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

SUPPLEMENTAL MEMORANDUM OF UNDERSTANDING IN RESPECT OF PROPOSED INVESTMENT

This announcement is made by Roma Group Limited (the “**Company**”) pursuant to Rule 17.10 of the GEM Listing Rules and the Inside Information Provisions under Part XIVA of the SFO.

Reference is made to the announcement of the Company dated 29 August 2013 (the “**Announcement**”) in relation to the non-legally binding memorandum of understanding dated 29 August 2013 entered into between the Purchaser and the Vendor in relation to the Proposed Investment. Unless the context requires otherwise, capitalised terms used in this announcement shall have the same meaning as those defined in the Announcement.

After further negotiations between the Vendor and the Purchaser, on 29 November 2013, the Purchaser and the Vendor have entered into a supplemental memorandum of understanding (the “**Supplemental MOU**”) to amend the following terms of the MOU:

- (a) it is proposed that the Purchaser may acquire up to 20.5% of the entire issued share capital of the Target (the “**New Proposed Investment**”); and
- (b) the period for both the Purchaser and the Vendor for the entering into of the Agreement shall be extended to 28 February 2014 (or such later date as the Purchaser may agree).

Save and except the aforesaid amendments, the terms and conditions of the MOU remained unchanged.

The Directors wish to emphasise that the New Proposed Investment is subject to the entering into of the Agreement and the terms of the New Proposed Investment are subject to further negotiation between the Vendor and the Purchaser. As at the date of this announcement, no legally binding agreement in relation to the New Proposed Investment has been entered into. As such, the New Proposed Investment may or may not proceed. The New Proposed Investment, if materialised, may constitute a connected and discloseable transaction of the Company pursuant to the GEM Listing Rules. Shareholders of the Company and/or investors are advised to exercise caution when dealing in the Company’s securities. Further announcement(s) in respect of the New Proposed Investment will be made by the Company as and when appropriate.

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

Hong Kong, 29 November 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*