## THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

**If you are in doubt** as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

**If you have sold or transferred** all your shares in Sparkle Roll Group Limited, you should at once hand this circular with the accompanying form of proxy to the purchaser or the transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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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)**

# GRANT OF GENERAL MANDATE TO ISSUE NEW SHARES AND REPURCHASE SHARES, RE-ELECTION OF DIRECTORS AND NOTICE OF ANNUAL GENERAL MEETING

Notice of the Annual General Meeting of the Company to be held at 4:30 p.m. on Tuesday, 8 September 2015 at The Hong Kong Bankers Club, 43/F., Gloucester Tower, The Landmark, 12-16 Des Voeux Road Central, Hong Kong is set out on pages 16 to 21 of this circular. Whether or not you are able to attend the meeting, you are requested to complete and return the accompanying form of proxy in accordance with the instructions printed thereon and deposit the same as soon as possible and in any event no later than 48 hours before the time of the meeting or any adjournment thereof to the Company's branch share registrar in Hong Kong, Tricor Secretaries Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong. Completion and return of the form of proxy will not preclude you from attending and voting at the meeting or any adjournment thereof should you so wish.

29 July 2015

* *for identification purpose only*

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*In this circular, unless the context otherwise requires, the following expressions have the following meanings:*

| | |
|---|---|
| "AGM Notice" | the notice for convening the AGM set out on pages 16 to 21 in this circular |
| "Annual General Meeting" or "AGM" | the annual general meeting of the Company to be held at 4:30 p.m. on Tuesday, 8 September 2015 at The Hong Kong Bankers Club, 43/F., Gloucester Tower, The Landmark, 12-16 Des Voeux Road Central, Hong Kong |
| "associates" | has the meaning ascribed to it under the Listing Rules |
| "Auditors" | the auditors for the time being of the Company |
| "Board" | the board of Directors |
| "Business Day" | any day on which the Stock Exchange is open for the business of dealing in securities |
| "Bye-laws" | the bye-laws of the Company, as amended from time to time |
| "Companies Act" | the Companies Act 1981 of Bermuda, as amended or revised from time to time |
| "Companies Ordinance" | the Companies Ordinance (Chapter 622 of the laws of Hong Kong) as amended, supplemented and/or otherwise modified from time to time |
| "Company" | Sparkle Roll Group Limited, an exempted company incorporated in Bermuda with limited liability, the Shares of which are listed on the Main Board of the Stock Exchange |
| "controlling shareholder(s)" | has the meaning ascribed to it under the Listing Rules |
| "Director(s)" | director(s) of the Company |

| | |
|---|---|
| "Extension Mandate" | a general and unconditional mandate proposed to be granted to the Directors to the effect that the total number of Shares which may be allotted and issued under the General Mandate may be increased by an additional number representing such number of Shares actually repurchased under the Repurchase Mandate |
| "General Mandate" | a general and unconditional mandate proposed to be granted to the Directors to exercise the power of the Company to allot, issue or otherwise deal with additional Shares up to a maximum of 20% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing the relevant resolution at the AGM |
| "Group" | the Company and its subsidiaries |
| "Hong Kong" | the Hong Kong Special Administrative Region of the PRC |
| "Latest Practicable Date" | 23 July 2015, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular |
| "Listing Rules" | the Rules Governing the Listing of Securities on the Stock Exchange |
| "Mandates" | the General Mandate, the Repurchase Mandate and the Extension Mandate collectively |
| "PRC" | the People's Republic of China but, for the purpose of this circular, excludes Hong Kong, Macau Special Administrative Region and Taiwan |
| "Repurchase Mandate" | a general and unconditional mandate proposed to be granted to the Directors to enable the Company to repurchase Shares the aggregate nominal amount of which shall not exceed 10% of the aggregate nominal amount of the share capital in issue as at the date of passing the relevant resolution at the AGM |

| | |
|---|---|
| "Share(s)" | ordinary share(s) of HK$0.002 each in the share capital of the Company |
| "Share Options" | those share options issued under Share Option Scheme |
| "Share Option Scheme" | the share option scheme of the Company adopted by an ordinary resolution passed at the annual general meeting of the Company dated 20 August 2012 |
| "Shareholder(s)" | holder(s) of Shares |
| "Stock Exchange" | The Stock Exchange of Hong Kong Limited |
| "Subsidiary(ies)" | the companies which are for the time being and from time to time the subsidiaries (within the meaning of the Companies Ordinance (Chapter 622 of the laws of Hong Kong)) of the Company |
| "substantial shareholder" | has the meaning ascribed to it under the Listing Rules |
| "Takeovers Code" | The Hong Kong Code on Takeovers and Mergers |
| "HK$" | Hong Kong dollars, the lawful currency of Hong Kong |
| "%" | per cent. |

# Sparkle Roll Group Limited
# 耀萊集團有限公司*

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 970)**

*Executive Directors:*
Mr. Tong Kai Lap *(Chairman)*
Mr. Zheng Hao Jiang
*(Deputy Chairman and Chief Executive Officer)*
Mr. Zhao Xiao Dong
*(Deputy Chairman and Chief Operating Officer)*

*Non-executive Directors:*
Mr. Zhang Si Jian
Mr. Gao Yu
Mr. Qi Jian Wei

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

*Registered office:*
Clarendon House
2 Church Street
Hamilton HM11
Bermuda

*Principal place of business in Hong Kong:*
Rooms 2028-36
20/F Sun Hung Kai Centre
30 Harbour Road
Wanchai, Hong Kong

29 July 2015

*To the Shareholders*

Dear Sir/Madam,

## GRANT OF GENERAL MANDATE TO ISSUE NEW SHARES AND REPURCHASE SHARES, RE-ELECTION OF DIRECTORS AND NOTICE OF ANNUAL GENERAL MEETING

### 1. INTRODUCTION

The primary purposes of this circular are to provide you with information regarding the resolutions to be proposed at the AGM and to give you the AGM Notice. Resolutions to be proposed at the AGM include (i) ordinary resolutions on the grant of the Mandates; and (ii) ordinary resolutions on the proposed re-election of Directors.

* *for identification purpose only*

## 2. GRANT OF GENERAL MANDATE, REPURCHASE MANDATE AND EXTENSION MANDATE

By an ordinary resolution passed at the annual general meeting of the Company held on 5 September 2014, the Directors were granted (a) a general mandate to allot, issue and deal with additional Shares; (b) a general mandate to repurchase the Shares; and (c) the power to extend the general mandate mentioned in (a) above by an amount representing the aggregate nominal amount of the Shares repurchased by the Company pursuant to the mandate to repurchase Shares referred to in (b) above. These mandates will expire at the conclusion of the forthcoming AGM. At the AGM, the following resolutions (among other matters) will be proposed:

(a) to grant the General Mandate to the Directors to exercise the powers of the Company to allot, issue and otherwise deal with additional Shares up to a maximum of 20% of the aggregate nominal amount of the share capital of the Company in issue on the date of passing of such resolution and at the Latest Practicable Date there were 2,979,828,850 Shares in issue and assuming that, prior to the AGM, no Shares are issued or repurchased by the Company, the total number of Shares that may be issued under the General Mandate will be 595,965,770 Shares;

(b) to grant a Repurchase Mandate to the Directors to enable the Company to repurchase Shares on the Stock Exchange up to a maximum of 10% of the aggregate nominal amount of the share capital of the Company in issue on the date of passing of such resolution; and

(c) to increase the number of Shares to be issued and allotted under the General Mandate by an additional number representing such number of Shares repurchased under the Repurchase Mandate.

Under the Listing Rules, the Company is required to give the Shareholders all information which is reasonably necessary to enable the Shareholders to make an informed decision as to whether to vote for or against the resolution to grant to the Directors the Repurchase Mandate. For such purpose, an explanatory statement as required by the Listing Rules is set out in Appendix I to this circular.

The Directors have no immediate plans to issue any new Shares under the General Mandate other than such Shares which may fall to be issued upon the exercise of any options granted under the Share Option Scheme or any scrip dividend scheme which may be approved by the Shareholders.

## 3. RE-ELECTION OF DIRECTORS

According to Bye-law 87(1), every Director, including those appointed for a specific term, shall be subject to retirement by rotation at the annual general meeting at least once every three years.

According to Bye-law 87(2), a retiring Director shall be eligible for re-election.

According to Bye-law 87(1), each of Mr. Tong Kai Lap, Mr. Zhao Xiao Dong and Mr. Lee Thomas Kang Bor, will retire by rotation at the AGM and each of them, being eligible, will offer himself for re-election at the AGM.

Details of the Directors offering themselves for re-election, as required to be disclosed, are set out in Appendix II to this circular.

## 4. ACTIONS TO BE TAKEN

Set out on pages 16 to 21 of this circular is a notice convening the AGM at which resolutions will be proposed to approve, among other matters, the following:

(a) the re-election of Directors;

(b) the grant of the General Mandate;

(c) the grant of the Repurchase Mandate; and

(d) the grant of the Extension Mandate.

A form of proxy for use at the AGM is enclosed herewith and published on the website of the Stock Exchange at www.hkexnews.hk and the website of the Company at www.hk970.com. Whether or not you intend to attend the AGM in person, you are requested to complete and return the form of proxy in accordance with the instructions printed thereon as soon as possible and in any event not later than 48 hours before the time appointed for holding the AGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting at the AGM or any adjournment thereof should you so wish. To the extent that the Directors are aware having made all reasonable enquiries, none of the Shareholders is required to abstain from voting on any resolution proposed to be adopted at the AGM.

## 5. RECOMMENDATION

The Directors believe that the proposed re-election of Directors and grant of the Mandates as set out in the AGM Notice are beneficial to and in the best interests of the Company and the Shareholders as a whole and recommend the Shareholders to vote in favour of the relevant resolutions at the AGM.

## 6. VOTING BY POLL

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of shareholders at a general meeting must be taken by poll. Accordingly, all the resolutions put to vote at the AGM will be taken by way of poll. The chairman of the AGM will explain the detailed procedures for conducting a poll at commencement of the AGM.

After conclusion of the AGM, the poll results will be published on the respective websites of the Stock Exchange and the Company in accordance with the Listing Rules.

## 7. MISCELLANEOUS

The English text of this circular and the accompanying proxy form shall prevail over the Chinese text in case of inconsistency.

By order of the Board
**Sparkle Roll Group Limited**
**Tong Kai Lap**
*Chairman*

*This appendix serves as an explanatory statement, as required by the Listing Rules, to provide the requisite information to enable you to make an informed decision on whether to vote for or against the resolution to approve the grant of the Repurchase Mandate to the Directors.*

## 1. LISTING RULES RELATING TO THE REPURCHASE OF SECURITIES

The Listing Rules permit companies whose primary listing is on the Stock Exchange to repurchase their securities on the Stock Exchange and any other stock exchange on which the securities of the company are listed and such other stock exchange is recognised by the Securities and Futures Commission of Hong Kong subject to certain restrictions. Among such restrictions, the Listing Rules provide that the shares of such company must be fully paid up and all repurchase of shares by such company must be approved in advance by an ordinary resolution of shareholders, either by way of a general repurchase mandate or by specific approval of a particular transaction. The Company is empowered by its memorandum of association and the Bye-laws to repurchase its own securities.

## 2. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 2,979,828,850 Shares. As at the Latest Practicable Date, the Company did not have any outstanding share options to be exercised for Shares.

Subject to the passing of the proposed resolution as set out in the notice of the AGM and assuming that no further Shares are issued or repurchased by the Company prior to the AGM, the Directors will be authorised to repurchase up to 297,982,885 Shares pursuant to the Repurchase Mandate.

## 3. REASONS FOR REPURCHASE

The Directors believe that the Repurchase Mandate is in the best interests of the Company and the Shareholders as a whole. An exercise of the Repurchase Mandate may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or earnings per Share and will only be made if the Directors believe that such repurchases will benefit the Company and the Shareholders as a whole.

## 4. FUNDING OF REPURCHASES

In repurchasing securities, the Company may only apply funds legally available for such purpose in accordance with its memorandum of association, the Bye-laws, the Listing Rules, the Companies Act and the applicable laws of Bermuda.

Taking into account the current working capital position of the Company, the Directors consider that, if the Repurchase Mandate were to be exercised in full, it might have a material adverse effect on the working capital and/or the gearing position of the Company as compared with its position as at 31 March 2015, being the date to which the latest published audited financial statements of the Group were made up. However, the Directors do not intend to make any repurchases to such an extent as would, in the circumstances, have a material adverse effect on the working capital requirements or the gearing position of the Company which in the opinion of the Directors are from time to time appropriate for the Group.

## 5. SHARE PRICES

The highest and lowest prices at which the Shares were traded on the Stock Exchange during each of the previous twelve months preceding the Latest Practicable Date were as follows:

| | **Highest** | **Lowest** |
|---|---|---|
| | *HK$* | *HK$* |
| **2014** | | |
| July | 0.4350 | 0.3950 |
| August | 0.4500 | 0.4000 |
| September | 0.4250 | 0.3500 |
| October | 0.3700 | 0.3100 |
| November | 0.4200 | 0.3300 |
| December | 0.3800 | 0.3200 |
| **2015** | | |
| January | 0.3450 | 0.3100 |
| February | 0.3550 | 0.3200 |
| March | 0.3850 | 0.3300 |
| April | 0.4350 | 0.3250 |
| May | 0.5900 | 0.4000 |
| June | 0.5500 | 0.4300 |
| July (up to the Latest Practicable Date) | 0.5300 | 0.3400 |

## 6. DISCLOSURE OF INTERESTS AND EFFECT OF TAKEOVERS CODE

None of the Directors nor, to the best of their knowledge, having made all reasonable enquiries, their associates, have any present intention to sell to the Company or its subsidiaries any of the securities in the Company if the Repurchase Mandate is approved at the AGM and exercised.

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the power of the Company to make purchases of the Shares pursuant to the Repurchase Mandate in accordance with the Listing Rules, applicable laws of Bermuda, the memorandum of association of the Company and the Bye-laws.

If a Shareholder's proportionate interest in the voting rights of the Company increases on the Company exercising its powers to repurchase securities pursuant to the Repurchase Mandate, such increase will be treated as an acquisition for the purposes of Rule 32 of the Takeovers Code. As a result, a Shareholder or a group of Shareholders acting in concert (as defined in the Takeovers Code) could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, to the best of the knowledge and belief of the Directors, Mr. Qi Jian Hong ("**Mr. Qi**"), by himself and through Sparkle Roll Holdings Limited ("**SRHL**"), a company wholly owned by Mr. Qi, held 848,400,000 Shares in long positions representing about 28.5% of the then issued share capital of the Company. On the basis that 2,979,828,850 Shares were in issue as at the Latest Practicable Date and assuming that there would be no further issue nor repurchase of Shares and that SRHL would not dispose of its Shares or acquire additional Shares prior to the date of the AGM, if the Repurchase Mandate were exercised in full, the percentage shareholding of SRHL would increase to approximately 31.6%.

As such, Mr. Qi and parties acting in concert with him (as defined under the Takeovers Code) might be obliged to make a mandatory offer under Rule 26 of the Takeovers Code if the Repurchase Mandate is exercised in full. However, the Directors have no intention to exercise the Repurchase Mandate to such an extent that would give rise to such obligation. Save as aforesaid, the Directors are not aware of any consequence which would arise under the Takeovers Code as a consequence of any repurchases pursuant to the Repurchase Mandate.

The Directors have no intention to exercise the Repurchase Mandate to such an extent that will result in less than 25% of the Shares being held by the public.

As at the Latest Practicable Date, no connected person (within the meaning ascribed to it in the Listing Rules) of the Company has notified the Company that he/she/it has a present intention to sell any securities of the Company nor has any such connected person undertaken not to sell any of the securities held by him/her/it to the Company in the event that the Repurchase Mandate is granted.

The Company had not repurchased any of the Shares (whether on the Stock Exchange or otherwise) during the six months preceding the Latest Practicable Date.

## PARTICULARS OF DIRECTORS FOR RE-ELECTION

The biographical details of the Directors eligible for re-election at the Annual General Meeting are set out below:

**Mr. Tong Kai Lap (Executive Director and Chairman)**

***Qualification and experience***

Aged 55, Mr. Tong graduated from The Chinese University of Hong Kong in 1982 with a Bachelor's Degree in Business Administration. Since graduation, he worked in various international banks in the commercial, corporate and investment banking areas. Mr. Tong is the past president of the Rotary Club of Tsim Sha Tsui, a fellow member of the Hong Kong Institute of Directors and a founding member of Hong Kong Professionals and Senior Executives Association. Mr. Tong joined the Group in August 2002.

***Interest in Shares***

As at the Latest Practicable Date, Mr. Tong held 9,760,000 issued Shares as the beneficial owner and 10,274,400 issued Shares by a discretionary trust of which Mr. Tong is the founder. Mr. Tong was deemed to be interested in total of 20,034,400 issued Shares within the meaning of Part XV of the Securities and Futures Ordinance (Cap. 571 of Laws of Hong Kong).

***Others***

Mr. Tong does not have any relationships with any other Directors, senior management, substantial Shareholders (as defined in the Listing Rules), or controlling Shareholders (as defined in the Listing Rules) of the Company. Save as disclosed above, Mr. Tong did not hold (i) any other directorships in listed public companies in the last three years; and (ii) any other major appointments and professional qualifications.

Mr. Tong has entered into a service contract with the Company with an indefinite period and subject to retirement by rotation and re-election at annual general meetings of the Company in accordance with the Bye-laws unless terminated by either party by giving six months' written notice to the other. His director's emoluments, which are determined upon the market rate and his time, effort and expertise exercised on the Group's affairs, are HK$170,000 per month pursuant to the abovementioned service contract, plus any discretionary bonus as may be awarded by the Company according to the Company's business performance, profitability and market conditions.

**Mr. Zhao Xiao Dong (Executive Director, Deputy Chairman and Chief Operating Officer)**

***Qualification and experience***

Aged 47, Mr. Zhao graduated in the Information Technology Department of Beijing University of Chemical Technology in 1990 with a Bachelor degree in Engineering. He has over 15 years' experience in the areas of wholesale and retail management of luxury goods in Beijing. Mr. Zhao joined the Group in September 2008.

***Interest in Shares***

As at the Latest Practicable Date, Mr. Zhao was not interested in any Shares or underlying Shares within the meaning of Part XV of the Securities and Futures Ordinance (Cap. 571 of Laws of Hong Kong).

***Others***

Mr. Zhao does not have any relationships with any other Directors, senior management, substantial Shareholders (as defined in the Listing Rules), or controlling Shareholders (as defined in the Listing Rules) of the Company. Save as disclosed above, Mr. Zhao did not hold (i) any other directorships in listed public companies in the last three years; and (ii) any other major appointments and professional qualifications.

Mr. Zhao has entered into a service contract with the Company for a fixed term of three years and subject to retirement by rotation and re-election at annual general meetings of the Company in accordance with the Bye-laws unless terminated by either party by giving six months' written notice to the other. His director's emoluments, which are determined upon the market rate and his time, effort and expertise exercised on the Group's affairs, are HK$100,000 per month pursuant to the abovementioned service contract, plus any discretionary bonus as may be awarded by the Company according to the Company's business performance, profitability and market conditions.

**Mr. Lee Thomas Kang Bor (Independent Non-executive Director)**

***Qualification and experience***

Aged 61, Mr. Lee is an independent non-executive director and chairman of the audit committee and the remuneration committee and a member of the nomination committee of CIG Yangtze Ports PLC (HK stock code: 8233).

He was also a non-executive director of Man Sang International Limited (HK stock code: 938) from April 2011 to July 2013.

Mr. Lee is a member of the Society of Trust and Estate Practitioners, the Hong Kong Institute of Chartered Secretaries and the Institute of Chartered Secretaries and Administrators, a fellow member of the Hong Kong Institute of Certified Public Accountants, the Association of Chartered Certified Accountants and the Taxation Institute of Hong Kong. Mr. Lee graduated from the University of London with a bachelor's and master's degrees in laws and was called to the Bar of the Lincoln's Inn of United Kingdom. He served as president of the Taxation Institute of Hong Kong from 1999 to 2002, president of the Asia-Oceania Tax Consultants' Association from 2012 to 2014 and is now its honorary advisor, and he is also vice president of Hong Kong Professionals and Senior Executives Association. Mr. Lee is the chairman of Thomas Lee & Partners Limited, Certified Tax Advisers. Mr. Lee joined the Group in August 2008.

***Interest in Shares***

As at the Latest Practicable Date, Mr. Lee held 1,256,000 Shares within the meaning of Part XV of the Securities and Futures Ordinance (Cap. 571 of Laws of Hong Kong).

***Others***

Mr. Lee does not have any relationships with any other Directors, senior management, substantial Shareholders (as defined in the Listing Rules), or controlling Shareholders (as defined in the Listing Rules) of the Company. Save as disclosed above, Mr. Lee did not hold (i) any other directorships in listed public companies in the last three years; and (ii) any other major appointments and professional qualifications.

Mr. Lee has entered into an appointment letter with the Company for a term of two years and renewable for one year and subject to retirement by rotation and re-election at annual general meetings of the Company in accordance with the Bye-laws. His director's emoluments, which are determined upon the market rate and his time, effort and expertise exercised on the Group's affairs, are HK$15,000 per month. Save for the director's fees, Mr. Lee is not expected to receive any other remuneration for holding his office as an independent non-executive Director.

The Board has reviewed and assessed the annual confirmation of independence provided by Mr. Lee pursuant to Rule 3.13 of the Listing Rules and is satisfied that he has met the independence requirements of an independent non-executive director as required under the Listing Rules and considers him to continue to be independent. In addition, the Board believes that Mr. Lee has the required character, integrity, independence and experience to fulfill and discharge the role and duties of an independent non-executive Director and should be re-elected.

***General***

Save as disclosed above, the Company is not aware of any other matters that need to be brought to the attention of the Shareholders in relation to the above re-appointment of Directors and there is no other information which is discloseable pursuant to any of the requirements set out in Rule 13.51(2)(h) to (v) of the Listing Rules.

# 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 Tuesday, 8 September 2015 at The Hong Kong Bankers Club, 43/F., Gloucester Tower, The Landmark, 12-16 Des Voeux Road Central, Hong Kong for the following purposes:

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 2015.

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

   (a) Mr. Tong Kai Lap as an executive Director;

   (b) Mr. Zhao Xiao Dong as an executive Director;

   (c) Mr. Lee Thomas Kang Bor as an independent 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 2016 and to authorise the Board to fix their remuneration.

* *for identification purpose only*

As special business, to consider and, if thought fit, pass with or without amendments the following resolution 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."

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

Hong Kong, 29 July 2015

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. Zhao Xiao Dong |
| *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. Tong Kai Lap, Mr. Zhao Xiao Dong and Mr. Lee Thomas Kang Bor 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 Monday, 7 September 2015 to Tuesday, 8 September 2015, 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 Friday, 4 September 2015.

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.