耀萊集團有限公司
SPARKLE ROLL GROUP LTD

23 December 2016

To the Independent Shareholders

Dear Sir or Madam,

MANDATORY CONDITIONAL CASH OFFER BY
KINGSTON SECURITIES LIMITED
FOR AND ON BEHALF OF THE OFFEROR
TO ACQUIRE ALL THE ISSUED SHARES OF
SPARKLE ROLL GROUP LIMITED
(OTHER THAN THOSE ALREADY OWNED AND/OR AGREED TO BE ACQUIRED BY THE OFFEROR AND MR. QI)

INTRODUCTION

We refer to the composite offer and response document (the "Composite Document") dated 23 December 2016 jointly issued by the Offeror and the Company, of which this letter forms part. Terms used in this letter shall have the same meanings as those defined in the Composite Document unless the context otherwise requires.

We have been appointed as members of the Takeovers Code Independent Board Committee to consider the terms of the Offer and to advise you as to whether, in our opinion, the terms of the Offer are fair and reasonable so far as the Independent Shareholders are concerned and as to acceptance thereof.

* For identification purposes only

香港灣仔港灣道30號新鴻基中心20樓2028-36室 Tel 電話: + 852 2299 9966 Fax 傳真: + 852 2802 8577
Rooms 2028-36, 20/F Sun Hung Kai Centre, 30 Harbour Road, Wanchai, Hong Kong

TC Capital has been appointed as the Independent Financial Adviser to the Takeovers Code Independent Board Committee to advise us in respect of the terms of the Offer and as to acceptance thereof. Details of its advice and principal factors taken into consideration in arriving at its recommendation are set out in the "Letter from TC Capital" on pages IFA-1 to IFA-17 of the Composite Document.

We also wish to draw your attention to the "Letter from the Board", the "Letter from Kingston Securities" and the additional information set out in the appendices to the Composite Document.

RECOMMENDATION

Having taken into account the terms of the Offer and the independent advice from TC Capital and the principal factors taken into account in arriving at its recommendation, we are of the opinion that the terms of the Offer are fair and reasonable so far as the Independent Shareholders are concerned and recommend the Independent Shareholders to accept the Offer.

However, for those Independent Shareholders who are considering to realise all or part of their holdings in the Shares, they should monitor the Share price movement until near the end of the Offer Period. If the market price of the Shares exceeds the Offer Price and the sale proceeds net of all transaction costs exceed the net proceeds receivable under the Offer, the Independent Shareholders should consider selling their Shares in the open market instead of accepting the Offer.

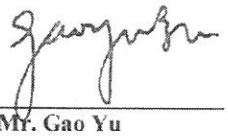
In any case, the Independent Shareholders are strongly advised that the decision to realise or to hold their investment is subject to individual circumstances and investment objectives. If in doubt, the Independent Shareholders should consult their own professional advisers for professional advice. Independent Shareholders are recommended to read the full text of the "Letter from TC Capital" in this Composite Document. Notwithstanding our recommendation, the Independent Shareholders should consider carefully the terms and conditions of the Offer.

Yours faithfully,
For and on behalf of
Takeovers Code Independent Board Committee

Mr. Zhang Si Jian and Mr. Gao Yu
Non-executive Directors

Mr. Choy Sze Chung, Jojo. Mr. Lam Kwok Cheong and Mr. Lee Thomas Kang Bor
Independent non-executive Directors

Yours faithfully,
For and on behalf of
Takeovers Code Independent Board Committee

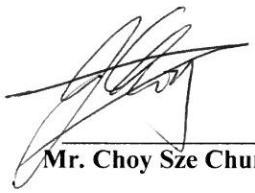


Mr. Zhang Si Jian and Mr. Gao Yu
Non-executive Directors

Mr. Choy Sze Chung, Jojo. Mr. Lam Kwok Cheong and Mr. Lee Thomas Kang Bor
Independent non-executive Directors

Yours faithfully,
For and on behalf of
Takeovers Code Independent Board Committee

Mr. Zhang Si Jian and Mr. Gao Yu
Non-executive Directors



Mr. Choy Sze Chung, Jojo. **Mr. Lam Kwok Cheong and** **Mr. Lee Thomas Kang Bor**
Independent non-executive Directors

Yours faithfully,
For and on behalf of
Takeovers Code Independent Board Committee

Mr. Zhang Si Jian and Mr. Gao Yu
Non-executive Directors

Mr. Choy Sze Chung, Jojo. Mr. Lam Kwok Cheong and Mr. Lee Thomas Kang Bor
Independent non-executive Directors

Yours faithfully,
For and on behalf of
Takeovers Code Independent Board Committee

Mr. Zhang Si Jian and Mr. Gao Yu
Non-executive Directors

Mr. Choy Sze Chung, Jojo. Mr. Lam Kwok Cheong and Mr. Lee Thomas Kang Bor
Independent non-executive Directors