ROMA

Roma Group Limited

Incorporated in the Cayman Islands with limited liability

Stock Code: 8072

ANNUAL REPORT 2012/2013

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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 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 the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited 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 document is accurate and complete in all material respects and not misleading or deceptive; there are no other matters the omission of which would make any statement in this document misleading, and all opinions expressed in this document have been arrived at after due and careful consideration and are founded on bases and assumptions that are fair and reasonable.

CONTENT

Corporate Information

Registered office	Cricket Square, Hutchins Drive P.O. Box 2681 Grand Cayman KY1-1111 Cayman Islands
Head office and principal place of business in Hong Kong	Unit 3806, 38th Floor China Resources Building 26 Harbour Road Wanchai Hong Kong
Company's website	www.romagroup.com
Executive directors	Mr. Luk, Kee Yan Kelvin *(chairman and chief executive officer)* Mr. Yue, Kwai Wa Ken *(chief financial officer)*
Independent non-executive directors	Mr. Chan, Ka Kit Mr. Lam, Pak Cheong Mr. Ng, Simon
Company secretary	Mr. Yue, Kwai Wa Ken, *AICPA*
Authorised representatives	Mr. Luk, Kee Yan Kelvin Mr. Yue, Kwai Wa Ken
Compliance officer	Mr. Yue, Kwai Wa Ken
Audit committee	Mr. Chan, Ka Kit *(chairman)* Mr. Lam, Pak Cheong Mr. Ng, Simon
Remuneration committee	Mr. Lam, Pak Cheong *(chairman)* Mr. Chan, Ka Kit Mr. Ng, Simon Mr. Luk, Kee Yan Kelvin
Nomination committee	Mr. Ng, Simon *(chairman)* Mr. Chan, Ka Kit Mr. Lam, Pak Cheong Mr. Luk, Kee Yan Kelvin

Compliance adviser	**Quam Capital Limited** 18/F–19/F Aon China Building 29 Queen's Road Central Hong Kong
Principal share registrar and transfer office in the Cayman Islands	**Codan Trust Company (Cayman) Limited** Cricket Square P.O. Box 2681 Grand Cayman KY1-1111 Cayman Islands
Hong Kong branch share registrar and transfer office	**Tricor Investor Services Limited** 26th Floor Tesbury Centre 28 Queen's Road East Wanchai Hong Kong
Principal banker	**The Hongkong and Shanghai Banking Corporation Limited** 1st Floor Tower 2 HSBC Center 1 Sham Mong Road Kowloon Hong Kong
Auditors	**BDO Limited** Certified Public Accountants 25th Floor Wing On Centre 111 Connaught Road Central Hong Kong
Hong Kong legal adviser	**Stevenson, Wong & Co.** 4th-5th Floors Central Tower No. 28 Queen's Road Central Hong Kong
GEM stock code	8072

think green

think about our community

Business & Intangible Assets Valuation
Financial Instruments Valuation
Property Valuation
Machineries & Equipment Valuation
Work of Art Valuation
Biological Asset Valuation
Purchase Price Allocation
Corporate Advisory

WE VALUE ASSETS
WE VALUE OUR CLIENTS

ROMA

NATURAL RESOURCES VALUATION
COMPETENT PERSON'S REPORT
DUE DILIGENCE STUDIES
COMPLIANCE STUDIES FOR IPO
EXPLORATION PLANNING
PROJECT FEASIBILITY STUDIES
RESOURCE ESTIMATION
ENVIRONMENTAL & SOCIAL SERVICES
RISK MANAGEMENT

EXPLORING BEYOND RESOURCES
REALIZING YOUR FULL POTENTIAL

ROMA

inspirational & sustainable
solutions for our environment

CHAIRMAN'S STATEMENT

Dear Shareholders,

On behalf of the board (the "Board") of the Directors of the Company, I am pleased to present the annual results of the Company and its subsidiaries (collectively, the "Group") for the year ended 31 March 2013.

In the midst of uncertainty in the capital market, the Group has successfully listed its shares on the GEM of the Stock Exchange on 25 February 2013 which is truly an important milestone for the Group. It will not only strengthen the Group's financial position to implement its business plans but also enhance its capability to increase its market share with an aim to become one of the global leading professional consultancy companies.

FINANCIAL PERFORMANCE

Despite the year under review was a challenging year, the Group was still able to achieve a remarkable growth in turnover and net profit. The Group's revenue reached approximately HK$43.1 million (2011/2012: approximately HK$29.7 million), representing an approximately 45.4% increase as compared to last year. The Group's net profit for the year under review recorded approximately HK$12.1 million (2011/2012: approximately HK$3.3 million), representing an approximately 271.8% increase as compared to last year. The net profit margin increased from approximately 11.0% in last year to approximately 28.1% for the year under review.

PROSPECTS

Looking forward, the coming year will be full of challenges as well as opportunities. To maintain our leading position in the domestic market, the Group aims at speeding up the expansion to new locations and tapping new customers. Meanwhile, the Group has taken measures on strengthening its professional team, information technology system capability and cost control in order to improve profitability. Apart from focusing on the existing business, the Board will keep seeking new investment opportunities which are expected to grow in the future.

The Board is highly alert to any changes in the present uncertain global economy, and remains confident on and committed to the continuation of our mission to maintain our leading position in Hong Kong, through dedication, innovation and expansion so as to deliver sustainable growth and profitability to the Group.

APPRECIATION

Finally, I wish to extend, on behalf of the Board, my gratitude to all shareholders and business partners for their trust and support to us, and express my gratitude to the management and staff for their dedicated efforts and contribution.

Roma Group Limited
Luk Kee Yan, Kelvin
Chairman

Hong Kong, 28 May 2013

BUSINESS REVIEW

Benefited from a relatively vigorous global resources sector during the financial year under review, the Group recorded a year of buoyant operational performance in the provision of natural resources valuation and technical advisory services. The Group's core competency remains in the issuance of valuation and technical reports including Competent Person's Reports and Valuation Reports in compliance with the applicable Main Board Listing Rules or the GEM Listing Rules.

Alongside its key business services, the Group also strived to provide a full range of other quality valuation and consultancy services to its clients which include both publicly listed and private companies, with an aim to strengthening its revenue base and diversifying its income source. Other services provided by the Group include business and intangible assets valuation, financial instruments valuation, real estate valuation, work of art valuation, industrial valuation, purchase price allocation and corporate advisory, which were prepared for our clients for use in initial public offerings, mergers and acquisitions, financing, meeting statutory requirements, or as accounting references.

With the Group's unceasing efforts and dedications in promoting its market position and client awareness in the industry of provision of natural resources technical advisory services and valuation services, the Group achieved a significant increase in revenue for the financial year ended 31 March 2013.

FINANCIAL REVIEW

Revenue

The Group's revenue grew by approximately 45.4% to approximately HK$43.1 million for the financial year ended 31 March 2013 from approximately HK$29.7 million for the financial year ended 31 March 2012. The significant increase in the Group's revenue was mainly attributable to the increases in revenue generated from the provision of (i) natural resources valuation and technical advisory services of approximately 38.4%; (ii) business and intangible assets valuation of approximately 38.8%; (iii) real estate valuation of approximately 183.7%; and (iv) purchase price allocation of approximately 300.9%, for the financial year ended 31 March 2013.

Other income

Other income comprises principally reimbursement of out-of-pocket expenses incurred by the Group in the course of its service provisions. Other income dropped by approximately 46.4% to approximately HK$0.7 million for the financial year ended 31 March 2013, which was mainly attributable to the decrease in reimbursement of such out-of-pocket expenses.

Employee benefit expense

Employee benefit expenses consist mainly of wages and salaries, pension costs and other benefits to the staff and the Directors. Employee benefit expenses increased slightly by approximately 4.4% from approximately HK$12.2 million for the financial year ended 31 March 2012 to HK$12.8 million for the financial year ended 31 March 2013, which was primarily resulted from the increase in the Group's headcount to support its expanded operations and the increase in other benefits incurred for the Directors and employees.

Depreciation and amortisation

The Group recorded depreciation and amortisation of approximately HK$0.4 million and HK$0.6 million for the two financial years ended 31 March 2012 and 31 March 2013 respectively for its property, plant and equipment and intangible assets.

Other expenses

Other expenses increased by approximately 14.2% to approximately HK$15.3 million for the financial year ended 31 March 2013 from approximately HK$13.4 million for the financial year ended 31 March 2012. Such increase was mainly due to (i) non-recurring expenses in relation to the listing of the Company on GEM on 25 February 2013 of approximately HK$2.9 million for the financial year ended 31 March 2013 and HK$4.1 million for the financial year ended 31 March 2012; (ii) the increase in entertainment expenses for soliciting new projects; (iii) the increase in travelling expenses as resulted primarily from the increase in the number of the Group's natural resources related projects; (iv) the increase in rental expenses; and (v) the increase in consultancy fee as a result of the increase in the number of independent professionals engaged during the financial year under review.

Profit attributable to owners of the Company

Net profit attributable to owners of the Company increased substantially to approximately HK$12.1 million for the financial year ended 31 March 2013 from approximately HK$3.3 million for the financial year ended 31 March 2012, representing an increase of approximately 271.8%. Owing to the strong growth in revenue and the Group's effective cost control measures, net profit margin of the Group also grew from approximately 11.0% for the financial year ended 31 March 2012 to approximately 28.1% for the financial year ended 31 March 2013.

LIQUIDITY AND FINANCIAL RESOURCES

During the financial year ended 31 March 2013, the Group mainly financed its operations with its own working capital. As at 31 March 2012 and 31 March 2013, the Group had net current assets of approximately HK$9.5 million and HK$48.5 million respectively, including cash and bank balances of approximately HK$7.0 million and HK$38.0 million respectively. The current ratio of the Group increased from approximately 1.9 as at 31 March 2012 to approximately 5.3 as at 31 March 2013. Such increase was mainly due to the increase in trade receivables, amount due from a director and the net proceeds from placing.

Since the Group had no borrowings or payables incurred not in the ordinary course of business during the financial year ended 31 March 2013, the Group was in net cash position during the financial year ended 31 March 2013 and no gearing ratio information was presented.

COMMITMENTS

The contractual commitments of the Group are primarily related to the leases of its office premises. The Group's operating lease commitments amounted to approximately HK$1.9 million and HK$0.2 million as at 31 March 2012 and 31 March 2013 respectively. As at 31 March 2013, the Group did not have any significant capital commitments (31 March 2012: Nil).

CAPITAL STRUCTURE

The Group's shares were successfully listed on GEM of the Stock Exchange on 25 February 2013. There has been no change in the capital structure of the Group since that date. The capital of the Group only comprises of ordinary shares.

SIGNIFICANT INVESTMENTS

As at 31 March 2013, the Group did not have any significant investment plans.

FUTURE PLANS FOR MATERIAL INVESTMENTS AND CAPITAL ASSETS

Save as disclosed above and in the prospectus of the Company dated 31 January 2013 (the "Prospectus"), the Group did not have other plans for material investments and capital assets.

MATERIAL ACQUISITIONS AND DISPOSALS OF SUBSIDIARIES AND AFFILIATED COMPANIES

During the financial year ended 31 March 2013, the Group did not have any material acquisitions and disposals of subsidiaries and affiliated companies.

CONTINGENT LIABILITIES

The Group had no material contingent liabilities as at 31 March 2013 (31 March 2012: Nil).

FOREIGN EXCHANGE EXPOSURE

The Directors consider that the Group's exposure to currency risk is minimal 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. 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. 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 2013, the Group did not pledge any of its assets (31 March 2012: Nil) as securities for any facilities granted to the Group.

EMPLOYEES AND REMUNERATION POLICIES

As at 31 March 2012 and 31 March 2013, the Group employed a total of 22 and 27 full-time employees respectively. The staff costs, including Directors' emoluments, of the Group were approximately HK$12.2 million and HK$12.8 million for the two financial years ended 31 March 2012 and 2013 respectively. Remuneration is determined with reference to market terms and the performance, qualification and experience of individual employee. In addition to a basic salary, year-end bonuses are offered to those staff with outstanding performance and share options are granted to attract and retain eligible employees to contribute to the Group.

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COMPARISON OF BUSINESS OBJECTIVES WITH ACTUAL BUSINESS PROGRESS

For the year ended 31 March 2013, the Group adopted the business strategies as set out in the Prospectus. Since the Listing Date to 31 March 2013, the Group spent approximately HK$0.4 million out of the use of proceed to participate as one of the sponsors in a mining and investment conference and exhibition, which was one of business objectives as stated in the Prospectus to strengthening the Group's marketing efforts. The Group will endeavour to achieve the milestone events as stated in the Prospectus during the future two financial years.

USE OF PROCEEDS

The business objectives and planned use of proceeds as stated in the Prospectus were based on the best estimation of future market conditions made by the Group at the time of preparing the Prospectus. The actual use of proceeds was based on the actual market development. The net proceeds from the placing were approximately HK$33.3 million. During the period from 25 February 2013 to 31 March 2013, the net proceeds from issuance of new shares of the Company by way of placing had been applied as follows:

Business objectives as stated in the prospectus	**Use of proceeds as stated in the prospectus from 25 February 2013 to 31 March 2013** (HK$ in million)	**Actual use of proceeds from 25 February 2013 to 31 March 2013** (HK$ in million)
Exploring merger and acquisition opportunities and business collaboration	–	–
Enhancing the quality and expanding the professional team	–	–
Upgrading and maintaining the information technology system	0.9	–
Strengthening the marketing efforts	0.4	0.4
Working capital and other general corporate purposes	–	–
	1.3	0.4

The unused net proceeds have been placed as interest bearing deposits with licensed bank in Hong Kong in accordance with the intention of the Directors as disclosed in the Prospectus.

LOOKING FORWARD

Looking ahead, the Group will continue to explore business opportunities which are in line with the Group's business objectives and will provide long-term benefits to the shareholders of the Group.

The future will continue to be challenging with global uncertainties. Despite a challenging global environment, the Group is equipped to confront difficulties and seize new opportunities. The Directors and senior management of the Group will continue to dedicate their best effort to maximize the best interests for the shareholders of the Group.

EXECUTIVE DIRECTORS

Mr. Luk, Kee Yan Kelvin (陸紀仁), aged 30, was appointed as an executive Director on 4 March 2011 and was appointed 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 has been a member of each of the Australasian Institute of Mining and Metallurgy and the Institute of Business Appraiser since November 2012 and August 2008 respectively. Mr. Luk is the sole director and the sole shareholder of Aperto Investments Limited, a controlling shareholder of the Company.

Mr. Yue, Kwai Wa Ken (余季華), aged 47, was appointed as an executive director of the Company in March 2011. Mr. Yue is the chief financial officer, the company secretary and the compliance officer of the Company. Mr. Yue is principally responsible for the overall business development, financial management, corporate advisory and valuation function of the Group. Mr. Yue is a certified public accountant with approximately 19 years experience in accounting, auditing and corporate finance. Mr. Yue has been appointed as an independent non-executive director of China Starch Holdings Limited (Stock Code: 3838) since 5 September 2007.

INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. Chan, Ka Kit (陳家傑), aged 38, was appointed as an independent non-executive Director on 26 September 2011. Mr. Chan obtained his bachelor degree of art in accountancy from the City University of Hong Kong in November 1997. He is a certified public accountant of the Hong Kong Institute of Certified Public Accountants since October 2005. Mr. Chan has over 12 years experience in handling various projects with companies in Hong Kong and 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 financial controller of North Asia Resources Holdings Limited (Stock Code: 61) from August 2010 to March 2011. Mr. Chan has been appointed as chief financial officer and company secretary of Lijun International Pharmaceutical (Holding) Company Limited (Stock Code: 2005) since May 2013.

Mr. Lam, Pak Cheong (林栢昌), aged 44, was appointed as an independent non-executive Director on 26 September 2011. Mr. Lam obtained a master degree of business administration in financial services jointly from the University of Manchester and the University of Wales, Bangor and a master degree of corporate governance from the Hong Kong Polytechnic University. Mr. Lam has extensive experience in corporate development, financial management, mergers and acquisitions, corporate governance, and investor relations. He is an associate member of the Hong Kong Institute of Company Secretaries and the Institute of Chartered Secretaries and Administrators. Mr. Lam is currently an executive director and chief executive officer of One Media Group Limited (Stock Code: 426) and also the head of finance of Media Chinese International Limited (Stock Code: 685).

Mr. Ng, Simon (伍世榮), aged 39, was appointed as an independent non-executive Director on 26 September 2011. Mr. Ng obtained his bachelor degree of arts in honours economics from Wilfrid Laurier University in Canada in May 1996 and his master degree of economics from the University of Hong Kong in December 1997. He has over 14 years of experience in corporate finance, capital markets and principal investments in Hong Kong, Taiwan, the PRC and Korea. Mr. Ng has been specialising in mergers and acquisitions and takeovers. He is currently registered with the SFC as a responsible officer in corporate finance advisory accredited to Hooray Capital Limited since July 2010 and dealing in securities accredited to Hooray Securities Limited since March 2011. Mr. Ng was an executive director of CIL Holdings Limited (Stock Code: 479) from April 2010 to December 2012.

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SENIOR MANAGEMENT

Ms. Luk, Yung Yung Claire (陸蓉蓉), aged 35, was a senior consultant to the Group in December 2008 and became the head of marketing department of the Group in February 2011. Ms. Luk is in charge of corporate communications, marketing, business development and corporate branding for the Group. She obtained a bachelor degree of fine arts from the Hong Kong Academy for Performing Arts in July 2003 and a master degree of business in marketing from the University of Technology, Sydney in March 2010. Ms. Luk has extensive experience in corporate communications and marketing. Prior to joining the Group, she worked as Head of Communications, Asia with one of the world's largest architecture practice in 2010. From 2006 to 2008 she worked as a wardrobe manager in one of the largest theme parks in Hong Kong. She was responsible for corporate image and coordination in major marketing events. In addition, Ms. Luk also gained experiences in marketing, business development and investor relation activities in previous engagements. Ms. Luk is the sister of Mr. Luk.

Ms. Kwan, Nga Chung (關雅頌), aged 26, joined the Group in August 2009. Ms. Kwan is the head of business valuation, a subdivision of the valuation department of the Group. She obtained a bachelor degree of social sciences from the University of Hong Kong in November 2008 and she further obtained a master degree of finance (investment management) from the Hong Kong Polytechnic University in October 2009. Ms. Kwan began her career in the finance industry by joining the Group as an analyst in 2009. She has built up extensive experiences in conducting valuation and consultancy work in Hong Kong, the PRC and other countries worldwide. Since 2010, Ms. Kwan has been in-charge of a number of valuation and advisory tasks for over one hundred companies listed on the Stock Exchange for accounting reference, corporate financing and merger and acquisition purposes. In particular, she was involved in valuations related to the natural resources industry, in which she conducted valuations on mines located in the PRC, Australia, Mongolia, Brazil, and Indonesia, with different types of minerals including gold, silver, copper, molybdenum, zinc, lead, vanadium, coal, tin, and manganese. In addition, she also conducted business and intangible assets valuations in a wide array of industries including internet, multimedia, fashion and beauty, gaming and entertainment, sports, pharmaceutical and healthcare, oil and gas, food and beverage, financial institutions, information technology, tourism, power.

CORPORATE GOVERNANCE PRACTICES

The Board and the management of the Company are committed to establishing good corporate governance practices and procedures. The maintenance of high standard of business ethics and corporate governance practices has always been one of the Group's goals. The Company believes that good corporate governance provides a framework that is essential for effective management, successful business growth and a healthy corporate culture, thereby leading to the enhancement of shareholders' value.

The Board has adopted the Corporate Governance Code (the "CG Code") as set out in Appendix 15 to the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited (the "GEM Listing Rules"). Continuous efforts are made to review and enhance the Group's internal controls and procedures in light of changes in regulations and developments in best practices. To us, maintaining high standards of corporate governance practices is not just complying with the provisions but also the intent of the regulations to enhance corporate performance and accountability.

The Board is pleased to report compliance with the code provisions of the CG Code for the period from the Listing Date (25 February 2013) to 31 March 2013, except where otherwise stated.

DIRECTORS' SECURITIES TRANSACTIONS

The Company has adopted the rules set out in Rules 5.48 to 5.67 of the GEM Listing Rules as the code of conduct for dealing in securities of the Company by the Directors (the "Required Standard of Dealings"). The Company has confirmed, having made specific enquiry of the Directors, all the Directors have complied with the Required Standard of Dealings throughout the period from the Listing Date to the year end date.

BOARD OF DIRECTORS

The Board comprises:

Executive Directors:	Mr. Luk, Kee Yan Kelvin *(Chairman and chief executive officer)* Mr. Yue, Kwai Wa Ken *(Chief financial officer)*
Independent Non-executive Directors:	Mr. Chan, Ka Kit Mr. Lam, Pak Cheong Mr. Ng, Simon

Each independent non-executive Director has given an annual confirmation of his independence to the Company, and the Company considers them to be independent under Rule 5.09 of the GEM Listing Rules.

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Since the Listing Date to 31 March 2013, a total of 2 Board meetings were held. The attendance records of each Director at the Board meetings are set out in the table below:

Name of director	Number of meetings attended Board meetings	AGM
Mr. Luk, Kee Yan Kelvin	2/2	N/A
Mr. Yue, Kwai Wa Ken	2/2	N/A
Mr. Chan, Ka Kit	1/2	N/A
Mr. Lam, Pak Cheong	1/2	N/A
Mr. Ng, Simon	1/2	N/A

RESPONSIBILITIES OF THE BOARD

The Board is responsible for leadership and control of the Group and be 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; supervising and managing management's performance of the Group; and setting the Group's values and standards. The Board delegates the day-to-day management, administration and operation of the Group to management. The delegated functions are reviewed by the Board periodically to ensure that they accommodate the needs of the Group.

CORPORATE GOVERNANCE FUNCTIONS

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

The Board held 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 the 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 Board also ensures that it is supplied in a timely manner with all necessary information in a form and of a quality appropriate to enable it to discharge its duties.

Every Board member has full access to the advice and services of the company secretary with a view to ensuring that Board 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 Code, the roles of chairman and chief executive officer should be separate and should not be performed by the same individual.

The Board is of the view that although Mr. Luk, Kee Yan Kelvin is the chairman and the 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 caliber individuals and meets regularly to discuss issues affecting operations of the Company. The Board believes that this structure is conductive to strong and consistent leadership, enabling the Group to make and implement decisions promptly and efficiently. The Board has full confidence in Mr. Luk, Kee Yan Kelvin and believes that his appointment to the posts of chairman and chief executive officer is beneficial to the business prospects of the Company.

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 3 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 Directors 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 independency 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. Directors also participate 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 board members have received a directors training hosted by a law firm which was about, inter alias, the listing rules, Companies Ordinance and Securities and Futures Ordinance.

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

AUDIT COMMITTEE

The major roles and functions of the audit committee of the Company (the "Audit Committee") are to review and supervise the financial reporting process, financial controls, internal control and risk management system of the Company 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, the Company adopted a whistleblowing policy in order to allow our employees or other stakeholders (e.g. suppliers and customers) of the Company to raise concerns, in confidence, with the Audit Committee about possible improprieties in any matter related to the Company.

The Audit Committee currently consists of 3 independent non-executive Directors namely Mr. Lam Pak Cheong, Mr. Ng Simon and Mr. Chan Ka Kit. Mr. Chan Ka Kit is the chairman of the Audit Committee. No member of the Audit Committee is a member of the former or existing auditor of the Company. The terms of reference of the Audit Committee are available at the Company's website and on the website of the Stock Exchange.

According to the current terms of reference, meetings of the Audit Committee shall be held at least four times a year. The Audit Committee has reviewed the Company's annual audited results for the financial year ended 31 March 2013. One meeting was held on 27 May 2013 for the year ended 31 March 2013. The attendance records of each member of the Audit Committee meeting is set out as follows:

Name of members of Audit Committee	Number of meeting attended
Mr. Chan, Ka Kit	1/1
Mr. Lam, Pak Cheong	1/1
Mr. Ng, Simon	1/1

At the meeting held, in performing its duties in accordance with its terms of reference, the work performed by the Audit Committee included:

(a) review and supervision of the financial reporting process and internal control system of the Company and its subsidiaries;

(b) recommendation to the Board, for the approval by shareholders, of the re-appointment of external auditor and approval of their remuneration;

(c) determination of the nature and scope of the audit;

(d) review of the financial statements for the year ended 31 March 2013 and discuss corporate governance practice; and

(e) review of the annual compliance review report prepared by an independent professional with an aim to consider as to whether the Company has complied with the best practice guidelines in relation to natural resources related projects adopted by the Company.

REMUNERATION COMMITTEE

The remuneration committee of the Company (the "Remuneration Committee") was established on 26 September 2011 comprising the 3 independent non-executive Directors and Mr. Luk, Kee Yan Kelvin. Mr. Lam Pak Cheong is the chairman of the Remuneration Committee. The terms of reference of the Remuneration Committee are available at the Company's website and on the website of the Stock Exchange.

The roles and functions of the Remuneration Committee include consulting the chairman of the Board about their remuneration proposals for other executive Directors, making recommendation to the Board on the Company's remuneration policy and structure for all Directors' and senior management and the Remuneration Committee has adopted the approach under B.1.2(c)(ii) of the code provisions to make recommendations to the Board on the remuneration packages of individual executive Directors and senior management.

Two Remuneration Committee meetings were held on 25 April 2013 and 27 May 2013. For the Remuneration Committee meeting held on 25 April 2013, the Remuneration Committee approved the proposed grant of share option to the employee of the Group. For the Remuneration Committee meeting held on 27 May 2013, the Remuneration Committee has reviewed the compensation package of the Directors and the senior management of the Group.

The attendance record of each member of the Remuneration Committee is set out as follows:

Name of members of Remuneration Committee	Number of meeting attended
Mr. Chan, Ka Kit	2/2
Mr. Lam, Pak Cheong	2/2
Mr. Ng, Simon	2/2
Mr. Luk, Kee Yan Kelvin	2/2

The emolument payable to Directors depends on their respective contractual terms under the service contracts and the appointment letters, and as recommended by the Remuneration Committee. Details of the Directors' emolument are set out in note 15 to the financial statements.

NOMINATION COMMITTEE

The nomination committee of the Company (the "Nomination Committee") was established on 26 September 2011 comprising the 3 independent non-executive Directors and Mr. Luk, Kee Yan Kelvin. Mr. Ng, Simon is currently the chairman of the Nomination Committee. The terms of reference of the Nomination Committee are available at the Company's website and on the website of The Stock Exchange.

The roles and functions of the Nomination Committee include reviewing the structure, size and composition of the Board, making recommendations on any proposed changes to the Board to complement the Company's corporate strategy, identifying individuals suitably qualified to become members of the Board and selecting individuals nominated for directorship (if necessary), assessing the independence of the independent non-executive Directors and making recommendations to the Board on the appointment or re-appointment of Directors and succession planning for directors, in particular the Chairman and the chief executive officer. In considering the nomination of new Directors, the Board will take into account the qualification, ability, working experience, leadership and professional ethics of the candidates, especially their experience in the valuation and technical advisory services and/or other professional areas.

One meeting was held on 27 May 2013. The Nomination Committee has reviewed and discussed the structure, size and composition of the board of Directors and no change has been proposed to the structure, size and composition.

The attendance records of each member of the Nomination Committee is set out as follows:

Name of members of Nomination Committee	**Number of meeting attended**
Mr. Chan, Ka Kit	1/1
Mr. Lam, Pak Cheong	1/1
Mr. Ng, Simon	1/1
Mr. Luk, Kee Yan Kelvin	1/1

ACCOUNTABILITY AND AUDIT

Financial Reporting

The management provides such explanation and information to the Board and reports regularly to the Board on financial position and prospects of the business of the Company so as to enable the Board to make an informed assessment of the financial and other information put before the Board for approval.

The Directors acknowledge their responsibilities (as set out in the Independent Auditor's Report) for preparing the financial statements of the Group that give a true and fair view of the state of affairs of the Group. The Board was not aware of any material uncertainties relating to events or conditions that might cast significant doubt upon the Group's ability to continue as a going concern and the Board has prepared the financial statements on a going concern basis. The responsibility of the external auditor is to form an independent opinion, based on their audit, on those consolidated financial statements prepared by the Board and to report their opinion to the shareholders of the Company. A statement by auditor about their reporting responsibility is set out in the Independent Auditor's 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 of the system of internal controls of the Group.

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 objective. 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; (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 be in its current business; and (iii) Mr. Luk's undertaking 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 financial year ended 31 March 2013 and there is nothing which need to be brought to the attention of the shareholders.

The Board reviews the effectiveness of the Group's material internal controls. Based on information furnished to it and on its own observations, the Board is satisfied with present internal controls of the Group.

AUDITORS' REMUNERATION

During the financial year ended 31 March 2013, the fees paid to the Company's auditors is set out as follows:

Services rendered	Fees paid/payable (HK$'000)
Audit services	418
Non-audit services — as reporting accountant for the Company's placing	2,030
	2,448

COMPANY SECRETARY

Mr. Yue, Kwai Wa Ken ("Mr. Yue") was appointed as the company secretary of the Company on 26 September 2011. The biographical details of Mr. Yue are set out under the section headed "Biographical Details of Directors and Senior Management".

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 members 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 (2) 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 of the Company 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 requisitionists.

The request will be verified with the Company's branch share registrars in Hong Kong and upon their confirmation that the request is proper and in order, the company secretary of the Company 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 is not in order, the shareholders will be advised of this outcome and accordingly, an EGM will not be convened as requested. If within twenty-one 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 business days) if the proposal constitutes an ordinary resolution of the Company;

(b) At least 21 clear days' notice in writing (and not less than 20 business days) if calling for an annual general meeting or the proposal constitutes a special resolution of the Company in EGM.

RIGHT TO PUT ENQUIRIES TO THE BOARD

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

RIGHT TO PUT FORWARD PROPOSALS AT GENERAL MEETINGS

There are no provisions allowing shareholders to purpose new resolutions at the general meetings under the Cayman Islands Companies Law (2011 Revision). However, shareholders are requested to follow Article 58 of the Company's Articles of Association for including a resolution at an EGM. The requirements and procedures are set out above. Pursuant to Article 85 of the Company's Articles of Association, 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 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 or at the registration office provided that the minimum length of the period, during which such notice(s) are given, shall be at least seven (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 seven (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. The procedures for shareholders of the Company to propose a person for election as director is posted on the Company's website.

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 and circulars and the Company's website at www.romagroup.com.

From the Listing Date to the year ended 31 March 2013, there had been no significant change in the Company's constitutional documents.

The Directors hereby present their first report and the audited consolidated financial statements for the year ended 31 March 2013.

GROUP REORGANISATION

The Company was incorporated as an exempted company with limited liability in the Cayman Islands on 4 March 2011. Through a group reorganisation (the "Reorganisation") as fully explained in the Company's Prospectus dated 31 January 2013, the Company has since 26 September 2011 become the holding company of the Group. The Company has completed its placing on 25 February 2013 and the shares of the Company were listed on the GEM of the Stock Exchange.

PRINCIPAL ACTIVITIES

The principal activity of the Company is investment holding. The principal activities of its principal subsidiaries are set out in note 18 to the consolidated financial statements. 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.

RESULTS AND APPROPRIATIONS

The Group's profit for the year ended 31 March 2013 and the state of affairs of the Company and of the Group as at that date are set out in the financial statements on pages 35 to 85.

The Board does not recommend the payment of any final dividend for the year ended 31 March 2013.

FINANCIAL HIGHLIGHTS

The summary of the results and of the assets and liabilities of the Group is set out on page 86.

PROPERTY, PLANT AND EQUIPMENT

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

SHARE CAPITAL

Details of the movements in the Company's share capital during the year are set out in note 26, to the consolidated financial statements.

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 new shares on a pro rata basis to existing shareholders.

PURCHASE, SALE OR REDEMPTION OF LISTED SECURITIES

Since the shares of the Company were listed on GEM on 25 February 2013, neither the Company nor any of its subsidiaries have purchased, sold or redeemed any securities of the Company during the year ended 31 March 2013.

RESERVES

Details of the movements in the reserves of the Company and the Group during the year are set out in note 27 to the financial statements and the consolidated statement of changes in equity, respectively.

DISTRIBUTABLE RESERVES

As at 31 March 2013, 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 HK$20.4 million. The amount of HK$20.4 million represents the Company's share premium, net of accumulated losses, 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

The percentages of sales and consultancy fees for the year ended 31 March 2013 attributable to the Group's major clients and independent professionals were as follows:

(1) The aggregate amount of revenue attributable to the Group's five largest clients represented approximately 27.6% of the Group's total revenue. The amount of revenue from the Group's largest clients represented approximately 7.4% of the Group's total revenue.

(2) The aggregate amount of consultancy fee attributable to the Group's five largest independent professionals represented approximately 75.1% of the Group's total consultancy fee. The amount of consultancy fees from the Group's largest independent professionals represented approximately 21.8% of the Group's total consultancy fee.

None of the Directors nor any of their associates 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 independent professionals during the year.

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 *(Chief financial officer)*

Independent non-executive Directors

Mr. Chan, Ka Kit
Mr. Lam, Pak Cheong
Mr. Ng, Simon

BIOGRAPHIES OF DIRECTORS AND OTHER SENIOR MANAGEMENT

The biographical Details of the Directors and other senior management are disclosed in the section headed "Biographical Details of Directors and Senior Management" on pages 13 to 14 in this annual report.

DIRECTORS' SERVICE CONTRACTS

Each of executive Director 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.

Independent non-executive Directors are appointed for a term up to 31 December 2014 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 annual general meeting 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.

MANAGEMENT CONTRACTS

No contracts concerning the management and administration of the whole or any substantial part of the business of the Group were entered into or existed during the year.

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REMUNERATION OF THE DIRECTORS

Details of the remuneration of the Directors of the Company are set out in note 15 to the consolidated financial statements in this annual report.

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 with 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 a share option scheme as incentive to Directors and eligible employees, details of which are set out in the paragraph headed "Share Option Scheme" below.

COMPLIANCE OF NON-COMPETITION UNDERTAKINGS

In order to protect the Group's interest in its business activities, on 28 January 2013, each of Aperto Investments Limited and Mr. Luk, the controlling shareholders of the Company, has given a non-competition undertaking in favour of the Company, pursuant to which each of them undertakes and covenants with the Company that, for so long as he/it and/or his/its associates, directly or indirectly, whether individually or taken together, remain to be the controlling shareholder, he/it will not and will procure his/its associates not to directly or indirectly carry on, participate, engage or otherwise be interested in any business which is or may be in competition with the business of any members of the Group from time to time.

Details of the undertaking has been set out in the section headed "Relationship with Controlling Shareholders" of the prospectus.

SHARE OPTION SCHEME

The Company adopted a share option scheme (the "Share Option Scheme") on 26 September 2011 and effective on the Listing Date (25 February 2013).

1. Purpose

The purpose of 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 are authorised, at their absolute discretion and subject to the terms of the Share Option Scheme, to grant options to subscribe the Shares of the Company 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 under the Share Option Scheme

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 as at the Listing Date (i.e. a total of 80,000,000 shares).

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 Share Option Scheme, in any 12-month period up to the date of grant 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 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 performance targets that 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 of a share 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 5 business days immediately preceding the date of grant of the option; and (iii) the nominal value of a share on the date of grant of the option.

9. Life of the Share Option Scheme

The Share Option Scheme became unconditional on the Listing Date and shall be valid and effective for a period of ten years commencing on 25 February 2013, subject to the early termination provisions contained in the Share Option Scheme.

The Company shall be 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 shares in issue on the Listing Date. 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.

As at 31 March 2013, no option under the Share Option Scheme has been granted by the Company.

THE 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 2013, 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 will 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 will 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

Name of Director	Company/name of associated company	Natural of interest	Number of securities	Approximate percentage of shareholding
Mr. Luk, Kee Yan Kelvin	The Company	Interest of a controlled corporation	600,000,000 Shares (Note 1)	75%
	Aperto Investments Limited	Beneficial interest	1 share of US$1.00	100%
	The Company	Beneficial interest	8,000,000 Shares (Note 2)	1%
Mr. Yue, Kwai Wa Ken	The Company	Beneficial interest	8,000,000 Shares (Note 2)	1%
Mr. Chan, Ka Kit	The Company	Beneficial interest	600,000 Shares (Note 2)	0.08%
Mr. Lam, Pak Cheong	The Company	Beneficial interest	600,000 Shares (Note 2)	0.08%
Mr. Ng, Simon	The Company	Beneficial interest	600,000 Shares (Note 2)	0.08%

Notes:

1. These Shares are registered in the name of Aperto Investments Limited, the entire issued share capital of which is legally and beneficially owned by Mr. Luk, Kee Yan Kelvin. Under the SFO, Mr. Luk, Kee Yan Kelvin is deemed to be interested in all the Shares held by Aperto Investments Limited.

2. 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.

Save as disclosed above, as 31 March 2013, none of the Directors and 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 will 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 will be required, pursuant to Section 352 of the SFO, to be entered in the register referred to therein, or which will 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.

PRE-IPO SHARE OPTION SCHEME

A Pre-IPO Share Option Scheme was conditionally approved on 26 September 2011. Details of the options granted under the Pre-IPO Share Option Scheme, movement during the year and the options outstanding as at 31 March 2013 were as follows:

	Number of share options					
	As at 1 April 2012	**Lapsed during the year**	**Exercise during the year**	**As at 31 March 2013**	**Exercise period and vesting period**	**Subscription price per share** (Note 1) HK$
Directors						
Mr. Luk Kee Yan Kelvin	8,000,000	–	–	8,000,000	Note 1	0.27
Mr. Yue Kwai Wa Ken	8,000,000	–	–	8,000,000	Note 1	0.27
Mr. Chan Ka Kit	600,000	–	–	600,000	Note 1	0.27
Mr. Lam Pak Cheong	600,000	–	–	600,000	Note 1	0.27
Mr. Ng Simon	600,000	–	–	600,000	Note 1	0.27
Others						
Employees	46,000,000	(6,000,000)	–	40,000,000	Note 1	0.27
Total	63,800,000	(6,000,000)	–	57,800,000		

All options were conditionally granted to the grantees on 26 September 2011 subject to the listing of the shares of the Company on the GEM of the Stock Exchange of Hong Kong Limited. The Company has successfully listed its shares on the GEM of the Stock Exchange of Hong Kong Limited on 25 February 2013.

Note 1:

The exercise period shall commence on (i.e. 25 February 2013) (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 three 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 (the "Option Period") and vesting date of the options and percentage of options vested are as follows:

(1) The first anniversary of the Listing Date — 30% of the total number of options granted

(2) The second anniversary of the Listing Date — 30% of the total number of options granted

(3) The third anniversary of the Listing Date — 40% of the total number of options granted

Outstanding and unexercised options at the end of each vesting period may be rolled over to the next vesting period and exercisable during the Option Period.

Details of the Pre-IPO Share Option Scheme are set out in note 28 to the consolidated financial statements.

SUBSTANTIAL SHAREHOLDERS

As 31 March 2013, so far as the directors are aware, the interests or short positions owned by the following persons (other than the Directors or chief executive officer of the Company) in the shares or underlying shares of the Company which are required to be notified to the Company under Divisions 2 and 3 of Part XV of the SFO or which are required to be recorded in the register of the Company required to be kept under section 336 of the SFO are as follows:

Long positions in Shares, underlying Shares and debentures

Name	Nature of Interest	Number of Shares held	Approximate percentage of shareholding
Aperto Investments Limited (Note)	Beneficial owner	600,000,000	75%

Note: The entire issued share capital of Aperto Investments Limited is legally and beneficially owned by Mr. Luk, Kee Yan Kelvin. Under the SFO, Mr. Luk, Kee Yan Kelvin is deemed to be interested in all the Shares held by Aperto Investments Limited.

Save as disclosed above and as at 31 March 2013, the Directors are not aware of any interests or short positions owned by any persons (other than the Directors or chief executive officer of the Company) in the shares or underlying shares of the Company which are required to be disclosed under Divisions 2 and 3 of Part XV of the SFO or which are required to be recorded in the register of the Company required to be kept under section 336 of the SFO.

DIRECTORS' INTERESTS IN COMPETING BUSINESSES

During the year ended 31 March 2013 and up to the date of this report, none of the Directors or any of their respective associates, has engaged in any business that competes or may compete with the business of the Group, or has any other conflict of interest with the Group.

INTERESTS OF THE COMPLIANCE ADVISER

As at 31 March 2013, 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 associates had any interests in relation to the Company which is required to be notified to the Group 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 Paragraph C.3.3 of the Code on Corporate Governance on 26 September 2011. The primary duties of the Audit Committee are mainly to review the financial systems of the Group; to review the accounting policy, financial position and financial reporting procedures of the Group; to communicate with external auditors; to assess the performance of internal financial and audit personnel; and to assess the internal controls of the Group. The Audit Committee consists of three members, namely Mr. Chan Ka Kit, Mr. Lam Pak Cheong and Mr. Ng Simon.

The Audit Committee has reviewed the consolidated results of the Group for the year ended 31 March 2013.

RELATED PARTY TRANSACTIONS

Details of related party transactions of the Group during the year ended 31 March 2013 are set out in note 30 to the financial statements. None of these related party transactions constitutes a connected transaction upon Listing as defined under the Listing Rules.

SUFFICIENCY OF PUBLIC FLOAT

As at the date of this report, based on the information that is publicly available to the Company and to the best knowledge of the Directors, the Directors confirm that the Company maintained the amount of public float as required under the GEM Listing Rules.

REPORT OF THE DIRECTORS

AUDITOR

BDO Limited was appointed by the Directors as the first auditor of the Company. BDO Limited will retire, and being eligible, offer themselves for re-appointment at the forthcoming annual general meeting. A resolution for their re-appointment as auditor of the Company will be proposed at the forthcoming annual general meeting. The consolidated financial statements for the year ended 31 March 2013 have been audited by BDO Limited.

SUBSEQUENT EVENT

On 25 April 2013, 10,000,000 share options were granted under the Share Option Scheme.

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

28 May 2013

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

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

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

香港
干諾道中111號
永安中心25樓

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

We have audited the consolidated financial statements of Roma Group Limited (the "Company") and its subsidiaries (together the "Group") set out on pages 35 to 85, which comprise the consolidated and company statements of financial position as at 31 March 2013, 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 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.

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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 2013 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, 28 May 2013

Consolidated Statement of Comprehensive Income

For the year ended 31 March 2013

	Notes	2013 HK$'000	2012 HK$'000
Revenue	6	**43,133**	29,658
Other income	8	**722**	1,347
Employee benefit expenses	9	**(12,753)**	(12,216)
Depreciation and amortisation	10	**(610)**	(416)
Other expenses		**(15,340)**	(13,436)
Profit before income tax expense	10	**15,152**	4,937
Income tax expense	11	**(3,043)**	(1,680)
Profit and total comprehensive income for the year attributable to owners of the Company		**12,109**	3,257
Earnings per share			
— Basic	14	**1.75 cents**	0.48 cents
— Diluted	14	**1.66 cents**	0.48 cents

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

As At 31 March 2013

	Notes	2013 HK$'000	2012 HK$'000
ASSETS AND LIABILITIES			
Non-current assets			
Property, plant and equipment	16	**274**	727
Intangible assets	17	**516**	476
		790	1,203
Current assets			
Trade receivables	19	**9,419**	5,087
Prepayments, deposits and other receivables	20	**7,696**	7,658
Amount due from a director	21	**4,699**	–
Cash and cash equivalents		**38,013**	6,970
		59,827	19,715
Current liabilities			
Trade payables	23	**468**	350
Accrued liabilities and receipt in advance	24	**7,387**	3,490
Derivative financial instruments	25	**–**	6
Current tax liabilities		**3,482**	6,348
		11,337	10,194
Net current assets		**48,490**	9,521
Total assets less current liabilities/net assets		**49,280**	10,724
EQUITY			
Equity attributable to owners of the Company			
Share capital	26	**8,000**	–
Reserves	27	**41,280**	10,724
Total equity		**49,280**	10,724

On behalf of the Board

Mr. Luk Kee Yan Kelvin
Director

Mr. Yue Kwai Wa Ken
Director

STATEMENT OF FINANCIAL POSITION

As At 31 March 2013

	Notes	2013 HK$'000	2012 HK$'000
ASSETS AND LIABILITIES			
Non-current assets			
Investments in subsidiaries	18	**–**	–
Current assets			
Prepayments	20	**114**	730
Amount due from a director	21	**4,699**	–
Amount due from a subsidiary	22	**2,500**	9,000
Cash and cash equivalents		**33,087**	2
		40,400	9,732
Current liabilities			
Accrued liabilities	24	**3,398**	977
Amount due to a subsidiary	22	**8,379**	4,067
		11,777	5,044
Net current assets		**28,623**	4,688
Total assets less current liabilities/net assets		**28,623**	4,688
EQUITY			
Share capital	26	**8,000**	–
Reserves	27	**20,623**	4,688
Total equity		**28,623**	4,688

On behalf of the Board

Mr. Luk Kee Yan Kelvin
Director

Mr. Yue Kwai Wa Ken
Director

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Consolidated Statement of Changes in Equity

For the year ended 31 March 2013

	Share capital HK$'000	Share premium* HK$'000	Capital reserve* HK$'000	Share option reserve* HK$'000	Retained earnings* HK$'000	Total HK$'000
At 1 April 2011	10	–	–	–	27,910	27,920
Arising from the Reorganisation (as defined in note 1)	(10)	–	10	–	–	–
2011 final dividend (note 31)	–	–	–	–	(16,500)	(16,500)
2012 interim dividend (note 12)	–	–	–	–	(4,000)	(4,000)
Equity-settlement share-based payment (note 28(b))	–	–	–	47	–	47
Transactions with owners	(10)	–	10	47	(20,500)	(20,453)
Profit and total comprehensive income for the year	–	–	–	–	3,257	3,257
At 31 March 2012 and 1 April 2012	–	–	10	47	10,667	10,724
2012 special dividend (note 12)	–	–	–	–	(7,000)	(7,000)
Capitalisation issue (note 26(d))	6,800	(6,800)	–	–	–	–
Shares issued on placing, net of expenses (note 26(e))	1,200	32,120	–	–	–	33,320
Equity-settlement share-based payment (note 28(b))	–	–	–	127	–	127
Transactions with owners	8,000	25,320	–	127	(7,000)	26,447
Profit and total comprehensive income for the year	–	–	–	–	12,109	12,109
At 31 March 2013	8,000	25,320	10	174	15,776	49,280

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

CONSOLIDATED STATEMENT OF CASH FLOWS

For the year ended 31 March 2013

	Notes	2013 HK$'000	2012 HK$'000
Cash flows from operating activities			
Profit before income tax expense		**15,152**	4,937
Adjustment for:			
Fair value gain on financial assets at fair value through profit or loss	8	**–**	(4)
Fair value loss/(gain) on derivative financial instruments, net	8, 10	**80**	(28)
Depreciation of property, plant and equipment	10	**469**	338
Reversal of provision for tax surcharge	8	**(110)**	–
Amortisation of intangible assets	10	**141**	78
Share-based payment compensation	28(b)	**127**	47
Operating profit before working capital changes		**15,859**	5,368
Increase in trade receivables		**(4,332)**	(1,193)
(Increase)/decrease in prepayments, deposits and other receivables		**(38)**	2,481
Increase in amount due from a director		**(4,699)**	–
Increase/(decrease) in trade payables		**118**	(82)
Increase in accrued liabilities and receipt in advance		**4,007**	2,206
Cash generated from operations		**10,915**	8,780
Hong Kong Profits Tax paid		**(5,909)**	(800)
Net cash generated from operating activities		**5,006**	7,980
Cash flows from investing activities			
Purchase of property, plant and equipment		**(16)**	(540)
Purchase of intangible assets		**(181)**	(310)
Payment to acquire financial assets at fair value through profit or loss		**–**	(162)
Proceeds from disposal of financial assets at fair value through profit or loss		**–**	166
(Settlements on)/proceeds from disposal of derivative financial instruments		**(86)**	34
Advances to a director		**–**	(2,200)
Net cash used in investment activities		**(283)**	(3,012)

Consolidated Statement of Cash Flows

For the year ended 31 March 2013

	Notes	**2013 HK$'000**	2012 HK$'000
Cash flows from financing activities			
Issue of shares on placing, net of expenses		**33,320**	–
2011 final dividend paid	31	**–**	(2,695)
2012 interim dividend paid	12	**–**	(4,000)
2012 special dividend paid	12	**(7,000)**	–
Net cash from/(used in) financing activities		**26,320**	(6,695)
Net increase/(decrease) in cash and cash equivalents		**31,043**	(1,727)
Cash and cash equivalents at the beginning of year		**6,970**	8,697
Cash and cash equivalents at the end of year		**38,013**	6,970
Analysis of balances of cash and cash equivalents			
Cash and bank balances		**38,013**	6,970

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 Company's principal activity is investment holding while its subsidiaries are principally engaged in the provision of valuation and technical advisory services. The Company and its subsidiaries as mentioned in note 18 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")).

Pursuant to a group reorganisation (the "Reorganisation"), the Company has become the holding company of the entities now comprising the Group since 26 September 2011. Prior to the Reorganisation, all the entities which took part in the Reorganisation were wholly owned by Mr. Luk Kee Yan Kelvin ("Mr. Luk").

The formation of the Group is attributable to the following major events which are part of the Reorganisation:

(a) On 12 January 2011, Chariot Success Limited ("Chariot Success") was incorporated in the BVI and 1 subscriber share was allotted and issued to Mr. Luk. On 5 May 2011, Chariot Success acquired the entire issued share capital of Roma Appraisals Limited ("Roma Appraisals") from Mr. Luk, in consideration of which Chariot Success allotted and issued 9 new shares, credited as fully paid, to Mr. Luk.

(b) On 18 January 2011, Gertino Limited ("Gertino") was incorporated in the BVI and 1 subscriber share was allotted and issued to Mr. Luk. On 5 May 2011, Gertino acquired the entire issued share capital of Roma Oil and Mining Associates Limited ("Roma Oil and Mining") from Mr. Luk, in consideration of which Gertino allotted and issued 9 new shares, credited as fully paid, to Mr. Luk.

(c) On 28 January 2011, United Brilliant Limited ("United Brilliant") was incorporated in the BVI and 2 subscriber shares were allotted and issued to Mr. Luk. On 12 May 2011, United Brilliant acquired the entire issued share capital of Chariot Success from Mr. Luk, in consideration of which United Brilliant allotted and issued 4,999 new shares, credited as fully paid, to Mr. Luk. On the same date, United Brilliant acquired the entire issued share capital of Gertino from Mr. Luk, in consideration of which United Brilliant allotted and issued 4,999 new shares, credited as fully paid, to Mr. Luk.

(d) On 4 March 2011, the Company was incorporated in the Cayman Islands and 1 nil-paid subscriber share was allotted and issued to the subscriber, which was subsequently transferred to Mr. Luk. On 26 September 2011, the Company acquired the entire issued share capital of United Brilliant from Mr. Luk in consideration of which the Company allotted and issued 9,999 fully paid up ordinary shares to Aperto (a company wholly owned by Mr. Luk) as directed by Mr. Luk and 1 subscriber share held by Aperto was credited as fully paid at par as directed by Mr. Luk.

Immediately after the Reorganisation, the Company became the holding company of the entities now comprising the Group and all the shares of the Company are owned by Aperto, which are beneficially owned by Mr. Luk.

The Reorganisation has involved only inserting new holding companies on top of the existing companies and has not resulted in any change of economic substance. Accordingly, the consolidated financial statements have been prepared using the principles of merger accounting as if the current group structure had been in existence throughout the reporting period presented.

The shares of the Company 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.

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

(a) Adoption of new/revised HKFRSs — effective 1 April 2012

Amendments to HKFRS 1	Severe Hyper Inflation and Removal of Fixed Dates for First-time Adopters
Amendments to HKFRS 7	Disclosures — Transfers of Financial Assets
Amendments to HKAS 12	Deferred Tax — Recovery of Underlying Assets

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.

Amendments to HKAS 1 (Revised)	Presentation of Items of Other Comprehensive Income[1]
Amendments to HKFRS 7	Offsetting Financial Assets and Financial Liabilities[2]
HKAS 27 (2011)	Separate Financial Statements[2]
HKFRSs (Amendments)	Annual Improvements 2009-2011 Cycle[2]
HKFRS 10	Consolidated Financial Statements[2]
HKFRS 12	Disclosure of Interests in Other Entities[2]
HKFRS 13	Fair Value Measurement[2]
Amendments to HKAS 32	Offsetting Financial Assets and Financial Liabilities[3]
HKFRS 9	Financial Instruments[4]

1 Effective for annual periods beginning on or after 1 July 2012
2 Effective for annual periods beginning on or after 1 January 2013
3 Effective for annual periods beginning on or after 1 January 2014
4 Effective for annual periods beginning on or after 1 January 2015

Amendments to HKAS 1 (Revised) — Presentation of Items of Other Comprehensive Income

The amendments to HKAS 1 (Revised) require the Group to separate items presented in other comprehensive income into those that may be reclassified to profit or loss in the future (e.g. revaluations of available-for-sale financial assets) and those that may not (e.g. revaluations of property, plant and equipment). Tax on items of other comprehensive income is allocated and disclosed on the same basis. The amendments will be applied retrospectively.

Amendments to HKFRS 7 — Offsetting Financial Assets and Financial Liabilities

HKFRS 7 is amended to introduce disclosures for all recognised financial instruments that are set off under HKAS 32 and those that are subject to an enforceable master netting agreement or similar arrangement, irrespective of whether they are set off under HKAS 32.

HKFRSs (Amendments) — Annual Improvements 2009-2011 Cycle

The improvements made amendments to 4 standards.

(i) HKAS 1 Presentation of Financial Statements

The amendments clarify that the requirement to present a third statement of financial position when an entity applies an accounting policy retrospectively or makes a retrospective restatement or reclassification of items in its financial statements is limited to circumstances where there is a material effect on the information in that statement of financial position. The date of the opening statement of financial position is the beginning of the preceding period and not, as at present, the beginning of the earliest comparative period. The amendments also clarify that, except for disclosures required by HKAS 1.41-44 and HKAS 8, the related notes to the third statement of financial position are not required to be presented. An entity may present additional voluntary comparative information as long as that information is prepared in accordance with HKFRS. This may include one or more statements and not a complete set of financial statements. Related notes are required for each additional statement presented.

(ii) HKAS 16 Property, Plant and Equipment

The amendments clarify that items such as spare parts, stand-by equipment and servicing equipment are recognised as property, plant and equipment when they meet the definition of property, plant and equipment. Otherwise, such items are classified as inventory.

(iii) HKAS 32 Financial Instruments: Presentation

The amendments clarify that income tax relating to distributions to holders of an equity instrument and to transaction costs of an equity transaction should be accounted for in accordance with HKAS 12 Income Taxes. Depending on the circumstances these items of income tax might be recognised in equity, other comprehensive income or in profit or loss.

(iv) HKAS 34 Interim Financial Reporting

The amendments clarifies that in interim financial statements, a measure of total assets and liabilities for a particular reportable segment need to be disclosed when the amounts are regularly provided to the chief operating decision maker and there has been a material change in the total assets and liabilities for that segment from the amount disclosed in the last annual financial statements.

HKFRS 10 — Consolidated Financial Statements

HKFRS 10 introduces a single control model for consolidation of all investee entities. An investor has control when it has power over the investee (whether or not that power is used in practice), exposure or rights to variable returns from the investee and the ability to use the power over the investee to affect those returns. HKFRS 10 contains extensive guidance on the assessment of control. For example, the standard introduces the concept of "de facto" control where an investor can control an investee while holding less than 50% of the investee's voting rights in circumstances where its voting interest is of sufficiently dominant size relative to the size and dispersion of those of other individual shareholders to give it power over the investee. Potential voting rights are considered in the analysis of control only when these are substantive, i.e. the holder has the practical ability to exercise them. The standard explicitly requires an assessment of whether an investor with decision making rights is acting as principal or agent and also whether other parties with decision making rights are acting as agents of the investor. An agent is engaged to act on behalf of and for the benefit of another party and therefore does not control the investee when it exercises its decision making authority. The implementation of HKFRS 10 may result in changes in those entities which are regarded as being controlled by the Group and are therefore consolidated in the financial statements. The accounting requirements in the existing HKAS 27 on other consolidation related matters are carried forward unchanged. HKFRS 10 is applied retrospectively subject to certain transitional provisions.

HKFRS 12 — Disclosure of Interests in Other Entities

HKFRS 12 integrates and makes consistent the disclosures requirements about interests in subsidiaries, associates and joint arrangements. It also introduces new disclosure requirements, including those related to unconsolidated structured entities. The general objective of the standard is to enable users of financial statements to evaluate the nature and risks of a reporting entity's interests in other entities and the effects of those interests on the reporting entity's financial statements.

HKFRS 13 — Fair Value Measurement

HKFRS 13 provides a single source of guidance on how to measure fair value when it is required or permitted by other standards. The standard applies to both financial and non-financial items measured at fair value and introduces a fair value measurement hierarchy. The definitions of the three levels in this measurement hierarchy are generally consistent with HKFRS 7 "Financial Instruments: Disclosures". HKFRS 13 defines fair value as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date (i.e. an exit price). The standard removes the requirement to use bid and ask prices for financial assets and liabilities quoted in an active market. Rather the price within the bid-ask spread that is most representative of fair value in the circumstances should be used. It also contains extensive disclosure requirements to allow users of the financial statements to assess the methods and inputs used in measuring fair values and the effects of fair value measurements on the financial statements. HKFRS 13 can be adopted early and is applied prospectively.

Amendments to HKAS 32 — Offsetting Financial Assets and Financial Liabilities

The amendments clarify the offsetting requirements by adding appliance guidance to HKAS 32 which clarifies when an entity "currently has a legally enforceable right to set off" and when a gross settlement mechanism is considered equivalent to net settlement.

HKFRS 9 — Financial Instruments

Under HKFRS 9, financial assets are classified into financial assets measured at fair value or at amortised cost depending on the entity's business model for managing the financial assets and the contractual cash flow characteristics of the financial assets. Fair value gains or losses will be recognised in profit or loss except for those non-trade equity investments, which the entity will have a choice to recognise the gains and losses in other comprehensive income. HKFRS 9 carries forward the recognition, classification and measurement requirements for financial liabilities from HKAS 39, except for financial liabilities that are designated at fair value through profit or loss, where the amount of change in fair value attributable to change in credit risk of that 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.

The Group is in the process of making an assessment of the potential impact of these pronouncements. The directors so far concluded that the adoption of the amendments to HKFRS 1 and HKAS 34 as part of the Annual Improvements 2009-2011 Cycle will have no impact on the Group's financial statements. In respect of the other new pronouncements, the directors anticipate that more disclosures would be made but are not yet in a position to state whether they would have material financial impact on the Group's financial statements.

3. BASIS OF PREPARATION

(a) Statement of compliance

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

(b) Basis of measurement

The consolidated financial statements have been prepared under the historical cost basis except for financial instruments classified as fair value through profit or loss, which are stated at fair values.

(c) Functional and presentation currency

The financial statements is presented in Hong Kong Dollars ("HK$"), which is also the Company's functional currency, 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.

Except for the Reorganisation described in note 1, 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

Subsidiaries are entities (including special purpose entities) over which the Group has the power to control the financial and operating policies so as to obtain benefits from their activities. The existence and effect of potential voting rights that are currently exercisable or convertible are considered when assessing whether the Group controls another entity.

In the Company's statement of financial position, subsidiaries are carried at cost less any impairment loss. The results of subsidiaries are accounted for by the Company on the basis of dividends received and receivable at the reporting date. All dividends whether received out of the investee's pre- or post-acquisition profits are recognised in the Company's profit or loss.

(c) 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.

(d) 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%

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.

(e) 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:

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(o).

(f) Financial assets

Financial assets of the Group are classified as financial assets at fair value through profit or loss and 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.

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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.

Financial assets at fair value through profit or loss

These include financial assets held for trading and financial assets designated upon initial recognition as at fair value through profit or loss.

Financial assets are classified as held for trading if they are acquired for the purpose of selling in the near term, or it is part of a portfolio of identified financial instruments that are managed together and for which there is evidence of a recent pattern of short-term profit-taking. Derivatives, including separated embedded derivatives, are also classified as held for trading unless they are designated as effective hedging instruments or financial guarantee contracts.

Where a contract contains one or more embedded derivatives, the entire hybrid contract may be designated as a financial asset at fair value through profit or loss, except where the embedded derivative does not significantly modify the cash flows or it is clear that separation of the embedded derivative is prohibited.

Financial assets may be designated at initial recognition as at fair value through profit or loss if the following criteria are met:

— the designation eliminates or significantly reduces the inconsistent treatment that would otherwise arise from measuring the assets or recognising gains or losses on them on a different basis; or

— the assets are part of a group of financial assets which are managed and their performance is evaluated on a fair value basis, in accordance with a documented risk management strategy and information about the group of financial assets is provided internally on that basis to the key management personnel; or

— the financial asset contains an embedded derivative that would need to be separately recorded.

Subsequent to initial recognition, the financial assets included in this category are measured at fair value with changes in fair value recognised in profit or loss. Fair value is determined by reference to active market transactions or using a valuation technique where no active market exists. Fair value gain or loss does not include any dividend or interest earned on these financial assets. Dividend and interest income is recognised in accordance with the Group's accounting policies in note 4(m).

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.

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.

(g) Derivative financial instruments

Derivative financial instruments, in individual contracts or separated from hybrid financial instruments, are initially recognised at fair value on the date the derivative contract is entered into and subsequently remeasured at fair value. Derivatives that are not designated as hedging instruments are accounted for as financial assets or financial liabilities at fair value through profit or loss. Gains or losses arising from changes in fair value are taken directly to profit or loss for the year.

(h) Cash and cash equivalents

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

(i) Financial liabilities

The Group's financial liabilities include trade payables, accrued liabilities and derivative financial instruments. The Company's financial liabilities include accrued liabilities and amount due to a subsidiary.

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 and accrued liabilities

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

Derivatives

Derivatives including separated embedded derivatives are measured at fair value (see note 4(g)).

(j) 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 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.

(k) 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.

(l) 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.

(m) Revenue recognition

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

— Service income is recognised upon provision of the services, by reference to the percentage-of-completion of services performed to date to the total services to be performed. Service income received in advance is included in the consolidated statement of financial position as "receipt in advance". Service income recognised but unbilled is included in the consolidated statement of financial position as "accrued revenue".

— Interest income is recognised on a time-proportion basis using the effective interest method.

— Dividend income is recognised when the right to receive payment is established.

(n) Government grants

Grants from the government are recognised at their fair value where there is a reasonable assurance that the grant will be received and the Group will comply with all attached conditions. Government grants are deferred and recognised in profit or loss over the period necessary to match them with the costs that the grants are intended to compensate. Government grant relating to income is presented in gross under "other income" in the consolidated statement of comprehensive income.

(o) Impairment of non-financial assets

Property, plant and equipment and intangible assets are subject to impairment testing. Property, plant and equipment and intangible assets with finite useful lives 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.

(p) Employee benefits

(i) Retirement benefits

Retirement benefits to employees are provided through defined contribution plans.

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

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

(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 when, and only when, the Group demonstrably commits itself to terminate employment or to provide benefits as a result of voluntary redundancy by having a detailed formal plan which is without realistic possibility of withdrawal.

(q) Share-based payments

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

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

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

(r) Accounting for income tax

Income tax comprises current tax and deferred tax.

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

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.

(s) Segment reporting

The Group identifies operating segments and prepares segment information based on the regular internal financial information reported to the executive directors for their decisions about resources allocation to the Group's business components and for their review of the performance of those components.

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(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, 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 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.

Current tax and deferred tax

The Group is mainly subject to income tax in Hong Kong. Judgement is required in determining the amount of the provision and the timing of payment. There are some transactions and calculations for which the ultimate tax expense is uncertain during the ordinary course of business. The Group recognises taxes based on estimates of the likely outcome with reference to current tax laws and practices. Where the final outcome of these matters is different from the amounts that were original estimated, such differences will impact the provision for income tax and deferred tax in the period in which such determination is made.

Deferred tax assets relating to certain deductible temporary differences and tax losses will be recognised when management considers it is probable that future taxable profit will be available against which the deductible temporary differences or tax losses can be utilised. Where the expectation is different from the original estimate, such differences will impact the recognition of deferred tax assets and income tax expense in the period in which such estimate is changed.

6. REVENUE

The Group's principal activities are provision of valuation and technical advisory services. Turnover of the Group is the revenue derived from these activities.

7. SEGMENT INFORMATION

The Company is an investment holding company and the principal place of the Group's operations is in Hong Kong. For the purpose of segment information disclosure under HKFRS 8 Operating Segments, the Group regarded Hong Kong as its place of domicile.

Operating segment information

All of the Group's revenue, results, assets and liabilities are derived from the provision of valuation and technical advisory services, and therefore, management considers the Group has one reporting segment, i.e. valuation and technical advisory services.

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.

Information about major customer

For the years ended 31 March 2013 and 2012, none of the customers contributed 10% or more of the revenue of the Group.

8. OTHER INCOME

	2013 HK$'000	2012 HK$'000
Reimbursement of expenses	**462**	1,314
Reversal of provision for tax surcharge (note (a))	**110**	–
Fair value gain on derivative financial instruments, net (note 25)	**–**	28
Fair value gain on financial assets at fair value through profit or loss (note (b))	**–**	4
Government grant (note (c))	**–**	1
Others	**150**	–
	722	1,347

Notes:

(a) During the year ended 31 March 2012, two subsidiaries of the Group, Roma Appraisals and Roma Oil and Mining, applied for payment of income tax payable by instalments. The applications were approved by the Hong Kong Inland Revenue Department ("IRD") in March 2012 and July 2012, respectively. According to the repayment schedules approved by the IRD, tax surcharge would apply as the tax payable would become due immediately. In August 2012, Roma Oil and Mining settled the income tax payable and a reversal of provision for tax surcharge amounted to HK$110,000 was recognised for the year ended 31 March 2013.

(b) During the year ended 31 March 2012, the Group acquired certain equity securities, which are listed in Hong Kong. These listed equity securities were stated at fair value and were disposed of by the Group by 31 March 2012. For the year ended 31 March 2012, the Group recognised realised fair value gain amounting to HK$4,000, which were credited to "fair value gain on financial assets at fair value through profit or loss" under other income.

(c) During the year ended 31 March 2012, the Group received government grant of approximately HK$1,000 from the Labour Department of The Government of the Hong Kong Special Administrative Region under the "Internship Programme for University Graduates". The government grant is recognised in profit or loss over the period to match with the staff costs incurred in relation to providing internship places to the university graduates.

9. EMPLOYEE BENEFIT EXPENSES (INCLUDING DIRECTORS' EMOLUMENTS)

	2013 HK$'000	2012 HK$'000
Wages and salaries	**11,778**	11,112
Contributions on defined contribution retirement plans	**249**	226
Share-based payment compensation — equity settled	**127**	47
Other benefits	**599**	831
	12,753	12,216

10. PROFIT BEFORE INCOME TAX EXPENSE

	2013	2012
	HK$'000	HK$'000
Profit before income tax expense is arrived at after charging/(crediting):		
Auditors' remuneration	**418**	140
Depreciation of property, plant and equipment	**469**	338
Amortisation of intangible assets	**141**	78
Exchange loss, net	**44**	33
Fair value loss/(gain) on derivative financial instruments, net	**80**	(28)
Consultancy fee	**3,244**	2,599
Operating lease charges in respect of buildings (note)	**2,050**	1,175

Note:

For the years ended 31 March 2013 and 31 March 2012, operating lease charges in respect of buildings included rental expenses for the Group's office premises of HK$1,594,000 and HK$857,000, respectively and the staff quarter of HK$456,000 and HK$318,000, respectively.

Rental expenses for office premises and staff quarter are included in "other expenses" and "employee benefit expenses" in the consolidated statement of comprehensive income respectively.

11. INCOME TAX EXPENSE

Hong Kong profits tax is calculated at the rate of 16.5% (2012: 16.5%) on the estimated assessable profits for the year.

	2013	2012
	HK$'000	HK$'000
Current tax — Hong Kong Profits Tax		
Tax for the year	**3,043**	1,680

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:

	2013 HK$'000	2012 HK$'000
Profit before income tax expense	**15,152**	4,937
Tax on profit before income tax expense, calculated at the rates applicable to profits in the tax jurisdiction concerned	**2,500**	815
Tax effect of non-deductible expenses	**501**	877
Tax effect of non-taxable revenue	**(18)**	–
Tax effect of temporary differences not recognised	**60**	(12)
Income tax expense	**3,043**	1,680

Due to error caused by misinterpretation in book keeping procedures related to certain accounting entries of Roma Appraisals, Roma Appraisals had previously filed tax returns based on incorrect financial information which showed a loss from its date of incorporation to 31 March 2010.

Subsequently, during the review of the accounting record of the Group by its management, it was found that Roma Appraisals in fact made a profit during such period. The understated income tax liabilities have been fully provided for in the financial statements of Roma Appraisals and the Group for the year ended 31 March 2010.

As soon as Roma Appraisals discovered such discrepancies, it immediately notified the Commissioner of the IRD (the "Commissioner") of the discrepancies and resubmitted an amended tax return based on the revised financial information.

If the Commissioner considers that Roma Appraisals filed the incorrect tax return without reasonable excuse, the Group could be exposed to penalty pursuant to section 80(2) or 82A of the Hong Kong Inland Revenue Ordinance ("IRO"). Pursuant to section 80(2) of the IRO, the maximum penalty on Roma Appraisals is a fine of HK$10,000 and a further fine of treble the amount of tax which has been undercharged in consequence of filing an incorrect tax return. Pursuant to section 82A of the IRO, the maximum penalty is treble the amount of tax which has been undercharged in consequence of the incorrect tax return. The potential maximum liability of Roma Appraisals under section 80(2) or 82A of IRO estimated by the Group is approximately HK$1.2 million. The Commissioner has yet to finalise its review of the case and based on current information available to management of Roma Appraisals and the Group, no liability due to the filing of the aforementioned incorrect tax return was made in the financial statements of Roma Appraisals and the Group. In this respect, Mr. Luk, a director and beneficial owner of the Group, and Aperto, the immediate and ultimate parent of the Group, have given an indemnity in favour of Roma Appraisals and the Group against such liability.

12. DIVIDENDS

	2013 HK$'000	2012 HK$'000
Interim dividend of HK$400 per ordinary share (note (a))	**–**	4,000
Special dividend of HK$700 per ordinary share (note (b))	**7,000**	–
	7,000	4,000

Notes:

(a) The interim dividend declared for the year ended 31 March 2012 represented the interim dividend proposed by the Company. On 28 October 2011, the Company declared interim dividend of HK$400 per share, totalling HK$4,000,000, to the shareholder. The dividend was settled on 28 October 2011.

(b) The special dividend declared for the year ended 31 March 2012 represented the special dividend proposed by the Company. On 2 April 2012, the Company declared special dividend for the year ended 31 March 2012 of HK$700 per share, totalling HK$7,000,000, to the shareholder. The special dividend was settled by cash payments of HK$3,000,000 on 2 April 2012 and HK$4,000,000 on 26 July 2012 respectively.

13. PROFIT ATTRIBUTABLE TO SHAREHOLDERS

Profit attributable to shareholders of the Company includes a loss of HK$3,012,000 (2012: HK$4,359,000) which has been dealt with in the financial statements of the Company.

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:

	2013	2012
	HK$'000	HK$'000
Earnings		
Earnings for the purpose of basic and dilute earnings per share	**12,109**	3,257
	'000	'000
Number of shares		
Weighted average number of ordinary shares for the purpose of basic earnings per share (note (a))	**691,507**	680,000
Effect of dilutive potential ordinary shares:		
— share options (note (b))	**36,390**	2,598
Weighted average number of ordinary shares for the purpose of diluted earnings per share	**727,897**	682,598

Notes:

(a) Weighted average of 691,507,000 (2012: 680,000,000) ordinary shares derived from 680,000,000 ordinary shares, being the number of shares in issue immediately after the completion of capitalisation issue, deemed to have been issued throughout the year ended 31 March 2012 and up to 25 February 2013, immediately before the completion of share placing.

(b) Weighted average of 36,390,000 (2012: 2,598,000) ordinary shares deemed to be issued at no consideration as if the Company's share options have been exercised.

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 Section 161 of the Hong Kong Companies Ordinance are as follows:

	Fees	Salaries, allowances and other benefits	Contributions on defined contribution retirement plans	Share-based payment compensation — equity settled	Total
	HK$'000	HK$'000	HK$'000	HK$'000	HK$'000
Year ended 31 March 2013					
Executive directors					
Mr. Luk	**–**	**1,896**	**15**	**12**	**1,923**
Mr. Yue Kwai Wa Ken	**–**	**1,480**	**15**	**12**	**1,507**
	–	**3,376**	**30**	**24**	**3,430**
Independent non-executive directors					
Mr. Chan Ka Kit	**11**	**–**	**–**	**1**	**12**
Mr. Lam Pak Cheong	**11**	**–**	**–**	**1**	**12**
Mr. Ng Simon	**11**	**–**	**–**	**1**	**12**
	33	**–**	**–**	**3**	**36**
	33	**3,376**	**30**	**27**	**3,466**
Year ended 31 March 2012					
Executive directors					
Mr. Luk	–	1,945	12	6	1,963
Mr. Yue Kwai Wa Ken	–	1,747	12	6	1,765
	–	3,692	24	12	3,728
Independent non-executive directors					
Mr. Chan Ka Kit	–	–	–	1	1
Mr. Lam Pak Cheong	–	–	–	1	1
Mr. Ng Simon	–	–	–	1	1
	–	–	–	3	3
	–	3,692	24	15	3,731

Mr. Luk and Mr. Yue Kwai Wa Ken were appointed as the Directors of the Company on 4 March 2011 and 18 March 2011 respectively. Mr. Chan Ka Kit, Mr. Lam Pak Cheong and Mr. Ng Simon were appointed as independent non-executive directors of the Company on 26 September 2011.

There was no arrangement under which a director waived or agreed to waive any remuneration during the years ended 31 March 2013 and 31 March 2012.

(b) Senior management's emoluments

The emoluments paid or payable to members of senior management (excluding the Directors) are within the following bands:

	Number of individuals	
	2013	2012
Nil to HK$1,000,000	**1**	2
HK$1,000,001 to HK$2,000,000	**1**	–

(c) Five highest paid individuals

Of the five individuals with the highest emoluments in the Group, two (2012: two) were Directors of the Company whose emoluments are included in the disclosures in note 15(a) above. The emoluments of the remaining three (2012: three) individuals were as follows:

	2013	2012
	HK$'000	HK$'000
Salaries, allowances and other benefits	**2,138**	3,513
Contributions on defined contribution retirement plans	**44**	36
Share-based payment compensation — equity settled	**21**	11
	2,203	3,560

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

	Number of individuals	
	2013	2012
Nil to HK$1,000,000	**2**	2
HK$1,000,001 to HK$2,000,000	**1**	–
HK$2,000,001 to HK$3,000,000	**–**	1

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 (2012: nil).

16. PROPERTY, PLANT AND EQUIPMENT

THE GROUP

	Leasehold improvements HK$'000	Furniture, fixtures and office equipment HK$'000	Total HK$'000
Cost			
At 1 April 2011	503	166	669
Additions	405	135	540
At 31 March and 1 April 2012	908	301	1,209
Additions	–	16	16
At 31 March 2013	908	317	1,225
Accumulated depreciation			
At 1 April 2011	123	21	144
Depreciation	287	51	338
At 31 March and 1 April 2012	410	72	482
Depreciation	406	63	469
At 31 March 2013	816	135	951
Net book value			
At 31 March 2013	92	182	274
At 31 March 2012	498	229	727

17. INTANGIBLE ASSETS

THE GROUP

	Accounting software HK$'000	Valuation software HK$'000	Total HK$'000
Cost			
At 1 April 2011	–	282	282
Additions	7	303	310
At 31 March and 1 April 2012	7	585	592
Additions	7	174	181
At 31 March 2013	14	759	773
Amortisation			
At 1 April 2011	–	38	38
Amortisation	1	77	78
At 31 March and 1 April 2012	1	115	116
Amortisation	3	138	141
At 31 March 2013	4	253	257
Net book value			
At 31 March 2013	10	506	516
At 31 March 2012	6	470	476

18. INVESTMENTS IN SUBSIDIARIES

THE COMPANY

	2013 HK$'000	2012 HK$'000
Unlisted shares, at cost	**–**	–

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	BVI/Hong Kong	10,000 shares of US Dollars ("US$") 1 each	100%	–	Investment holding
Chariot Success	BVI/Hong Kong	10 shares of US$1 each	–	100%	Investment holding
Gertino	BVI/Hong Kong	10 shares of nil par value	–	100%	Investment holding
Roma Appraisals	Hong Kong	10,000 shares of HK$1 each	–	100%	Provision of valuation and consultancy services
Roma Oil and Mining	Hong Kong	100 shares of HK$1 each	–	100%	Provision of natural resources valuation and technical advisory services

None of the subsidiaries of the Company had issued any debt securities at 31 March 2013.

19. TRADE RECEIVABLES

THE GROUP

	2013	2012
	HK$'000	HK$'000
Trade receivables	**9,419**	5,087

The Group generally does not grant any credit term to the customers and the invoices will be due upon presentation. The ageing analysis of trade receivables based on invoice date at the end of reporting period is as follows:

	2013	2012
	HK$'000	HK$'000
0 to 30 days	**3,313**	1,521
31 to 60 days	**1,809**	682
61 to 90 days	**750**	169
91 to 180 days	**1,327**	96
181 to 360 days	**1,985**	2,251
Over 360 days	**235**	368
	9,419	5,087

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

	2013	2012
	HK$'000	HK$'000
Neither past due nor impaired	**–**	–
1 to 90 days past due	**5,872**	2,372
91 to 180 days past due	**1,327**	96
181 to 360 days past due	**1,985**	2,251
Over 360 days past due	**235**	368
	9,419	5,087
	9,419	5,087

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 reporting period, the Group reviews trade receivables for evidence of impairment on both an individual and collective basis. Based on past credit history, management believes that no impairment loss is necessary in respect of these balances 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.

20. PREPAYMENTS, DEPOSITS AND OTHER RECEIVABLES

THE GROUP

	2013	2012
	HK$'000	HK$'000
Accrued revenue	**6,638**	5,824
Prepayments	**539**	1,140
Deposits	**519**	357
Other receivables	**–**	337
	7,696	7,658

THE COMPANY

	2013	2012
	HK$'000	HK$'000
Prepayments	**114**	730

21. AMOUNT DUE FROM A DIRECTOR

THE GROUP AND THE COMPANY

Particulars of amount due from a director disclosed pursuant to Section 161B of the Hong Kong Companies Ordinance are as follows:

	As at 31 March 2013 HK$'000	**Maximum amount outstanding during the year ended 31 March 2013 HK$'000**	**As at 1 April 2012 HK$'000**
Amount due from a director			
— Mr. Luk (note)	**4,699**	**4,699**	**–**

	As at 31 March 2012 HK$'000	Maximum amount outstanding during the year ended 31 March 2012 HK$'000	As at 1 April 2011 HK$'000
Amount due from a director			
— Mr. Luk (note)	–	13,805	11,605

Notes:

(i) The amount due from a director was unsecured, interest-free and repayable on demand.

(ii) The balance represented the prepaid listing expenses allocated to Mr. Luk in accordance with the allocation ratio set out in the prospectus of the Company dated 31 January 2013. As of the date of this report, the outstanding balance has been settled.

22. AMOUNTS DUE FROM/(TO) SUBSIDIARIES

The amounts due from/(to) subsidiaries were unsecured, interest-free and repayable on demand.

23. 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 (2012: 0 to 30) days. The ageing analysis of the trade payables based on invoice date at the end of reporting period is as follows:

	2013 HK$'000	2012 HK$'000
0 to 30 days	**175**	350
Over 360 days	**293**	–
	468	350

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24. ACCRUED LIABILITIES AND RECEIPT IN ADVANCE

THE GROUP

	2013 HK$'000	2012 HK$'000
Accrued liabilities	**4,417**	1,784
Receipt in advance	**2,970**	1,706
	7,387	3,490

THE COMPANY

	2013 HK$'000	2012 HK$'000
Accrued liabilities	**3,398**	977

25. DERIVATIVE FINANCIAL INSTRUMENTS

THE GROUP

	2013 HK$'000	2012 HK$'000
Derivatives — Held for trading		
Future contracts	**–**	6

These derivative financial instruments are stated at fair value, which has been measured as described in note 32(f). During the year, the Group recognised net fair value loss on its derivative financial instruments amounting to HK$80,000 (2012: gain of HK$28,000), which was debited to "fair value gain on derivative financial instruments" under other expenses (2012: credited to "fair value gain on derivative financial instruments" under "other income"). No derivative contract was held as at 31 March 2013. As at 31 March 2012, fair value loss amounting to HK$6,000 was attributable to the open position, which is also the carrying value of the derivative financial instruments.

26. SHARE CAPITAL

Authorised	Number	HK$'000
At 1 April 2011, 31 March 2012 and 1 April 2012 (38,000,000 ordinary share shares of HK$0.01 each)	38,000,000	380
Increase in authorised share capital on 26 September 2011 (7,962,000,000 ordinary share shares of HK$0.01 each)	7,962,000,000	79,620
At 31 March 2013 (8,000,000,000 ordinary share shares of HK$0.01 each)	8,000,000,000	80,000

Issued		
At 1 April 2011 (note (a))	10,105	10
Arising from the Reorganisation	(10,104)	(10)
1 unpaid share credited as fully paid as consideration of acquisition of a subsidiary (note (b))	–	–
9,999 fully paid shares issued on 26 September 2011 (note (c))	9,999	–
At 31 March 2012 and 1 April 2012	10,000	–
Capitalisation issue credited as fully paid on the share premium account of the Company (note (d))	679,990,000	6,800
Shares issued on placing (note (e))	120,000,000	1,200
At 31 March 2013	800,000,000	8,000

Notes:

(a) The share capital as at 1 April 2011 represented the aggregate amount of the share capital of the Company, United Brilliant, Chariot Success, Gertino, Roma Appraisals and Roma Oil and Mining.

(b) Pursuant to the resolution passed on 23 September 2011, 1 subscriber share held by Apertowas credited as fully paid at par as consideration for acquisition of the entire issued share capital of United Brilliant.

(c) Pursuant to the resolution passed on 26 September 2011, 9,999 fully paid shares issued at par value of HK$0.01 each on the same date.

(d) Pursuant to the resolution passed on 28 January 2013, 679,990,000 shares were allotted and issued at par value of HK$0.01 each to Aperto as fully paid at par by way of capitalisation of the sum of HK$6,799,900 debited of the share premium account.

(e) Pursuant to the share placing on 25 February 2013, 120,000,000 shares of HK$0.01 each were issued at a price of HK$0.3 per share. Accordingly, the Company's share capital increased by HK$1,200,000 and the balance of the proceeds of HK$32,120,000, after deducting the listing expenses of HK$2,680,000, was credited to the share premium account.

27. RESERVES

THE GROUP

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 the Reorganisation.

Retained earnings/(accumulated losses)

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

THE COMPANY

	Share premium HK$'000	Share option reserve HK$'000	Retained earnings/ (accumulated losses) HK$'000	Total HK$'000
At 1 April 2011	–	–	–	–
2012 interim dividend (note 12)	–	–	(4,000)	(4,000)
Equity-settled share-based payment (note 28(b))	–	47	–	47
Transaction with owners	–	47	(4,000)	(3,953)
Profit and total comprehensive income for the year	–	–	8,641	8,641
At 31 March and 1 April 2012	–	47	4,641	4,688
2012 special dividend (note 12)	**–**	**–**	**(7,000)**	**(7,000)**
Capitalisation issue (note 26(d))	**(6,800)**	**–**	**–**	**(6,800)**
Shares issued on placing, net of expenses (note 26(e))	**32,120**	**–**	**–**	**32,120**
Equity-settled share-based payment (note 28(b))	**–**	**127**	**–**	**127**
Transaction with owners	**25,320**	**127**	**(7,000)**	**18,447**
Loss and total comprehensive income for the year	**–**	**–**	**(2,512)**	**(2,512)**
At 31 March 2013	**25,320**	**174**	**(4,871)**	**20,623**

28. 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 "Share 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 800,000,000 shares in issue on the Listing Date, the Scheme Mandate Limit will be equivalent to 80,000,000 shares, representing 10% of the shares in issues as at the Listing Date.

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.

As at 31 March 2013, the Group had no (2012: nil) share options outstanding under the Share Option Scheme. On 25 April 2013, 10,000,000 share options were granted to certain staff of the Group.

(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 28(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.

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

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

Subject to the following vesting periods, any option granted under the Pre-IPO Share Option Scheme may be exercised at any time after the price of the share of the Company as stated in the Stock Exchange's daily quotations sheet reaches 3 times or above the subscription price during the period commencing on the Listing Date and ending on the day failing on the fourth anniversary of the Listing Date (the "Option Period"):

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")

As at 31 March 2013, options to subscribe for an aggregate of 57,800,000 (2012: 63,800,000) shares were granted to the grantees under the Pre-IPO Share Option Scheme. Details of which are summarised below:

	Number of share options			
Grantee	**As at 1 April 2012**	**Lapsed during the year**	**Granted during the year**	**As at 31 March 2013**
Directors				
Executive Directors				
— Mr. Luk	**8,000,000**	**–**	**–**	**8,000,000**
— Mr. Yue Kwai Wa Ken	**8,000,000**	**–**	**–**	**8,000,000**
Independent non-executive Directors				
— Mr. Chan Ka Kit	**600,000**	**–**	**–**	**600,000**
— Mr. Lam Pak Cheong	**600,000**	**–**	**–**	**600,000**
— Mr. Ng Simon	**600,000**	**–**	**–**	**600,000**
Sub-total	**17,800,000**	**–**	**–**	**17,800,000**
Employees				
In aggregate	**46,000,000**	**(6,000,000)**	**–**	**40,000,000**
Total	**63,800,000**	**(6,000,000)**	**–**	**57,800,000**

	Number of share options			
Grantee	As at 26 September 2011	Lapsed during the year	Granted during the year	As at 31 March 2012
Directors				
Executive Directors	–	–		
— Mr. Luk	–	–	8,000,000	8,000,000
— Mr. Yue Kwai Wa Ken	–	–	8,000,000	8,000,000
Independent non-executive Directors	–	–		
— Mr. Chan Ka Kit	–	–	600,000	600,000
— Mr. Lam Pak Cheong	–	–	600,000	600,000
— Mr. Ng Simon	–	–	600,000	600,000
Sub-total	–	–	17,800,000	17,800,000
Employees				
In aggregate	–	–	46,000,000	46,000,000
Total	–	–	63,800,000	63,800,000

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The fair value of the share option granted under the Pre-IPO Share Option Scheme on 26 September 2011 was HK$453,000. During the year, the Group recognised share-based payment compensation of HK$127,000 (2012: HK$47,000) 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, i.e. 26 September 2011, 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 2013, the Group had 57,800,000 (2012: 63,800,000) share options outstanding under the Pre-IPO Share Option Scheme. The exercise in full of the outstanding share options would, on the basis of 800,000,000 shares in issue on the Listing Date, result in the issue of 57,800,000 (2012: 63,800,000) additional shares of the Company.

29. OPERATING LEASE COMMITMENTS

THE GROUP

As a lessee

The Group leases office premises and a staff quarter under operating leases. Each of the leases runs for initial periods of 10 months to 3 years and the leases do not include contingent rentals. The total future minimum lease payments payable by the Group under non-cancellable operating leases are as follows:

	THE GROUP	
	2013	2012
	HK$'000	HK$'000
Within one year	**224**	1,462
In the second to fifth year	**–**	421
	224	1,883

30. RELATED PARTY TRANSACTIONS

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

(a) For the year ended 31 March 2012, Mr. Luk, a director of the Company, provided personal guarantee to the landlord in relation to the tenancy agreement of the office premises of the Group.

In June 2011, the Group received a confirmation from the landlord confirming that the personal guarantee given by Mr. Luk will be fully released and replaced by a corporate guarantee provided by the Company upon the listing of the Company's shares on the Stock Exchange.

(b) For the year ended 31 March 2012, Mr. Luk, a director of the Company, provided guarantee to a securities company in Hong Kong (the "Securities Company") irrevocably and unconditionally to guarantee the full and punctual payment of all sums payables by Roma Appraisals to the Securities Company and undertake that if for any reason Roma Appraisals shall fail to pay any sum under the agreements with the Securities Company, Mr. Luk shall immediately on demand by the Securities Company unconditionally pay that sum to the Securities Company.

In July 2012, the Group terminated all the investment accounts with the Securities Company, and the guarantee provided by the director to the Securities Company was released accordingly.

(c) Key management personnel remuneration

THE GROUP

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

	2013	2012
	HK$'000	HK$'000
Directors' fees	**33**	–
Salaries, allowances and other benefits	**3,376**	3,692
Contributions on defined contribution retirement plans	**30**	24
Share-based payment compensation — equity settled	**27**	15
	3,466	3,731

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31. NOTE TO THE CONSOLIDATED STATEMENT OF CASH FLOWS

On 3 May 2011, Roma Appraisals proposed a final dividend for the year ended 31 March 2011 of HK$1,650 per share, totalling HK$16,500,000, to Mr. Luk before its entire issued share capital was acquired by Chariot Success (see note 1(a)). The dividend was approved by Roma Appraisals' then shareholder on 3 May 2011 and was settled on 25 May 2011 by offsetting the amount due from a director of approximately HK$13,805,000 and cash payment of approximately HK$2,695,000.

32. 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 minimal as majority of the Group's transactions, monetary assets and liabilities are denominated in HK$ and United States Dollars ("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.

(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. The Group currently does not use any derivative contracts to hedge its loans to interest rate risk. However, the management will consider hedging significant interest rate exposure should the need arise.

Sensitivity analysis

At 31 March 2013 and 31 March 2012, it is estimated that a general increase/decrease of 100 basis points in interest rates, with all other variables held constant, would have insignificant effects on the Group's profit for the years ended 31 March 2013 and 31 March 2012.

(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 operations and from its investing activities.

The Group's policy is to deal with credit worthy counterparties. The Group generally does not grant any credit term to the customers. In some cases, customers may be required to pay in advance or partial deposit. Payment record of customers is closely monitored and management will determine appropriate recovery actions for overdue balances.

As at 31 March 2013 and 31 March 2012, 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 Group adopts conservative investment strategies. Usually investments are in liquid securities quoted on recognised stock exchanges. Trading accounts are only opened with reputable security brokers. Based on the investment report, the Directors of the Company monitor the Group's overall investment position and exposure.

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.

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(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.

As at 31 March 2013 and 2012, the Group's and the Company's financial liabilities will be due for settlement 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.

(f) Fair value measurements recognised in the consolidated statement of financial position

The following table presents financial instruments measured at fair value in the consolidated statement of financial position in accordance with the fair value hierarchy. The hierarchy groups financial instruments into three levels based on the relative reliability of significant inputs used in measuring the fair value of these financial instruments. The fair value hierarchy has the following levels:

— Level 1: quoted prices (unadjusted) in active markets for identical assets;

— Level 2: inputs other than quoted prices included within Level 1 that are observable for the asset, either directly (i.e. as prices) or indirectly (i.e. derived from prices); and

— Level 3: inputs for the asset that are not based on observable market data (unobservable inputs).

The level in the fair value hierarchy within which the fair value measurement is categorised in its entirety is based on the lowest level of input that is significant to the fair value measurement.

As at 31 March 2013, the Group did not have any financial instruments measured at fair value, accordingly, and accordingly no analysis on fair value hierarchy as at 31 March 2013 is presented. The financial instruments measured at fair value in the consolidated statement of financial position as at 31 March 2012 are grouped into the fair value hierarchy as follows:

	THE GROUP			
	Level 1	**Level 2**	**Level 3**	**Total**
	HK$'000	**HK$'000**	**HK$'000**	**HK$'000**
As at 31 March 2012				
Financial liabilities				
Financial liabilities at fair value through profit or loss — held for trading				
Derivative financial instruments (note (a))	6	–	–	6

Note:

(a) Derivative financial instruments

At 31 March 2012, the Group had derivative financial instruments in respect of future contracts of HK$6,000, which are derivatives traded on exchanges. The fair value of the derivatives which are traded either on exchanges or liquid over-the-counter markets have been determined by reference to their closing price at the end of reporting period.

There is no transfer between Level 1 and Level 2 of the fair value hierarchy during the year ended 31 March 2012.

33. 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

	2013 HK$'000	2012 HK$'000
Financial assets		
Loans and receivables:		
— Trade receivables	**9,419**	5,087
— Accrued revenue, deposits and other receivables	**7,157**	6,518
— Amount due from a director	**4,699**	–
— Cash and cash equivalents	**38,013**	6,970
	59,288	18,575
Financial liabilities		
Financial liabilities measured at amortised cost:		
— Trade payables	**468**	350
— Accrued liabilities	**4,417**	1,784
Financial liabilities at fair value through profit or loss:		
— Held for trading	**–**	6
	4,885	2,140

THE COMPANY

	2013 HK$'000	2012 HK$'000
Financial assets		
Loans and receivables:		
— Amount due from a director	**4,699**	–
— Amount due from a subsidiary	**2,500**	9,000
— Cash and cash equivalents	**33,087**	2
	40,286	9,002
Financial liabilities		
Financial liabilities measured at amortised cost:		
— Accrued liabilities	**3,398**	977
— Amount due to a subsidiary	**8,379**	4,067
	11,777	5,044

34. 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 statement of financial position as capital.

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

35. EVENT AFTER THE REPORTING PERIOD

On 25 April 2013, 10,000,000 share options were granted in accordance to the Share Option Scheme detailed in note 28(a).

36. APPROVAL OF FINANCIAL STATEMENTS

The financial statements were approved and authorised for issue by the Board on 28 May 2013.

Financial Highlights

RESULTS	Year ended 31 March **2013** **HK$'000**	2012 HK$'000	2011 HK$'000
Turnover	**43,133**	29,658	38,246
Profit before tax	**15,152**	4,937	30,960
Income tax expenses	**(3,043)**	(1,180)	(5,068)
Profit for the year	**12,109**	3,257	25,892

ASSETS AND LIABILITIES	As at 31 March **2013** **HK$'000**	2012 HK$'000	2011 HK$'000
Current assets	**59,827**	19,715	34,335
Non-current assets	**790**	1,203	769
Total assets	**60,617**	20,918	35,104
Current liabilities	**11,337**	10,194	7,184
Net assets	**49,280**	10,724	27,920
EQUITY			
Equity attributable to owners of the Company	**49,280**	10,724	27,920

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