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This joint announcement is for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for any securities of the Company.

Sparkle Roll Holdings Limited
耀萊控股有限公司
(Incorporated in the British Virgin Islands with limited liability)

Sparkle Roll Group Limited
耀萊集團有限公司*
(Incorporated in Bermuda with limited liability)
(Stock Code: 970)

JOINT ANNOUNCEMENT

DESPATCH OF THE COMPOSITE DOCUMENT IN RELATION TO MANDATORY CONDITIONAL CASH OFFER BY

KINGSTON SECURITIES LTD.

FOR AND ON BEHALF OF THE OFFEROR TO ACQUIRE ALL OF 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)

Financial adviser to the Offeror

KINGSTON CORPORATE FINANCE LTD.

Financial adviser to the Company

東英 ORIENTAL PATRON

Independent Financial Adviser to the Takeovers Code Independent Board Committee

TC CAPITAL

* *for identification purpose only*

References are made to (i) the joint announcement issued by Sparkle Roll Group Limited (the "**Company**") and Sparkle Roll Holdings Limited (the "**Offeror**") dated 20 October 2016 (the "**Joint Announcement**") in relation to, among other matters, the Offer and the Acquisition; (ii) the completion announcement jointly issued by the Company and the Offeror dated 16 December 2016 in relation to the Completion of the Sale and Purchase Agreement; and (iii) the composite document dated 23 December 2016 (the "**Composite Document**") jointly issued by the Company and the Offeror in respect of the Offer.

Capitalised terms used herein have the same meanings as those defined in the Composite Document unless the context requires otherwise.

DESPATCH OF THE COMPOSITE DOCUMENT AND THE FORM OF ACCEPTANCE

The Composite Document in relation to the Offer containing, among other things, (i) details of the Offer (including the expected timetable and terms of the Offer); (ii) financial information of the Group; (iii) the letter of recommendation from the Takeovers Code Independent Board Committee to the Independent Shareholders in relation to the Offer; and (iv) the letter of advice from TC Capital International Limited (the "**Independent Financial Adviser**") to the Takeovers Code Independent Board Committee in relation to the Offer, together with the form of acceptance (the "**Form of Acceptance**"), have been despatched to the Shareholders on 23 December 2016.

The Offer is conditional upon the total number of Shares in respect of the valid acceptances, which the Offeror have received at or before 4:00 p.m. on the First Closing Date (or such other time as the Offeror may, subject to the Takeovers Code, decide) under the Offer, together with the Shares already owned by the Offeror, Mr. Qi and/or parties acting in concert with any of them and acquired or agreed to be acquired before or during the Offer, resulting in the Offeror, Mr. Qi and/or parties acting in concert with any of them holding more than 50% of the voting rights in the Company in accordance with the Takeovers Code.

Independent Shareholders are advised to read the Composite Document carefully, including the letter of recommendation from the Takeovers Code Independent Board Committee and the letter of advice from the Independent Financial Adviser to the Takeovers Code Independent Board Committee in respect of the Offer, before deciding whether to accept the Offer or not.

EXPECTED TIMETABLE

Set out below is the expected timetable of the Offer as extracted from the Composite Document. The timetable set out below is indicative only and any changes to the timetable will be announced by the Offeror.

Despatch date of the Composite Document and the accompanying Form of Acceptance and commencement date of the Offer *(Note 1)*	Friday, 23 December 2016
First Closing Date *(Notes 1 and 2)*	Friday, 13 January 2017
Latest time and date for acceptance of the Offer on the First Closing Date *(Notes 2 and 3)*	by 4:00 p.m. on Friday, 13 January 2017
Announcement of the results of the Offer and level of acceptance as at the First Closing Date to be posted on the website of the Stock Exchange *(Note 2)*	by 7:00 p.m. on Friday, 13 January 2017
Latest date of posting of remittances in respect of valid acceptances received on or before 4:00 p.m. on the First Closing Date (assuming the Offer becomes or is declared unconditional on the First Closing Date) *(Notes 3 and 4)*	Tuesday, 24 January 2017
Latest time and date for acceptance of the Offer remaining open (assuming the Offer becomes or is declared unconditional on the First Closing Date) *(Notes 3 and 5)*	by 4:00 p.m. on Friday, 27 January 2017

Announcement of the results of
the Offer as at Offer Closing Date
to be posted on the website of
the Stock Exchange *(Note 2)* . . . . . by 7:00 p.m. on
Friday, 27 January 2017

Latest date of posting of remittances in respect of
valid acceptances received before 4:00 p.m. on
Friday, 27 January 2017 *(Notes 4 and 5)* . . . . . Thursday, 9 February 2017

Latest time and date by which the
Offer can become or be declared
unconditional as to acceptances *(Note 6)* . . . . . by 7:00 p.m. on
Tuesday, 21 February 2017

Notes:

1. The Offer, which is conditional, is made on the date of posting of the Composite Document, and is capable of acceptance on and from this date until 4:00 p.m. on the First Closing Date, unless the Offeror revised or extended the Offer in accordance with the Takeovers Code. Subject to the condition of the Offer set out in the "Letter from Kingston Securities", acceptances of the Offer shall be irrevocable and not capable of being withdrawn, except in the circumstances set out in the section headed "Right of withdrawal" in Appendix I to the Composite Document.

2. In accordance with the Takeovers Code, the Offer must initially be open for acceptance for at least 21 days following the date on which the Composite Document is posted. The latest time and date for acceptance of the Offer is 4:00 p.m. on Friday, 13 January 2017 unless the Offeror revises or extends the Offer in accordance with the Takeovers Code. An announcement will be issued on the website of the Stock Exchange by 7:00 p.m. on Friday, 13 January 2017, stating whether the Offer has been extended, revised or expired or has become or is declared unconditional. If the Offer becomes unconditional on the First Closing Date, an announcement in respect of the result of the Offer will be issued on the website of the Stock Exchange by 7:00 p.m. on Friday, 13 January 2017. In the event that the Offeror decides to extend the Offer and the announcement does not specify the next closing date, at least 14 days' notice by way of an announcement will be given before the Offer is closed to those Independent Shareholders who have not accepted the Offer.

3. If there is (i) a tropical cyclone warning signal number 8 or above, or (ii) a "black" rainstorm warning signal:

   (a) in force in Hong Kong at any local time before 12:00 noon but no longer in force after 12:00 noon on the latest date for acceptance of the Offer and the latest date for posting of remittances for the amounts due under the Offer in respect of valid acceptances, the latest time for acceptance of the Offer and the posting of remittances will remain at 4:00 p.m. on the same Business Day; or

   (b) in force in Hong Kong at any local time between 12:00 noon and 4:00 p.m. on the latest date for acceptance of the Offer and the latest date for posting of remittances for the amounts due under the Offer in respect of valid acceptances, the latest time for acceptance of the Offer and the posting of remittances, as the case may be, will be rescheduled to 4:00 p.m. on the following Business Day which does not have either of those warnings in force at any time between 9:00 a.m. and 4:00 p.m. or such other day as the Executive may approve.

4. Remittances in respect of the cash consideration (after deducting the seller's ad valorem stamp duty) payable for the Offer Share tendered under the Offer will be made to the Independent Shareholders accepting the Offer by ordinary post at their own risk as soon as possible but in any event within seven Business Days following the later of the Unconditional Date and the date of receipt by the Registrar of the duly completed Form of Acceptance from the Independent Shareholders accepting the Offer, of all the valid requisite documents.

   An acceptor of the Offer shall be entitled to withdraw its/his/her acceptance after 21 days from the First Closing Date if the Offer has not by then become unconditional as to acceptances. However, this entitlement to withdraw shall only be exercisable until such time as the Offer becomes or is declared unconditional as to acceptances. For further details, please refer to Appendix I to the Composite Document.

5. Assuming the Offer becomes or is declared unconditional in all respects on the First Closing Date, the Offer should remain open for acceptance for not less than 14 days thereafter in accordance with the Takeovers Code.

6. In accordance with the Takeovers Code, except with the consent of the Executive, the Offer may not become or be declared unconditional as to acceptances after 7:00 p.m. on the 60th day after posting of the Composite Document. Where a period laid down by the Takeovers Code ends on a day which is not a Business Day, the period is extended until the next Business Day. Accordingly, unless the Offer has previously become or is declared unconditional as to acceptance, the Offer will lapse after 7:00 p.m. on Tuesday, 21 February 2017, unless extended with the consent of the Executive.

Save as mentioned above, if the latest time for the acceptance of the Offer and the posting of remittances do not take effect on the date and time as stated above, the other dates mentioned above may be affected. The Offeror and the Company will notify the Shareholders by way of announcement(s) of any change in the expected timetable as soon as possible.

All references to times and dates in this joint announcement refer to Hong Kong local time and dates.

Warning: The Offer is conditional. If the total number of Shares in respect of the valid acceptances, which the Offeror have received at or before 4:00 p.m. on the First Closing Date (or such other time as the Offeror may, subject to the Takeovers Code, decide) under the Offer together with the Shares already owned and acquired or agreed to be acquired before or during the Offer, does not result in the Offeror, Mr. Qi and parties acting in concert with any of them holding more than 50% of the voting rights of the Company, the Offer will not become unconditional.

Shareholders and potential investors are advised to exercise caution when dealing in the securities of the Company. If Shareholders and potential investors are in any doubt about their position, they should consult their own professional advisers.

By order of the board of
Sparkle Roll Holdings Limited
Qi Jian Hong
Director

By order of the Board of
Sparkle Roll Group Limited
Tong Kai Lap
Executive Director

Hong Kong, 23 December 2016

As at the date of this joint announcement, the Company has three executive Directors, three non-executive Directors and three independent non-executive Directors. The executive Directors are Mr. Tong Kai Lap, Mr. Zheng Hao Jiang and Mr. Zhu Lei. The non-executive Directors are Mr. Zhang Si Jian, Mr. Gao Yu and Mr. Qi Jian Wei. The independent non-executive Directors are Mr. Choy Sze Chung, Jojo, Mr. Lam Kwok Cheong and Mr. Lee Thomas Kang Bor.

The Directors jointly and severally accept full responsibility for the accuracy of the information contained in this joint announcement (other than the information relating to the Offeror or any of its associates and parties acting in concert with any of them), and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this joint announcement (other than opinions expressed by the Offeror or any of its associates and parties acting in concert with any of them) have been arrived at after due and careful consideration and there are no other facts not contained in this joint announcement, the omission of which would make any such statement contained in this joint announcement misleading.

As at the date of this joint announcement, Mr. Qi is the sole director of the Offeror.

The director of the Offeror accepts full responsibility for the accuracy of the information contained in this joint announcement (other than the information relating to the Group and parties acting in concert with it), and confirm, having made all reasonable enquires, that to the best of his knowledge, opinions expressed in this joint announcement (other than those expressed by the Group and the parties acting in concert with it) have been arrived at after due and careful consideration and there are no other facts not contained in this joint announcement, the omission of which would make any such statement contained in this joint announcement misleading.