Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this notice, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this notice.

Sparkle Roll Group Limited
耀萊集團有限公司*

(Incorporated in Bermuda with limited liability)

(Stock Code: 970)

NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that a special general meeting (the "**Meeting**") of Sparkle Roll Group Limited (the "**Company**") will be held at Regus Conference Centre, 35/F, Central Plaza, 18 Harbour Road, Wanchai, Hong Kong at 4:30 p.m. on 13 December 2016 to consider and, if thought fit, pass the following resolution as an ordinary resolution:

ORDINARY RESOLUTION

"**THAT**

(a) the conditional sale and purchase agreement dated 20 October 2016 (the "**Sale and Purchase Agreement**") and entered into between the Company, Sparkle Roll Xin Tian Di Commerce Development Limited*(北京耀萊新天地商業發展有限公司), Sparkle Roll Holdings Limited, Beijing Sparkle Roll Investment Limited*(北京耀萊投資有限公司), and Mr. Qi Jian Hong(綦建虹), a substantial shareholder of the Company, in relation to the acquisition of approximately 15.09% shareholding in Bang & Olufsen A/S and 49% of the entire paid up capital in Balanorm Beo (Beijing) Trading Development Limited*(衡准寶聲(北京)貿易發展有限公司) (the "**Acquisition**"), a copy of which has been produced to the meeting and signed by the chairman of the meeting marked "A" and initialed by the Chairman of the meeting for the purpose of identification, and that all the transactions in relation to the Acquisition (as defined in the circular of the Company dated 25 November 2016 (the "**Circular**")) contemplated thereunder be and they are hereby approved, confirmed and ratified;

* *for identification purpose only*

(b) conditional upon The Stock Exchange of Hong Kong Limited granting the listing of and the permission to deal in, the Consideration Shares (as defined below), the directors (the "**Directors**") of the Company be and are hereby generally and specifically authorised to allot and issue such number of ordinary shares of the Company (the "**Specific Mandate**"), initially up to 1,161,408,597 new ordinary shares of the Company (the "**Consideration Shares**") at the issue price of HK$0.45 each; and the Specific Mandate for the allotment and issue of the Consideration Shares is in addition to, and shall not prejudice nor revoke any general or specific mandate(s) which has/have been granted or may from time to time be granted to the Directors by the shareholders of the Company prior to the passing of this resolution; and

(c) the Directors be and are hereby authorised to exercise all the powers of the Company to perform all such acts, deeds and things and execute all documents and to take all steps and/or to enter into any transactions, arrangements, contracts, supplemental agreements as they consider necessary, desirable or expedient to effect and implement and/or to give effect to the terms of the Sale and Purchase Agreement, the Acquisition and the transactions contemplated thereunder (with any amendments to the terms of such agreement which are not inconsistent with the purpose thereof as may be approved by the Directors) and all other matters incidental thereto or in connection therewith, and to agree to and make such variations, amendments or waivers which are not material in the context of the entire Acquisition as a whole. For the avoidance of doubt, all such acts, deeds and things and such documents to be performed or executed are limited to acts, deeds, things, documents, transactions, arrangements, contracts, and supplemental agreements that are ancillary or giving effect to the Sale and Purchase Agreement, the Acquisition and the transactions contemplated thereunder and are not inconsistent with the purpose thereof as may be approved by the Directors."

By order of the Board
Sparkle Roll Group Limited
Li Yat Ming
Company Secretary

Hong Kong, 25 November 2016

Registered office:
Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

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 Meeting is entitled to appoint one or more than one 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 Company's Hong Kong branch share registrar in Tricor Secretaries Limited at Level 22, Hopewell Centre 183 Queen's Road East, Hong Kong not less than 48 hours before the time for scheduled for holding the Meeting or adjourned meeting thereof.

3. A form of proxy for use at the Meeting is enclosed. Completion and return of a form of proxy will not preclude a member from attending in person and voting at the Meeting 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 the Meeting or an adjourned meeting in cases where the Meeting was originally held within 12 months from such date.

4. The register of members of the Company will be closed from Monday, 12 December 2016 to Tuesday, 13 December 2016 (both days inclusive) during which period no transfer of Shares will be effected. In order to be eligible to attend and vote at the Meeting, all transfers accompanied by the relevant share certificates must be lodged with the branch share registrar of the Company in Hong Kong, Tricor Secretaries Limited of Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong, for registration no later than 4:30 p.m. on Friday, 9 December 2016.

5. Unless otherwise defined herein, capitalised terms used in this notice shall have the same meanings as those used in the circular of the Company dated 25 November 2016.

As at the date of this notice, 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.