839
<b>Assets</b>		
Reportable segment assets	193,126	47,015
Unallocated property, plant and equipment	3,745	2,533
Unallocated pledged bank deposits	35,808	39,793
Unallocated cash and bank balances	216,080	23,842
Unallocated corporate assets	401	1,077
<b>Consolidated total assets</b>	<b>449,160</b>	114,260
<b>Liabilities</b>		
Reportable segment liabilities	(19,721)	(10,319)
Unallocated finance lease liabilities	(3,272)	(1,486)
Unallocated bank borrowings	(31,035)	(31,068)
Unallocated corporate liabilities	(845)	(484)
<b>Consolidated total liabilities</b>	<b>(54,873)</b>	(43,357)

**(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 2015 and 2014, none of the customers contributed 10% or more of the revenue of the Group.



## 8. OTHER INCOME

	2015 HK\$'000	2014 HK\$'000
Reimbursement of expenses	683	1,323
Interest income	1,285	14
Others	1,041	840
	<b>3,009</b>	<b>2,177</b>

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

	2015 HK\$'000	2014 HK\$'000
Wages and salaries	23,659	17,449
Contributions on defined contribution retirement plans	664	431
Share-based payment compensation — equity settled	140	897
Other benefits	1,113	809
	<b>25,576</b>	<b>19,586</b>

## 10. PROFIT BEFORE INCOME TAX EXPENSE

	2015 HK\$'000	2014 HK\$'000
Profit before income tax expense is arrived at after charging:		
Auditor's remuneration	713	558
Depreciation of property, plant and equipment	1,713	712
Amortisation of intangible assets	405	155
Exchange loss, net	42	219
Consultancy fee	4,207	2,115
Impairment loss on loans and interests receivable	73	–
Impairment loss on trade and other receivables	950	1,743
Operating lease charges in respect of buildings (note)	5,417	3,895

Note: For the years ended 31 March 2015 and 2014, 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

	2015 HK\$'000	2014 HK\$'000
Interest on bank borrowings repayable within five years	787	48
Interest on finance leases	138	56
	<b>925</b>	104

## 12. INCOME TAX EXPENSE

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

	2015 HK\$'000	2014 HK\$'000
Current tax — Hong Kong Profits Tax		
Tax for the year	7,297	4,808
Over provision in respect of prior year	(20)	—
	<b>7,277</b>	4,808
Deferred tax (note 28)		
Credit for the year	(40)	—
	<b>7,237</b>	4,808

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:

	2015 HK\$'000	2014 HK\$'000
Profit before income tax expense	36,428	24,839
Tax on profit before income tax expense, calculated at the rates applicable to profits in the tax jurisdiction concerned	6,011	4,098
Tax effect of non-deductible expenses	417	234
Tax effect of non-taxable revenue	(9)	(2)
Tax effect of temporary differences not recognised	114	275
Tax effect of tax losses not recognised	806	241
Over provision in respect of prior year	(20)	—
Others	(82)	(38)
Income tax expense	<b>7,237</b>	4,808

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\$6,345,000 (2014: HK\$1,460,000) can be carried forward indefinitely.



## 13. DIVIDENDS

The Board does not recommend the payment of dividend for the year ended 31 March 2015 (2014: 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:

	<b>2015</b>	2014
	<b>HK\$'000</b>	HK\$'000
<b>Earnings</b>		
Earnings for the purpose of basic and diluted earnings per share	<b>29,191</b>	20,031
	<b>'000</b>	'000 (restated)
<b>Number of shares</b>		
Weighted average number of ordinary shares for the purpose of basic earnings per share (note (a))	<b>2,682,044</b>	1,813,395
Effect of dilutive potential ordinary shares:		
— share options (notes (b) & (c))	—	96,193
Weighted average number of ordinary shares for the purpose of diluted earnings per share	<b>2,682,044</b>	1,909,588

### Notes:

- (a) Weighted average of 2,682,044,000 ordinary shares are derived from 8,025,800,000 ordinary shares issued as at 1 April 2014 after taking into account the effects of the bonus issue being completed on 23 May 2014 (note 29(c)), the placing of 925,000,000 shares being completed on 1 September 2014 (note 29(d)), the share consolidation being completed on 25 November 2014 (note 29(e)) and the rights issue of 3,183,112,500 rights shares being completed on 30 December 2014 (note 29(f)) (2014 (restated): weighted average of 1,813,395,000 ordinary shares derived from 800,000,000 ordinary shares, being the number of shares in issue as at 1 April 2013 after taking into account the effects of the share subdivision being completed on 6 March 2014 (note 29(a)), the exercise of share options by certain directors during the year ended 31 March 2014 (note 29(b)), the bonus issue being completed on 23 May 2014 (note 29(c)), the share consolidation being completed on 25 November 2014 (note 29(e)) and the rights issue of 3,183,112,500 rights shares being completed on 30 December 2014 (note 29(f)).
- (b) As at 31 March 2015, the Company's share options carried no dilutive effect on the basic earnings per share of the Company as the exercise prices of the outstanding share option were higher than the market price of the shares as at that date.
- (c) Weighted average of 96,193,000 ordinary shares deemed to be issued at no consideration as if the Company's share options, after taking into account the effects of bonus issue being completed on 23 May 2014 (note 29(c)), share consolidation being completed on 25 November 2014 (note 29(e)) and rights issue of 3,183,112,500 rights shares being completed on 30 December 2014 (note 29(f)), had been exercised for the year ended 31 March 2014.

## 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
<b>Year ended 31 March 2015</b>					
<i>Executive directors</i>					
Mr. Luk Kee Yan Kelvin	–	1,584	18	7	1,609
Mr. Yue Kwai Wa Ken	–	1,738	18	7	1,763
	–	3,322	36	14	3,372
<i>Independent non-executive directors</i>					
Mr. Ko Wai Lun Warren	120	–	–	–	120
Mr. Chan Ka Kit	120	–	–	1	121
Mr. Lou Ming	78	–	–	–	78
Mr. Ng Simon	43	–	–	–	43
	361	–	–	1	362
	361	3,322	36	15	3,734
<b>Year ended 31 March 2014</b>					
<i>Executive directors</i>					
Mr. Luk Kee Yan Kelvin	–	1,560	15	10	1,585
Mr. Yue Kwai Wa Ken	–	1,724	15	10	1,749
	–	3,284	30	20	3,334
<i>Independent non-executive directors</i>					
Mr. Ko Wai Lun Warren	9	–	–	–	9
Mr. Chan Ka Kit	120	–	–	1	121
Mr. Lam Pak Cheong	110	–	–	1	111
Mr. Ng Simon	120	–	–	1	121
	359	–	–	3	362
	359	3,284	30	23	3,696



Mr. Lam Pak Cheong and Mr. Simon Ng resigned as independent non-executive directors on 1 March 2014 and 8 August 2014 respectively. Mr. Ko Wai Lun Warren and Mr. Lou Ming were appointed as independent non-executive directors on 6 March 2014 and 7 August 2014 respectively.

There was no arrangement under which a director waived or agreed to waive any remuneration during the years ended 31 March 2015 and 31 March 2014.

**(b) Five highest paid individuals**

Of the five individuals with the highest emoluments in the Group, two (2014: two) were directors of the Company whose emoluments are included in the disclosures in note 15(a) above. The emoluments of the remaining three (2014: three) individuals were as follows:

	<b>2015</b>	2014
	<b>HK\$'000</b>	HK\$'000
Salaries, allowances and other benefits	<b>3,312</b>	2,472
Contributions on defined contribution retirement plans	<b>54</b>	45
Share-based payment compensation — equity settled	<b>13</b>	20
	<b>3,379</b>	2,537

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

	<b>Number of individuals</b>	
	<b>2015</b>	2014
Nil to HK\$1,000,000	<b>1</b>	3
HK\$1,000,001 to HK\$2,000,000	<b>2</b>	–

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 (2014: nil).

## 16. PROPERTY, PLANT AND EQUIPMENT

### THE GROUP

	Leasehold improvements HK\$'000	Furniture, fixtures and office equipment HK\$'000	Motor vehicles HK\$'000	Total HK\$'000
<b>Cost</b>				
At 1 April 2013	908	317	–	1,225
Additions	1,260	534	1,793	3,587
<hr/>				
At 31 March 2014 and 1 April 2014	2,168	851	1,793	4,812
Additions	74	66	2,674	2,814
<hr/>				
At 31 March 2015	2,242	917	4,467	7,626
<hr style="border-top: 1px dashed black;"/>				
<b>Accumulated depreciation</b>				
At 1 April 2013	816	135	–	951
Depreciation	452	100	160	712
<hr/>				
At 31 March 2014 and 1 April 2014	1,268	235	160	1,663
Depreciation	865	177	671	1,713
<hr/>				
At 31 March 2015	2,133	412	831	3,376
<hr style="border-top: 1px dashed black;"/>				
<b>Net book value</b>				
At 31 March 2015	109	505	3,636	4,250
<hr/>				
At 31 March 2014	900	616	1,633	3,149
<hr/>				

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



## 17. INTANGIBLE ASSETS

### THE GROUP

	Customer relationship HK\$'000	Database HK\$'000	Accounting software HK\$'000	Valuation software HK\$'000	Total HK\$'000
<b>Cost</b>					
At 1 April 2013	–	–	14	759	773
Additions	–	–	7	–	7
At 31 March 2014 and 1 April 2014	–	–	21	759	780
Additions	–	–	47	–	47
Additions through business combination (note 33)	4,200	15,400	–	–	19,600
At 31 March 2015	4,200	15,400	68	759	20,427
<b>Amortisation</b>					
At 1 April 2013	–	–	4	253	257
Amortisation	–	–	4	151	155
At 31 March 2014 and 1 April 2014	–	–	8	404	412
Amortisation	116	128	9	152	405
At 31 March 2015	116	128	17	556	817
<b>Net book value</b>					
At 31 March 2015	4,084	15,272	51	203	19,610
At 31 March 2014	–	–	13	355	368

**18. GOODWILL****THE GROUP**

	HK\$'000
At 1 April 2014	–
Addition through business combination (note 33)	25,329
<hr/>	
At 31 March 2015	25,329

The goodwill was acquired through business combination during the year ended 31 March 2015 (note 33) and it is solely allocated to the cash generating unit ("CGU"), namely the Bonus Boost Group (as defined in note 33).

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%.

Discount rate	12%
Operating margin*	40%–47%
Growth rate within the five-year period	3%–11%

\* 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.



## 19. LOANS AND INTERESTS RECEIVABLE

### THE GROUP

	2015 HK\$'000	2014 HK\$'000
Mortgage loans and interests receivable	<b>94,937</b>	2,847
Other loans and interests receivable	<b>21,207</b>	7,579
<hr/>		
Gross loans and interests receivable (net of impairment loss)	<b>116,144</b>	10,426
Current portion included in current assets	<b>(95,268)</b>	(5,512)
<hr/>		
Amounts due after one year included in non-current assets	<b>20,876</b>	4,914

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 loans and interests receivable charged interests at contract rates ranging approximately 16%–32% per annum (2014: approximately 13%–31% 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 at the end of reporting period, based on the maturity date, is as follows:

	2015 HK\$'000	2014 HK\$'000
Current	<b>95,268</b>	5,512
1 to 5 years	<b>5,493</b>	3,316
Over 5 years	<b>15,383</b>	1,598
<hr/>		
	<b>116,144</b>	10,426

# NOTES TO THE FINANCIAL STATEMENTS

31 March 2015

The ageing analysis of loans and interests receivable based on the loan draw down date at the end of reporting period is as follows:

	<b>2015</b>	2014
	<b>HK\$'000</b>	HK\$'000
0 to 30 days	<b>24,802</b>	665
31 to 60 days	<b>35,840</b>	1,026
61 to 90 days	<b>27,505</b>	2,943
91 to 180 days	<b>9,181</b>	5,792
181 to 360 days	<b>15,165</b>	–
Over 360 days	<b>3,651</b>	–
	<b>116,144</b>	10,426

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

	<b>2015</b>	2014
	<b>HK\$'000</b>	HK\$'000
Neither past due nor impaired	<b>112,509</b>	10,333
1 to 90 days past due	<b>1,602</b>	93
91 to 180 days past due	<b>1,022</b>	–
181 to 360 days past due	<b>1,011</b>	–
	<b>116,144</b>	10,426

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

Loans and interests receivable that were past due but not impaired related to customers 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.



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

	<b>2015</b>	2014
	<b>HK\$'000</b>	HK\$'000
At 1 April	–	–
Impairment loss recognised	<b>73</b>	–
At 31 March	<b>73</b>	–

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

## 20. INVENTORIES

### THE GROUP

	<b>2015</b>	2014
	<b>HK\$'000</b>	HK\$'000
Wine for resale	–	592

## 21. TRADE RECEIVABLES

### THE GROUP

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:

	<b>2015</b>	2014
	<b>HK\$'000</b>	HK\$'000
0 to 30 days	<b>8,600</b>	12,847
31 to 60 days	<b>1,757</b>	1,530
61 to 90 days	<b>2,443</b>	5,163
91 to 180 days	<b>1,133</b>	119
181 to 360 days	<b>2,751</b>	1,950
Over 360 days	<b>982</b>	1,511
	<b>17,666</b>	23,120

# NOTES TO THE FINANCIAL STATEMENTS

31 March 2015

The ageing analysis of trade receivables based on due date at the end of reporting period is as follows:

	<b>2015</b> <b>HK\$'000</b>	2014 HK\$'000
1 to 90 days past due	<b>12,800</b>	19,540
91 to 180 days past due	<b>1,133</b>	119
181 to 360 days past due	<b>2,751</b>	1,950
Over 360 days past due	<b>982</b>	1,511
	<b>17,666</b>	23,120

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 of trade receivables for the year:

	<b>2015</b> <b>HK\$'000</b>	2014 HK\$'000
At 1 April	<b>250</b>	–
Impairment loss recognised	<b>241</b>	250
At 31 March	<b>491</b>	250

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



## 22. PREPAYMENTS, DEPOSITS AND OTHER RECEIVABLES

### THE GROUP

	<b>2015</b>	2014
	<b>HK\$'000</b>	HK\$'000
Accrued revenue	<b>10,732</b>	8,697
Prepayments	<b>1,065</b>	996
Deposits and other receivables	<b>2,198</b>	2,093
	<b>13,995</b>	11,786

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

	<b>2015</b>	2014
	<b>HK\$'000</b>	HK\$'000
At 1 April	<b>1,493</b>	–
Impairment loss recognised	<b>709</b>	1,493
At 31 March	<b>2,202</b>	1,493

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

### THE COMPANY

	<b>2015</b>	2014
	<b>HK\$'000</b>	HK\$'000
Prepayments	<b>154</b>	154
Deposits and other receivables	<b>220</b>	10
	<b>374</b>	164

## 23. PLEDGED BANK DEPOSITS

### THE GROUP AND THE COMPANY

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

## 24. TRADE PAYABLES

### THE GROUP

At the end of the reporting period, the Group was granted by its suppliers credit periods ranging from 0 to 30 (2014: 0 to 30) days. The ageing analysis of the trade payables based on invoice date at the end of reporting period is as follows:

	2015 HK\$'000	2014 HK\$'000
0 to 30 days	76	–
91 to 180 days	–	42
Over 360 days	294	293
	<b>370</b>	<b>335</b>

## 25. ACCRUED LIABILITIES AND RECEIPT IN ADVANCE

### THE GROUP

	2015 HK\$'000	2014 HK\$'000
Accrued liabilities	1,603	1,218
Receipt in advance	9,443	6,443
	<b>11,046</b>	<b>7,661</b>

### THE COMPANY

	2015 HK\$'000	2014 HK\$'000
Accrued liabilities	385	66



## 26. FINANCE LEASE LIABILITIES

### THE GROUP

The Group leased 3 (2014: 2) motor vehicles as at 31 March 2015. 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 2015 and 2014 are due as follows:

	2015		
	Minimum lease payments HK\$'000	Interest HK\$'000	Present value HK\$'000
Not later than one year	978	(98)	880
Later than one year and not later than five years	2,503	(111)	2,392
	<b>3,481</b>	<b>(209)</b>	<b>3,272</b>

  

	2014		
	Minimum lease payments HK\$'000	Interest HK\$'000	Present value HK\$'000
Not later than one year	395	(46)	349
Later than one year and not later than five years	1,198	(61)	1,137
	1,593	(107)	1,486

The present value of future lease payments are analysed as:

	2015 HK\$'000	2014 HK\$'000
Current liabilities	880	349
Non-current liabilities	2,392	1,137
	<b>3,272</b>	1,486

**27. BANK BORROWINGS****THE GROUP**

	<b>2015</b>	2014
	<b>HK\$'000</b>	HK\$'000
Current		
Interest bearing		
— bank borrowings due for repayment within one year (notes (a), (b), (c) & (d))	<b>30,488</b>	30,242
Non-current		
Interest bearing		
— bank borrowing (note (b))	<b>547</b>	826
	<b>31,035</b>	31,068

## Notes:

- (a) The bank borrowing of HK\$30,000,000 (2014: HK\$30,000,000) was secured by bank deposits of HK\$35,808,000 (2014: HK\$39,793,000) placed by the Company and a subsidiary in the bank. Interest is charged at Hong Kong Inter-bank Offered Rate ("HIBOR") + 2% (2014: HIBOR+2%).
- (b) The bank borrowing of HK\$826,000 (2014: HK\$1,068,000) was secured by guarantee from the executive directors of the Company. Interest is charged at 0.55% per month (2014: 0.55%).
- (c) The bank borrowing of HK\$177,000 was secured by a director of a subsidiary. Interest is charged at prime rate + 1% (2014: nil).
- (d) The bank borrowing of HK\$32,000 was unsecured. Interest is charged at fixed rate of 6% per annum (2014: 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, one of the subsidiaries' loan agreements 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 within one year.



At 31 March 2015 and 2014, total current and non-current bank borrowings were scheduled to repay as follows:

	<b>2015</b>	2014
	<b>HK\$'000</b>	HK\$'000
On demand or within one year	<b>30,488</b>	30,242
More than one year, but not exceeding two years	<b>316</b>	279
More than two years, but not exceeding five years	<b>231</b>	547
	<b>31,035</b>	31,068

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 Company's management of liquidity risk are set out in note 37(d). As at 31 March 2015, none of the covenants relating to drawn down facilities had been breached.

## 28. DEFERRED TAX LIABILITIES

### THE GROUP

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

	<b>Fair value adjustments arising from business combination</b>
	HK\$'000
At 1 April 2014	–
Acquisition through business combination (note 33)	3,234
Credit to profit or loss for the year	(40)
As 31 March 2015	3,194

## 29. SHARE CAPITAL

	Number of ordinary shares			HK\$'000
	at HK\$0.01 per share	at HK\$0.001 per share	at HK\$0.016 per share	
<b>Authorised</b>				
At 1 April 2013	8,000,000,000	–	–	80,000
Effect of share subdivision (note (a))	(8,000,000,000)	80,000,000,000	–	–
As at 31 March 2014 and 1 April 2014	–	80,000,000,000	–	80,000
Effect of share consolidation (note (e))	–	(80,000,000,000)	5,000,000,000	–
As at 31 March 2015	–	–	5,000,000,000	80,000
<b>Issued</b>				
At 1 April 2013	800,000,000	–	–	8,000
Effect of share subdivision (note (a))	(800,000,000)	8,000,000,000	–	–
Shares issued on exercise of share options (note (b))	–	25,800,000	–	26
As at 31 March 2014 and 1 April 2014	–	8,025,800,000	–	8,026
Bonus issue (note (c))	–	8,025,800,000	–	8,026
Shares issued on placing (note (d))	–	925,000,000	–	925
Effect of share consolidation (note (e))	–	(16,976,600,000)	1,061,037,500	–
Effect of rights issue (note (f))	–	–	3,183,112,500	50,929
As at 31 March 2015	–	–	4,244,150,000	67,906

Notes:

- Pursuant to the share subdivision on 6 March 2014, the authorised share capital of the Company of HK\$80,000,000 was divided into 80,000,000,000 subdivided shares, of which 8,000,000,000 subdivided shares was issued and fully paid. After the shares subdivision, each of the existing issued and unissued shares of par value of HK\$0.01 each in the share capital of the Company was subdivided into ten subdivided shares of par value of HK\$0.001 each.
- During the year ended 31 March 2014, the issued share capital of the Company was increased due to the exercise of share option by certain directors. Details of the share options issued during the year are summarised in note 31. The shares issued during the year ended 31 March 2014 in relation to share options exercised have the same rights as other ordinary shares of the Company in issue.
- Pursuant to the bonus issue being completed on 23 May 2014, a total of 8,025,800,000 bonus shares were issued on the basis of one bonus share for every existing share as at 15 May 2014.
- Pursuant to the placing of shares being completed on 1 September 2014, a total of 925,000,000 placing shares were issued at HK\$0.0155 per placing share.



- (e) Pursuant to the share consolidation completed on 25 November 2014, the authorised share capital of the Company of HK\$80,000,000 was divided into 5,000,000,000 consolidated shares, of which 1,061,037,500 consolidated shares was issued and fully paid. After the shares consolidation, every sixteen of the then existing issued and unissued shares of par value of HK\$0.001 each in the share capital of the Company was consolidated into one consolidated share of par value of HK\$0.016 each.
- (f) Pursuant to the rights issue being completed on 30 December 2014, a total of 3,183,112,500 rights shares were issued on the basis of three rights shares for every existing consolidated share as at 3 December 2014 at HK\$0.09 per rights share.

## 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/(accumulated losses)

Retained earnings/(accumulated losses) represent the cumulative gain or loss recognised.

# NOTES TO THE FINANCIAL STATEMENTS

31 March 2015

## THE COMPANY

	Share premium HK\$'000	Share option reserve HK\$'000	Retained earnings/ (accumulated losses) HK\$'000	Total HK\$'000
<b>At 1 April 2013</b>	25,320	174	(4,871)	20,623
Exercise of shares options (note 29(b))	669	–	–	669
Equity-settlement share-based payment (note 31(a) & (b))	–	897	–	897
Transaction with owners	669	897	–	1,566
Profit and total comprehensive income for the year	–	–	28,795	28,795
<b>At 31 March 2014 and 1 April 2014</b>	25,989	1,071	23,924	50,984
Bonus issue (note 29(c))	(8,026)	–	–	(8,026)
Shares issue on placing, net of expenses (note 29(d))	13,099	–	–	13,099
Rights issue, net of expenses (note 29(f))	229,100	–	–	229,100
Equity-settlement share-based payment (note 31(a) & (b))	–	140	–	140
Transactions with owners	234,173	140	–	234,313
Loss and total comprehensive income for the year	–	–	(1,926)	(1,926)
<b>At 31 March 2015</b>	260,162	1,211	21,998	283,371



## 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 date that the shares of the Company are listed on the Stock Exchange (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. On the basis of 1,000,000,000 shares in issue on the Listing Date, the Scheme Mandate Limit will be equivalent to 100,000,000 shares, representing 10% of the shares in issues as at the Listing Date (adjusted to take into account the effects of share subdivision on 6 March 2014 (note 29(a)), bonus issue on 23 May 2014 (note 29(c)) and share consolidation on 25 November 2014 (note 29(e))).

Eligible persons under the Share Option Scheme include employees and other members of the Group, including any executive, non-executive directors 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 quotation 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 quotation sheets for the 5 trading days immediately preceding the date of grant of the options; and (iii) the nominal value of a share.

Subject to the following vesting periods, 1,000,000 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 9,000,000 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 the 25 April 2013 and ending on the day falling on the fourth anniversary of the date of grant ("Batch 2 Share Options"):

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 31 March 2015
	As at 1 April 2014	Granted during the year	Adjustment for bonus issue	Adjustment for share consolidation	Lapsed during the year	Adjustment for rights issue	Exercised during the year	
Employees In aggregate	88,000,000	-	88,000,000	(165,000,000)	(500,000)	8,536,500	-	19,036,500

Weighted average exercise price (HK\$)	0.441*	N/A	0.441*	0.441*	0.441*	0.441*	N/A	0.441*
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\* 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 (note 29(a)), the bonus issue on 23 May 2014 (note 29(c)), the share consolidation on 25 November 2014 (note 29(e)) and the rights issue of 3,183,112,500 shares on 30 December 2014 (note 29(f)).

Grantee	Number of share options						As at 31 March 2014
	As at 1 April 2013	Granted during the year	Lapsed during the year	Adjustment for share subdivision	Exercised during the year		
Employees In aggregate	-	10,000,000	(1,200,000)	79,200,000	-	-	88,000,000

Weighted average exercise price (HK\$)	N/A	0.1*	0.1*	0.1*	N/A	0.1*
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\* At the date of grant, the exercise price of the share options was HK\$1. The exercise price was adjusted to HK\$0.1 following the share subdivision on 6 March 2014 (note 29(a)).



# NOTES TO THE FINANCIAL STATEMENTS

31 March 2015

The number of and weighted average exercise price of share options exercisable at the end of the reporting period are 7,297,000 (2014: 10,000,000) and HK\$0.441 (2014: HK\$0.1), respectively.

The weighted average remaining contractual life for share options outstanding at the end of reporting period is 2.75 (2014: 3.75) 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, was HK\$1,465,000. During the year, the Group recognised share-based payment compensation of HK\$91,000 (2014: HK\$858,000) 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 2015, the Group had 19,036,500 (2014: 88,000,000) share options outstanding under the Share Option Scheme. The exercise in full of the outstanding share options would result in the issue of 19,036,500 (2014: 88,000,000) 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 FINANCIAL STATEMENTS

31 March 2015

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 falling 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 2014	Granted during the year	Number of share options				Exercised during the year	As at 31 March 2015
			Adjustment for bonus issue	Adjustment for share consolidation	Lapsed during the year	Adjustment for rights issue		
<b>Directors</b>								
<i>Executive directors</i>								
— Mr. Luk Kee Yan Kelvin	56,000,000	-	56,000,000	(105,000,000)	-	5,691,000	-	12,691,000
— Mr. Yue Kwai Wa Ken	80,000,000	-	80,000,000	(150,000,000)	-	8,130,000	-	18,130,000
<i>Independent non-executive directors</i>								
— Mr. Chan Ka Kit	4,200,000	-	4,200,000	(7,875,000)	-	426,825	-	951,825
— Mr. Lam Pak Cheong (note (a))	6,000,000	-	6,000,000	-	(12,000,000)	-	-	-
— Mr. Ng Simon (note (b))	6,000,000	-	6,000,000	-	(12,000,000)	-	-	-
<b>Subtotal</b>	<b>152,200,000</b>	<b>-</b>	<b>152,200,000</b>	<b>(262,875,000)</b>	<b>(24,000,000)</b>	<b>14,247,825</b>	<b>-</b>	<b>31,772,825</b>
<b>Employees</b>								
<b>In aggregate</b>	<b>400,000,000</b>	<b>-</b>	<b>400,000,000</b>	<b>(723,750,000)</b>	<b>(31,172,750)</b>	<b>39,227,250</b>	<b>-</b>	<b>84,304,500</b>
<b>Total</b>	<b>552,200,000</b>	<b>-</b>	<b>552,200,000</b>	<b>(986,625,000)</b>	<b>(55,172,750)</b>	<b>53,475,075</b>	<b>-</b>	<b>116,077,325</b>
<b>Weighted average exercise price (HK\$)</b>	<b>0.119*</b>	<b>N/A</b>	<b>0.119*</b>	<b>0.119*</b>	<b>0.119*</b>	<b>0.119*</b>	<b>N/A</b>	<b>0.119*</b>



# ROMA NOTES TO THE FINANCIAL STATEMENTS

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\* 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 (note 29(a)), the bonus issue on 23 May 2014 (note 29(c)), the share consolidation on 25 November 2014 (note 29(e)) and the rights issue of 3,183,112,500 shares on 30 December 2014 (note 29(f)).

Grantee	As at 1 April 2013	Granted during the year	Number of share options			As at 31 March 2014
			Lapsed during the year	Adjustment for share subdivision	Exercised during the year	
<i>Directors</i>						
<i>Executive directors</i>						
— Mr. Luk Kee Yan Kelvin	8,000,000	–	–	72,000,000	(24,000,000)	56,000,000
— Mr. Yue Kwai Wa Ken	8,000,000	–	–	72,000,000	–	80,000,000
<i>Independent non-executive directors</i>						
— Mr. Chan Ka Kit	600,000	–	–	5,400,000	(1,800,000)	4,200,000
— Mr. Lam Pak Cheong (note (a))	600,000	–	–	5,400,000	–	6,000,000
— Mr. Ng Simon (note (b))	600,000	–	–	5,400,000	–	6,000,000
Subtotal	17,800,000	–	–	160,200,000	(25,800,000)	152,200,000
<i>Employees</i>						
In aggregate	40,000,000	–	–	360,000,000	–	400,000,000
Total	57,800,000	–	–	520,200,000	(25,800,000)	552,200,000
<i>Weighted average</i>						
exercise price (HK\$)	0.027*	N/A	N/A	0.027*	0.027*	0.027*

\* 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\$0.027 following the share subdivision on 6 March 2014 (note 29(a)).

The number of and weighted average exercise price of share options exercisable at the end of the reporting period are 67,308,000 (2014: 147,800,000,000) and HK\$0.119 (2014: HK\$0.027), respectively.

The weighted average remaining contractual life for share options outstanding at the end of reporting period is 1.91 (2014: 2.91) years.

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 recognised share-based payment compensation of HK\$49,000 (2014: HK\$39,000) in profit or loss with the corresponding amount being recognised in share option reserve in equity.

Notes:

- (a) Mr. Lam Pak Cheong resigned as an independent non-executive director on 1 March 2014 and his options lapsed in May 2014.
- (b) Mr. Ng Simon resigned as an independent non-executive director on 8 August 2014 and his options lapsed in November 2014.

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 2015, the Group had 116,077,325 (2014: 552,200,000) 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 116,077,325 (2014: 552,200,000) additional shares of the Company.

## 32. INTERESTS IN SUBSIDIARIES

### THE COMPANY

	2015 HK\$'000	2014 HK\$'000
Unlisted shares, at cost	–	–
Deemed capital contribution (note (a))	1,203	1,065
	<b>1,203</b>	1,065

	2015 HK\$'000	2014 HK\$'000
Amounts due from subsidiaries (note (b))	171,704	13,767

	2015 HK\$'000	2014 HK\$'000
Amounts due to subsidiaries (note (b))	18,005	491

Notes:

- (a) The balance represented the share-based payments in relation to share options (note 31) granted to certain staff of the subsidiaries.
- (b) The amounts were unsecured, interest-free and repayable on demand.



# ROMA NOTES TO THE FINANCIAL STATEMENTS

31 March 2015

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
Gaia Wine Cellar Limited	Hong Kong	HK\$1	–	100%	Dormant
Project P Enterprise Limited	Hong Kong	HK\$1	–	100%	Not yet commenced business
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 rating 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%	Not yet commenced business
Blink Diamond Limited	Hong Kong	HK\$1	–	100%	Not yet commenced business
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

None of the subsidiaries of the Company had issued any debt securities at 31 March 2015 or any time during the year (2014: nil).

## 33. ACQUISITION OF SUBSIDIARIES

On 5 February 2015, the Group acquired 100% of the equity interest of Bonus Boost International Limited and its subsidiary (the "Bonus Boost Group"), which are principally engaged in the provision of valuation and consultancy services in Hong Kong. The Bonus Boost Group is an expertise in business valuation and appraisals, in particular the mortgage valuation business, and thus possesses an enormous database of information in relation to property, which will strengthen and make the Group more competitive in property valuation.

Pursuant to the sales and purchases agreement, the vendor undertakes that the net profit of the Bonus Boost Group in the audited financial statements for each of the financial years ending 31 March 2016 and 2017 shall not be less than HK\$2,800,000 ("Guaranteed Profit"). If there is a shortfall on the Guaranteed Profit in each of the financial years ending 31 March 2016 and 2017, there will be cash compensation of 15 times of the shortfall from the vendor to the Group. In the opinion of the directors of the Company, the possibility of the Bonus Boost Group that does not meet the Guaranteed Profit is remote so that there is no contingent assets recognised for the cash compensation.

The fair value of identifiable assets and liabilities of the acquiree as at the date of acquisition were:

	HK\$'000	HK\$'000
Intangible assets (note 17)	19,600	
Trade receivables	432	
Deposits and other receivables	179	
Tax recoverable	13	
Cash and bank balances	17	
Trade payables	(29)	
Accrued liabilities and receipt in advance	(38)	
Bank borrowings	(269)	
Deferred tax liabilities recognised upon fair value adjustments (note 28)	(3,234)	16,671
<hr/>		
Satisfied by:		
Cash consideration		42,000
<hr/>		
Goodwill (note 18)		25,329
<hr/>		
Net cash outflow arising from acquisition:		
Cash consideration paid	(42,000)	
Cash and cash equivalents acquired	17	
<hr/>		
	(41,983)	
<hr/>		



Since the acquisition date, the Bonus Boost Group has contributed HK\$1,742,000 and HK\$649,000 to Group's revenue and profit respectively. If the acquisition had occurred on 1 April 2014, the Group's revenue and profit would have been HK\$91,148,000 and HK\$29,518,000 respectively. This pro forma information is for illustrative purposes only and is not necessarily an indication of revenue and results of operations of the Group that actually would have been achieved had the acquisition been completed on 1 April 2014, nor is it intended to be a projection of future performance.

The fair value of trade receivables, deposits and other receivables amounted to HK\$611,000. None of these receivables have been impaired and it is expected that the full contractual amounts can be collected.

The acquisition related costs of HK\$117,000 have been expensed and are included in other expenses.

The goodwill of HK\$25,329,000, which is not deductible for tax purposes, comprises the acquired workforce and the value of expected synergies arising from the combination of the acquired business with the existing operations of the Group.

## 34. LOSS ATTRIBUTABLE TO SHAREHOLDERS

Loss attributable to shareholders of the Company includes a loss of HK\$1,926,000 (2014: HK\$1,205,000) which has been dealt with in the financial statements of the Company.

## 35. OPERATING LEASE COMMITMENTS

*As a lessee*

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

### THE GROUP

	2015 HK\$'000	2014 HK\$'000
Within one year	4,338	3,644
In the second to fifth year	4,479	455
	<b>8,817</b>	4,099

## THE COMPANY

	2015 HK\$'000	2014 HK\$'000
Within one year	1,476	1,465
In the second to fifth year	1,665	187
	<b>3,141</b>	1,652

## 36. RELATED PARTY TRANSACTIONS

Save as disclosed in note 27, the Group had the following significant transactions with related parties during the year:

### Key management personnel remuneration

#### THE GROUP

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

	2015 HK\$'000	2014 HK\$'000
Directors' fees	361	359
Salaries, allowances and other benefits	3,322	3,284
Contributions on defined contribution retirement plans	36	30
Share-based payment compensation — equity settled	15	23
	<b>3,734</b>	3,696

## 37. 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\$.

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:

**THE GROUP AND THE COMPANY**

	<b>Assets</b>	
	<b>2015</b>	2014
	<b>HK\$'000</b>	HK\$'000
RMB	<b>30,709</b>	29,782

Sensitivity analysis

The following table indicates the approximate change in the Group's profit before income tax expense 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.

	<b>Effect on profit for the year</b>	
	<b>2015</b>	2014
	<b>HK\$'000</b>	HK\$'000
RMB to HK\$:		
Appreciates by 3%	<b>921</b>	893
Depreciates by 3%	<b>(921)</b>	(893)

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.

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

### THE GROUP

	2015		2014	
	Effective interest rate (% per annum)	Amount HK\$'000	Effective interest rate (% per annum)	Amount HK\$'000
<b>Financial assets</b>				
<b>Fixed rate receivables</b>				
— pledged bank deposits	0.23%–4.2%	35,808	1%–2.59%	39,793
— deposit	—	—	2%	500
— loans and interests receivable	16%–32%	116,144	13%–31%	10,426
<b>Floating rate receivables</b>				
— cash at bank	0.001%–0.01%	216,080	0.001%–0.01%	23,842
<b>Financial liabilities</b>				
<b>Fixed rate borrowing</b>				
— bank borrowings	6%–6.6%	858	6.60%	1,068
— finance lease liabilities	1.8%	3,272	1.8%	1,486
<b>Floating rate borrowing</b>				
— bank borrowings	2.24%–6%	30,177	2.21%	30,000

### THE COMPANY

	2015		2014	
	Effective interest rate (% per annum)	Amount HK\$'000	Effective interest rate (% per annum)	Amount HK\$'000
<b>Financial assets</b>				
<b>Fixed rate receivables</b>				
— pledged bank deposits	0.23%–4.2%	35,803	1%–2.59%	39,793
<b>Floating rate receivables</b>				
— cash at bank	0.001%–0.01%	160,583	0.001%–0.01%	4,778



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 and the Company's profit after income tax expense in the next accounting period:

## THE GROUP

	2015		2014	
	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
<b>Floating rate financial assets</b>				
Increase in floating rate	10	180	10	24
Decrease in floating rate	(10)	(180)	(10)	(24)
<b>Floating rate financial liabilities</b>				
Increase in floating rate	10	(25)	10	(30)
Decrease in floating rate	(10)	25	(10)	30

## THE COMPANY

	2015		2014	
	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
<b>Floating rate financial assets</b>				
Increase in floating rate	10	134	10	5
Decrease in floating rate	(10)	(134)	(10)	(5)

### (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 2015 and 31 March 2014, 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 loans and interests receivable.

Collateral is obtained in respect of a first mortgage loan which made up to 14% (2014: nil) of the total loans and interests receivable as at 31 March 2015. Such collateral comprises residential property pledged against the balance. As at 31 March 2015, the fair value of collateral for the first mortgage loan which is residential flat based on its prevailing market prices amounted to approximately HK\$22,000,000 (2014: 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.

The following tables show the remaining contractual maturities at the end of the reporting period of the Group's bank borrowing, 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.



# ROMA NOTES TO THE FINANCIAL STATEMENTS

31 March 2015

## THE GROUP

	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
<b>As at 31 March 2015</b>					
Trade payables	370	370	370	–	–
Accrued liabilities	1,603	1,603	1,603	–	–
Bank borrowings	31,035	31,177	30,576	361	240
Finance lease liabilities	3,272	3,481	978	978	1,525
	<b>36,280</b>	<b>36,631</b>	<b>33,527</b>	<b>1,339</b>	<b>1,765</b>

## THE GROUP

	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
<b>As at 31 March 2014</b>					
Trade payables	335	335	335	–	–
Accrued liabilities	1,218	1,218	1,218	–	–
Bank borrowings	31,068	31,381	30,420	360	601
Finance lease liabilities	1,486	1,593	395	395	803
	<b>34,107</b>	<b>34,527</b>	<b>32,368</b>	<b>755</b>	<b>1,404</b>

At 31 March 2015 and 2014, the Company's financial liabilities will be due for settlements either on demand or within one year.

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 and the Company'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.

**38. SUMMARY OF FINANCIAL ASSETS AND FINANCIAL LIABILITIES BY CATEGORY**

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

**THE GROUP**

	2015 HK\$'000	2014 HK\$'000
<b>Financial assets</b>		
Loans and receivables	<b>398,628</b>	107,971
<b>Financial liabilities</b>		
Financial liabilities measured at amortised cost	<b>36,280</b>	34,107

**THE COMPANY**

	2015 HK\$'000	2014 HK\$'000
<b>Financial assets</b>		
Loans and receivables	<b>368,310</b>	58,348
<b>Financial liabilities</b>		
Financial liabilities measured at amortised cost	<b>18,390</b>	557

**39. 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.

**40. APPROVAL OF FINANCIAL STATEMENTS**

The financial statements were approved and authorised for issue by the Board on 15 May 2015.

<b>RESULTS</b>	<b>Year ended 31 March</b>				
	<b>2015</b>	2014	2013	2012	2011
	<b>HK\$'000</b>	HK\$'000	HK\$'000	HK\$'000	HK\$'000
Turnover	<b>85,517</b>	60,561	43,133	29,658	38,246
Profit before income tax expense	<b>36,428</b>	24,839	15,152	4,937	30,960
Income tax expense	<b>(7,237)</b>	(4,808)	(3,043)	(1,680)	(5,068)
Profit for the year	<b>29,191</b>	20,031	12,109	3,257	25,892

  

<b>ASSETS AND LIABILITIES</b>	<b>As at 31 March</b>				
	<b>2015</b>	2014	2013	2012	2011
	<b>HK\$'000</b>	HK\$'000	HK\$'000	HK\$'000	HK\$'000
Current assets	<b>379,095</b>	105,829	59,827	19,715	34,335
Non-current assets	<b>70,065</b>	8,431	790	1,203	769
Total assets	<b>449,160</b>	114,260	60,617	20,918	35,104
Current liabilities	<b>48,740</b>	41,394	11,337	10,194	7,184
Non-current liabilities	<b>6,133</b>	1,963	–	–	–
Total liabilities	<b>54,873</b>	43,357	11,337	10,194	7,184
Net assets	<b>394,287</b>	70,903	49,280	10,724	27,920

  

<b>EQUITY</b>					
Equity attributable to owners of the Company	<b>394,287</b>	70,903	49,280	10,724	27,920

The results and summary of assets and liabilities for the years ended 31 March 2012 and 2011 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.