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

**MEMORANDUM OF UNDERSTANDING
IN RESPECT OF PROPOSED SUBSCRIPTION**

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 10 September 2013, the Subscriber, an indirect wholly-owned subsidiary of the Company, has entered into the non-legally binding MOU with the Target and the Guarantor in relation to the Proposed Subscription.

The Proposed Subscription, which if materialises, may constitute a notifiable transaction on the part of the Company under the GEM Listing Rules. Further announcement(s) will be made by the Company regarding the Proposed Subscription as and when appropriate.

Shareholders of the Company and/or investors should note that the Proposed Subscription 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 10 September 2013, Million Up Holdings Limited (the “**Subscriber**”), an indirect wholly-owned subsidiary of the Company, has entered into a non-legally binding memorandum of understanding (the “**MOU**”) with Joinmax Limousine Services Limited (the “**Target**”) and Mr. Chan Kap,

Jimmy (the “**Guarantor**”), the sole shareholder of the Target. Pursuant to the MOU, it is proposed that the Subscriber shall subscribe (the “**Proposed Subscription**”) such number of shares in the Target, representing 60% of the issued share capital of the Target as enlarged by the Proposed Subscription.

The Target is principally engaged in the provision of limousine services.

A refundable deposit in the amount of HK\$500,000 shall be payable by the Subscriber to the Target on signing of the MOU (the “**Deposit**”). The Deposit shall be used to satisfy the part payment of the subscription moneys at the completion of the Subscription Agreement (as defined below). The Target shall pay interest on the Deposit at a rate of 2% per annum from the date of the MOU until the date of repayment of the Deposit or completion of the Proposed Subscription. In the event that the Subscription Agreement has not been entered into on or before the date falling 6 months from the date of the MOU, the Target shall fully refund the Deposit (with interests) to the Subscriber within 7 business days upon written notification of the Subscriber in cash to the Subscriber (or as it may direct).

The Guarantor has agreed to guarantee the performance of the obligations of the Target of all its obligations pursuant to the terms of the MOU, and has agreed to take full responsibility if the Target fails to return the Deposit in accordance with the MOU.

The terms and conditions, including the subscription price and the way of settlement, of the Proposed Subscription 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 Subscription have not been agreed yet. Under the MOU, both the Subscriber and the Target will proceed to the negotiation for a legally-binding formal subscription agreement (the “**Subscription Agreement**”) on or before the date falling 6 months from the date of the MOU (or such later date as the Subscriber may agree).

In addition, the Subscriber 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 as the Subscriber may consider appropriate and the Target shall provide and procure its agents to provide such assistance as the Subscriber 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 6 months from the date of the Subscription Agreement.

It is also agreed that the Target will during the period from the date of the MOU to the date falling 6 months from the date of the MOU negotiate with any party other than the Subscriber or its affiliates for the Proposed Subscription.

The MOU does not constitute a legally-binding commitment on the part of the Target and the Subscriber in respect of the Proposed Subscription. The Proposed Subscription will be subject to the execution and completion of the Subscription Agreement.

The Proposed Subscription, which if materialises, may constitute a notifiable transaction on the part of the Company under the GEM Listing Rules. Further announcement(s)

will be made by the Company regarding the Proposed Subscription as and when appropriate.

Shareholders of the Company and/or investors should note that the Proposed Subscription 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, 10 September 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 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.

** for identification purpose only*