
HISTORY AND REORGANISATION AND CORPORATE STRUCTURE

HISTORY AND DEVELOPMENT

The Group's history can be traced from Roma Appraisals which was established on 23 May 2008. At the time of incorporation, Mr. Luk was the sole legal and beneficial owner of Roma Appraisals.

Mr. Luk, the founder of the Group, was principally responsible for the Group's business operation as he has substantial experience in valuations and subsequently obtained the relevant general mining experience. Mr. Luk has been a member of each of the Australasian Institute of Mining and Metallurgy and the Institute of Business Appraiser. At the early stage of development, Roma Appraisals mainly provided independent valuation and consultancy services consisting of business and intangible assets valuation, real estate valuation, work of art valuation, natural resources valuation, plant and machinery valuation, financial instruments valuation, share options valuation, purchase price allocation and the provision of corporate advisory services. On 18 May 2010, Roma Oil and Mining was established and the Group expanded its business scope to include the provision of natural resources technical advisory services to companies with operating activities in mining industry. At the time of incorporation, Mr. Luk was the sole legal and beneficial owner of Roma Oil and Mining.

Roma Appraisals and Roma Oil and Mining had been the Group's operating subsidiaries throughout the Track Record Period and up to the Latest Practicable Date.

MANAGEMENT DURING THE TRACK RECORD PERIOD

Since the establishment of the Group, the Group has adopted a centralised management under which the operating subsidiaries of the Group are under the control and supervision of the respective boards of directors.

During the Track Record Period, the management responsibilities of the Group were vested with Mr. Luk who was responsible for the overall corporate development and strategic planning of the Group and Mr. Yue who was responsible for the financial management and corporate advisory function of the Group. After Listing, the Board will have the responsibility and general powers for the management and conduct of the Group's business.

REORGANISATION

The Company was incorporated under the laws of the Cayman Islands on 4 March 2011. Prior to the Listing, the Group underwent the Reorganisation. Upon completion of the Reorganisation, United Brilliant Limited became the intermediate holding company of the Group and Chariot Success Limited, Gertino Limited, Roma Appraisals and Roma Oil and Mining became the wholly-owned subsidiaries of the Company.

Details of the reorganisation steps carried out in anticipation of the Placing are set out in the paragraph headed "Group reorganisation" in Appendix IV to this prospectus.

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CORPORATE STRUCTURE

The following chart sets out the shareholding and corporate structure of the Group immediately upon completion of the Placing and the Capitalisation Issue (assuming the options that have been granted under the Pre-IPO Share Option Scheme or which may be granted under the Share Option Scheme are not exercised):

