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New Sparkle Roll International Group Limited
新耀萊國際集團有限公司

(Incorporated in Bermuda with limited liability)

(Stock Code: 970)

**POLL RESULTS OF
THE ADJOURNED ANNUAL GENERAL MEETING
HELD ON 25 SEPTEMBER 2023
AND
CHANGE OF COMPOSITION OF
REMUNERATION COMMITTEE**

The board (the “**Board**”) of directors (the “**Directors**”) of New Sparkle Roll International Group Limited (the “**Company**”) announces that all the resolutions (except resolution numbered 2(i)(c)) proposed at the adjourned Annual General Meeting of the Company (“**Adjourned AGM**”) held on 25 September 2023 were duly passed by the shareholders of the Company (the “**Shareholders**”) by way of poll.

The Board also announces that Mr. Zhu Lei (“**Mr. Zhu**”) has tendered his resignation as a member of the Remuneration Committee after the conclusion of the Adjourned AGM. Mr. Zhu confirmed that he has no disagreement with the Board and there is no matter relating to his retirement that need to be brought to the attention of the Shareholders or the Stock Exchange.

After retirement of Mr. Liu and Mr. Zhu, the Remuneration Committee comprises two independent non-executive Directors, namely Mr. Lam Kwok Cheung (chairman), Mr. Choy Sze Chung, JoJo and one executive Director, namely Mr. Zheng Hao Jiang.

Reference is made to the Company's circular (the "**AGM Circular**") and the notice of AGM (the "**AGM Notice**") both dated 21 July 2023 and the Notice of Adjourned AGM dated 7 September 2023 (the "**Adjourned AGM Notice**"). Unless otherwise defined in this announcement, capitalized terms used in this announcement shall have the same meanings as they are defined in the AGM Circular.

POLL RESULTS OF THE ADJOURNED AGM

The Board announces that the proposed resolutions as set out in the Adjourned AGM Notice were put to the Adjourned AGM for voting by poll and except resolution numbered 2(i)(c), all other proposed resolutions were duly passed by the Shareholders.

Tricor Secretaries Limited, the Company's branch share registrar in Hong Kong, was appointed as the scrutineer for the vote-taking at the Adjourned AGM.

At the Adjourned AGM and before the Chairman of the Adjourned AGM (the "**Chairman**") put the proposed resolutions to the Shareholders for voting, an objection was raised by a Shareholder ("**Shareholder A**") regarding the qualification of another Shareholder ("**Shareholder B**") concerning 41,855,000 Shares (the "**Objected Shares**").

After hearing the view from Shareholder B, and following consultation with the legal advisers and based on the information known to the Chairman, the Chairman declared that he would exercise his right pursuant to Bye-law no. 77 of the Bye-laws of the Company and declared that any votes concerning the Objected Shares will be ineffective for the resolutions to be passed in the Adjourned AGM.

As at the date of the Adjourned AGM, the total number of issued Shares was 374,397,090. After deduction of the Objected Shares, there were a total of 332,542,090 Shares entitling the Shareholders to attend and vote for or against all resolutions proposed at the Adjourned AGM. There were no shares entitling the Shareholders to attend the Adjourned AGM and vote only against the proposed resolutions or abstain from voting at the Adjourned AGM as set out in Rule 13.40 of the Listing Rules.

The poll results in respect of the resolutions proposed at the Adjourned AGM are set out below:

Ordinary Resolutions				No. of Shares Voted (%) <i>(Note 1)</i>	
				For	Against
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 2023.			156,013,760 70.60%	64,970,187 29.40%
2.	(i)	(a)	to re-elect Mr. Zheng Hao Jiang as an Executive Director;	142,018,010 64.27%	78,965,937 35.73%
		(b)	to re-elect Mr. Lam Kwok Cheong as an Independent Non-executive Director;	142,026,510 64.27%	78,957,437 35.73%
		(c)	to re-elect Mr. Liu Xiaoyi as an Independent Non-executive Director; and	41,955,010 18.99%	179,028,437 81.01%
	(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.		140,707,510 64.06%	78,957,437 35.94%
3.	To re-appoint BDO Limited as auditors of the Company for the year ending 31 March 2024 and to authorise the Board to fix their remuneration.			150,913,760 68.29%	70,070,187 31.71%
4.	To grant a general and unconditional mandate to the Directors to allot and issue and deal with the Company’s shares.			142,018,010 64.27%	78,965,937 35.73%
5.	To grant a general and unconditional mandate to the Directors to repurchase the Company’s shares.			150,913,760 68.29%	70,070,187 31.71%
6.	To extend the number of shares repurchased pursuant to Resolution No. 5 to the general mandate granted under Resolution No. 4.			142,018,010 64.27%	78,965,937 35.73%

Special Resolution		No. of Shares Voted (%) <i>(Note 1)</i>	
		For	Against
7.	To approve the proposed amendments to the existing bye-laws of the Company and to adopt the amended and restated bye-laws of the Company in accordance with the Special Resolution numbered 7 as set out in the Adjourned AGM Notice.	180,785,260 81.81%	40,198,687 18.19%

Note 1: The number of votes and percentage of the voting as stated above are based on the total number of Shares held by the Shareholders who attended and voted at the Adjourned AGM in person, by authorised corporate representative(s) or by proxy(ies) but excluding the Objected Shares.

As more than 50% of the votes were cast in favour of the resolutions numbered 1, 2(i)(a), 2(i)(b), 2(ii) and 3 to 6, the aforesaid resolutions were duly passed as ordinary resolutions of the Company.

As less than 50% of the votes were cast in favour of the resolution numbered 2(i)(c), this resolution was not passed.

As the resolution numbered 2(i)(c) for the re-election of Mr. Liu Xiaoyi (“**Mr. Liu**”) as an independent non-executive Director was not passed by the Shareholders at the Adjourned AGM, Mr. Liu retires as an independent non-executive Director and a member of the remuneration committee of the Company (the “**Remuneration Committee**”) with effect from the conclusion of the Adjourned AGM. The Company has not received any disagreement with the Board by Mr. Liu and the Board is not aware of any matter relating to his retirement that need to be brought to the attention of the Shareholders or the Stock Exchange. The Board would like to take this opportunity to express its sincere gratitude to Mr. Liu for his valuable contributions to the Company during his tenure of office.

As more than 75% of the votes were cast in favour of the resolution numbered 7, the aforesaid resolution was duly passed as a special resolution of the Company.

The Board also announces that based on the results provided by the scrutineer, the poll results of the resolutions proposed at the Adjourned AGM as mentioned above remain unchanged even taking into account the Objected Shares.

CHANGE OF COMPOSITION OF REMUNERATION COMMITTEE

The Board also announces that Mr. Zhu Lei (“**Mr. Zhu**”) has tendered his resignation as a member of the Remuneration Committee after the conclusion of the Adjourned AGM. Mr. Zhu confirmed that he has no disagreement with the Board and there is no matter relating to his retirement that need to be brought to the attention of the Shareholders or the Stock Exchange.

After retirement of Mr. Liu and Mr. Zhu, the Remuneration Committee comprises two independent non-executive Directors, namely Mr. Lam Kwok Cheung (chairman), Mr. Choy Sze Chung, JoJo and one executive Director, namely Mr. Zheng Hao Jiang.

ADOPTION OF THE NEW BYE-LAWS

Reference are made to the announcement of the Company dated 21 July 2023 and the AGM Circular relating to the proposed amendments to the existing Bye-laws and adoption of the new Bye-laws of the Company. The Board is pleased to announce that the proposed amendments to the existing Bye-laws and adoption of the amended and restated Bye-laws of the Company were duly approved by the Shareholders by way of a special resolution at the Adjourned AGM. The full text of the New Bye-laws shall be published on the websites of the Stock Exchange and the Company.

All Directors were present at the Adjourned AGM either in person or by electronic means, except Mr. Liu Hongqiang who was ill since late June 2023.

By Order of the Board
New Sparkle Roll International Group Limited
Zheng Hao Jiang
Chairman

Hong Kong, 25 September 2023

As at the date of this announcement, the Company has three executive Directors and four independent non-executive Directors. The executive Directors are Mr. Zheng Hao Jiang, Mr. Zhao Xiaodong and Mr. Zhu Lei. The independent non-executive Directors are Mr. Choy Sze Chung, JoJo, Mr. Lam Kwok Cheong, Mr. Gao Yu and Mr. Liu Hongqiang.