
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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

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

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Sparkle Roll Group Limited

耀萊集團有限公司*

(Incorporated in Bermuda with limited liability)

(Stock Code: 970)

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

Notice of the Annual General Meeting of the Company to be held at 4:30 p.m. on Friday, 31 August 2018 at Regus Conference Centre, 35/F, Central Plaza, 18 Harbour Road, Wanchai, Hong Kong is set out on pages 17 to 21 of this circular. Whether or not you are able to attend the meeting, you are requested to complete and return the accompanying form of proxy in accordance with the instructions printed thereon and deposit the same as soon as possible and in any event no later than 48 hours before the time of the meeting or any adjournment thereof to the Company's branch share registrar in Hong Kong, Tricor Secretaries Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong. Completion and return of the form of proxy will not preclude you from attending and voting at the meeting or any adjournment thereof should you so wish.

* *for identification purposes only*

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DEFINITIONS

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

“AGM Notice”	the notice for convening the AGM set out on pages 17 to 21 of this circular
“Annual General Meeting” or “AGM”	the annual general meeting of the Company to be held at 4:30 p.m. on Friday, 31 August 2018 at Regus Conference Centre, 35/F, Central Plaza, 18 Harbour Road, Wanchai, Hong Kong
“Associates”	has the meaning ascribed to it under the Listing Rules
“Auditors”	the auditors for the time being of the Company
“Board”	the board of Directors
“Business Day”	any day on which the Stock Exchange is open for the business of dealing in securities
“Bye-laws”	the bye-laws of the Company, as amended from time to time
“Companies Act”	the Companies Act 1981 of Bermuda, as amended or revised from time to time
“Companies Ordinance”	the Companies Ordinance (Chapter 622 of the laws of Hong Kong) as amended, supplemented and/or otherwise modified from time to time
“Company”	Sparkle Roll Group Limited, an exempted company incorporated in Bermuda with limited liability, the Shares of which are listed on the Main Board of the Stock Exchange (Stock code: 970)
“Controlling Shareholder(s)”	has the meaning ascribed to it under the Listing Rules
“Director(s)”	director(s) of the Company
“Extension Mandate”	a general and unconditional mandate proposed to be granted to the Directors to the effect that the total number of Shares which may be allotted and issued under the General Mandate may be increased by an additional number representing such number of Shares actually repurchased under the Repurchase Mandate

DEFINITIONS

“General Mandate”	a general and unconditional mandate proposed to be granted to the Directors to exercise the power of the Company to allot, issue or otherwise deal with additional Shares up to a maximum of 20% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing the relevant resolution at the AGM
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Latest Practicable Date”	25 July 2018, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Mandates”	the General Mandate, the Repurchase Mandate and the Extension Mandate collectively
“PRC”	the People’s Republic of China but, for the purpose of this circular, excludes Hong Kong, the Macau Special Administrative Region and Taiwan
“Repurchase Mandate”	a general and unconditional mandate proposed to be granted to the Directors to enable the Company to repurchase Shares the aggregate nominal amount of which shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing the relevant resolution at the AGM
“Share(s)”	ordinary share(s) of HK\$0.002 each in the share capital of the Company
“Share Options”	those share options issued under the Share Option Scheme
“Share Option Scheme”	the share option scheme of the Company adopted by an ordinary resolution passed at the annual general meeting of the Company dated 20 August 2012
“Shareholder(s)”	holder(s) of Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

DEFINITIONS

“Subsidiary(ies)”	the companies which are for the time being and from time to time the subsidiaries (within the meaning of the Companies Ordinance (Chapter 622 of the laws of Hong Kong)) of the Company
“Substantial Shareholder”	has the meaning ascribed to it under the Listing Rules
“Takeovers Code”	The Hong Kong Code on Takeovers and Mergers
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“%”	per cent.

LETTER FROM THE BOARD



Sparkle Roll Group Limited

耀萊集團有限公司*

(Incorporated in Bermuda with limited liability)

(Stock Code: 970)

Executive Directors:

Mr. Zheng Hao Jiang

(Chairman and Chief Executive Officer)

Mr. Zhu Lei

Mr. Cheung Man Kit

Registered office:

Clarendon House

2 Church Street

Hamilton HM11

Bermuda

Non-executive Directors:

Mr. Gao Yu

Mr. Qi Jian Wei

Mr. Tang Sung Wai

Principal place of business

in Hong Kong:

Rooms 2028-36

20/F Sun Hung Kai Centre

30 Harbour Road

Wanchai

Hong Kong

Independent Non-executive Directors:

Mr. Choy Sze Chung, Jojo

Mr. Lam Kwok Cheong

Mr. Lee Thomas Kang Bor

31 July 2018

To the Shareholders

Dear Sir/Madam,

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

1. INTRODUCTION

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

* *for identification purposes only*

LETTER FROM THE BOARD

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

By ordinary resolutions passed at the annual general meeting of the Company held on 6 September 2017, the Directors were granted (a) a general mandate to allot, issue and deal with additional Shares; (b) a general mandate to repurchase the Shares; and (c) the power to extend the general mandate mentioned in (a) above by an amount representing the aggregate nominal amount of the Shares repurchased by the Company pursuant to the mandate to repurchase Shares referred to in (b) above. These mandates will expire at the conclusion of the forthcoming AGM. At the AGM, the following resolutions (among other matters) will be proposed:

- (a) to grant the General Mandate to the Directors to exercise the powers of the Company to allot, issue and otherwise deal with additional Shares up to a maximum of 20% of the aggregate nominal amount of the share capital of the Company in issue on the date of passing of such resolution and as at the Latest Practicable Date, there were 4,941,237,447 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 988,247,489 Shares;
- (b) to grant a Repurchase Mandate to the Directors to enable the Company to repurchase Shares on the Stock Exchange up to a maximum of 10% of the aggregate nominal amount of the share capital of the Company in issue on the date of passing of such resolution; and
- (c) to increase the number of Shares to be issued and allotted under the General Mandate by an additional number representing such number of Shares repurchased under the Repurchase Mandate.

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

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

3. RE-ELECTION OF DIRECTORS

According to Bye-law no. 86(2) of the Bye-laws, 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 after his appointment.

LETTER FROM THE BOARD

According to Bye-law no. 87(1) of the Bye-laws, every Director, including those appointed for a specific term, shall be subject to retirement by rotation at the annual general meeting at least once every three years.

According to Bye-law no. 86(2) of the Bye-laws, Mr. Cheung Man Kit and Mr. Tang Sung Wai were appointed as the Executive Director and the Non-executive Director respectively during the year and will hold office until the forthcoming AGM. Mr. Cheung Man Kit and Mr. Tang Sung Wai will offer themselves for re-election at the forthcoming AGM.

According to Bye-law no. 87(1) of the Bye-laws, each of Mr. Zheng Hao Jiang, Mr. Zhu Lei and Mr. Lee Thomas Kang Bor will retire by rotation and, being eligible, offer themselves for re-election. In addition, as Mr. Lee Thomas Kang Bor has served the Company for more than nine years, his appointment will be subject to a separate resolution to be approved by the Shareholders at the AGM.

The Nomination Committee of the Company noted that the re-election of Mr. Lee Thomas Kang Bor, who had been serving as the independent non-executive Director for more than 9 years, will be subject to a separate resolution to be approved by the Shareholders at the Annual General Meeting in accordance with the corporate governance code as set out in code provision A.4.3 of Appendix 14 to the Listing Rules. Mr. Lee Thomas Kang Bor is the Chairman of the Nomination Committee and a member of the Remuneration Committee and the Audit Committee of the Company. During his tenure of office, Mr. Lee Thomas Kang Bor had been able to fulfill all the requirements regarding his independence as independent non-executive Director. In addition, he had been providing objective and independent views to the Company over the years, and he remains committed to his independent roles. Besides, Mr. Lee Thomas Kang Bor does not hold more than 1% of the number of issued shares of the Company. The members of the Nomination Committee were of the view that the long service of Mr. Lee Thomas Kang Bor would not affect his exercise of independent judgment and was satisfied that Mr. Lee Thomas Kang Bor has the required character, integrity and experience to continue fulfilling the roles of independent non-executive Director.

The Board, through the assessment and recommendation by the Nomination Committee, is of the view that Mr. Lee Thomas Kang Bor remains independent notwithstanding the length of his service with the Company and should be re-elected at the Annual General Meeting.

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

LETTER FROM THE BOARD

4. ACTIONS TO BE TAKEN

Set out on pages 17 to 21 of this circular is a notice convening the AGM at which resolutions will be proposed to approve, among other matters, the following:

- (a) the re-election of Directors;
- (b) the grant of the General Mandate;
- (c) the grant of the Repurchase Mandate; and
- (d) the grant of the Extension Mandate.

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

5. RECOMMENDATION

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

6. VOTING BY POLL

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

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

LETTER FROM THE BOARD

7. MISCELLANEOUS

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

By order of the Board
Sparkle Roll Group Limited
Zheng Hao Jiang
Chairman

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

1. LISTING RULES RELATING TO THE REPURCHASE OF SECURITIES

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

2. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 4,941,237,447 Shares. As at the Latest Practicable Date, the Company did not have any outstanding share options to be exercised for Shares.

Subject to the passing of the proposed resolution as set out in the AGM Notice 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 494,123,744 Shares pursuant to the Repurchase Mandate.

3. REASONS FOR REPURCHASE

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

4. FUNDING OF REPURCHASES

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

Taking into account the current working capital position of the Company, the Directors consider that, if the Repurchase Mandate were to be exercised in full, it might not 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 2018, being the date to which the latest published audited financial statements of the Group were made up. Further, 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.

Shares repurchase

The Company has repurchased its own Shares during the six months immediately prior to the Latest Practicable Date. The repurchased Shares have not yet been cancelled. The details are as below:

Repurchase record

Date of repurchase	Highest price <i>HK\$</i>	Lowest price <i>HK\$</i>	Average price <i>HK\$</i>	No. of Shares	% of the total Shares in issued at time when the ordinary resolution passed	Total paid <i>HK\$</i>
9 July 2018	0.32	0.285	0.297373	18,712,000	0.452%	5,564,443.58
16 July 2018	0.32	0.295	0.311880	3,000,000	0.072%	935,640.00
23 July 2018	0.30	0.29	0.299030	22,200,000	0.536%	6,638,466.00
24 July 2018	0.30	0.29	0.296356	1,800,000	0.043%	533,440.80
25 July 2018	0.30	0.29	0.297732	30,400,000	0.734%	9,051,052.80
				76,112,000	1.838%	22,723,043.18

Depending on the market condition, the Company may consider making further repurchase(s) under the repurchase mandate granted at the last annual general meeting of the Company on or before 31 August 2018. If there is any repurchase(s) subsequent to the Latest Practicable Date, the Company will make appropriate notification(s).

5. SHARE PRICES

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

	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2017		
August	0.6000	0.5300
September	0.6400	0.4900
October	0.8100	0.6300
November	0.8000	0.6900
December	0.9400	0.7200
2018		
January	0.9400	0.7000
February	0.7500	0.6500
March	0.7300	0.4650
April	0.5400	0.4700
May	0.5400	0.3200
June	0.4700	0.3600
July (up to the Latest Practicable Date)	0.3900	0.2470

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 2,628,236,630 Shares in long positions representing about 53.19% of the then issued share capital of the Company. On the basis that 4,941,237,447 Shares were in issue as at the Latest Practicable Date and assuming that there would be no further issue nor repurchase of Shares which are subsequently cancelled and that Mr. Qi and SRHL would not dispose of their Shares or acquire additional Shares prior to the date of the

AGM, if the Repurchase Mandate were exercised in full, the percentage shareholding of Mr. Qi would increase to approximately 59.1%. The Directors consider that such increase would not give rise to an obligation to make a mandatory offer under Rule 26 of the Takeovers Code.

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 except those mentioned in the paragraph headed “Shares repurchase” above.

APPENDIX II DETAILS OF DIRECTORS PROPOSED FOR RE-ELECTION

PARTICULARS OF DIRECTORS FOR RE-ELECTION

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

Mr. Cheung Man Kit (Executive Director)

Qualification and experience

Aged 53, Mr. Cheung has completed a two-year course in business studies and obtained a certificate from the Caritas Centre for Further and Adult Education in 1988. Mr. Cheung has over 20 years of experience working in listed companies. He is currently working as a finance manager of a company whose shares are listed on the main board of The Stock Exchange of Hong Kong Limited. Mr. Cheung has extensive experience in finance, financing, project development and business development. Mr. Cheung joined the Group in December 2017.

Interest in Shares

As at the Latest Practicable Date, Mr. Cheung did not have any interest in Shares within the meaning of Part XV of the Securities and Futures Ordinance (Cap 571 of Laws of Hong Kong).

Others

Mr. Cheung 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. Cheung has entered into a service contract with the Company for a term of 3 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\$70,000 per month.

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

Qualification and experience

Aged 64, Mr. Lee is an independent non-executive director and the chairman of the audit committee and the remuneration committee and a member of the nomination committee of CIG Yangtze Ports PLC (HK stock code: 1719).

He was also appointed as an independent non-executive director and the chairman of the audit committee of Camsing International Holding Limited (formerly known as Fitted International Group Limited) (HK stock code: 2662) on 21 January 2016 and 4 February 2016 respectively, and resigned with effect from 31 May 2016.

APPENDIX II DETAILS OF DIRECTORS PROPOSED FOR RE-ELECTION

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

Interest in Shares

As at the Latest Practicable Date, Mr. Lee held 1,680,000 Shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Cap 571 of Laws of Hong Kong).

Others

Mr. Lee does not have any relationships with any other Directors, senior management, substantial Shareholders (as defined in the Listing Rules), or controlling Shareholders (as defined in the Listing Rules) of the Company.

Mr. Lee has entered into a letter of appointment with the Company for a term of 2 years and renewable for additional 1 year and subject to retirement by rotation and re-election at annual general meetings of the Company in accordance with the Bye-laws. His director's emoluments, which are determined upon the market rate and his time, effort and expertise exercised on the Group's affairs, are HK\$20,000 per month.

Mr. Tang Sung Wai (Non-executive Director)

Qualification and experience

Aged 38, Mr. Tang obtained a Bachelor of Arts degree from Macquarie University in Australia in 2006. Mr. Tang has over 9 years of experience in the life insurance industry. Mr. Tang joined the Group in January 2018.

Interests in Shares

As at the Latest Practicable Date, Mr. Tang did not have any interest in Shares within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of laws of Hong Kong).

APPENDIX II DETAILS OF DIRECTORS PROPOSED FOR RE-ELECTION

Others

Mr. Tang 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. Tang has entered into a letter of appointment with the Company for a term of 2 years and renewable for additional 1 year and subject to retirement by rotation and re-election at annual general meetings of the Company in accordance with the Bye-laws. His director's emoluments, which are determined upon the market rate and his time, effort and expertise exercised on the Group's affairs, are HK\$20,000 per month.

Mr. Zheng Hao Jiang (Chairman and Chief Executive Officer)

Qualification and experience

Aged 51, Mr. Zheng graduated in the Law Department (Economic Law Speciality) of Peking University in 1990 with a Bachelor degree in Law. Mr. Zheng has over 20 years' experience in Beijing in the areas of equity portfolio management, capital market analysis management and financial advisory. He is a founding member of Hong Kong Professionals and Senior Executives Association and a fellow member of the Hong Kong Institute of Directors. Mr. Zheng joined the Group in October 2006.

Apart from being the Chairman, an executive Director and the Chief Executive Officer of the Company, Mr. Zheng did not hold any directorship in any listed company in the past three years.

Interest in Shares

As at the Latest Practicable Date, Mr. Zheng held 10,640,000 Shares of the Company as interest of corporation controlled by him within the meaning of Part XV of the Securities and Futures Ordinance (Cap 571 of Laws of Hong Kong).

Others

Mr. Zheng 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. Zheng 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. His director's emoluments, which are determine based on the market rate and his time, effort and expertise exercised on the Group's affairs, are HK\$170,000 per month.

APPENDIX II DETAILS OF DIRECTORS PROPOSED FOR RE-ELECTION

Mr. Zhu Lei (Executive Director)

Qualification and experience

Aged 43, Mr. Zhu obtained a Bachelor of Arts degree in Russian from the Department of Foreign Languages and Literatures of Beijing Normal University in 1998. He has over 18 years of experience in management and sales of watches and jewelry and management and operation of golf clubs. Mr. Zhu joined the Group in May 2011 and has since held several positions in the Group, including but not limited to the executive director of the marketing department of our Beijing headquarter, the operating director of Beijing Sparkle Roll Xin Tian Di Commerce Development Limited, the director of the fine wine business of the Group and the general manager of Sparkle Roll Online (Beijing) Business Service Limited.

Interests in Shares

As at the Latest Practicable Date, Mr. Zhu did not have any interests in Shares within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of laws of Hong Kong).

Others

Mr. Zhu is the brother-in-law of Mr. Qi Jian Hong who is the controlling shareholder of the Company. Mr. Qi Jian Hong is also the younger brother of Mr. Qi Jian Wei, a Non-executive Director of the Company. Save as disclosed above, Mr. Zhu does not have any relationship with any Directors, senior management, substantial Shareholders or controlling Shareholders (as defined in the Listing Rules) of the Company.

Save as disclosed above, Mr. Zhu did not hold (i) any other directorships in public companies the securities of which are listed on any securities market in Hong Kong or overseas; or (ii) any other major appointments and professional qualifications in the last three years.

Mr. Zhu has entered into a service contract with the Company for an initial fixed term of 3 years commencing from 1 January 2016 and expiring on 31 December 2018, subject to retirement by rotation and re-election under the Bye-laws of the Company. Mr. Zhu will receive a director's fee of HK\$70,000 per month subject to the other terms and conditions of the service contract.

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.

NOTICE OF ANNUAL GENERAL MEETING



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 Friday, 31 August 2018 at Regus Conference Centre, 35/F, Central Plaza, 18 Harbour Road, Wanchai, Hong Kong to consider and, if thought fit, to transact the following ordinary business:

1. To receive, consider and adopt the audited financial statements and the reports of the directors (“**Directors**”) and auditors of the Company for the year ended 31 March 2018.
2. (i) To re-elect each of the following Directors (each as a separate resolution):
 - (a) Mr. Cheung Man Kit as an Executive Director;
 - (b) Mr. Lee Thomas Kang Bor as an Independent Non-executive Director;
 - (c) Mr. Tang Sung Wai as a Non-executive Director;
 - (d) Mr. Zheng Hao Jiang as an Executive Director;
 - (e) Mr. Zhu Lei as an Executive Director; and
- (ii) to authorise the board of Directors (“**Board**” or, if so delegated by the Board, its remuneration committee) to fix the Directors’ remuneration and to grant power to the Board to appoint any person(s) as Director(s) to fill casual vacancy(ies) on the Board (if any) or as addition to the Board (See note 3).
3. To re-appoint Crowe (HK) CPA Limited as the auditors of the Company for the year ending 31 March 2019 and to authorise the Board to fix their remuneration.

* for identification purposes only

NOTICE OF ANNUAL GENERAL MEETING

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

ORDINARY RESOLUTIONS

4. **“THAT:**

- (a) subject to paragraph (c) below, the exercise by the Directors during the Relevant Period (as defined below) of all the powers of the Company to allot, issue and deal with new or additional shares (each a **“Share”**) of HK\$0.002 each in the share capital of the Company, and to make or grant offers, agreements or options, including warrants, bonds, debentures, notes or securities convertible into Shares which would or might require the exercise of such powers during or after the end of the Relevant Period, subject to and in accordance with all applicable laws, be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) of this resolution shall authorise the Directors during the Relevant Period to make or grant offers, agreements or options which would or might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate nominal amount of Shares allotted and issued or agreed conditionally or unconditionally to be allotted and issued (whether pursuant to options or otherwise) by the Directors pursuant to the approval in paragraph (a) of this resolution, otherwise than pursuant to (i) a Rights Issue (as defined below); or (ii) the exercise of any options granted under any share option scheme adopted by the Company; or (iii) any scrip dividend scheme or similar arrangement providing for the allotment and issue of Shares in lieu of the whole or part of a dividend on Shares in accordance with the bye-laws of the Company in force from time to time; or (iv) any issue of Shares upon the exercise of rights of subscription or conversion under the terms of any warrants of the Company or any securities which are convertible into Shares, shall not exceed the aggregate of:
 - (aa) 20% of the aggregate nominal amount of the share capital of the Company in issue on the date of the passing of this resolution; and
 - (bb) (if the Directors are so authorised by a separate ordinary resolution of the shareholders of the Company) the aggregate nominal amount of any share capital of the Company repurchased by the Company subsequent to the passing of this resolution (up to a maximum equivalent to 10% of the aggregate nominal amount of the share capital of the Company in issue as at the date of the passing of this resolution),

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

NOTICE OF ANNUAL GENERAL MEETING

(d) for the purposes of this resolution:

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

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the applicable laws of Bermuda or the bye-laws of the Company to be held; and
- (iii) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting; and

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

5. “**THAT:**

- (a) subject to paragraph (b) below, the exercise by the Directors during the Relevant Period (as defined below) of all powers of the Company to repurchase Shares on The Stock Exchange of Hong Kong Limited (“**Stock Exchange**”) or any other stock exchange on which the Shares may be listed and recognised by the Securities and Futures Commission of Hong Kong (“**SFC**”) and the Stock Exchange for such purpose, and otherwise in accordance with the rules and regulations of the SFC, the Stock Exchange, the Companies Act 1981 of Bermuda (as amended) and all other applicable laws in this regard, be and the same is hereby generally and unconditionally approved;
- (b) the aggregate nominal amount of Shares which may be repurchased or agreed to be repurchased by the Company pursuant to the approval in paragraph (a) of this resolution during the Relevant Period (as defined in paragraph (c) below). shall not exceed 10 per cent. of the aggregate nominal amount of the issued share capital of the Company as at the date of the passing of this resolution and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly; and

NOTICE OF ANNUAL GENERAL MEETING

Notes:

1. A member entitled to attend and vote at the AGM is entitled to appoint one or more proxy to attend and, subject to the provisions of the bye-laws of the Company, vote in his stead. A proxy need not be a member of the Company.
2. In order to be valid, the form of proxy must be duly completed and signed in accordance with the instructions printed thereon and deposited together with a power of attorney or other authority, if any, under which it is signed or a certified copy of that power or authority, at the offices of the Company's Hong Kong branch registrar, Tricor Secretaries Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong no less than 48 hours before the time for holding the AGM or adjourned AGM. Completion and return of a form of proxy will not preclude a member from attending in person and voting at the AGM or any adjournment thereof, should he so wish and in such event, the instrument appointing a proxy shall be deemed to be revoked. No instrument appointing a proxy shall be valid after the expiration of 12 months from the date of its execution, except at an adjourned meeting or on a poll demanded at a meeting or an adjourned meeting in cases where the meeting was originally held within 12 months from such date.
3. In relation to proposed resolution no. 2 above, Mr. Cheung Man Kit, Mr. Lee Thomas Kang Bor, Mr. Tang Sung Wai, Mr. Zheng Hao Jiang and Mr. Zhu Lei will retire from the office of director at the AGM pursuant to the bye-laws of the Company and being eligible, offer themselves for re-election.
4. The register of members of the Company will be closed from Tuesday, 28 August 2018 to Friday, 31 August 2018, both days inclusive, during which period no transfer of shares of the Company will be effected. In order to qualify for attending the AGM convened by the above notice, all transfers accompanied by the relevant share certificates and transfer forms must be lodged with the Company's Hong Kong branch registrar, Tricor Secretaries Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not later than 4:30 p.m. on Monday, 27 August 2018.
5. In relation to resolution numbered 4 above, approval is being sought from the Shareholders for the grant to the Directors of a general mandate to authorise the allotment and issue of additional Shares. The Directors have no immediate plans to issue any new Shares other than Shares which may fall to be allotted and issued upon the exercise of any options granted and/or such Shares which may be awarded under the share option schemes of the Company or any scrip dividend scheme which may be approved by the Shareholders.
6. In relation to resolution numbered 5 above, the Directors wish to state that they will exercise the powers conferred thereby to purchase Shares in circumstances which they deem appropriate for the benefit of the Shareholders.