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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)

CONTINUING CONNECTED TRANSACTION: AGENCY AGREEMENT WITH BEIJING YST

On 12 January 2009, De Te, a deemed subsidiary of the Company, entered into the Agency Agreement with Beijing YST, a company controlled by Mr. Qi, for a term which commenced on 1 January 2009 and ending on 31 December 2009 for the provision of agency service in operating the RR Dealership prior to the actual transfer of the RR Dealership from Beijing YST to De Te. Under the Agency Agreement, Beijing YST is entitled to an agency fee at 1% on the gross profit net of sales tax generated from the RR Dealership subject to a Cap of HK\$1,000,000 from 1 January 2009 to 31 December 2009.

As at the date of the Agency Agreement, SR Holding holds 535,000,000 Shares, representing approximately 29.95% of the issued share capital of the Company. Mr. Qi is the sole shareholder of SR Holdings, a substantial shareholder of the Company and is, therefore, an associate of SR Holdings. Accordingly, Beijing YST, a company controlled by Mr. Qi, is a connected person of the Company.

As the percentage ratios (other than the profits ratio) for the transactions under the Agency Agreement (after aggregated with other continuing connected transactions with companies controlled by Mr. Qi as explained in the Circular pursuant to Rule 14A.25 of the Listing Rules) are on an annual basis more than 2.5% but less than 25% and the annual consideration is less than HK\$10,000,000, the Agency Agreement, pursuant to Rule 14A.34(2) of the Listing Rules, constitutes a continuing connected transaction for the Company only subject to the reporting and announcement requirements and is exempt from the independent shareholders' approval requirements under Chapter 14A of the Listing Rules.

INTRODUCTION

Reference is made to the Circular issued in connection with a very substantial acquisition. As disclosed in the Circular, the Previous Agreement was entered into between (i) Beijing YST, a connected person of the Company and (ii) De Te, a deemed of the Company, for the provision of agency service in operating the RR Dealership, the rights of which are held by Beijing YST prior to the actual transfer of the RR Dealership from Beijing YST to De Te by

the grantor of the RR Dealership, up to the period ended 31 December 2008. The transactions under the Previous Agreement constituted a continuing connected transaction of the Company under the Listing Rules.

THE AGENCY AGREEMENT

The Board wishes to announce that on 12 January 2009, De Te entered into the Agency Agreement with Beijing YST, the detailed terms of which are set out below:

The agency service

Pursuant to the Agency Agreement, the Company has appointed Beijing YST, for a term which commenced on 1 January 2009 and ending on 31 December 2009 for the provision of agency service in operating the RR Dealership prior to the actual transfer of the RR Dealership from Beijing YST to De Te.

Agency fee

Pursuant to the Agency Agreement, Beijing YST is entitled to an agency fee at 1% on the gross profit net of sales tax generated from the RR Dealership. The transactions under the Agency Agreement shall be subject to the cap of HK\$1,000,000 (“**Cap**”) from 1 January 2009 to 31 December 2009 (for the period ended 31 December 2008: HK\$1,000,000).

For the period ended 31 December 2008, the total agency fee paid by the Group to Beijing YST for the agency service pursuant to the Circular amounted to approximately HK\$330,000, which were within the annual cap set for the previous period.

Basis of the agency fee and reasons for the Agency Agreement

Application has been made to the grantor of the RR Dealership for their consent to the transfer of the RR Dealership to De Te which is now pending for certain review procedures. Accordingly, De Te has entered into the Agency Agreement such that it can temporarily operate the RR Dealership through the agency of Beijing YST prior to the actual transfer of the relevant dealership rights.

The terms of the Agency Agreement were determined after arm’s length negotiations between the De Te and Beijing YST and the agency fee payable to Beijing YST was determined with reference to (i) the estimated profit of the RR Dealership from 1 January 2009 to 31 December 2009 and (ii) the formula for calculation of the agency fee as set out under the Agency Agreement.

The Cap was determined between the Company and Beijing YST after taking into account the historical figures for the agency fee paid to Beijing YST under the Previous Agreement and the estimated growth of the Group’s business in the RR Dealership from 1 January 2009 to 31 December 2009.

INFORMATION ON THE GROUP

The Group is principally engaged in (i) the sales of luxury goods in the PRC and (ii) the publication of comic books and multimedia development.

INFORMATION ON BEIJING YST

Beijing YST is a company established in the PRC with limited liability. It is controlled by Mr. Qi and is principally engaged in, amongst others, sales of motor vehicles, construction materials, chemical products, etc. It is a connected person of the Company.

GENERAL

As at the date of the Agency Agreement, SR Holding holds 535,000,000 Shares, representing approximately 29.95% of the issued share capital of the Company. Mr. Qi is the sole shareholder of SR Holdings, a substantial shareholder of the Company and is, therefore, an associate of SR Holdings. Accordingly, Beijing YST, a company controlled by Mr. Qi, is a connected person of the Company.

As the percentage ratios (other than the profits ratio) for the transactions under the Agency Agreement (after aggregated with other continuing connected transactions with companies controlled by Mr. Qi as explained in the Circular pursuant to Rule 14A.25 of the Listing Rules) are on an annual basis more than 2.5% but less than 25% and the annual consideration is less than HK\$10,000,000, the Agency Agreement, pursuant to Rule 14A.34(2) of the Listing Rules, constitutes a continuing connected transaction for the Company only subject to the reporting and announcement requirements and is exempt from the independent shareholders' approval requirements under Chapter 14A of the Listing Rules. Appropriate disclosure of the Agency Agreement will be made in the Company's annual report and accounts for the year ending 31 March 2009 and 2010.

DEFINITIONS

Unless the context requires otherwise, capitalized terms used in this announcement shall have the following meanings ascribed to them.

“Agency Agreement”	the agency agreement dated 12 January 2009 entered into between De Te and Beijing YST regarding the RR Dealership
“associate(s)”	has the meaning given to it under the Listing Rules
“Beijing YST”	北京盈商通貿易發展有限公司 (Beijing Ying Shang Tong Trading Development Limited*), a company established in the PRC with limited liability which is controlled by Mr. Qi
“Board”	the board of Directors
“Circular”	the circular of the Company (formerly Jade Dynasty Group Limited) dated 20 March 2008
“Company”	Sparkle Roll Group Limited, a company incorporated in Bermuda with limited liability whose Shares are listed on the Stock Exchange
“connected person(s)”	has the meaning given to it under the Listing Rules

“De Te”	北京德特汽車貿易有限公司 (Beijing De Te Motors Trading Limited*), a deemed of the Company established in the PRC with limited liability and is principally engaged in the operation of the RR Dealership
“Director(s)”	the director(s) of the Company
“Group”	collectively, the Company and its subsidiaries
“Hong Kong”	Hong Kong Special Administrative Region of the PRC
“HK\$”	the lawful currency of Hong Kong
“Independent Third Party/(ies)”	a party/(ies) who is/are independent of and is/are not connected with any of the Directors, chief executives or substantial Shareholders of the Company and any of its subsidiaries or any of their respective associates
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
"Mr. Qi"	Mr. Qi Jian Hong (綦建虹) alias Mr. Kei Kin Hung
“Previous Agreement”	the agency agreement dated 22 February 2008 entered into between Beijing YST and De Te regarding the RR Dealership
“RR Dealership”	the dealership of Rolls-Royce cars in Beijing, the PRC
“Share(s)”	share(s) of HK\$0.002 each in the share capital of the Company
“Shareholder(s)”	the shareholder(s) of the Company
“SR Holdings”	Sparkle Roll Holdings Limited, a company incorporated in the BVI with limited liability and is wholly owned by Mr. Qi
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

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

Hong Kong, 15 January 2009

As at the date of this announcement, the Company has three executive Directors, one non-executive Director and three independent non-executive Directors. The executive Directors are Mr. Tong Kai Lap, Mr. Zheng Hao Jiang and Mr. Wong Chun Keung. The non-executive Director is Mr. Zhao Xiao Dong. The independent non-executive Directors are Mr. Choy Sze Chung, Jojo, Mr. Lam Kwok Cheong and Mr. Lee Kang Bor, Thomas.

** for identification purpose only*