Sparkle Roll Group Limited
耀萊集團有限公司*

(Incorporated in Bermuda with limited liability)

(Stock Code: 970)

PROXY FORM

Form of proxy for use by shareholders at the Annual General Meeting to be held on 20 August 2012 ("Meeting")

I/We *(note a)* _____

of _____

being the registered holder(s) of _____ *(note b)* shares of HK$0.002 each in the share capital of Sparkle Roll Group Limited (the "**Company**") hereby appoint the Chairman of the annual general meeting of the Company (the "**Meeting**" or "**Annual General Meeting**") or _____

of _____

to act as my/our proxy *(note c)* at the Meeting to be held at 4:30 p.m. on 20 August 2012 at The Hong Kong Bankers Club, 43/F., Gloucester Tower, The Landmark, 12-16 Des Voeux Road Central, Hong Kong and at any adjournment thereof and to vote on my/our behalf in respect of the resolutions set out in the notice ("**Notice**") of the Meeting dated 20 July 2012 as directed below.

	ORDINARY RESOLUTIONS	FOR *(note d)*	AGAINST *(note d)*
1.	To receive and approve the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors ("**Directors**") and the auditors of the Company for the year ended 31 March 2012.		
2.	To declare 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) (a) to re-elect Mr. Tong Kai Lap as an executive Director;		
	(b) to re-elect Mr. Zhao Xiao Dong as an executive Director;		
	(c) to re-elect Mr. Lee Thomas Kang Bor as an independent non-executive Director.		
	(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.		
4.	To re-appoint BDO Limited as auditors of the Company and to authorise the Board to fix their remuneration.		
5.	To grant a general and unconditional mandate to the Directors to allot and issue and deal with the Company's shares.		
6.	To grant a general and unconditional mandate to the Directors to repurchase the Company's shares.		
7.	To add nominal amount of the shares repurchased pursuant to Resolution No. 6 to the general mandate granted to under Resolution No. 5.		
8.	To approve the termination of the existing share option scheme of the Company and to approve and adopt the new share option scheme of the Company.		
	SPECIAL RESOLUTION		
9.	To approve the proposed amendments to the Bye-laws of the Company as set out in resolution no. 9 of the Notice.		

Dated this _____ day of _____ 2012. Shareholder's signature _____ *(notes e, f, g and h)*

Notes:

a Full name(s) and address(es) are to be inserted in **BLOCK CAPITALS**. The name of all joint registered holders should be stated.

b Please insert the number of shares registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the shares in the capital of the Company registered in your name(s).

c A proxy need not be a member of the Company. If more than one proxy is so appointed, the appointment shall specify the number and class of shares in respect of which each such proxy is so appointed. If you wish to appoint some person other than the Chairman of the Meeting as your proxy, please delete the words "the Chairman of the annual general meeting of the Company (the "Meeting" or "Annual General Meeting") or" and insert the name and address of the person appointed in the space provided.

d **IMPORTANT: IF YOU WISH TO VOTE FOR ANY OF THE RESOLUTIONS SET OUT ABOVE, PLEASE TICK ("✓") THE BOXES MARKED "FOR". IF YOU WISH TO VOTE AGAINST ANY RESOLUTIONS, PLEASE TICK ("✓") THE BOXES MARKED "AGAINST".** If the form returned is duly signed but without specific direction on any of the proposed resolutions, the proxy will vote or abstain at his discretion in respect of all resolutions; or if in respect of a particular proposed resolution there is no specific direction, the proxy will, in relation to that particular proposed resolution, vote or abstain at his discretion. A proxy will also be entitled to vote at his discretion on any resolution properly put to the meeting other than those set out in the notice convening the meeting.

e In the case of a joint registered holders of any share, this form of proxy may be signed by any joint registered holder, but if more than one joint registered holder is present at the meeting, whether in person or by proxy, that one of the joint registered holders whose name stands first on the register of members in respect of the relevant joint holding shall alone be entitled to vote in respect thereof.

f The form of proxy must be signed by a shareholder, or his attorney duly authorised in writing, or if the shareholder is a corporation, either under its Common Seal or under the hand of an officer or attorney so authorised.

g To be valid, this form of proxy together with any power of attorney or other authority (if any) under which it is signed or a certified copy of such power or authority must be deposited 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 not later than 48 hours before the time of the meeting or any adjourned meeting.

h 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.

i Any alteration made to this form should be initialled by the person who signs the form.

j Completion and return of this form of proxy will not preclude you from attending and voting in person at the meeting or any adjournment thereof if you so wish.

k The description of this resolution is by way of summary only. The full text appears in the notice of the Meeting.

* *for identification purpose only*