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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 MANDATES
TO ISSUE NEW SHARES AND REPURCHASE SHARES
RE-ELECTION OF DIRECTORS
ADOPTION OF NEW SHARE OPTION SCHEME
AMENDMENTS TO BYE-LAWS
AND
NOTICE OF ANNUAL GENERAL MEETING

Notice of the Annual General Meeting of the Company to be held at 4:30 p.m. on Monday, 20 August 2012 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 35 to 56 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 26/F., Tesbury Centre, 28 Queen's Road East, Wanchai, 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.

20 July 2012

* *for identification purpose only*

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

"Adoption Date"	the date on which adoption of the New Scheme is approved by the Shareholders
"AGM Notice"	the notice for convening the AGM set out on pages 35 to 56 in this circular
"Annual General Meeting" or "AGM"	the annual general meeting of the Company to be held at 4:30 p.m. on Monday, 20 August 2012 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 32 of the Laws of Hong Kong) as amended, supplemented 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"	has the meaning ascribed to it under the Listing Rules

"Director(s)"	director(s) of the Company
"Eligible Employee"	any employee (whether full time or part time, including any executive director but excluding any non-executive director) of the Company, any Subsidiary or any Invested Entity
"Eligible Participant(s)"	the person(s) who may be invited by the Directors to take up Options pursuant to the New Scheme, including, among others, any Eligible Employee
"Existing Share Option Scheme" or "Existing Scheme"	the existing share option scheme of the Company adopted pursuant to an ordinary resolution passed at the special general meeting of the Company held on 7 October 2002
"Existing Share Options"	share options granted under the Existing Scheme which remain outstanding
"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 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
"Grantee"	any Eligible Participant who accepts an Offer in accordance with the terms of the New Scheme or (where the context so permits) his personal representative
"Group"	the Company and its subsidiaries
"Hong Kong"	the Hong Kong Special Administrative Region of the PRC

"Invested Entity"	any entity in which any member of the Group holds any equity interest
"Latest Practicable Date"	18 July 2012, 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
"New Share Option Scheme" or "New Scheme"	the share option scheme of the Company proposed to be adopted by an ordinary resolution to be passed at the AGM, a summary of its principal terms is set out in Appendix III to this circular
"Offer"	an offer for the grant of an Option
"Offer Date"	the date, which must be a Business Day, on which an Offer is made to an Eligible Participant
"Option"	option to subscribe for Shares granted under the New Scheme
"Option Period"	in respect of any particular Option, a period (which may not be later than 10 years from the Offer Date of that Option) to be determined and notified by the Directors to the Grantee thereof and, in the absence of such determination, from the Offer Date to the earlier of (i) the date on which such Option lapses; and (ii) 10 years from the Offer Date of that Option
"PRC"	the People's Republic of China

"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
"SFO"	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
"Share(s)"	ordinary share(s) of HK$0.002 in the capital of the Company
"Shareholder(s)"	holder(s) of Shares
"Stock Exchange"	The Stock Exchange of Hong Kong Limited
"Subscription Price"	the price per Share at which a Grantee may subscribe for Shares upon the exercise of an Option
"Subsidiary(ies)"	the companies which are for the time being and from time to time the subsidiaries (within the meaning of the Companies Ordinance (Chapter 32 of the Laws of Hong Kong)) of the Company
"substantial shareholder"	has the meaning ascribed to it under the Listing Rules
"Takeovers Code"	The Hong Kong Code on Takeovers and Mergers as amended from time to time
"Termination Date"	close of business of the Company on the date which falls 10 years after the Adoption Date
"HK$"	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

20 July 2012

To the Shareholders and for information only, holders of the Existing Share Options

Dear Sir/Madam,

GRANT OF GENERAL MANDATES TO ISSUE NEW SHARES AND REPURCHASE SHARES, RE-ELECTION OF DIRECTORS ADOPTION OF NEW SHARE OPTION SCHEME AMENDMENTS TO BYE-LAWS 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; (ii) ordinary resolutions on adoption of the New Scheme, (iii) ordinary resolutions on the proposed re-election of Directors, and (iv) a special resolution relating to the amendments to the Bye-laws.

* *for identification purpose only*

Under the Listing Rules, the Company is required to provide you with information reasonably necessary to enable you to make an informed decision as to whether to vote for or against the resolutions to be proposed at the AGM. This circular is also prepared for such purpose.

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 9 August 2011, the Directors were granted (a) a general mandate to allot, issue and deal with the 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 schemes of the Company (including the Existing Scheme and the New Scheme (upon the adoption of the New Scheme becoming unconditional)) or any scrip dividend scheme which may be approved by the Shareholders.

3. RE-ELECTION OF DIRECTORS

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. TERMINATION OF EXISTING SCHEME AND ADOPTION OF NEW SCHEME

The Board proposes to the Shareholders to terminate the Existing Scheme and to adopt the New Scheme at the AGM.

The Existing Scheme was adopted by the Company on 7 October 2002. Unless otherwise terminated, the Existing Scheme will remain valid and effective until 7 October 2012. To enable the continuity of the share option scheme of the Company, the Board proposes to the Shareholders at the AGM to approve and adopt the New Scheme in place of the Existing Scheme. Purpose of the New Scheme is to enable the Group to grant Options to the Eligible Participants as incentives or rewards for their contribution to the Group, to continue and/or render improved service with the Group, and/or to establish a stronger business relationship between the Group and such participants. Principal terms of the New Scheme are set out in Appendix III to this circular.

The Directors consider that the New Scheme, which will be valid for 10 years from the date of its adoption, will provide the Company with more flexibility in long term planning of granting of the share options to eligible persons in a longer period in the future. The New Scheme does not provide for any minimum period for holding of options or any performance target before exercise of options which can provide appropriate incentives or rewards to the Eligible Participants for their contribution to the Group. Under the New Scheme, the Board will have discretion in determining the Subscription Price (subject to the Listing Rules) in respect of any Option. The Directors are of the view that the flexibility given to them to determine the Subscription Price will place the Group in a better position to reward its employees and retain human resources that are valuable to the growth and development of the Group as a whole. There are no businesses or interests of the Directors or the controlling shareholder or their respective associates that compete or may compete with the business of the Group.

Adoption of the New Scheme is subject to the passing of an ordinary resolution by the Shareholders to approve its adoption and to authorise the Directors to grant Options thereunder and to issue and allot Shares pursuant to the exercise of the subscription rights under the Options granted pursuant to the New Scheme at the AGM. No trustee is appointed under the New Scheme. No Director or substantial shareholder has a material interest in the proposed termination of the Existing Scheme and adoption of the New Scheme and therefore no Director or substantial shareholder is required to abstain from voting on the ordinary resolution in this respect to be considered and approved by the Shareholder at the AGM.

Adoption of the New Scheme will be conditional upon the Listing Committee of the Stock Exchange granting the listing of, and permission to deal in, any Shares which may fall to be issued pursuant to the exercise of the subscription rights attaching to the Options on the Stock Exchange (which may be subject to conditions and limitations). Application will be made to the Stock Exchange for the listing of, and permission to deal in, the Shares which may fall to be issued pursuant to the exercise of the subscription rights attaching to the Options which may be granted under the New Scheme.

As at the Latest Practicable Date, there were 15,764,000 options granted but not yet exercised under the Existing Scheme. Such outstanding options under the Existing Scheme shall continue to be valid and exercisable in accordance with the Existing Scheme after adoption of the New Scheme, and no further share options would be granted thereunder. Termination of the Existing Scheme is subject to Shareholders' approval and conditional upon adoption of the New Scheme.

Value of the Options

The Directors consider that it is not appropriate to state the value of the Options that may be granted pursuant to the New Scheme as if they had been granted at the Latest Practicable Date. The Directors believe that any statement regarding the value of the Options as at the Latest Practicable Date will not be meaningful to the Shareholders and to a certain extent would be misleading to the Shareholders, taking into account the number of variables which are crucial for assessing the value of the Options which have not been determined. Such variables include the Subscription Price, the Option Period and all other relevant variables.

Scheme mandate limit and maximum number of Shares issuable

Subject to obtaining of the Shareholders' approval to the adoption of the New Scheme, pursuant to Rule 17.03 of the Listing Rules, the total number of Shares which may be issued upon the exercise of all options to be granted under the New Scheme and any other share option schemes of the Company must not, in aggregate, exceed 10% of the issued share capital of the Company as at the date of approval of the adoption of the New Scheme initially. Based on the 2,979,828,850 Shares in issue as at the Latest Practicable Date and assuming that there is no change in the issued share capital of the Company before the AGM, the maximum number of Shares to be issued upon the exercise of Options that may be granted under the New Scheme under such initial mandate limit is 297,982,885 Shares.

The Company may seek approval of the Shareholders in general meetings to refresh the 10% initial mandate limit. Notwithstanding that the mandate limit may be refreshed, the Board shall not grant Options which would result in the maximum aggregate number of Shares which may be issued upon exercise of all the outstanding options granted but yet to be exercised under the New Scheme and any other share option schemes of the Company which entitle the holders to acquire or subscribe for Shares exceeding, in aggregate, 30% of the issued share capital of the Company from time to time.

5. AMENDMENTS TO THE BYE-LAWS

In light of the amendments to the Listing Rules and in order to align the Bye-laws with the requirements under the Listing Rules and the Companies Ordinance, it is proposed that certain amendments be made to the existing Bye-laws. A special resolution will be proposed at the AGM to amend the existing Bye-laws, and the proposed amendments are set out on the AGM Notice.

Set out below are some of the major proposed amendments:

(1) to specify that (a) an annual general meeting shall be called by written notice of not less than 21 clear days and not less than 20 clear business days, (b) a general meeting called for the passing of a special resolution shall be called by written notice of not less than 21 clear days and not less than 10 clear business days and (c) any other general meeting shall be called by written notice of not less than 14 clear days and not less than 10 clear business days;

(2) to remove the prohibition on the Company providing financial assistance to any person to purchase shares of the Company;

(3) where use of share premium is expressly permitted by the Companies Act, reduction of share premium for such use is no longer subject to passing of special resolution;

(4) where the Company purchases for redemption a redeemable share:

(a) purchases not made through the market or by tender shall be limited to a maximum price as may be determined by the Company in general meeting; and

(b) if purchases are by tender, tenders shall be available to all Shareholders alike;

(5) to specify that all resolutions at general meetings of the Company shall be decided by poll except where the chairman in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands;

(6) reference to prescribed charges applicable to inspection of the register of members of the Company by members of the public shall be deleted;

(7) to allow for paperless transfer of shares in the Company to the extent the same is permissible under the Listing Rules;

(8) service of notices to Shareholders by way of advertisement in newspapers is clarified;

(9) any Director appointed by the Board to fill a casual vacancy shall hold office until the first general meeting after his appointment and be subject to re-election at such meeting;

(10) at each annual general meeting, at least one third of the Directors for the time being shall retire from office by rotation and every Director shall be subject to retirement at least once every three years;

(11) the 5% exemption for voting by a Director on a Board resolution in which he has an interest is proposed to be removed;

(12) if a substantial shareholder or a Director has a conflict of interest in a matter to be considered by the Board which the Board has determined to be material, the matter shall not be dealt with by way of written resolution or by a committee (except an appropriate board committee set up for that purpose pursuant to a resolution passed in a Board meeting) but a Board meeting shall be held;

(13) the opening hours of the register of directors and officers are proposed to be amended;

(14) to amend the solvency test in the Bye-laws relating to declaration of dividend by the Company to allow the Company to declare dividends or distributions when recording a profit, notwithstanding that the company may carry a negative retained earnings balance; and

(15) notice to nominate a person (other than the incumbent Auditor) to the office of Auditor shall be given not less than 21 days before an annual general meeting.

Shareholders are advised that the above proposed amendments to the Bye-laws are available only in English and the Chinese translation of these amendments is for reference only. In case of any inconsistency, the English version shall prevail.

6. ACTIONS TO BE TAKEN

Set out on pages 35 to 56 of this circular is a notice convening the AGM at which special resolution will be proposed to amend the Bye-laws as set out in the AGM Notice, and ordinary 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;

(d) the grant of the Extension Mandate; and

(e) the termination of the Existing Scheme and the adoption of the New Scheme.

You will find enclosed with this circular a form of proxy for use at the AGM. 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 at the AGM.

7. RECOMMENDATION

The Directors believe that the proposed re-election of Directors, grant of the Mandates, termination of the Existing Scheme, adoption of the New Scheme and the amendments to the Bye-laws 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.

8. 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 procedure 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.

9. DOCUMENTS AVAILABLE FOR INSPECTION

A copy of the Bye-laws and rules of the New Scheme are available for inspection at the Company's principal place of business in Hong Kong at Rooms 2028-36, 20/F Sun Hung Kai Centre, 30 Harbour Road, Wanchai, Hong Kong during normal business hours until 17 August 2012 and at the AGM.

10. RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

11. MISCELLANEOUS

The English text of this circular and the accompanying proxy form shall prevail over the Chinese 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 exchange is recognized 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, share options carrying the rights to convert up to an aggregate of 15,764,000 Shares respectively remained outstanding. If the conversion rights attached to the share options are exercised in full prior to the date of passing of the resolution in respect of the Repurchase Mandate, a further 15,764,000 Shares will be in issue.

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. Assuming that rights attached to all outstanding share options are exercised in full on or before the date of passing of the resolution in respect of the Repurchase Mandate and assuming no further Shares are issued or repurchased by the Company, the total number of Shares in issue will be 2,995,592,850 and the Directors will be authorised to purchase up to 299,559,285 Shares.

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 its 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 2012, 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 have traded on the Stock Exchange during each of the previous twelve months preceding the Latest Practicable Date were as follows:

	Highest	**Lowest**
	HK$	*HK$*
2011		
July	1.570	1.360
August	1.480	0.840
September	1.040	0.510
October	0.910	0.460
November	0.970	0.770
December	0.900	0.700
2012		
January	0.920	0.740
February	0.970	0.860
March	0.900	0.650
April	suspended	suspended
May	0.630	0.445
June	0.550	0.470
July *(Note 1)*	0.490	0.440

Note:

1. Up to the Latest Practicable Date

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 AGM are set out below:

Mr. Tong Kai Lap (Executive Director and Chairman)

Qualification and experience

Aged 52, 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 a licensed representative for Type 6 (advising on corporate finance) regulated activity under the SFO, a senior director of a corporate finance advisory firm and the past president of the Rotary Club of Tsim Sha Tsui. Mr. Tong is 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. Mr. Tong did not hold any other directorship in any listed company in the past three years. Mr. Tong is the Chairman of the Group, an executive Director, a member of the remuneration committee of the Company and an authorized representative of the Company.

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 SFO.

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.

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 month's 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 44, graduated in the Information Technology Department of Beijing University of Chemical Technology in 1990 with a Bachelor degree in Engineering. He has over 14 years experience in the areas of wholesale and retail management of luxury goods in Beijing. Mr. Zhao joined the Group in September 2008. Mr. Zhao did not hold any other directorship in any listed company in the past three years.

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 SFO.

Others

Save as disclosed above, 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.

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 month's 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 58, is a non-executive director of Man Sang International Limited, a company listed on the Main Board of the Stock Exchange, and an independent non-executive director and chairman of the audit committee of CIG Yangtze Ports PLC (stock code: 8233) whose shares are listed on the Growth Enterprise Market of the Stock Exchange. 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 and master 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, and is currently Deputy President of the Asia-Oceania Tax Consultants' Association and Vice President of Hong Kong Professionals and Senior Executives Association. Mr. Lee was appointed independent non-executive Director on 26 August 2008. Mr. Lee is an executive Director, a committee member of the remuneration committee and audit committee, and the chairman of the nomination committee of the Company. Save as aforesaid, Mr. Lee did not hold any directorship in any listed company in the past three years. Save as aforesaid, Mr. Lee does not hold any executive position with the Group.

Interest in Shares

As at the Latest Practicable Date, Mr. Lee held 1,256,000 Shares and options granted under the Existing Scheme carrying rights to subscribe for up to 1,248,000 Shares and thus interested in an aggregate of 2,504,000 Shares of the Company within the meaning of Part XV of the SFO.

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.

Mr. Lee has entered into an appointment letter with the Company for a fixed term of two years 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.

The following is a summary of principal terms of the rules of the New Scheme proposed to be adopted at the AGM.

1. PURPOSE OF THE SHARE OPTION SCHEME

1.1 Purpose of the New Scheme is to enable the Company to grant Options to the Eligible Participants as incentives or rewards for their contribution to the Group, to continue and/or render improved service with the Group, and/or to establish a stronger business relationship between the Group and such participants.

2. WHO MAY PARTICIPATE

2.1 The Board may, at its discretion, invite any Eligible Participant to take up Options to subscribe for Shares at a price determined in accordance with paragraph 6 below.

2.2 The eligibility of an Eligible Participant to an Offer shall be determined by the Directors from time to time on the basis of the Directors' opinion as to his contribution to the development and growth of the Group.

3. CONDITIONS

3.1 The New Scheme is conditional upon the Listing Committee of the Stock Exchange granting the listing of and permission to deal in such number of Shares representing the General Scheme Limit (as defined in paragraph 9.2) to be allotted and issued by the Company pursuant to the exercise of Options in accordance with the terms and conditions of the New Scheme.

4. DURATION AND ADMINISTRATION

4.1 Subject to paragraphs 3 and 15, the New Scheme shall be valid and effective until the Termination Date, after which period no further Options may be granted but the provisions of the New Scheme shall remain in force to the extent necessary to give effect to the exercise of any Options granted or exercised prior thereto or otherwise as may be required in accordance with provisions of the New Scheme.

4.2 The New Scheme shall be subject to the administration of the Directors whose decision on all matters arising in relation to the New Scheme or their interpretation or effect shall be final and binding on all persons who may be affected thereby.

5. GRANT OF OPTIONS

5.1 Subject to paragraph 5.2, the Directors shall, in accordance with provisions of the New Scheme and the Listing Rules, be entitled but shall not be bound at any time within a period of 10 years commencing from the Adoption Date to make an Offer to any person belonging to the following classes of participants to subscribe, and no person other than the Eligible Participant named in such Offer may subscribe, for such number of Shares at such Subscription Price as the Directors shall, subject to paragraph 10, determine:

(a) any Eligible Employee;

(b) any non-executive director (including independent non-executive director) of the Company, any of its Subsidiaries or any Invested Entity;

(c) any supplier of goods or services to any member of the Group or any Invested Entity;

(d) any customer of any member of the Group or any Invested Entity;

(e) any person or entity that provides research, development or other technological support to any member of the Group or any Invested Entity;

(f) any shareholder of any member of the Group or any Invested Entity or any holder of any securities issued by any member of the Group or any Invested Entity;

(g) any adviser (professional or otherwise) or consultant to any area of business or business development of any member of the Group or any Invested Entity; and

(h) any other group or classes of participants who have contributed or may contribute by way of joint venture, business alliance or other business arrangement to the development and growth of the Group,

and, for the purposes of the New Scheme, the Offer may be made to any company wholly owned by one or more Eligible Participants.

5.2 Without prejudice to paragraph 9.4, the making of an Offer to any Director, chief executive or substantial shareholder of the Company, or any of their respective associates must be approved by the independent non-executive Directors (excluding any independent non-executive Director who or whose associate is the proposed Grantee of an Option).

5.3 An Offer shall be made to an Eligible Participant in writing (and unless so made shall be invalid) in such form as the Directors may from time to time determine, either generally or on a case-by-case basis, specifying the number of Shares and the Option Period in respect of which the Offer is made and further requiring the Eligible Participant to undertake to hold the Option on the terms on which it is to be granted and to be bound by provisions of the New Scheme and shall remain open for acceptance by the Eligible Participant concerned (and by no other person) for a period of up to 21 days from the Offer Date.

5.4 An Offer shall have been accepted by an Eligible Participant in respect of all Shares under the Option which are offered to such Eligible Participant when the duplicate letter comprising acceptance of the Offer duly signed by the Eligible Participant together with a remittance in favour of the Company of HK$1.00 by way of consideration for the grant thereof is received by the Company within such time as may be specified in the Offer (which shall not be later than 21 days from the Offer Date). Such remittance shall in no circumstances be refundable.

5.5 Any Offer may be accepted by an Eligible Participant in respect of less than the number of Shares which are offered provided that such number is clearly stated in the duplicate letter comprising acceptance of the Offer duly signed by such Eligible Participant and received by the Company together with a remittance in favour of the Company of HK$1.00 by way of consideration for the grant thereof within such time as may be specified in the Offer (which shall not be later than 21 days from the Offer Date). Such remittance shall in no circumstances be refundable.

5.6 Upon an Offer being accepted by an Eligible Participant in whole or in part in accordance with paragraph 5.4 or 5.5, an Option in respect of the number of Shares in respect of which the Offer was so accepted will be deemed to have been granted by the Company to such Eligible Participant on the Offer Date. To the extent that the Offer is not accepted within the time specified in the Offer in the manner indicated in paragraph 5.4 or 5.5, it will be deemed to have been irrevocably declined.

5.7 For so long as the Shares are listed on the Stock Exchange:

(a) an Offer may not be made after a price sensitive event has occurred or a price sensitive matter has been the subject of a decision until such price sensitive information has been announced in accordance with the requirements of the Listing Rules; and

(b) the Directors may not make any Offer to an Eligible Participant who is a Director during the periods or times in which the Directors are prohibited from dealing in Shares pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers prescribed by the Listing Rules or any corresponding code or securities dealing restrictions adopted by the Company.

6. SUBSCRIPTION PRICE

6.1 The Subscription Price in respect of any Option shall, subject to any adjustments made pursuant to paragraph 10, be at the discretion of the Directors, provided that it shall not be less than the highest of:

(a) the closing price of the Shares as stated in the Stock Exchange's daily quotations sheet for trade in one or more board lots of the Shares on the Offer Date;

(b) the average closing price of the Shares as stated in the Stock Exchange's daily quotations sheets for the 5 Business Days immediately preceding the Offer Date; and

(c) the nominal value of a Share.

7. EXERCISE OF OPTIONS

7.1 An Option shall be personal to the Grantee and shall not be transferable or assignable and no Grantee shall in any way sell, transfer, charge, mortgage, encumber or otherwise dispose of or create any interest whatsoever in favour of any third party over or in relation to any Option or enter into any agreement so to do. Any breach of the foregoing by a Grantee shall entitle the Company to cancel any Option granted to such Grantee to the extent not already exercised.

7.2 Unless otherwise determined by the Directors and stated in the Offer to a Grantee, a Grantee is not required to hold an Option for any minimum period nor achieve any performance targets before the exercise of an Option granted to him.

7.3 Subject to the fulfillment of all terms and conditions set out in the Offer, including the attainment of any performance targets stated therein (if any), an Option shall be exercisable in whole or in part in the circumstances and in the manner as set out in paragraphs 7.4 and 7.5 by giving notice in writing to the Company stating that the Option is thereby exercised and the number of Shares in respect of which it is so exercised. Each such notice must be accompanied by a remittance for the full amount of the aggregate Subscription Price for Shares in respect of which the notice is given. Within 21 days (7 days in the case of an exercise pursuant to paragraph 7.4(c)) after receipt of the notice and, where appropriate, receipt of the certificate of the Auditors or the independent financial advisers pursuant to paragraph 10, the Company shall accordingly allot and issue the relevant number of Shares to the Grantee (or, in the event of an exercise of Option by a personal representative pursuant to paragraph 7.4(a), to the estate of the Grantee) fully paid and issue to the Grantee (or his estate in the event of an exercise by his personal representative as aforesaid) a share certificate for the Shares so allotted and issued.

7.4 Subject to the terms and conditions of the New Scheme, an Option may (and may only) be exercised by the Grantee at any time or times during the Option Period provided that:

(a) if the Grantee is an Eligible Employee and in the event of his ceasing to be an Eligible Employee by reason of his death, ill-health or retirement in accordance with his contract of employment before exercising the Option in full, his personal representative(s) or, as appropriate, the Grantee may exercise the Option (to the extent not already exercised) in whole or in part in accordance with the provisions of paragraph 7.3 within a period of 12 months following the date of cessation of employment which date shall be the last day on which the Grantee was at work with the Company or the relevant Subsidiary or the Invested Entity whether salary is paid in lieu of notice or not, or such longer period as the Directors may determine or, if any of the events referred to in paragraph 7.4(c) or 7.4(d) occur during such period, exercise the Option pursuant to paragraph 7.4(c) or 7.4(d) respectively;

(b) if the Grantee is an Eligible Employee and in the event of his ceasing to be an Eligible Employee for any reason other than his death, ill-health or retirement in accordance with his contract of employment or the termination of his employment on one or more of the grounds specified in paragraph 8.1(c) before exercising the Option in full, the Option (to the extent not already exercised) shall lapse on the date of cessation or termination and not be exercisable unless the Directors otherwise determine in which event the Grantee may exercise the Option (to the extent not already exercised) in whole or in part in accordance with the provisions of paragraph 7.3 within such period as the Directors may determine following the date of such cessation or termination or, if any of the events referred to in sub-paragraph 7.4(c) or 7.4(d) occur during such period, exercise the Option pursuant to paragraph 7.4(c) or 7.4(d) respectively. The date of cessation or termination as aforesaid shall be the last day on which the Grantee was actually at work with the Company or the relevant Subsidiary or the Invested Entity whether salary is paid in lieu of notice or not;

(c) if a general or partial offer, whether by way of take-over offer, share re-purchase offer, or scheme of arrangement or otherwise in like manner is made to all the holders of the Shares, or all such holders other than the offeror and/or any person controlled by the offeror and/or any person acting in association or concert with the offeror, the Company shall use all reasonable endeavours to procure that such offer is extended to all the Grantees on the same terms, mutatis mutandis, and assuming that they will become, by the exercise in full of the Options granted to them, shareholders of the Company. If such offer becomes or is declared unconditional or such scheme of arrangement is formally proposed to shareholders in the Company, the Grantee shall, notwithstanding any other terms on which his Options were granted, be entitled to exercise the Option (to the extent not already exercised) to its full extent or to the extent specified in the Grantee's notice to the Company in accordance with the provisions of paragraph 7.3 at any time thereafter and up to the close of such offer (or any revised offer) or the record date for entitlements under scheme of arrangement, as the case may be. Subject to the above, the Option will lapse automatically (to the extent not exercised) on the date which such offer (or, as the case may be, the revised offer) closed or the relevant record date for entitlements under the scheme of arrangement, as the case may be;

(d) in the event of a resolution being proposed for the voluntary winding-up of the Company during the Option Period, the Grantee may, subject to the provisions of all applicable laws, by notice in writing to the Company at any time not less than 2 Business Days before the date on which such resolution is to be considered and/or passed, exercise his Option (to the extent not already exercised) either to its full extent or to the extent specified in such notice in accordance with the provisions of paragraph 7.3 and the Company shall allot and issue to the Grantee the Shares in respect of which such Grantee has exercised his Option not less than one Business Day before the date on which such resolution is to be considered and/or passed whereupon he shall accordingly be entitled, in respect of the Shares allotted and issued to him in the aforesaid manner, to participate in the distribution of the assets of the Company available in liquidation pari passu with the holders of the Shares in issue on the day prior to the date of such resolution. Subject thereto, all Options then outstanding shall lapse and determine on the commencement of the winding-up; and

(e) if the Grantee is a company wholly owned by one or more Eligible Participants:

(i) the provisions of paragraphs 7.4(a), 7.4(b), 8.1(c) and 8.1(d) shall apply to the Grantee and to the Options granted to such Grantee, mutatis mutandis, as if such Options had been granted to the relevant Eligible Participant, and such Options shall accordingly lapse or fall to be exercisable after the event(s) referred to in paragraphs 7.4(a), 7.4(b), 8.1(c) and 8.1(d) shall occur with respect to the relevant Eligible Participant; and

(ii) the Options granted to the Grantee shall lapse and terminate on the date the Grantee ceases to be wholly owned by the relevant Eligible Participant provided that the Directors may in their absolute discretion decide that such Options or any part thereof shall not so lapse or determine subject to such conditions or limitations as they may impose.

7.5 Shares to be allotted and issued upon the exercise of an Option will be subject to all the provisions of the Bye-laws for the time being in force and will rank pari passu in all respects with the then existing fully paid Shares in issue on the date on which the Option is duly exercised or, if that date falls on a day when the register of members of the Company is closed, the first day of the re-opening of the register of members ("**Exercise Date**") and accordingly will entitle the holders thereof to participate in all dividends or other distributions paid or made on or after the Exercise Date other than any dividend or other distribution previously declared or recommended or resolved to be paid or made if the record date therefor shall be before the Exercise Date. A Share allotted and issued upon the exercise of an Option shall not carry voting rights until the name of the Grantee has been duly entered on the register of members of the Company as the holder thereof.

8. EARLY TERMINATION OF OPTION PERIOD

8.1 The Option Period in respect of any Option shall automatically terminate and that Option (to the extent not already exercised) shall lapse on the earliest of:

(a) the expiry of the Option Period;

(b) the expiry of any of the periods referred to in paragraph 7.4;

(c) in respect of a Grantee who is an Eligible Employee, the date on which the Grantee ceases to be an Eligible Employee by reason of termination of his employment on the grounds that he has been guilty of persistent or serious misconduct, or has committed any act of bankruptcy or has become insolvent or has made any arrangement or composition with his creditors generally, or has been convicted of any criminal offence (other than an offence which in the opinion of the Directors does not bring the Grantee or any member of the Group or the Invested Entity into disrepute);

(d) in respect of a Grantee other than an Eligible Employee, the date on which the Directors shall at their absolute discretion determine that:

(i) (1) the Grantee or his associate has committed any breach of any contract entered into between the Grantee or his associate on the one part and any member of the Group or any Invested Entity on the other part; or

(2) the Grantee has committed any act of bankruptcy or has become insolvent or is subject to any winding-up, liquidation or analogous proceedings or has made any arrangement or composition with his creditors generally; or

(3) the Grantee could no longer make any contribution to the growth and development of any member of the Group by reason of the cessation of its relations with the Group or by any other reason whatsoever; and

(ii) the Option shall lapse as a result of any event specified in sub-paragraph (1), (2) or (3) above; and

(e) the date on which the Directors shall exercise the Company's right to cancel the Option by reason of a breach of paragraph 7.1 by the Grantee in respect of that or any other Option.

9. MAXIMUM NUMBER OF SHARES AVAILABLE FOR SUBSCRIPTION

9.1 The maximum number of Shares which may be allotted and issued upon exercise of all outstanding Options granted and yet to be exercised under the New Scheme and any other share option schemes adopted by the Company shall not exceed 30% of the share capital of the Company in issue from time to time. No options may be granted under the New Scheme or any other share option scheme adopted by the Company if the grant of such option will result in the limit referred to in this paragraph 9.1 being exceeded.

9.2 The total number of Shares which may be allotted and issued upon exercise of all Options (excluding, for this purpose, options which have lapsed in accordance with the terms of the New Scheme and any other share option scheme of the Company) to be granted under the New Scheme and any other share option scheme of the Company must not in aggregate exceed 10% of the Shares in issue at the date of approval of the New Scheme ("**General Scheme Limit**") provided that:

(a) subject to paragraph 9.1 and without prejudice to paragraph 9.2(b), the Company may seek approval of the Shareholders in general meeting to refresh the General Scheme Limit provided that the total number of Shares which may be allotted and issued upon exercise of all Options to be granted under the New Scheme and any other share option scheme of the Group must not exceed 10% of the Shares in issue as at the date of approval of the limit and for the purpose of calculating the limit, options (including those outstanding, cancelled, lapsed or exercised in accordance with the New Scheme and any other share option scheme of the Group) previously granted under the New Scheme and any other share option scheme of the Group will not be counted; and

(b) subject to paragraph 9.1 and without prejudice to paragraph 9.2(a), the Company may seek separate Shareholders' approval in general meeting to grant Options under the New Scheme beyond the General Scheme Limit or, if applicable, the extended limit referred to in paragraph 9.2(a) to Eligible Participants specifically identified by the Company before such approval is sought.

9.3 Subject to paragraph 9.4, the total number of Shares issued and which may fall to be issued upon exercise of the Options and the options granted under any other share option scheme of the Company (including both exercised or outstanding options) to each Grantee in any 12 month period shall not exceed 1% of the issued share capital of the Company for the time being. Where any further grant of Options to a Grantee under the New Scheme would result in the Shares issued and to be issued upon exercise of all options granted and proposed to be granted to such person (including exercised, cancelled and outstanding options) under the New Scheme and any other share option schemes of the Company in the 12-month period up to and including the date of such further grant representing in aggregate over 1% of the Shares in issue, such further grant must be separately approved by the Shareholders in general meeting with such Grantee and his associates abstaining from voting.

9.4 Without prejudice to paragraph 5.2, where any grant of Options to a substantial shareholder of the Company or an independent non-executive Director or any of their respective associates, would result in the Shares issued and to be issued upon exercise of all Options already granted and to be granted (including Options exercised, cancelled and outstanding) to such person in the 12-month period up to and including the date of such grant:

(a) representing in aggregate over 0.1% of the Shares in issue; and

(b) having an aggregate value, based on the closing price of the Shares at the Offer Date of each Offer, in excess of HK$5 million;

such further grant of Options must be approved by the Shareholders in general meeting. The Company must send a circular to the Shareholders containing the information required under the Listing Rules and where the Listing Rules shall so require, the vote at the Shareholders' meeting convened to obtain the requisite approval shall be taken on a poll with those persons required under the Listing Rules abstaining from voting.

10. ADJUSTMENT TO THE SUBSCRIPTION PRICE

10.1 In the event of any alteration in the capital structure of the Company whilst any Option remains exercisable or the New Scheme remains in effect, and such event arises from a capitalisation of profits or reserves, rights issue, consolidation or sub-division of the Shares, or reduction of the share capital of the Company, then, in any such case the Company shall instruct the Auditors or an independent financial adviser to certify in writing the adjustment, if any, that ought in their opinion fairly and reasonably to be made either generally or as regards any particular Grantee, to:

(a) the number or nominal amount of Shares to which the New Scheme or any Option(s) relates (insofar as it is/they are unexercised); and/or

(b) the Subscription Price of any Option; and/or

(c) (unless the relevant Grantee elects to waive such adjustment) the number of Shares comprised in an Option or which remains comprised in an Option,

and an adjustment as so certified by the Auditors or such independent financial adviser shall be made, provided that:

(a) any such adjustment shall give the Grantee the same proportion of the issued share capital of the Company for which such Grantee would have been entitled to subscribe had he exercised all the Options held by him immediately prior to such adjustment;

(b) no such adjustment shall be made the effect of which would be to enable a Share to be issued at less than its nominal value;

(c) the issue of Shares or other securities of the Group as consideration in a transaction shall not be regarded as a circumstance requiring any such adjustment; and

(d) any such adjustment shall be in compliance with the Listing Rules and such applicable rules, codes, guidance notes and/or interpretation of the Listing Rules from time to time promulgated by the Stock Exchange.

In respect of any adjustment referred to in this paragraph 10.1, other than any adjustment made on a capitalisation issue, the Auditors or such independent financial adviser must confirm to the Directors in writing that the adjustments satisfy the requirements of the relevant provisions of the Listing Rules.

11. CANCELLATION OF OPTIONS

11.1 Subject to paragraph 7.1 and Chapter 17 of the Listing Rules, any Option granted but not exercised may not be cancelled except with the prior written consent of the relevant Grantee and the approval of the Directors. Where the Company cancels any Option granted to a Grantee and grants new Option to the same Grantee, the grant of such new Option may only be made with available ungranted Options (excluding, for this purpose, the Options so cancelled) within the General Scheme Limit or the limits approved by the Shareholders pursuant to paragraph 9.2(a) or 9.2(b).

12. SHARE CAPITAL

12.1 The exercise of any Option shall be subject to the Shareholders in general meeting approving any necessary increase in the authorised share capital of the Company. Subject thereto, the Directors shall make available sufficient authorised but unissued share capital of the Company to allot and issue the Shares on the exercise of any Option.

13. DISPUTES

13.1 Any dispute arising in connection with the number of Shares, the subject of an Option, or any adjustment under paragraph 10.1 shall be referred to the decision of the Auditors who shall act as experts and not as arbitrators and whose decision shall, in the absence of manifest error, be final, conclusive and binding on all persons who may be affected thereby.

14. ALTERATION OF THIS SCHEME

14.1 Subject to paragraphs 14.2 and 14.4, the New Scheme may be altered in any respect by a resolution of the Directors except that:

(a) the provisions of the New Scheme as to the definitions of "Eligible Participants", "Grantee", "Option Period" and "Termination Date";

(b) the provisions of the New Scheme relating to the matters governed by Rule 17.03 of the Listing Rules;

shall not be altered to the advantage of Grantees or prospective Grantees without the prior approval of the Shareholders in general meeting.

14.2 Subject to paragraph 14.3, any alterations to the terms and conditions of the New Scheme which are of a material nature shall be approved by the Shareholders in general meeting except where the alterations take effect automatically under the existing terms of the New Scheme.

14.3 Any change to the authority of the Directors or the administrators of the New Scheme in relation to any alteration to the terms of the New Scheme must be approved by the Shareholders in general meeting.

14.4 The terms of the New Scheme and/or any Options amended pursuant to this paragraph 14 must comply with the applicable requirements of the Listing Rules.

15. TERMINATION

15.1 The Company by resolution in general meeting may at any time terminate the operation of the New Scheme and in such event no further Options will be offered but in all other respects the provisions of the New Scheme shall remain in force to the extent necessary to give effect to the exercise of any Options (to the extent not already exercised) granted prior thereto or otherwise as may be required in accordance with the provisions of the New Scheme and Options (to the extent not already exercised) granted prior to such termination shall continue to be valid and exercisable in accordance with the New Scheme.

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 Monday, 20 August 2012 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 2012.

2. To approve a final dividend, of HK0.3 cent per share of the Company out from contributed surplus account, for the year ended 31 March 2012.

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

   (a) Mr. Tong Kai Lap;

   (b) Mr. Zhao Xiao Dong; and

   (c) Mr. Lee Thomas Kang Bor, 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)*.

4. To re-appoint BDO Limited as the auditors of the Company 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

5. "**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 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)."

6. "**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 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."

7. "**THAT** conditional on the passing of resolutions numbered 5 and 6 above, the general mandate granted to the Directors pursuant to resolution numbered 5 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 6 above."

8. "**THAT** the share option scheme of the Company ("**New Scheme**"), the rules of which are contained in the document marked "A" produced to the meeting and, for the purposes of identification, signed by the chairman of the meeting and summarized in the circular of the Company dated 20 July 2012, be hereby approved and adopted and the Directors be and are hereby authorized to do all such acts and to enter into all such transactions, arrangements and agreements as may be necessary or expedient in order to give full effect to the New Scheme including without limitation:

   (a) administering the New Scheme and granting options under the New Scheme;

   (b) modifying and/or amending the rules of the New Scheme from time to time provided that such modification and/or amendment is effected in accordance with the provisions of the New Scheme relating to modification and/or amendment and the requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited;

   (c) issuing and allotting from time to time such number of shares in the capital of the Company as may be required to be issued pursuant to the exercise of the options granted under the New Scheme;

   (d) making application at the appropriate time or times to the Stock Exchange for the listing of, and permission to deal in, any Shares or any part thereof that may from time to time be issued and allotted pursuant to the exercise of the options granted under the New Scheme; and

   (e) conditional upon and with effect from the date on which the New Scheme becoming unconditional, the existing share option scheme of the Company which was adopted by the Company pursuant to a resolution passed by the Shareholders on 7 October 2002 be terminated."

And, as special business, to consider and, if thought fit, pass the following special resolution (with or without modifications):

SPECIAL RESOLUTION

9. "**THAT**:

(a) the Bye-laws of the Company be and are hereby amended as follows:

(i) by adding the following new definition immediately after the definition of "Board" or "Directors" in Bye-law 1:

""Business Day"	a day on which the Designated Stock Exchange generally is open for the business of dealing in securities in Hong Kong. For the avoidance of doubt, where the Designated Stock Exchange is closed for the business of dealing in securities in Hong Kong on a business day by reason of a Number 8 or higher typhoon signal, black rainstorm warning or other similar event, such day shall for the purposes of these Bye-laws be counted as a business day.";

(ii) by adding the following new definition immediately after the definition of "Statutes" in Bye-law 1:

""substantial shareholder"	a person who is entitled to exercise, or to control the exercise of, 10% or more (or such other percentage as may be prescribed by the rules of the Designated Stock Exchange from time to time) of the voting power at any general meeting of the Company.";

(iii) by deleting the existing Bye-law 2(h) in its entirety and substituting therefor the following:

"(h) a resolution shall be a special resolution when it has been passed by a majority of not less than three-fourths of votes cast by such Members as, being entitled so to do, vote in person or, in the case of such Members as are corporations, by their respective duly authorised representative or, where proxies are allowed, by proxy at a general meeting of which Notice has been duly given in accordance with Bye-law 59;";

(iv) by deleting the existing Bye-law 2(i) in its entirety and substituting therefor the following:

"(i) a resolution shall be an ordinary resolution when it has been passed by a simple majority of votes cast by such Members as, being entitled so to do, vote in person or, in the case of any Member being a corporation, by its duly authorised representative or, where proxies are allowed, by proxy at a general meeting of which Notice has been duly given in accordance with Bye-law 59;";

(v) by deleting the existing Bye-law 3(3) in its entirety and substituting therefor the following:

"3. (3) Subject to compliance with the rules and regulations of the Designated Stock Exchange and any other relevant regulatory authority, the Company may give financial assistance for the purpose of or in connection with a purchase made or to be made by any person of any shares in the Company.";

(vi) by deleting the existing Bye-law 6 in its entirety and substituting therefor the following:

"6. The Company may from time to time by special resolution, subject to any confirmation or consent required by law, reduce its authorised or issued share capital or, save for the use of share premium as expressly permitted by the Act, any share premium account or other undistributable reserve.";

(vii) by deleting the existing Bye-law 9 in its entirety and substituting therefor the following:

"9. Subject to Sections 42 and 43 of the Act, these Bye-laws, and to any special rights conferred on the holders of any shares or attaching to any class of shares, any preference shares may be issued or converted into shares that, at a determinable date or at the option of the Company or the holder if so authorised by its memorandum of association, are liable to be redeemed on such terms and in such manner as the Company before the issue or conversion may by ordinary resolution of the Members determine. Where the Company purchases for redemption a redeemable share, purchases not made through the market or by tender shall be limited to a maximum price as may from time to time be determined by the Company in general meeting, either generally or with regard to specific purchases. If purchases are by tender, tenders shall be available to all Members alike.";

(viii) by deleting the existing Bye-law 10 in its entirety and substituting therefor the following:

"10. Subject to the Act and without prejudice to Bye-law 8, all or any of the special rights for the time being attached to the shares or any class of shares may, unless otherwise provided by the terms of issue of the shares of that class, from time to time (whether or not the Company is being wound up) be varied, modified or abrogated either with the consent in writing of the holders of not less than three fourths of the issued shares of that class or with the sanction of a special resolution passed at a separate general meeting of the holders of the shares of that class. To every such separate general meeting all the provisions of these Bye-laws relating to general meetings of the Company shall, mutatis mutandis, apply, but so that:

(a) the necessary quorum (other than at an adjourned meeting) shall be two persons (or in the case of a Member being a corporation, its duly authorised representative) holding or representing by proxy not less than one-third in nominal value of the issued shares of that class and at any adjourned meeting of such holders, two holders present in person

(or in the case of a Member being a corporation, its duly authorised representative) or by proxy (whatever the number of shares held by them) shall be a quorum; and

(b) every holder of shares of the class shall be entitled to one vote for every such share held by him.";

(ix) by deleting the existing Bye-law 44 in its entirety and substituting therefor the following:

"44. The Register and branch register of Members, as the case may be, shall be open to inspection between 10 a.m. and 12 noon during business hours, by members of the public without charge at the Office or such other place at which the Register is kept in accordance with the Act. The Register including any overseas or local or other branch register of Members may, after notice has been given by advertisement in an appointed newspaper and where applicable, any other newspapers in accordance with the requirements of any Designated Stock Exchange or by any means in such manner as may be accepted by the Designated Stock Exchange to that effect, be closed at such times or for such periods not exceeding in the whole thirty (30) days in each year as the Board may determine and either generally or in respect of any class of shares.";

(x) by deleting the existing Bye-law 46 in its entirety and substituting therefor the following:

"46. Subject to these Bye-laws, any Member may transfer all or any of his shares in any manner permitted by and in accordance with the rules of the Designated Stock Exchange or by an instrument of transfer in the usual or common form or in a form prescribed by the Designated Stock Exchange or in any other form approved by the Board and may be under hand or, if the transferor or transferee is a clearing house or its nominee(s), by hand or by machine imprinted signature or by such other manner of execution as the Board may approve from time to time.";

(xi) by deleting the existing Bye-law 51 in its entirety and substituting therefor the following:

"51. The registration of transfers of shares or of any class of shares may, after notice has been given by advertisement in any newspapers in accordance with the requirements of any Designated Stock Exchange or by any means in such manner as may be accepted by the Designated Stock Exchange to that effect be suspended at such times and for such periods (not exceeding in the whole thirty (30) days in any year) as the Board may determine.";

(xii) by deleting the existing Bye-law 59(1) in its entirety and substituting therefor the following:

"59. (1) An annual general meeting shall be called by Notice of not less than twenty-one (21) clear days and not less than twenty (20) clear Business Days, and any special general meeting at which the passing of a special resolution is to be considered shall be called by Notice of not less than twenty-one (21) clear days and not less than ten (10) clear Business Days. All other special general meetings may be called by Notice of not less than fourteen (14) clear days and not less than ten (10) clear Business Days but if permitted by the rules of the Designated Stock Exchange, a general meeting may be called by shorter notice if it is so agreed:

(a) in the case of a meeting called as an annual general meeting, by all the Members entitled to attend and vote thereat; and

(b) in the case of any other meeting, by a majority in number of the Members having the right to attend and vote at the meeting, being a majority together holding not less than ninety-five per cent. (95%) in nominal value of the issued shares giving that right.";

(xiii) by deleting the existing Bye-law 66 in its entirety and substituting therefor the following:

"66. (1) Subject to any special rights or restrictions as to voting for the time being attached to any shares by or in accordance with these Bye-laws, at any general meeting on a poll every Member present in person or by proxy or, in the case of a Member being a corporation, by its duly authorised representative shall have one vote for every fully paid share of which he is the holder but so that no amount paid up or credited as paid up on a share in advance of calls or instalments is treated for the foregoing purposes as paid up on the share. A resolution put to the vote of a meeting shall be decided by way of a poll save that the chairman of the meeting may in good faith, allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands in which case every Member present in person (or being a corporation, is present by a duly authorized representative), or by proxy(ies) shall have one vote provided that where more than one proxy is appointed by a Member which is a clearing house (or its nominee(s)), each such proxy shall have one vote on a show of hands. For purposes of this Bye-law, procedural and administrative matters are those that (i) are not on the agenda of the general meeting or in any supplementary circular that may be issued by the Company to its Members; and (ii) relate to the chairman's duties to maintain the orderly conduct of the meeting and/or allow the business of the meeting to be properly and effectively dealt with, whilst allowing all Members a reasonable opportunity to express their views.

(2) Where a show of hands is allowed, before or on the declaration of the result of the show of hands, a poll may be demanded:

(a) by at least three Members present in person or in the case of a Member being a corporation by its duly authorised representative or by proxy for the time being entitled to vote at the meeting; or

(b) by a Member or Members present in person or in the case of a Member being a corporation by its duly authorised representative or by proxy and representing not less than one-tenth of the total voting rights of all Members having the right to vote at the meeting; or

(c) by a Member or Members present in person or in the case of a Member being a corporation by its duly authorised representative or by proxy and holding shares in the Company conferring a right to vote at the meeting being shares on which an aggregate sum has been paid up equal to not less than one-tenth of the total sum paid up on all shares conferring that right.

A demand by a person as proxy for a Member or in the case of a Member being a corporation by its duly authorised representative shall be deemed to be the same as a demand by the Member.";

(xiv) by deleting the existing Bye-law 67 in its entirety and substituting therefor the following:

"67. Where a resolution is voted on by a show of hands, a declaration by the chairman that a resolution has been carried, or carried unanimously, or by a particular majority, or not carried by a particular majority, or lost, and an entry to that effect made in the minute book of the Company, shall be conclusive evidence of the facts without proof of the number or proportion of the votes recorded for or against the resolution.";

(xv) by deleting the existing Bye-law 68 in its entirety and substituting therefor the following:

"68. Where a resolution is voted on by way of a poll, the result of the poll shall be deemed to be the resolution of the meeting. The Company shall only be required to disclose the voting figures on a poll if such disclosure is required by the rules of the Designated Stock Exchange.";

(xvi) by deleting the existing Bye-laws 69 and 70 in their entirety and replacing with the words "intentionally deleted";

(xvii) by deleting the existing Bye-law 75(1) in its entirety and substituting therefor the following:

"75. (1) A Member who is a patient for any purpose relating to mental health or in respect of whom an order has been made by any court having jurisdiction for the protection or management of the affairs of persons incapable of managing their own affairs may vote, by his receiver, committee, curator bonis or other person in the nature of a receiver, committee or curator bonis appointed by such court, and such receiver, committee, curator bonis or other person may vote by proxy, and may otherwise act and be treated as if he were the registered holder of such shares for the purposes of general meetings, provided that such evidence as the Board may require of the authority of the person claiming to vote shall have been deposited at the Office, head office or Registration Office, as appropriate, not less than forty-eight (48) hours before the time appointed for holding the meeting, or adjourned meeting, as the case may be.";

(xviii) by deleting the existing Bye-law 80 in its entirety and substituting therefor the following:

"80. The instrument appointing a proxy and (if required by the Board) the power of attorney or other authority (if any) under which it is signed, or a certified copy of such power or authority, shall be delivered to such place or one of such places (if any) as may be specified for that purpose in or by way of note to or in any document accompanying the notice convening the meeting (or, if no place is so specified at the Registration Office or the Office, as may be appropriate) not less than forty-eight (48) hours before the time appointed for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote. No instrument appointing a proxy shall be valid after the expiration of twelve (12) months from the date named in it as the date of its execution, except at an adjourned meeting in cases where the meeting was originally held within twelve (12) months from such date. Delivery of an instrument appointing a proxy shall not preclude a Member from attending and voting in person at the meeting convened and in such event, the instrument appointing a proxy shall be deemed to be revoked.";

(xix) by deleting the existing Bye-law 81 in its entirety and substituting therefor the following:

"81. Instruments of proxy shall be in any common form or in such other form as the Board may approve (provided that this shall not preclude the use of the two-way form) and the Board may, if it thinks fit, send out with the notice of any meeting forms of instrument of proxy for use at the meeting. The instrument of proxy shall be deemed to confer authority to vote on any amendment of a resolution put to the meeting for which it is given as the proxy thinks fit. The instrument of proxy shall, unless the contrary is stated therein, be valid as well for any adjournment of the meeting as for the meeting to which it relates.";

(xx) by deleting the existing Bye-law 82 in its entirety and substituting therefor the following:

"82. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal, or revocation of the instrument of proxy or of the authority under which it was executed, provided that no intimation in writing of such death, insanity or revocation shall have been received by the Company at the Office or the Registration Office (or such other place as may be specified for the delivery of instruments of proxy in the notice convening the meeting or other document sent therewith) two (2) hours at least before the commencement of the meeting or adjourned meeting, at which the instrument of proxy is used.";

(xxi) by deleting the last sentence of the existing Bye-law 84(2) and substituting therefor the following:

"Each person so authorised under the provisions of this Bye-law shall be deemed to have been duly authorised without further evidence of the facts and be entitled to exercise the same rights and powers on behalf of the clearing house (or its nominee(s)) as if such person was the registered holder of the shares of the Company held by the clearing house (or its nominee(s)) in respect of the number and class of shares specified in the relevant authorisation including, where a show of hands is allowed, the right to vote individually on a show of hands.";

(xxii) by deleting the third sentence of the existing Bye-law 86(1) and substituting therefor the following:

"The Directors shall be elected or appointed in the first place at the statutory meeting of Members and thereafter at any annual general meeting in accordance with Bye-law 87 or at any special general meeting called for such purpose and who shall hold office for such term as the Members may determine or, in the absence of such determination, in accordance with Bye-law 87 or until their successors are elected or appointed or their office is otherwise vacated.";

(xxiii) by deleting the existing Bye-laws 86(2A) and 86(2B) and substituting therefor the following:

"86. (2) The Directors shall have the power from time to time and at any time to appoint any person as a Director either to fill a casual vacancy on the Board or, subject to authorisation by the Members in general meeting, as an addition to the existing Board but so that the number of Directors so appointed shall not exceed any maximum number determined from time to time by the Members in general meeting. Any Director appointed by the Board to fill a casual vacancy shall hold office until the first general meeting of Members after his appointment and be subject to re-election at such meeting and any Director appointed by the Board as an addition to the existing Board shall hold office only until the next following annual general meeting of the Company and shall then be eligible for re-election.";

(xxiv) by deleting the existing Bye-law 87(1) in its entirety and substituting therefor the following:

"87. (1) Notwithstanding any other provisions in the Bye-laws, at each annual general meeting one-third of the Directors for the time being (or, if their number is not a multiple of three (3), the number nearest to but not less than one-third) shall retire from office by rotation provided that every Director shall be subject to retirement at least once every three years.";

(xxv) by deleting the last sentence of the existing Bye-law 87(2) and substituting therefor the following:

"Any Director appointed pursuant to Bye-law 86(2) shall not be taken into account in determining which particular Directors or the number of Directors who are to retire by rotation.";

(xxvi) by deleting the existing Bye-law 103(1)(i) and substituting therefor the following:

"any contract or arrangement for the giving to such Director or his associate(s) any security or indemnity in respect of money lent by him or any of his associate(s) or obligations incurred or undertaken by him or any of his associate(s) at the request of or for the benefit of the Company or any of its subsidiaries;";

(xxvii) by deleting the existing Bye-laws 103(1)(v), 103(2) and 103(3) in their entirety and replacing with the words "intentionally deleted";

(xxviii) by deleting the last sentence of the existing Bye-law 103(4) and substituting therefor the following:

"If any question as aforesaid shall arise in respect of the chairman of the meeting or his associate(s) such question shall be decided by a resolution of the Board (for which purpose such chairman shall not vote thereon) and such resolution shall be final and conclusive except in a case where the nature or extent of the interest of such chairman and/or his associate(s) as known to such chairman has not been fairly disclosed to the Board.";

(xxix) by deleting the first sentence of the existing Bye-law 120(1) and substituting therefor the following:

"Subject to paragraph (3) of this Bye-law, the Board may delegate any of its powers, authorities and discretions to committees, consisting of such Director or Directors and other persons as it thinks fit, and they may, from time to time, revoke such delegation or revoke the appointment of and discharge any such committees either wholly or in part, and either as to persons or purposes.";

(xxx) by adding a new Bye-law 120(3) immediately following the existing Bye-law 120(2):

"(3) If a substantial shareholder of the Company or a Director has a conflict of interest in a matter to be considered by the Board and the Board has determined that such conflict of interest to be material, such matter shall not be dealt with by a committee (except an appropriate Board committee set up for that purpose pursuant to a resolution passed in a Board meeting).";

(xxxi) by deleting the existing Bye-law 122 in its entirety and substituting therefor the following:

"122. (1) Subject to paragraph (2) of this Bye-law, a resolution in writing signed by all the Directors except such as are temporarily unable to act through ill-health or disability, and all the alternate Directors, if appropriate, whose appointors are temporarily unable to act as aforesaid shall (provided that such number is sufficient to constitute a quorum and further provided that a copy of such resolution has been given or the contents thereof communicated to all the Directors for the time being entitled to receive notices of Board meetings in the same manner as notices of meetings are required to be given by these Bye-laws and further provided that no Director is aware of or has received any objection to the resolution from any Director) be as valid and effectual as if a resolution had been passed at a meeting of the Board duly convened and held. Such resolution may be contained in one document or in several documents in like form each signed by one or more of the Directors or alternate Directors and for this purpose a facsimile signature of a Director or an alternate Director shall be treated as valid.

(2) A resolution in writing shall not be passed in lieu of a meeting of the Board for the purposes of considering any matter or business in which a substantial shareholder of the Company or a Director has a conflict of interest and the Board has determined that such conflict of interest to be material.";

(xxxii) by deleting the existing Bye-law 132(3) in its entirety and substituting therefor the following:

"132. (3) The Register of Directors and Officers shall be open to inspection by members of the public without charge at the Office between 10:00 a.m. and 12:00 noon during business hours.";

(xxxiii) by deleting the existing Bye-law 138 in its entirety and substituting therefor the following:

"138. No dividend shall be paid or distribution made out of contributed surplus if to do so would render the Company unable to pay its liabilities as they become due or the realisable value of its assets would thereby become less than its liabilities.";

(xxxiv) by deleting the existing Bye-law 156(2) in its entirety and substituting therefor the following:

"156. (2) Subject to Section 89 of the Act, a person, other than an incumbent Auditor, shall not be capable of being appointed Auditor at an annual general meeting unless notice in writing of an intention to nominate that person to the office of Auditor has been given not less than twenty-one (21) days before the annual general meeting and furthermore, the Company shall send a copy of any such notice to the incumbent Auditor.";

(xxxv) by deleting the existing Bye-law 162 in its entirety and substituting therefor the following:

"162. Any Notice or document (including any "corporate communication" within the meaning ascribed thereto under the rules of the Designated Stock Exchange), whether or not, to be given or issued under these Bye-laws from the Company to a Member shall be in writing or by cable, telex or facsimile transmission message or other form of electronic transmission or communication and any such Notice and document may be served or delivered by the Company on or to any Member either personally or by sending it through the post in a prepaid envelope addressed to such Member at his registered address as appearing in the Register or at any other address supplied by him to the Company for the purpose or, as the case may be, by transmitting it to any such address or transmitting it to any telex or facsimile transmission number or electronic number or address or website supplied by him to the Company for the giving of Notice to him or which the person transmitting the notice reasonably and bona fide believes at the relevant time will result in the Notice being duly received by the Member or may also be served by advertisement in appointed newspapers (as defined in the Act) or in newspapers published daily and circulating generally in the territory of and in accordance with the requirements of the Designated Stock Exchange or, to the extent permitted by the applicable laws, by placing it on the Company's website or the website of the Designated Stock Exchange, and giving to the member a notice stating that the notice or other document is available there (a "notice of availability"). The notice of availability may be given to the Member by any of the means set out above other than by posting it on a website. In the case of joint holders of a share all notices shall be given to that one of the joint holders whose name stands first in the Register and notice so given shall be deemed a sufficient service on or delivery to all the joint holders.";

(xxxvi) by deleting the existing Bye-law 163(b) in its entirety and substituting therefor the following:

"(b) if sent by electronic communication, shall be deemed to be given on the day on which it is transmitted from the server of the Company or its agent. A notice placed on the Company's website or the website of the Designated Stock Exchange is deemed given by the Company to a Member on the day following that on which a notice of availability is deemed served on the Member;"; and

(xxxvii) by deleting the existing Bye-law 163(c) in its entirety and substituting therefor the following:

"(c) if served or delivered in any other manner contemplated by these Bye-laws, shall be deemed to have been served or delivered at the time of personal service or delivery or, as the case may be, at the time of the relevant dispatch, transmission or publication; and in proving such service or delivery a certificate in writing signed by the Secretary or other officer of the Company or other person appointed by the Board as to the fact and time of such service, delivery, despatch, transmission or publication shall be conclusive evidence thereof; and".

Yours faithfully,
By order of the Board
Sparkle Roll Group Limited
Mok Henry Wing Kai
Company Secretary

Hong Kong, 20 July 2012

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, 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 26/F., Tesbury Centre, 28 Queen's Road East, Wanchai, 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. No instrument appointing a proxy shall be valid after the expiration of 12 months from the date named in it as 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. A proxy need not be a shareholder of the Company.

3. In relation to proposed resolution no. 3 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, offers themselves for re-election.

4. The register of members of the Company will be closed from Friday, 17 August 2012 to Monday, 20 August 2012, 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 26/F., Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong not later than 4:30 p.m. on Thursday, 16 August 2012.