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# SPARKLE ROLL GROUP LIMITED

# 耀萊集團有限公司*

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 970)**

## NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that an annual general meeting ("**AGM**") of Sparkle Roll Group Limited ("**Company**") will be held at 4:30 p.m. on Wednesday, 6 September 2017 at Regus, Conference Centre, 35/F, Central Plaza, 18 Harbour Road, Wanchai, Hong Kong to consider and, if thought fit, to transact the following ordinary business:

1. To receive, consider and adopt the audited financial statements and the reports of the directors ("Directors") and auditors of the Company for the year ended 31 March 2017.

2. (i) To re-elect each of the following Directors (each as a separate resolution):

   (a) Mr. Choy Sze Chung, Jojo as an Independent Non-executive Director;

   (b) Mr. Gao Yu as a Non-executive Director;

   (c) Mr. Lam Kwok Cheong as an Independent Non-executive Director;

   (d) Mr. Qi Jian Wei as a Non-executive Director; and

   (ii) to authorise the board of Directors ("**Board**" or, if so delegated by the Board, its remuneration committee) to fix the Directors' remuneration and to grant power to the Board to appoint any person(s) as Director(s) to fill casual vacancy(ies) on the Board (if any) or as addition to the Board (See note 3).

3. To re-appoint BDO Limited as the auditors of the Company for the year ending 31 March 2018 and to authorise the Board to fix their remuneration.

As special business, to consider and, if thought fit, pass with or without amendments the following resolutions as ordinary resolutions of the Company:

## ORDINARY RESOLUTIONS

4. "**THAT**:

(a) subject to paragraph (c) below, the exercise by the Directors during the Relevant Period (as defined below) of all the powers of the Company to allot, issue and deal with new or additional shares (each a "**Share**") of HK$0.002 each in the share capital of the Company, and to make or grant offers, agreements or options, including warrants, bonds, debentures, notes or securities convertible into Shares which would or might require the exercise of such powers during or after the end of the Relevant Period, subject to and in accordance with all applicable laws, be and is hereby generally and unconditionally approved;

(b) the approval in paragraph (a) of this resolution shall authorise the Directors during the Relevant Period to make or grant offers, agreements or options which would or might require the exercise of such powers after the end of the Relevant Period;

(c) the aggregate nominal amount of Shares allotted and issued or agreed conditionally or unconditionally to be allotted and issued (whether pursuant to options or otherwise) by the Directors pursuant to the approval in paragraph (a) of this resolution, otherwise than pursuant to (i) a Rights Issue (as defined below); or (ii) the exercise of any options granted under any share option scheme adopted by the Company; or (iii) any scrip dividend scheme or similar arrangement providing for the allotment and issue of Shares in lieu of the whole or part of a dividend on Shares in accordance with the bye-laws of the Company in force from time to time; or (iv) any issue of Shares upon the exercise of rights of subscription or conversion under the terms of any warrants of the Company or any securities which are convertible into Shares, shall not exceed the aggregate of:

(aa) 20% of the aggregate nominal amount of the share capital of the Company in issue on the date of the passing of this resolution; and

(bb) (if the Directors are so authorised by a separate ordinary resolution of the shareholders of the Company) the aggregate nominal amount of any share capital of the Company repurchased by the Company subsequent to the passing of this resolution (up to a maximum equivalent to 10% of the aggregate nominal amount of the share capital of the Company in issue as at the date of the passing of this resolution),

and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly; and

(d) for the purposes of this resolution:

"**Relevant Period**" means the period from the date of the passing of this resolution until whichever is the earliest of:

(i) the conclusion of the next annual general meeting of the Company;

(ii) the expiration of the period within which the next annual general meeting of the Company is required by the applicable laws of Bermuda or the bye-laws of the Company to be held; and

(iii) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting; and

"**Rights Issue**" means the allotment, issue or grant of Shares pursuant to an offer of Shares open for a period fixed by the Directors to holders of Shares whose names appear on the register of members of the Company on a fixed record date in proportion to their then holdings of Shares as at that date (subject to such exclusion or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements, or having regard to any restrictions or obligations under the laws of, or the requirements of, or the expense or delay which may be involved in determining the existence or extent of any restrictions or obligation under the laws or regulations of, any jurisdiction outside Hong Kong or any recognised regulatory body or any stock exchange in any territory applicable to the Company)."

5. "**THAT**:

(a) subject to paragraph (b) below, the exercise by the Directors during the Relevant Period (as defined below) of all powers of the Company to repurchase Shares on The Stock Exchange of Hong Kong Limited ("**Stock Exchange**") or any other stock exchange on which the Shares may be listed and recognised by the Securities and Futures Commission of Hong Kong ("**SFC**") and the Stock Exchange for such purpose, and otherwise in accordance with the rules and regulations of the SFC, the Stock Exchange, the Companies Act 1981 of Bermuda (as amended) and all other applicable laws in this regard, be and the same is hereby generally and unconditionally approved;

(b) the aggregate nominal amount of Shares which may be repurchased or agreed to be repurchased by the Company pursuant to the approval in paragraph (a) of this resolution during the Relevant Period (as defined in paragraph (c) below). shall not exceed 10 per cent. of the aggregate nominal amount of the issued share capital of the Company as at the date of the passing of this resolution and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly; and

(c) for the purposes of this resolution:

"**Relevant Period**" means the period from the date of the passing of this resolution until whichever is the earliest of:

(i) the conclusion of the next annual general meeting of the Company;

(ii) the expiration of the period within which the next annual general meeting of the Company is required by the applicable law of Bermuda or the bye-laws of the Company to be held; and

(iii) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting."

6. "**THAT** conditional on the passing of resolutions numbered 4 and 5 above, the general mandate granted to the Directors pursuant to resolution numbered 4 above be and it is hereby extended by the addition to the aggregate nominal amount of the Shares which may be allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to or in accordance with such general mandate of an amount representing the aggregate nominal amount of the share capital of the Company purchased or agreed to be purchased by the Company pursuant to or in accordance with the authority granted under resolution numbered 5 above."

As special business, to consider and, if thought fit, pass with or without amendments the following resolution as a special resolution of the Company:

**SPECIAL RESOLUTION**

7. "**THAT**:

(a) conditional on compliance with section 46(2) of the Companies Act 1981 of Bermuda (as amended from time to time), an amount of HK$500,000,000 standing to the credit of the share premium account of the Company as at 31 July 2017 be and is hereby cancelled ("**Share Premium Reduction**");

(b) the credit arising from the Share Premium Reduction be transferred to the contributed surplus account of the Company and, further a sum equivalent to the amount of accumulated losses of the Company as at 31 March 2017 be applied from such contributed surplus account to set off the accumulated losses of the Company as at 31 March 2017 in full; and

(c) any director of the Company be and is hereby authorised to do all acts and things which in his opinion are necessary, desirable or expedient to effect and implement any of the foregoing."

Yours faithfully,
By order of the Board
**Sparkle Roll Group Limited**
**Li Yat Ming**
*Company Secretary*

Hong Kong, 8 August 2017

As at the date of this notice, the Board comprises the following Directors:

| | |
|---|---|
| *Executive Directors* | Mr. Tong Kai Lap, Mr. Zheng Hao Jiang and Mr. Zhu Lei |
| *Non-executive Directors* | Mr. Zhang Si Jian, Mr. Gao Yu and Mr. Qi Jian Wei |
| *Independent non-executive Directors* | Mr. Choy Sze Chung, Jojo, Mr. Lam Kwok Cheong and Mr. Lee Thomas Kang Bor |

*Principal place of business in Hong Kong:*

Rooms 2028-36
20/F Sun Hung Kai Centre
30 Harbour Road
Wanchai
Hong Kong

*Notes:*

1. A member entitled to attend and vote at the AGM is entitled to appoint one or more proxy to attend and, subject to the provisions of the bye-laws of the Company, vote in his stead. A proxy need not be a member of the Company.

2. In order to be valid, the form of proxy must be duly completed and signed in accordance with the instructions printed thereon and deposited together with a power of attorney or other authority, if any, under which it is signed or a certified copy of that power or authority, at the offices of the Company's Hong Kong branch registrar, Tricor Secretaries Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong no less than 48 hours before the time for holding the AGM or adjourned AGM. Completion and return of a form of proxy will not preclude a member from attending in person and voting at the AGM or any adjournment thereof, should he so wish and in such event, the instrument appointing a proxy shall be deemed to be revoked. No instrument appointing a proxy shall be valid after the expiration of 12 months from the date of its execution, except at an adjourned meeting or on a poll demanded at a meeting or an adjourned meeting in cases where the meeting was originally held within 12 months from such date.

3. In relation to proposed resolution no. 2 above, Mr. Choy Sze Chung, Jojo, Mr. Gao Yu, Mr. Lam Kwok Cheong and Mr. Qi Jian Wei will retire from the office of director at the AGM pursuant to the bye-laws of the Company and being eligible, offer themselves for re-election.

4. The register of members of the Company will be closed from Tuesday, 5 September 2017 to Wednesday, 6 September 2017, both days inclusive, during which period no transfer of shares of the Company will be effected. In order to qualify for attending the AGM convened by the above notice, all transfers accompanied by the relevant share certificates and transfer forms must be lodged with the Company's Hong Kong branch registrar, Tricor Secretaries Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not later than 4:30 p.m. on Monday, 4 September 2017.

5. In relation to resolution numbered 4 above, approval is being sought from the Shareholders for the grant to the Directors of a general mandate to authorise the allotment and issue of additional Shares. The Directors have no immediate plans to issue any new Shares other than Shares which may fall to be allotted and issued upon the exercise of any options granted and/or such Shares which may be awarded under the share option schemes of the Company or any scrip dividend scheme which may be approved by the Shareholders.

6. In relation to resolution numbered 5 above, the Directors wish to state that they will exercise the powers conferred thereby to purchase Shares in circumstances which they deem appropriate for the benefit of the Shareholders.

* *for identification purposes only*