MEMORANDNDUM OF UNDERSTANDING

BETWEEN

Part A: Roma Capitale Investments Foundation

and

Part B: Baida Finance Group Co., Ltd.

A. On September 19 2012, at Baida Finance Group`s headquarters in Hong Kong, Sinoplaza, 255-257 Gloucester Road, Mr. Ngai Keong, Chairman of Baida Finance Group met Mr. Giorgio Heller President of Roma Capitale Investments Foundation and Mr. Liu' Zhan, the Advisor.
B. Part A and Part B had already signed a Memorandum of Understanding on September 16, 2011 and cooperated with each other since;
C. Part A and Part B discussed about the developing of the following projects being undertaken by the Roma Capitale Investments Foundation.

Milia Passum (SMART CITIES);
Waterfront of Rome;
Worldwide Agency for Food Safety;
Palazzo Braschi (Mostra Caravaggio-Guercino)

D. Baida Finance Group has expressed its particular interest in evaluation of the above mentioned projects in order to become a direct investor or alternatively a financial advisor:;
E. The parties agree that the working group will be established no later than the 15 of October 2012, in order to develop in-depth feasibility studies to define the creation of a certain company purposed for each single project;
F. As to the above points, Baida Finance agrees to send its experts in specific areas of expertise and professionals who are able to evaluate the business plan and give any assessment:
G. Baida Finance Group and Roma Capitale Investmernts Foundation have agreed that from now they will start selection of professionals from both parts to form the working team;
H. Baida Finance stands ready to participate in the projects of the Foundation, and to cooperate with other partner companies of the Foundation;

I. As described above, now it is agreed that in the future Baida Finance will have the right to nominate two of the five members of the Board of Directors for the purpose-created company.

J. Rome Capitale will have the right to designate a member of the Board as the CEO;

K. The other two members of the Board of Directors will be designated by other members.

All agreements concerning the discussion of shareholdings in the purpose-created company will be subject to negotiation with the other stakeholders of the Working Group.

Roma Capitale Investments Foundation and Baida Finance Group Co., Ltd. declare that this agreement can be extended to new proposals that any party may submit to the other;

Read, confirmed and signed,

Hong Kong 20 September 2012

Part A:
Giorgio Heller
President
Roma Capitale Investments Foundation

For and on behalf of
BAIDA FINANCE (GROUP) COMPANY LIMITED
百達金融(集團)有限公司

Part B:
Ngai Keong
Chairman
Authorized Signature(s)
BAIDA Finance Group Ltd