



ROMA

**Roma Group Limited**

Incorporated in the Cayman Islands with limited liability

Stock Code: 8072

# First Quarterly Report 2022/2023



## **CHARACTERISTICS OF GEM OF THE STOCK EXCHANGE OF HONG KONG LIMITED (THE “STOCK EXCHANGE”)**

**GEM has been positioned as a market designed to accommodate small and mid-sized 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.**

**Given that the companies listed on GEM are generally small and mid-sized companies, 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 of Roma Group Limited (the “Company” and the “Directors”, respectively) collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on GEM of the Stock Exchange (the “GEM Listing Rules”) for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief, the information contained in this report is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this report misleading.*



## FINANCIAL HIGHLIGHTS

For the three months ended 30 June 2022:

- Revenue was approximately HK\$13.5 million, representing a decrease of approximately 29.6% as compared with that for the three months ended 30 June 2021;
- Loss amounted to approximately HK\$3.1 million, as compared to the loss of approximately HK\$1.0 million was recorded for the three months ended 30 June 2021;
- Basic and diluted loss per share attributable to owners of the Company were HK0.46 cents; and
- No dividend was declared.





## FIRST QUARTERLY RESULTS FOR THE THREE MONTHS ENDED 30 JUNE 2022

The board of Directors (the “Board”) announces the unaudited condensed consolidated results of the Company and its subsidiaries (the “Group”) for the three months ended 30 June 2022 (the “Period”) together with the comparative unaudited figures for the corresponding period in 2021 as follows:

### UNAUDITED CONDENSED CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

*For the three months ended 30 June 2022*

		For the three months ended 30 June	
		2022	2021
	Notes	HK\$'000 (unaudited)	HK\$'000 (unaudited)
Revenue	3	13,494	19,156
Other income	4	3,524	614
Employee benefit expenses	5	(9,964)	(11,357)
Depreciation and amortisation	6	(1,223)	(1,110)
Finance costs	7	(1,510)	(483)
Other expenses		(7,469)	(7,715)
<b>Loss before income tax</b>	6	<b>(3,148)</b>	(895)
Income tax credit/(expense)	8	19	(114)
<b>Loss and total comprehensive loss for the period attributable to owners of the Company</b>		<b>(3,129)</b>	(1,009)
<b>Basic and diluted loss per share (HK cents)</b>	10	<b>(0.46)</b>	(0.16)

# UNAUDITED CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

For the three months ended 30 June 2022

	Share capital HK\$'000	Shares held for the share award plan (the "Plan") HK\$'000	Share premium HK\$'000	Capital reserve HK\$'000	Share option reserve HK\$'000	Accumulated losses HK\$'000	Total HK\$'000
<b>At 1 April 2022 (audited)</b>	<b>7,021</b>	<b>(2,574)</b>	<b>637,118</b>	<b>10</b>	<b>1,354</b>	<b>(277,278)</b>	<b>365,651</b>
<b>Transaction with owners, in their capacity as owners</b>							
Lapse of share options	-	-	-	-	(1,354)	1,354	-
Loss and total comprehensive loss for the period	-	-	-	-	-	(3,129)	(3,129)
<b>At 30 June 2022 (unaudited)</b>	<b>7,021</b>	<b>(2,574)</b>	<b>637,118</b>	<b>10</b>	<b>-</b>	<b>(279,053)</b>	<b>362,522</b>
<b>At 1 April 2021 (audited)</b>	<b>1,755</b>	<b>-</b>	<b>579,738</b>	<b>10</b>	<b>1,354</b>	<b>(242,414)</b>	<b>340,443</b>
<b>Transaction with owners, in their capacity as owners</b>							
Rights issue, net of expenses	5,266	-	57,380	-	-	-	62,646
Purchase of shares for the Plan	-	(2,574)	-	-	-	-	(2,574)
Loss and total comprehensive loss for the period	-	-	-	-	-	(1,009)	(1,009)
<b>At 30 June 2021 (unaudited)</b>	<b>7,021</b>	<b>(2,574)</b>	<b>637,118</b>	<b>10</b>	<b>1,354</b>	<b>(243,423)</b>	<b>(399,506)</b>



## 1. GENERAL

The Company is a limited liability company incorporated in the Cayman Islands. The address of its registered office is Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman, KY1-1111, the Cayman Islands. Its principal place of business in Hong Kong is located at 22/F., China Overseas Building, 139 Hennessy Road, Wanchai, Hong Kong. The principal activity of the Company is investment holding and the Group is principally engaged in the provision of valuation and advisory services, financing services and securities broking, placing and underwriting and investment advisory and asset management services.

The ordinary shares of the Company (the “Shares”) were listed on GEM by way of placing on 25 February 2013.

The unaudited condensed consolidated financial statements of the Group for the Period (the “Unaudited Condensed Consolidated Financial Statements”) were approved and authorised for issue by the Board on 9 August 2022.

## 2. BASIS OF PREPARATION

### (a) Basis of preparation

The Unaudited Condensed Consolidated Financial Statements have been prepared in accordance with all applicable Hong Kong Financial Reporting Standards, Hong Kong Accounting Standards and Interpretations (hereinafter collectively referred to as the “HKFRSs”) issued by the Hong Kong Institute of Certified Public Accountants (the “HKICPA”) and the disclosure requirements of Companies Ordinance (Chapter 622 of laws of Hong Kong). In addition, the Unaudited Condensed Consolidated Financial Statements include applicable disclosures required by the GEM Listing Rules.

### (b) Principal accounting policies

The accounting policies and methods of computation used in preparing the Unaudited Condensed Consolidated Financial Statements are the same as those followed in the preparation of the Group’s audited consolidated financial statements for the year ended 31 March 2022, except for the adoption of the following new and amended HKFRSs effective for the Group’s consolidated financial statements for the period beginning on 1 April 2022. The Group has not early adopted any other standards, interpretation or amendment that has been issued but is not yet effective.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

Amendments to HKFRSs	Annual improvements to HKFRS Standards 2018–2020
Amendments to HKFRS 3	Reference to the Conceptual Framework
Amendments to HKAS 16	Property, Plant and Equipment: Proceeds before intended use
Amendments to HKAS 37	Onerous Contracts — Cost of Fulfilling a Contract
Accounting Guideline 5 (Revised)	Merger Accounting for Common Control Combination

The adoption of the new and amended HKFRSs had no material impact on how the results and financial position for the current and prior periods have been prepared and presented.

## *Issued but not yet effective HKFRSs*

At the date of authorisation of the Unaudited Condensed Consolidated Financial Statements, certain new and amended HKFRSs have been published but are not yet effective, and have not been adopted early by the Group.

HKFRS 17	Insurance Contracts and related amendments <sup>1</sup>
Amendments to HKAS 1	Classification of Liabilities as Current or Non-current and related amendments to Hong Kong Interpretation 5 (2020) <sup>1</sup>
Amendments to HKAS 1 and HKFRS Practice Statement 2	Disclosure of Accounting Policies <sup>1</sup>
Amendments to HKAS 8	Definition of Accounting Estimates <sup>1</sup>
Amendments to HKAS 12	Deferred Tax related to Assets and Liabilities arising from a Single Transaction <sup>1</sup>
Amendments to HKFRS 10 and HKAS 28	Sale or Contribution of Assets between an Investor and its Associate or Joint Venture <sup>2</sup>

<sup>1</sup> Effective for annual periods beginning on or after 1 January 2023

<sup>2</sup> Effective date not yet determined



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## (c) Basis of measurement

The Unaudited Condensed Consolidated Financial Statements have been prepared under the historical cost basis, except for investment property, which are measured at fair value.

## (d) Functional and presentation currency

The Unaudited Condensed Consolidated Financial Statements are presented in Hong Kong Dollars ("HK\$"), which is also the functional currency of the Company and its principal subsidiaries, and all values are rounded to the nearest thousand except when otherwise indicated.

## 3. REVENUE

The Group's principal activities are provision of i) valuation and advisory services; ii) financing services; and iii) securities broking, placing and underwriting and investment advisory and asset management services. An analysis of the Group's revenue for the Period is as follows:

	For the three months ended 30 June	
	2022	2021
	HK\$'000	HK\$'000
	(unaudited)	(unaudited)
<b>Revenue from contracts with customers within the scope of HKFRS 15:</b>		
Valuation and advisory services	7,306	13,790
Securities broking, placing and underwriting and investment advisory and asset management services	76	916
<b>Revenue from other sources:</b>		
Interest income from provision of financing services	6,112	4,450
	<b>13,494</b>	19,156



## 4. OTHER INCOME

	For the three months ended 30 June	
	2022 HK\$'000 (unaudited)	2021 HK\$'000 (unaudited)
Bank interest income	291	269
Reimbursement of expenses	238	70
Rental income	54	54
Management fee income	1,092	–
Gain on disposal of a motor vehicle	1,260	–
Government grant (note)	488	–
Other marketing service income	12	70
Others	89	151
	<b>3,524</b>	<b>614</b>

Note: During the Period, the Group received funding support amounting to HK\$488,000 (2021: nil) from the Employment Support Scheme under the Anti-epidemic Fund, set up by the Hong Kong Government. The purpose of the funding is to provide financial support to enterprises to retain their employees who would otherwise be made redundant. Under the terms of the grant, the Group is required not to make redundancies during the subsidy period and to spend all the funding on paying wages to the employees.

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

	For the three months ended 30 June	
	2022 HK\$'000 (unaudited)	2021 HK\$'000 (unaudited)
Salaries and allowances	9,356	10,762
Contributions on defined contribution retirement plans	249	305
Other benefits	359	290
	<b>9,964</b>	<b>11,357</b>

## 6. LOSS BEFORE INCOME TAX

Loss before income tax is arrived at after charging:

	For the three months ended 30 June	
	2022 HK\$'000 (unaudited)	2021 HK\$'000 (unaudited)
Auditor's remuneration (note)	123	163
Amortisation of intangible assets	135	21
Depreciation:		
— Owned asset	68	69
— Right-of-use assets	1,020	1,020
Consultancy fee (note)	1,876	1,856
Exchange loss/(gain), net (note)	2,825	(861)
Insurance (note)	189	206
Marketing and business development expenses (note)	514	1,029
Lease charges for short-term leases (note)	117	118
Professional fee (note)	405	2,860

Note: These expenses are included in "other expenses" in the consolidated statement of comprehensive income.

## 7. FINANCE COSTS

	For the three months ended 30 June	
	2022 HK\$'000 (unaudited)	2021 HK\$'000 (unaudited)
Interest on bank borrowings	293	128
Interest on other borrowings	1,195	311
Finance charge on lease liabilities	22	44
	<b>1,510</b>	<b>483</b>

## 8. INCOME TAX (CREDIT)/EXPENSE

Under the two-tiered profits tax rates regime, the first HK\$2 million of profits of the qualifying group entity will be taxed at 8.25% (2021: 8.25%), and profits above HK\$2 million will be taxed at 16.5%. The profits of group entities not qualifying for the two-tiered profits tax rates regime will continue to be taxed at a flat rate of 16.5% (2021: 16.5%).

	For the three months ended 30 June	
	2022 HK\$'000 (unaudited)	2021 HK\$'000 (unaudited)
<b>Current tax — Hong Kong Profits Tax</b>		
Tax for the period	–	114
<b>Deferred tax</b>		
Origination and reversal of temporary differences	(19)	–
	<b>(19)</b>	<b>114</b>

## 9. DIVIDEND

The Board has resolved not to declare any dividend for the Period (2021: nil).

## 10. LOSS PER SHARE

The calculation of the basic and diluted loss per share attributable to owners of the Company is based on the following data:

	<b>For the three months ended 30 June</b>	
	<b>2022</b>	2021
	<b>HK\$'000</b>	HK\$'000
	<b>(unaudited)</b>	(unaudited)
<b>Loss</b>		
Loss for the purpose of basic and diluted loss per share	<b>(3,129)</b>	(1,009)
	<b>'000</b>	'000
<b>Number of Shares</b>		
Weighted average number of shares for the purpose of basic and diluted loss per share (notes (a) and (b))	<b>684,542</b>	617,876

Notes:

- (a) Weighted average of 684,541,660 Shares for the three months ended 30 June 2022 derived from 702,081,660 Shares in issue as at 1 April 2022 after taking into account the effects of the purchase of the Shares held for the Plan.

Weighted average of 617,876,380 Shares for the three months ended 30 June 2021 derived from 175,520,415 Shares in issue as at 1 April 2021 after taking into account the effects of the completion of rights issues on 19 April 2021 and purchase of the Shares held for the Plan.

- (b) The computation of diluted loss per share does not assume the exercise of the Company's outstanding share options as the exercise prices of those options are higher than the average market price for shares for the Period.

## BUSINESS REVIEW

During the Period, the Group recorded a decrease of approximately 29.6% in revenue as compared with that for the three months ended 30 June 2021.

The Group aims to provide all-rounded with high quality service to its customers so as to sustain its growth. In addition, the Group always uses its best endeavours to explore various merger and acquisition opportunities and/or business collaboration to enhance its market presence in the valuation and advisory industry in Hong Kong.

The Group has been continuously seeking different opportunities to broaden its income stream and the market presence.

The Group distributed discretionary bonus to certain staff and Directors during the Period to retain high-caliber individuals for their continuous contribution to the Group. The Group always considers its professional teams as the most valuable asset of the Group and offers competitive remuneration package to attract and retain high-caliber individuals.

## FINANCIAL REVIEW

### Revenue

During the Period, the Group's provision of valuation and advisory services contributed approximately 54.1% of the total revenue to the Group. The services fee income generated from provision of valuation and advisory services decreased by 47.0% to approximately HK\$7.3 million for the Period from approximately HK\$13.8 million for the three months ended 30 June 2021. Such decrement was mainly due to the disposal of the subsidiaries engaging in provision of environmental, social and governance reporting as well as other risk advisory services completed in March 2022 (the "Disposal of Subsidiaries").

The Group's provision of financing services contributed approximately 45.3% of the total revenue of the Group for the Period. The interest income generated from provision of financing services increased by approximately 37.3% to approximately HK\$6.1 million for the Period from approximately HK\$4.5 million for the three months ended 30 June 2021. The increase in interest income was mainly attributable to the increase of loan portfolios size during the Period as compared with that for the three months ended 30 June 2021.



## MANAGEMENT DISCUSSION AND ANALYSIS

The segment of securities broking, placing and underwriting and investment advisory services accounted for approximately 0.6% of the Group's total revenue for the Period. The income generated from this segment decreased to approximately HK\$0.1 million for the Period from approximately HK\$0.9 million for the three months ended 30 June 2021.

### **Other income**

Other income mainly comprises bank interest income, reimbursement of expense, management fee income, government grant, etc. During the Period, the other income increased to approximately HK\$3.5 million from approximately HK\$0.6 million for the three months ended 30 June 2021. It was mainly attributable to the combined effects (i) one off gain of disposal of property, plant and equipment amounted to approximately HK\$1.3 million during the Period; (ii) government subsidies in relation to the employee support scheme granted during the Period whereas no such subsidies granted during the last corresponding period.

### **Employee benefit expenses**

Employee benefit expenses mainly consisted of wages and salaries, discretionary bonus, pension costs and other benefits to staff and Directors. The Group's employee benefit expenses decreased by approximately 12.3% for the Period as compared with those for the three months ended 30 June 2021, which was mainly attributable to the Disposal of Subsidiaries. The Group always values the contribution of its professional and management teams and has distributed bonus during the Period to retain high-caliber individuals for continuous contribution to the Group.

### **Depreciation and amortisation**

The Group recorded slight increase in depreciation and amortization of approximately 10.2% for the Period as compared with that for the three months ended 30 June 2021.

### Finance costs

The Group's finance costs refer to interest expenses incurred for bank borrowings, other borrowings and lease liabilities. During the Period, increase in finance cost was in line with additions of other borrowings for operational needs as compared to the three months ended 30 June 2021.

### Other expenses

The Group's other expenses for the Period remained steady as compared with those for the three months ended 30 June 2021.

### Loss attributable to owners of the Company

Loss attributable to owners of the Company amounted to approximately HK\$3.1 million for the Period, which increased by approximately HK\$2.1 million as compared to the loss attributable to owners of the Company of approximately HK\$1.0 million for the three months ended 30 June 2021. The increase was mainly attributable to the (i) the decrease of approximately HK\$5.7 million in the revenue during the Period as compared with that for the three months ended 30 June 2021; outweighed (ii) the impact of increase of approximately HK\$2.9 million in the Group's other income which mainly derived from the one off gain of disposal of property, plant and equipment and government subsidies granted during the Period.

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

During the Period, none of the financial assistance provide by the Group constituted "disclosable transaction" under Chapter 19 of the GEM Listing Rules and "advances to entity" which requires disclosure pursuant to Chapter 17 of the GEM Listing Rules.



## CAPITAL STRUCTURE

### The rights issue in 2017

In November 2017, the Company raised fund of net proceeds of approximately HK\$258.0 million from its rights issue of 1,874,944,986 Shares (the "2017 RI Proceeds"). Up to 30 June 2022, approximately HK\$135.0 million of the 2017 RI Proceeds was utilised for granting of various loans, approximately HK\$27.0 million of the 2017 RI Proceeds was used for investment in potential business and approximately HK\$33.0 million of the 2017 RI Proceeds was used for the Group's general working capital, and the rest was kept as cash at a licensed bank in Hong Kong. The proposed and actual use of the 2017 RI Proceeds are set as below.

	Proposed use of the 2017 RI Proceeds (HK\$ in million)	Actual use of the 2017 RI Proceeds from the date of issuance of rights issue and up to 31 March 2021 (HK\$ in million)	Actual use of the 2017 RI Proceeds during the Period (HK\$ in million)	Unutilised 2017 RI Proceeds as at 30 June 2022 (HK\$ in million)
Expansion of the Group's existing financing business	135.0	135.0	–	–
Investment in potential businesses (note)	90.0	27.0	–	63.0
General working capital	33.0	33.0	–	–
<b>Total</b>	<b>258.0</b>	<b>195.0</b>	<b>–</b>	<b>63.0</b>

Note: The Company currently expects that the unutilised 2017 RI Proceeds will be used by 31 March 2023.

As at 30 June 2022, the 2017 RI Proceeds were not fully utilised due to unforeseen delays caused by the COVID-19 pandemic which has led the disruptions to the economy and therefore the management is more prudent and taking more time to seek the potential businesses.

### FUTURE PROSPECTS

With an aim to be the leading valuation and advisory services provider in Hong Kong, the Group reinforced its core strategy by providing all-rounded services in high quality to clients. Going forward, the Group will continue to explore expansion of the service scope of its advisory services with a view to match its services with the changing environment and sustain its growth. The Group will also continue to explore various merger and acquisition opportunities and/or business collaboration to maintain and enhance its market presence in the valuation and advisory industry in Hong Kong.

The pandemic and the expected rising interest rate environment leading the poor market sentiment that have hindered the development and growth of the Group's provision of securities broking, placing and underwriting and investment advisory and asset management service during the Period. However, it is expected that the related policies in relation to the development of the Belt and Road Initiative and advancement of Greater Bay Area will create new opportunities for Hong Kong as an international financial hub. The Group will continue to monitor its financial positions and seek new business opportunities to achieve growth and profitability.

To minimise the risk of COVID-19 spreading and threat to the Group's operation, the Group will continue to make every last effort and adopt any suitable and necessary measures to introduce a safe working environment for its workforce, in order to maintain the Group's productivity and competitiveness in the market. Last but not least, the Group holds a strong faith that the valuation and advisory services will remain to act as a key revenue driver of the Group for the upcoming years and the financing services will become more consolidated and integrated in the foreseeable future.



### 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 30 June 2022, 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 SFO) which would have to be notified to the Company and the Stock Exchange under Divisions 7 and 8 of Part XV of the SFO (including any interests or short positions which they are taken or deemed to have under such provisions of the SFO) or which would be required, pursuant to section 352 of the SFO, to be entered in the register as referred to therein, or pursuant to Rules 5.46 to 5.67 of the GEM Listing Rules required to be notified to the Company and the Stock Exchange, are as follows:

#### Long positions in the Shares, underlying Shares and debentures of the Company

Name of Directors	The Company/name of associated company	Capacity/nature of interests	Number of Shares held	Approximate percentage of interests (Note 1)
Mr. Yue Kwai Wa Ken ("Mr. Yue")	The Company	Interest of controlled corporation/ Corporate interest	17,540,000 (Note 2)	2.50%
	Fast and Fabulous Company Limited ("Fast and Fabulous")	Trustee of the Plan/Others	17,540,000 (Note 2)	2.50%
Mr. Chung Man Lai	The Company	Interest of spouse/ Family interest	1,250	0.00%

Note 1: The percentage is calculated on the basis of the total number of issued 702,081,660 Shares as at 30 June 2022.

Note 2: These 17,540,000 Shares were held by Fast and Fabulous, which was the trustee of the Plan adopted with effect from 22 June 2018. As the entire issued share capital of Fast and Fabulous was legally and beneficially owned by Mr. Yue, Mr. Yue was deemed to be interested in all the Shares in which Fast and Fabulous was interested by virtue of the SFO.

## MANAGEMENT DISCUSSION AND ANALYSIS

Save as disclosed above, as at 30 June 2022, none of the Directors and the chief executive of the Company had any interests or short positions in the shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) which would have to be notified to the Company and the Stock Exchange under Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which they are taken or deemed to have under such provisions of the SFO) or which would be required, pursuant to Section 352 of the SFO, to be entered in the register referred to therein, or which would be required pursuant to Rules 5.46 to 5.67 of the GEM Listing Rules to be notified to the Company and the Stock Exchange.

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

As at 30 June 2022, so far as the Directors are aware, the interests or short positions owned by the following corporations or persons (other than a Director or the chief executive of the Company) in the Shares or underlying Shares, which were required: (a) to be notified to the Company under Divisions 2 and 3 of Part XV of the SFO; or (b) to be recorded in the register of the Company required to be kept under section 336 of the SFO are as follows:

#### Long positions in the Shares and underlying Shares

Name of shareholders	Capacity/nature of interest	Number of issued Shares held	Approximate percentage of interest (Note 1)
Aperto Investments Limited ("Aperto") (Note 2)	Beneficial owner/Personal interest	210,000,000	29.91%
Mr. Luk Kee Yan Kelvin ("Mr. Luk") (Note 2)	Interest of a controlled corporation/Corporate interest	210,000,000	29.91%

Note 1: The percentage is calculated on the basis of the total number of issued 702,081,660 Shares as at 30 June 2022.

Note 2: The entire issued share capital of Aperto was legally and beneficially owned by Mr. Luk. Mr. Luk was deemed to be interested in all the Shares held by Aperto by virtue of the SFO.

Save as disclosed above and as at 30 June 2022, the Company had not been notified for any interests or short positions owned by any persons (other than a Director or the chief executive of the Company) in the Shares or underlying Shares, which were required: (a) to be disclosed under Divisions 2 and 3 of Part XV of the SFO; or (b) to be recorded in the register of the Company required to be kept under section 336 of the SFO.

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

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

### **CODE OF CONDUCT REGARDING SECURITIES TRANSACTIONS BY DIRECTORS**

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

Having made specific enquiries of all Directors by the Company, all Directors confirmed that they had complied with the Required Standard of Dealings and its code of conduct concerning securities transactions by the Directors during the Period.

### **CORPORATE GOVERNANCE PRACTICES**

The Board and the management of the Company are committed to maintaining and achieving a high standard of corporate governance practices with an emphasis on a quality Board, an effective accountability system and a healthy corporate culture in order to safeguard the interests of the shareholders of the Company and enhance the business growth of the Group.

During the Period, the Company has complied with all the code provisions as set out in the Corporate Governance Code (the "CG Code") contained in Appendix 15 to the GEM Listing Rules except the following deviation:

### Code provision C.2.1

The above code provision of the CG Code stipulates that the roles of the chairman and chief executive officer should be separate and should not be performed by the same individual.

During the Period and up to the date of this report, Mr. Yue, Kwai Wa Ken has been both the chairman of the Board (the “Chairman”) and the chief executive officer of the Group (the “CEO”).

The Board considers that having the same person to perform the roles of both the Chairman and the CEO provides the Company with strong and consistent leadership, and allows effective and efficient planning and implementation of business decisions and strategies. Such structure would not impair the balance of power and authority between the Board and the management of the Group. The balance of power and authority is ensured by the operations of the Board which comprises experienced and high caliber individuals and having meeting regularly to discuss issues affecting the operations of the Group.

### **DIRECTORS’ MATERIAL INTERESTS IN TRANSACTIONS, ARRANGEMENTS OR CONTRACTS THAT ARE SIGNIFICANT IN RELATION TO THE GROUP’S BUSINESSES**

None of the Directors or any entity connected with any Director had a material interest, whether directly or indirectly, in any transactions, arrangements or contracts of significance to the business of the Group, to which the Company or its holding company or any of its subsidiaries or fellow subsidiaries was a party as at 30 June 2022 or at any time during the Period.

### **DIRECTORS’ INTERESTS IN COMPETING BUSINESSES**

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



### AUDIT COMMITTEE

The Audit Committee currently consists of three members, namely Mr. Chung Man Lai (being the chairman of the Audit Committee), Mr. Ko Wai Lun Warren and Ms. Li Tak Yin, all being independent non-executive Directors. No member of the Audit Committee is a member of the former or existing independent auditor of the Company. The Audit Committee has reviewed the Unaudited Condensed Consolidated Financial Statements and this report.

By order of the Board

**Roma Group Limited**

**Yue Kwai Wa Ken**

*Executive Director, Chief Executive Officer,  
Chairman and Company Secretary*

Hong Kong, 9 August 2022

As at the date of this report, the executive Directors are Mr. Yue Kwai Wa Ken (Chairman and Chief Executive Officer) and Mr. Li Sheung Him Michael; and the independent non-executive Directors are Mr. Chung Man Lai, Mr. Ko Wai Lun Warren and Ms. Li Tak Yin.