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*(Incorporated in the Cayman Islands with limited liability)*  
(Stock Code: 8072)

**MEMORANDUM OF UNDERSTANDING  
IN RESPECT OF THE PROPOSED INVESTMENT**

This announcement is made by the Company pursuant to Rule 17.10 of the GEM Listing Rules and the Inside Information Provisions under Part XIVA of the SFO.

The Board is pleased to announce that on 29 August 2013, the Purchaser has entered into the non-legally binding MOU with the Vendor in relation to the Proposed Investment.

The Proposed Investment, which if materialises, may constitute a discloseable transaction on the part of the Company under the GEM Listing Rules. As the Vendor has been deemed as an associate of Mr. Luk, Kee Yan Kelvin, an executive Director and a controlling shareholder of the Company who held share charge of 98.5% shareholdings interest of the Target from borrowings to the owner of the Vendor and the Target Group, under Rule 20.11(4)(a) of the GEM Listing Rules, the Vendor is a connected person of the Company. As a result, if the Proposed Investment is materialised, it will also constitute a connected transaction on the part of the Company under Chapter 20 of the GEM Listing Rules. Further announcement(s) will be made by the Company regarding the Proposed Investment as and when appropriate.

Shareholders of the Company and/or investors should note that the Proposed Investment may or may not materialise, as no formal binding documentation have been executed between the parties and negotiations are still in progress. Accordingly, shareholders of the Company and/or investors are advised to exercise caution when dealing in the Company's securities.

This announcement is made pursuant to Rule 17.10 of the Rules (the “**GEM Listing Rules**”) Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) and the Inside Information Provisions (as defined under the GEM Listing Rules) under Part XIVA of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) (the “**SFO**”).

The board (the “**Board**”) of directors (the “**Directors**”, and each a “**Director**”) of Roma Group Limited (the “**Company**”) is pleased to announce that on 29 August 2013, Gertino Limited (the “**Purchaser**”), a direct wholly-owned subsidiary of the Company, has entered into a non-legally binding memorandum of understanding (the “**MOU**”) with Everrich Global Investments Limited (the “**Vendor**”). Pursuant to the MOU, it is proposed that the Purchaser may acquire (the “**Proposed Investment**”) 16.5% of the entire issued share capital of D&T Global Invest Limited (the “**Target**”). The Target is indirectly beneficially interested in a company established in the People’s Republic of China which is principally engaged in the exploration and exploitation of gold and the holder of a mining permit in relation to a mine situated in Jiangxi Province of the People’s Republic of China. The terms and conditions, including the consideration amount and the way of settlement, of the Proposed Investment will be subject to arm’s length negotiations between the relevant parties and as at the date of this announcement, the terms and conditions of the Proposed Investment have not been agreed yet.

Under the MOU, both the Purchaser and the Vendor will proceed to the negotiation for a legally-binding formal sale and purchase agreement (the “**Agreement**”) on or before the date falling 3 months from the date of the MOU (or such later date as the Purchaser may agree).

In addition, the Purchaser shall and shall procure that its advisers and agents shall, forthwith upon the signing of the MOU, conduct such review of the assets, liabilities, business plan, operations and affairs of the Target and its subsidiaries (the “**Target Group**”) as the Purchaser may consider appropriate and the Vendor shall provide and procure the Target Group and its agents to provide such assistance as the Purchaser and its advisers and agents may require in connection with such review so as to enable the review to be completed on or before the date falling 3 months from the date of the Agreement.

It is also agreed that neither the Target nor the Vendor will during the period from the date of the MOU to the date falling 12 months from the date of the MOU negotiate with any party other than the Purchaser or its affiliates for the Proposed Investment.

The MOU does not constitute legally-binding commitment on the part of the Vendor and the Purchaser in respect of the Proposed Investment. The Proposed Investment will be subject to the execution and completion of the Agreement.

The Proposed Investment, which if materialises, may constitute a discloseable transaction on the part of the Company under the GEM Listing Rules. As the Vendor has been deemed as an associate of Mr. Luk, Kee Yan Kelvin, an executive Director and a controlling shareholder of the Company who held share charge of 98.5% shareholdings interest of the Target from borrowings to the owner of the Vendor and the Target Group, under Rule 20.11(4)(a) of the GEM Listing Rules, the Vendor is a connected person of the Company. As a result, if the Proposed Investment is materialised, it will also constitute a connected transaction on the part of the Company under Chapter 20 of the GEM Listing Rules. Further announcement(s) will be made by the Company regarding the Proposed Investment as and when appropriate.

Shareholders of the Company and/or investors should note that the Proposed Investment may or may not materialise, as no formally binding documentation has been executed between the parties and negotiations are still in progress. Accordingly, shareholders of the Company and/or investors are advised to exercise caution when dealing in the Company's securities.

By order of the Board  
**Roma Group Limited**  
**Yue Kwai Wa Ken**  
*Executive Director and  
Company Secretary*

Hong Kong, 29 August 2013

*As at the date of this announcement, the executive Directors are Mr. Luk, Kee Yan Kelvin and Mr. Yue, Kwai Wa Ken, and the independent non-executive Directors are Mr. Chan, Ka Kit, Mr. Lam, Pak Cheong and Mr. Ng, Simon.*

*This announcement, for which the directors of the Company collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules for the purpose of giving information with regard to the Company. The directors of the Company, having made all reasonable enquires, confirm that, to the best of their knowledge and belief, the information contained in this announcement 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 announcement misleading.*

*This announcement will remain on the "Latest Listed Company Information" page of the website of the Stock Exchange at [www.hkexnews.hk](http://www.hkexnews.hk) for at least seven days from the day of its posting. This announcement will also be published on the Company's website at [www.romagroup.com](http://www.romagroup.com).*

*\* for identification purpose only*