
STRUCTURE AND CONDITIONS OF THE PLACING

PLACING PRICE

The Placing Price plus a 1% brokerage fee, a 0.003% SFC transaction levy and a 0.005% Stock Exchange trading fee make up the total price payable on subscription or purchase. The Shares will be traded in board lots of 10,000 Shares each. The level of indications of interest in the Placing and the basis of allocations of the Placing Shares will be announced on the website of the Stock Exchange at www.hkexnews.hk and the website of the Company at www.romagroup.com on or before 9:00 a.m. (Hong Kong time) on Friday, 22 February 2013.

DETERMINATION OF PLACING PRICE

The Placing Price is expected to be fixed by the Price Determination Agreement to be entered into between the Lead Manager (for itself and on behalf of the Underwriter) and the Company (for itself and on behalf of Aperto Investments Limited) on or before the Price Determination Date, which is currently scheduled on or around Monday, 18 February 2013, or such later date as the Lead Manager (for itself and on behalf of the Underwriter) and the Company (for itself and on behalf of Aperto Investments Limited) may agree and in any event no later than Monday, 25 February 2013. **If, for any reason, the Lead Manager (for itself and on behalf of the Underwriter) and the Company (for itself and on behalf of Aperto Investments Limited) are unable to reach an agreement on the Placing Price by 9:00 a.m. (Hong Kong time) on Monday, 25 February 2013, the Placing will not become unconditional and will lapse.**

Prospective investors should be aware that the Placing Price to be determined on or before the Price Determination Date may be, but is not expected to be, lower than the indicative Placing Price range as stated in this prospectus. The Placing Price will not be more than HK\$0.50 per Placing Share and is expected to be not less than HK\$0.25 per Placing Share. The Placing Price will fall within the Placing Price range as stated in this prospectus unless otherwise announced. The net proceeds from the placing of the New Shares are estimated to be approximately HK\$35.3 million based on the Placing Price of HK\$0.375 per Placing Share, being the mid point of the stated range of the Placing Price.

An announcement of the Placing Price and the level of interest for the Placing is expected to be published on GEM website on Friday, 22 February 2013. If for any reason the Price Determination Date is changed, the Company will as soon as practicable cause to be published a notice of the change and if applicable the revised date.

CONDITIONS

Acceptance of all applications for the Placing will be conditional upon:

- (i) the Listing Division granting the approval for the listing of, and permission to deal in the Shares in issue and to be issued pursuant to the Placing and the Capitalisation Issue and upon the exercise of options granted under the Pre-IPO Share Option Scheme and may be granted under the Share Option Scheme, and such listing and permission not subsequently having been revoked prior to the commencement of dealings in the Shares on GEM; and

STRUCTURE AND CONDITIONS OF THE PLACING

- (ii) the obligations of the Lead Manager, the Co-Manager, the Sole Bookrunner and the Underwriter under the Underwriting Agreement becoming unconditional (including the waiver of any condition(s) by the Sponsor on behalf of the Lead Manager, the Co-Manager, the Sole Bookrunner and the Underwriter) and the Underwriting Agreement not being terminated in accordance with its terms or otherwise, in each case on or before the dates and times specified in the Underwriting Agreement.

If the conditions referred to above are not fulfilled on or before the 30th day from the date of this prospectus, the Placing will lapse and the subscription or purchase money will be returned to the places or the Underwriter, without interest.

THE PLACING

The Placing comprises 120,000,000 New Shares conditionally offered for subscription by the Company and 80,000,000 Sale Shares conditionally offered for purchase by Aperto Investments Limited. The Company and Aperto Investments Limited are together offering 200,000,000 Placing Shares (comprising 120,000,000 New Shares and 80,000,000 Sale Shares) for subscription and/or purchase by way of private placements to professional, institutional and/or other investors. Professional and institutional investors generally include brokers, dealers, companies, high net worth individuals and companies (including fund managers) whose ordinary business involves dealings in shares and other securities and corporate entities which regularly invest in shares and other securities. The Placing Shares will represent 25% of the Company's enlarged issued share capital immediately after completion of the Placing. The Placing is fully underwritten by the Underwriter subject to the Company (for itself and on behalf of Aperto Investments Limited) and the Lead Manager (for itself and on behalf of the Underwriter) agreeing the Placing Price. The minimum subscription or purchase size for each subscriber or purchaser of the Placing Share is 10,000 Placing Shares and thereafter in integral multiples of board lot size of 10,000 Shares. Investors subscribing for the Placing Shares are required to pay the Placing Price plus 1% brokerage, a 0.003% SFC transaction levy and a 0.005% Stock Exchange trading fee for each board lot of 10,000 Shares.

BASIS OF ALLOCATION

Allocation of the Placing Shares will be based on a number of factors, including the level and timing of demand and whether or not it is expected that the relevant investor is likely to purchase further Shares or hold or sell the Shares after the listing of the Shares on GEM. Such allocation is intended to result in a distribution of the Placing Shares which would lead to the establishment of a solid and broad shareholder base for the benefit of the Company and the Shareholders as a whole. In particular, the Placing will be allocated pursuant to Rule 11.23(8) of the GEM Listing Rules, that not more than 50% of the Shares in public hands at the time of the Listing will be owned by the three largest public shareholders.

No allocations of the Placing Shares will be permitted to nominee companies unless the name of the ultimate beneficiary is disclosed. There will not be any preferential treatment in the allocation of the Placing Shares to any persons.

The Placing is subject to the conditions as stated in the paragraph headed "Conditions" above.

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Details of the Placing will be announced in accordance with Rules 10.12(4), 16.08 and 16.16 of the GEM Listing Rules.

SHARES WILL BE ELIGIBLE FOR ADMISSION INTO CCASS

If the Stock Exchange grants the listing of, and permission to deal in, the Shares on GEM and the Company complies with the stock admission requirements of HKSCC, the Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the Listing Date or on any other date as determined by HKSCC. Settlement of transactions between participants of the Stock Exchange is required to take place in CCASS on the second Business Day after any trading day.

All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time. All necessary arrangements have been made for the Shares to be admitted into CCASS.

Dealings in the Shares on GEM are expected to commence at 9:00 a.m. (Hong Kong time) on Monday, 25 February 2013. Shares will be traded in board lots of 10,000 each.

LISTING ON ANY OTHER STOCK EXCHANGE

The Directors are not considering any listing of the Shares on any other stock exchange. We have not submitted any application nor obtained any approval for the listing of the Shares on any other overseas stock exchange.