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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 ("**SGM**") of Sparkle Roll Group Limited ("**Company**") will be held at Rooms 2028-36, 20/F Sun Hung Kai Centre, 30 Harbour Road, Wanchai, Hong Kong at 11:00 a.m. on 31 December 2010 to consider and, if thought fit, pass with or without amendments the following resolutions as ordinary resolutions of the Company:

ORDINARY RESOLUTIONS

1. "**THAT** the payment of an interim dividend of HK0.3 cent per Share for the six months ended 30 September 2010 out of the contributed surplus account ("**Contributed Surplus Account**") of the Company, payable on or about 14 January 2011 to the shareholders of the Company whose name appear on the register of members of the Company on 31 December 2010, be and is hereby approve."

2. "**THAT** the directors ("**Directors**") of the Company be and they are hereby authorized, at any time and from time to time within the period of five years from the date of the passing of this resolution, to pay such dividends (whether interim or final) or make distribution out of the Contributed Surplus Account as the Directors in their discretion consider to be justified by the financial position of the Company and the amount of such dividend or distribution out of the Contributed Surplus Account in aggregate shall not exceed the Distribution Limit (as defined below).

* *for identification purpose only*

For the purposes of this resolution, "**Distribution Limit**" means the current amount standing to the credit of the Contributed Surplus Account on the date of the passing of this resolution and which shall be reduced by such amount of interim dividend approved to be paid to the shareholders of the Company pursuant to resolution 1 above."

3. "**THAT** subject to and conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited ("**Stock Exchange**") granting the listing of, and permission to deal in, such number of shares of the Company which may fall to be allotted and issued pursuant to the exercise of the options which may be granted under the share option scheme ("**Share Option Scheme**") adopted by the Company on 7 October 2002, representing 10% of the issued shares of the Company as at the date on which this resolution is passed, pursuant to Clause 8.2(b) of the Share Option Scheme:

   (a) approval be and is hereby granted for refreshing the 10% mandate under the Share Option Scheme ("**Refreshed Scheme Mandate**") provided that the total number of shares of the Company which may be allotted and issued upon the exercise of all options to be granted under the Share Option Scheme and any other share option schemes of the Company under the limit as refreshed hereby shall not exceed 10% of the total number of the issued shares of the Company as at the date on which this resolution is passed (options previously granted under the Share Option Scheme and any other share option schemes of the Company (including options outstanding, cancelled, lapsed or exercised in accordance with the terms of the Share Option Scheme or any other share option schemes of the Company) shall not be counted for the purpose of calculating the Refreshed Scheme Mandate); and

   (b) the directors or the Company or a duly authorised committee thereof be and they are hereby authorised: (i) at their absolute discretion, to grant options to subscribe for shares of the Company within the Refreshed Scheme Mandate in accordance with the rules of the Share Option Scheme, and (ii) to allot, issue and deal with the shares of the Company pursuant to the exercise of options granted under the Share Option Scheme within the Refreshed Scheme Mandate."

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

Hong Kong, 15 December 2010

As at the date of this notice, the Company has three executive Directors, three non-executive Directors and three independent non-executive Directors. The executive Directors are Mr. Tong Kai Lap, Mr. Zheng Hao Jiang and Mr. Zhao Xiao Dong. The non-executive Directors are Mr. Zhang Si Jian, Mr. Gao Yu and Mr. Qi Jian Wei. The independent non-executive Directors are Mr. Choy Sze Chung, Jojo, Mr. Lam Kwok Cheong and Mr. Lee Kang Bor, Thomas.

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 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 notarially certified copy of that power or authority, at the offices of the Company's Hong Kong branch share registrar, Tricor Secretaries Limited at 26 Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time for holding the SGM or adjourned meeting. Completion and return of a form of proxy will not prelude a member from attending in person and voting at the SGM or any adjournment thereof, should he so wish.