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## THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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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.

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

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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)**

**(1) PROPOSED CHANGE OF COMPANY NAME;  
(2) PROPOSED AMENDMENTS TO THE MEMORANDUM OF  
ASSOCIATION AND BYE-LAWS  
AND  
(3) NOTICE OF SPECIAL GENERAL MEETING**

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Notice of the Special General Meeting (“SGM”) of Sparkle Roll Group Limited (the “Company”) to be held at Regus Conference Centre, 35/F, Central Plaza, 18 Harbour Road, Wanchai, Hong Kong on Tuesday, 21 September 2021 at 5:00 p.m. (or such time immediately following the conclusion (or adjournment) of the annual general meeting of the Company to be held on the same day and at the same place) is set out on pages 5 to 8 of this circular. Whether or not you are able to attend the meeting, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and deposit the same to the Company’s branch share registrar in Hong Kong, Tricor Secretaries Limited, at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong as soon as possible and in any event no later than 48 hours before the time of the meeting or any adjournment thereof. 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.

**In light of the continuing risks posed by the COVID-19 pandemic, the Company strongly encourages Shareholders NOT to attend the SGM in person, and advises Shareholders to appoint the Chairman of the SGM or any Director or Company Secretary of the Company as their proxy to vote according to their indicated voting instructions as an alternative to attending the SGM in person.**

\* for identification purpose only

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## PRECAUTIONARY MEASURES FOR THE SPECIAL GENERAL MEETING

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In order to prevent the spread of COVID-19 pandemic and to safeguard the health and safety of Shareholders, the Company will implement the following precautionary measures at the SGM:

1. Compulsory temperature screening/checks will be carried out on every attendee at the entrance of the meeting venue. Any person with a body temperature above 37.3 degrees Celsius or the reference point announced by the Department of Health from time to time, or is exhibiting flu-like symptoms may be denied entry into the meeting venue and requested to leave the meeting venue;
2. Every attendee will be required to wear a surgical face mask at the meeting venue and throughout the entire SGM and to sit at a distance from the other attendees. Please note that no surgical face masks will be provided at meeting venue and attendees should bring and wear their own masks;
3. No refreshment, drinks, corporate gifts or gift coupons will be provided to the attendees at the SGM; and
4. Every attendee shall declare whether (a) he or she has travelled outside Hong Kong within the 14-day period immediately before the date of SGM; and (b) he or she is subject to any Hong Kong government prescribed quarantine. Anyone who responds positively to any of these questions or is wearing a wristband for compulsory quarantine may be denied entry into the meeting venue or be required to leave the meeting venue.

If any Shareholder has any questions relating to precautionary measures of the SGM, please contact Customer Service Hotline of the Company's branch share registrar, Tricor Secretaries Limited at (852) 2980 1333 from 9:00 a.m. to 6:00 p.m., Monday to Friday (excluding Hong Kong public holidays).

To the extent permitted under law, the Company reserves the right to deny entry of any attendees into the meeting venue or require any person to leave the meeting venue so as to ensure the health and safety of the other attendees at the SGM.

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## LETTER FROM THE BOARD

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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)

*Executive Directors:*

Mr. Zheng Hao Jiang

(Co-Chairman and Chief Executive Officer)

Mr. Ma Chao (Co-Chairman)

Mr. Zhao Xiaodong

(Deputy Chairman and Chief Operating Officer)

Mr. Zhu Lei

*Non-executive Director:*

Mr. Qi Jian Wei

*Independent non-executive Directors:*

Mr. Choy Sze Chung, Jojo

Mr. Lam Kwok Cheong

Mr. Gao Yu

Mr. Liu Hongqiang

Mr. Liu Xiaoyi

*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

26 August 2021

*To the Shareholders*

Dear Sir/Madam,

**(1) PROPOSED CHANGE OF COMPANY NAME;  
(2) PROPOSED AMENDMENTS TO THE MEMORANDUM OF  
ASSOCIATION AND BYE-LAWS  
AND  
(3) NOTICE OF SPECIAL GENERAL MEETING**

### 1. INTRODUCTION

Reference is made to the announcement of the Company dated 24 August 2021 regarding the Proposed Change of Company Name and the Proposed Amendments to the Memorandum of Association and Bye-laws of the Company (the “**Announcement**”). Unless otherwise stated, capitalised terms used in this Circular shall have the same meanings as those defined in the Announcement.

\* for identification purpose only

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## LETTER FROM THE BOARD

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The primary purposes of this Circular are to provide you with details regarding the Proposed Change of Company Name and the Proposed Amendments and the related special resolutions to be proposed at the SGM, together with the notice convening the SGM.

### 2. PROPOSED CHANGE OF COMPANY NAME

The Board proposes to change the English name of the Company from “Sparkle Roll Group Limited” to “New Sparkle Roll International Group Limited” and to adopt a secondary name of the Company in Chinese of “新耀萊國際集團有限公司” (the “**Proposed Change of Company Name**”).

The Board is of the view that the Proposed Change of Company Name will help to refresh the Company’s corporate image and identity which will better reflect the current status of the Company and benefit further international business development of the Company.

The Proposed Change of Company Name is subject to fulfillment of the following conditions:

- (1) the passing of a special resolution by the Shareholders at the SGM approving the Proposed Change of Company Name; and
- (2) the Registrar of Companies in Bermuda having approved the Proposed Change of Company Name.

Subject to the fulfillment of the conditions set out above, the Proposed Change of Company Name will take effect from the date on which the Registrar of Companies in Bermuda registers the new English name in place of the existing English name of the Company and registers the secondary name of the Company as set out in the certificate of incorporation on change of name and the certificate of secondary name to be issued by the Registrar of Companies in Bermuda respectively. The Company will then carry out all necessary registration and filing procedures with the Companies Registry in Hong Kong pursuant to Part 16 of the Companies Ordinance (Chapter 622 of the laws of Hong Kong).

The Proposed Change of Company Name will not affect any rights of the existing holders of the Shares nor the Company’s daily business operation and its financial position. All the existing share certificates of the Company in issue bearing the existing name of the Company will, upon the Proposed Change of Company Name becoming effective, continue to be evidence of title to such Shares and will continue to be valid for trading, settlement, registration and delivery of such Shares. There will not be any arrangement for free exchange of the existing share certificates of the Company for new share certificates bearing the New Names. Upon the Proposed Change of Company Name becoming effective, all new share certificates of the Company will only be issued in the New Names.

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## LETTER FROM THE BOARD

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Subject to the confirmation by the Stock Exchange, the English and Chinese stock short names for trading of the Shares on the Stock Exchange will also be changed after the Proposed Change of Company Name becomes effective.

A special resolution will be proposed at the SGM to, among other things, consider and, if thought fit, approve the Proposed Change of Company Name.

### **3. PROPOSED AMENDMENTS TO THE MEMORANDUM OF ASSOCIATION AND BYE-LAWS**

In view of the Proposed Change of Company Name, the Board also proposes to amend (the “**Proposed Amendments**”) the Memorandum of Association and Bye-laws to reflect the Proposed Change of Company Name by replacing all references to “Sparkle Roll Group Limited” with “New Sparkle Roll International Group Limited (新耀萊國際集團有限公司)” in the Memorandum of Association and Bye-laws. The Proposed Amendments are subject to the passing of a special resolution by the Shareholders at the SGM and shall take effect upon the Proposed Change of Company Name becoming effective.

### **4. THE SGM**

A notice of the SGM is set out from pages 5 to 8 of this circular. The SGM will be held at Regus Conference Centre, 35/F, Central Plaza, 18 Harbour Road, Wanchai, Hong Kong on Tuesday, 21 September 2021 at 5:00 p.m. (or such time immediately following the conclusion (or adjournment) of the annual general meeting of the Company to be held on the same day and at the same place) for the purpose of considering, and if thought fit, the passing of the special resolutions approving the Proposed Change of Company Name and the Proposed Amendments.

In compliance with the Listing Rules, the resolutions will be voted by way of poll at the SGM. To the best of the Directors’ knowledge, information and belief having made all reasonable enquiries, none of the Shareholders has direct or indirect material interest in the Proposed Change of Company Name and the Proposed Amendments and accordingly, no Shareholders are required to abstain from voting on the special resolutions to be proposed at the SGM.

A form of proxy for use at the SGM is enclosed with this circular. Whether or not you are able to attend the SGM, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return the same to the Company’s branch share registrar and transfer office in Hong Kong, Tricor Secretaries Limited, at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the SGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the SGM or any adjourned meeting should you so wish.

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## LETTER FROM THE BOARD

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### 5. RECOMMENDATION

The Directors believe that the Proposed Change of Company Name and the Proposed Amendments 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 special resolutions proposed at the SGM.

### 6. 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 inquiries, 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.

### 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**  
*Co-Chairman*

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## NOTICE OF SPECIAL GENERAL MEETING

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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)**

### NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that a special general meeting of the Company will be held at Regus Conference Centre, 35/F, Central Plaza, 18 Harbour Road, Wanchai, Hong Kong on Tuesday, 21 September 2021 at 5:00 p.m. (or such time immediately following the conclusion (or adjournment) of the annual general meeting of the Company to be held on the same day and at the same place) for the purposes of considering and, if thought fit, passing, with or without modification, the following resolutions as special resolutions of the Company:

#### SPECIAL RESOLUTIONS

1. “**THAT**
  - (a) subject to and conditional upon the approval of the Registrar of Companies in Bermuda being obtained, the English name of the Company be changed from “Sparkle Roll Group Limited” to “New Sparkle Roll International Group Limited” and the Chinese name of “新耀萊國際集團有限公司” be adopted as the secondary name of the Company with effect from the date on which the Registrar of Companies in Bermuda registers the new English name in place of the existing English name of the Company and registers the secondary name of the Company as set out in the certificate of incorporation on change of name and the certificate of secondary name to be issued by the Registrar of Companies in Bermuda respectively (the “**Proposed Change of Company Name**”); and
  - (b) any one director of the Company (the “**Director**”) or officer of the Company be and is hereby authorised to do all such acts and things and to sign, execute, seal (where required) and deliver all such documents and to take all such steps as such Director or officer of the Company in his discretion may consider necessary, appropriate, desirable or expedient to give effect to or to implement this resolution and to attend to any necessary registration and/or filing in Bermuda and Hong Kong for and on behalf of the Company in respect of the Proposed Change of Company Name.”

\* for identification purpose only

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## NOTICE OF SPECIAL GENERAL MEETING

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2. “**THAT:**
- (a) upon the Proposed Change of Company Name becoming effective, the Memorandum of Association and the Bye-laws of the Company (the “**Memorandum of Association and the Bye-laws**”) shall be amended by replacing all references to “Sparkle Roll Group Limited” with “New Sparkle Roll International Group Limited (新耀萊國際集團有限公司)” in the Memorandum of Association and Bye-laws (the “**Proposed Amendments**”); and
  - (b) any one Director or officer of the Company be and is hereby authorised to do all such acts and things and to sign, execute, seal (where required) and deliver all such documents and to take all such steps as such Director or officer of the Company in his discretion may consider necessary, appropriate, desirable or expedient to give effect to or to implement this resolution and to attend to any necessary registration and/or filing in Bermuda and Hong Kong for and on behalf of the Company in respect of the Proposed Amendments.”

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

Hong Kong, 26 August 2021

As at the date of this notice, the Board comprises the following Directors:

*Executive Directors* Mr. Zheng Hao Jiang, Mr. Ma Chao, Mr. Zhao Xiaodong  
and Mr. Zhu Lei

*Non-executive Director* Mr. Qi Jian Wei

*Independent non-executive Directors* Mr. Choy Sze Chung, Jojo, Mr. Lam Kwok Cheong,  
Mr. Gao Yu, Mr. Liu Hongqiang and Mr. Liu Xiaoyi

*Principal place of business in Hong Kong:*

Rooms 2028-36  
20/F Sun Hung Kai Centre  
30 Harbour Road  
Wanchai  
Hong Kong

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## NOTICE OF SPECIAL GENERAL MEETING

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*Notes:*

1. A member entitled to attend and vote at the SGM 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 accompanying 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 share registrar, Tricor Secretaries Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong no less than 48 hours before the time for holding the SGM or adjourned SGM. Completion and return of a form of proxy will not preclude a member from attending in person and voting at the SGM 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. The register of members of the Company will be closed from Thursday, 16 September 2021 to Tuesday, 21 September 2021, both days inclusive, during which period no transfer of shares of the Company will be effected. In order to qualify for attending the SGM 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 share registrar, Tricor Secretaries Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong not later than 4:30 p.m. on Wednesday, 15 September 2021.
4. In order to prevent the spread of COVID-19 pandemic and to safeguard the health and safety of Shareholders, the Company will implement the following precautionary measures at the SGM:
  - i. Compulsory temperature screening/checks will be carried out on every attendee at the entrance of the meeting venue. Any person with a body temperature above 37.3 degrees Celsius or the reference point announced by the Department of Health from time to time, or is exhibiting flu-like symptoms may be denied entry into the meeting venue and be requested to leave the meeting venue;
  - ii. Every attendee will be required to wear a surgical face mask at the meeting venue and throughout the SGM and to sit at a distance from the other attendees. Please note that no surgical face masks will be provided at meeting venue and attendees should bring and wear their own masks;
  - iii. No refreshment, drinks, corporate gifts or gift coupons will be provided to the attendees at the SGM; and
  - iv. Every attendee shall declare whether (a) he or she has travelled outside Hong Kong within the 14-day period immediately before the date of SGM; and (b) he or she is subject to any Hong Kong government prescribed quarantine. Anyone who responds positively to any of these questions or is wearing a wristband for compulsory quarantine may be denied entry into the meeting venue or be required to leave the meeting venue. To the extent permitted under law, the Company reserves the right to deny entry of any attendees into the meeting venue or require any person to leave the meeting venue so as to ensure the health and safety of the other attendees at the SGM.

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## NOTICE OF SPECIAL GENERAL MEETING

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5. In light of the continuing risks posed by the COVID-19 pandemic, the Company strongly encourages Shareholders NOT to attend the SGM in person, and advises Shareholders to appoint the Chairman of the SGM or any Director or Company Secretary of the Company as their proxy to vote according to their indicated voting instructions as an alternative to attending the SGM in person.
6. Subject to the development of COVID-19 pandemic, the Company may implement further changes and precautionary measures and may issue further announcement on such measures as appropriate.
7. If tropical cyclone warning signal no. 8 or above is hoisted, “extreme condition” caused by super typhoons or a black rainstorm warning signal is in force at 2:00 p.m. on Tuesday, 21 September 2021, the meeting will be postponed and further announcement for details of alternative meeting arrangements will be made. The meeting will be held as scheduled even when tropical cyclone warning signal no. 3 or below is hoisted, or an amber or red rainstorm warning signal is in force. You should make your own decision as to whether you would attend the meeting under bad weather conditions and if you should choose to do so, you are advised to exercise care and caution.