
DEFINITIONS

In this prospectus, unless the context otherwise requires, the following terms shall have the meanings set out below.

“Aperto Investments Limited”	Aperto Investments Limited, a company incorporated under the laws of the BVI on 31 January 2011 and wholly-owned by Mr. Luk, a Controlling Shareholder and the vendor of the Sale Shares
“Articles of Association” or “Articles”	the articles of association of the Company conditionally adopted on 28 January 2013, and as amended from time to time, a summary of which is set out in Appendix III to this prospectus
“associate(s)”	having the meaning ascribed thereto under the GEM Listing Rules
“Board”	the board of the Directors
“business day”	a day on which banks in Hong Kong are generally open for business to the public and which is not a Saturday, Sunday or public holiday in Hong Kong
“BVI”	the British Virgin Islands
“Capitalisation Issue”	the allotment and issue of Shares to be made upon capitalisation of the share premium account of the Company as referred to in the sub-paragraph headed “Written resolutions of the sole shareholder of the Company passed on 28 January 2013” in the paragraph headed “Further information about the Company and its subsidiaries” in Appendix IV to this prospectus
“CCASS”	the Central Clearing and Settlement System established and operated by HKSCC
“CCASS Clearing Participant”	a person admitted to participate in CCASS as a direct clearing participant or general clearing participant
“CCASS Custodian Participant”	a person admitted to participate in CCASS as a custodian participant
“CCASS Investor Participant”	a person admitted to participate in CCASS as an investor participant who may be an individual or joint individuals or a corporation
“CCASS Participant”	a CCASS Clearing Participant, a CCASS Custodian Participant or a CCASS Investor Participant
“China” or “PRC”	the People’s Republic of China excluding, for the purpose of this prospectus, Hong Kong, the Macau Special Administrative Region and Taiwan

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“Co-Manager”	Quam Securities Company Limited, a corporation under the SFO permitted to carry out type 1 (dealing in securities), type 2 (dealing in futures contracts), type 4 (advising on securities), type 6 (advising on corporate finance) and type 9 (asset management) regulated activities (as defined under the SFO), being the co-manager to the Placing
“Companies Law”	the Companies Law, Chapter 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands as amended, supplemented or otherwise modified from time to time
“Companies Ordinance”	the Companies Ordinance (Chapter 32 of the Laws of Hong Kong) as amended, supplemented or otherwise modified from time to time
“Company”	Roma Group Limited, an exempted company incorporated with limited liability under the laws of the Cayman Islands on 4 March 2011
“connected person(s)”	having the meaning ascribed thereto under the GEM Listing Rules
“Controlling Shareholders”	having the meaning ascribed thereto under the GEM Listing Rules and, for the purpose of this prospectus, refers to Mr. Luk and Aperto Investments Limited
“Director(s)”	the director(s) of the Company
“GEM”	the Growth Enterprise Market of the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM, as amended, supplemented or otherwise modified from time to time
“Group”	the Company and its subsidiaries or, where the context so requires in respect of period before the Company became the holding company of its present subsidiaries, the present subsidiaries of the Company and the businesses carried on by such subsidiaries or (as the case may be) their predecessors
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“HKAS(s)”	Hong Kong Accounting Standard(s)
“HKFRS(s)”	Hong Kong Financial Reporting Standard(s)
“HKICPA”	Hong Kong Institute of Certified Public Accountants
“HKSCC”	Hong Kong Securities Clearing Company Limited

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“HKSCC Nominees”	HKSCC Nominees Limited, a wholly-owned subsidiary of HKSCC
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Independent Third Party(ies)”	an individual(s) or a company(ies) who or which is/are independent of and not connected with (within the meaning of the GEM Listing Rules) the Directors, chief executive, substantial shareholders (within the meaning of the GEM Listing Rules) of the Company and its subsidiaries and/or any of their respective associates, and not otherwise a connected person(s) of the Company
“Inland Revenue Ordinance”	the Inland Revenue Ordinance (Chapter 112 of the Laws of Hong Kong) as amended, supplemented or otherwise modified from time to time
“Lead Manager”	Pacific Foundation Securities Limited, a licensed corporation under the SFO permitted to carry out type 1 (dealing in securities) and type 9 (asset management) regulated activities (as defined under the SFO), being the sole bookrunner, sole lead manager and sole underwriter to the Placing
“Latest Practicable Date”	25 January 2013, being the latest practicable date prior to the printing of this prospectus for the purpose of ascertaining certain information in this prospectus
“Listed Companies”	the companies having their shares listed on the Stock Exchange or other equity markets outside of Hong Kong
“Listing”	listing of the Shares on GEM
“Listing Date”	the date, expected to be on or about Monday, 25 February 2013, on which dealings in the Shares on GEM first commence
“Listing Division”	the Listing Division of the Stock Exchange for GEM
“Main Board”	the main board of the Stock Exchange
“Main Board Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange, as amended, supplemented or otherwise modified from time to time
“Mr. Hodgson”	Mr. Steven Hodgson, being the Group’s principal geologist
“Mr. Jones”	Mr. Philip Alan Jones, being the Group’s chief geologist

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“Mr. Luk”	Mr. Luk Kee Yan Kelvin, being the chairman, an executive Director and chief executive officer of the Company
“Mr. Mensah”	Mr. Mensah, Emmanuel Ekow, being the Group’s senior geologist
“Mr. Yue”	Mr. Yue Kwai Wa Ken, being an executive Director and chief financial officer of the Company
“Ms. Kwan”	Ms. Kwan Nga Chung, being the Group’s head of business valuation
“New Shares”	the 120,000,000 Shares being offered for subscription pursuant to the Placing
“Placing”	the conditional placing of 200,000,000 Placing Shares by the Underwriter on behalf of the Company for cash at the Placing Price, as further described in the section headed “Structure and conditions of the Placing” in this prospectus
“Placing Price”	the final placing price for each Placing Share (excluding brokerage, Stock Exchange trading fee and SFC transaction levy) as determined in accordance with the Price Determination Agreement, particulars of which are described under the section headed “Structure and conditions of the Placing” in this prospectus
“Placing Shares”	the 120,000,000 New Shares offered for subscription and the 80,000,000 Sale Shares offered for sale under the Placing
“Pre-IPO Share Option Scheme”	the share option scheme conditionally adopted by the Company on 26 September 2011, the principal terms of which are summarised in the paragraph headed “Pre-IPO Share Option Scheme” in Appendix IV to this prospectus
“Price Determination Agreement”	the agreement to be entered into between the Company (for itself and on behalf of Aperto Investments Limited) and the Lead Manager (for itself and on behalf of the Underwriter) on or before the Price Determination Date to record and fix the Placing Price
“Price Determination Date”	the date on which the Placing Price is determined, which is expected to be on or around Monday, 18 February 2013 and in any event, not later than Monday, 25 February 2013
“Quam Capital” or “Sponsor”	Quam Capital Limited, a licensed corporation under the SFO permitted to carry out type 6 (advising on corporate finance) regulated activity (as defined under the SFO), being the sponsor to the Placing

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“Reorganisation”	the reorganisation of the Group conducted in preparation of the Listing, details of which are set out in the paragraph headed “Reorganisation” in the section headed “History and Reorganisation and corporate structure” in this prospectus
“Reporting Accountants”	BDO Limited, Certified Public Accountants, being the auditors of Roma Appraisals and Roma Oil and Mining and reporting accountants of the Group
“RMB”	Renminbi, the lawful currency of the PRC
“Roma Appraisals”	Roma Appraisals Limited, a company incorporated under the laws of Hong Kong on 23 May 2008 and an indirect wholly-owned subsidiary of the Company
“Roma Oil and Mining”	Roma Oil and Mining Associates Limited, a company incorporated under the laws of Hong Kong on 18 May 2010 and an indirect wholly-owned subsidiary of the Company
“SFC”	the Securities and Futures Commission of Hong Kong
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) as amended, supplemented or otherwise modified from time to time
“Sale Shares”	the 80,000,000 Shares to be offered for sale by Aperto Investments Limited pursuant to the Placing
“Share(s)”	ordinary share(s) of HK\$0.01 each in the share capital of the Company
“Share Option Scheme”	the share option scheme conditionally adopted by the Company on 26 September 2011, the principal terms of which are summarised in the paragraph headed “Share Option Scheme” in Appendix IV to this prospectus
“Shareholder(s)”	holder(s) of the Share(s)
“Sole Bookrunner”	Pacific Foundation Securities Limited, a licensed corporation under the SFO permitted to carry out type 1 (dealing in securities) and type 9 (asset management) regulated activities (as defined under the SFO), being the sole bookrunner, sole lead manager and sole underwriter to the Placing
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“subsidiary(ies)”	having the meaning ascribed thereto in Section 2 of the Companies Ordinance

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“Substantial Shareholders”	having the meaning ascribed thereto in the GEM Listing Rules and, for the purpose of this prospectus, refers to Mr. Luk and Aperto Investments Limited
“Track Record Period”	the period comprising the two financial years ended 31 March 2011 and 31 March 2012, and the four months ended 31 July 2012
“Underwriter”	the underwriter of the Placing whose names are set out under the paragraph headed “Underwriter” in the section headed “Underwriting” in this prospectus
“Underwriting Agreement”	the conditional underwriting and placing agreement entered into among the Company, Mr. Luk, Mr. Yue, the Controlling Shareholders, Aperto Investments Limited, the Sponsor, the Lead Manager, the Co-Manager, the Sole Bookrunner and the Underwriter on 31 January 2013 relating to the Placing, particulars of which are summarised in the section headed “Underwriting” in this prospectus
“United States” or “US”	the United States of America, its territories, its possessions and all areas subject to its jurisdictions
“US\$”	United States dollars, the lawful currency of the United States of America
“%”	per cent.

Certain amounts and percentage figures included in this prospectus have been subject to rounding adjustments. Accordingly, figures shown as totals in certain tables may not be an arithmetic aggregation of the figures preceding them.

In this prospectus, unless otherwise stated, certain amounts denominated in HK\$ have been translated into US\$ at an exchange rate of HK\$7.8 = US\$1.00, for illustration purpose only. Such conversions shall not be construed as representations that amounts in HK\$ were or could have been or could be converted into US\$ at such rate or any other exchange rate on such date or any other date.