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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)

**INSIDE INFORMATION IN RESPECT OF PLACING OF
CONVERTIBLE BONDS UNDER GENERAL MANDATE**

This announcement is made by New Sparkle Roll International Group Limited (the “**Company**”) pursuant to Rule 13.09 of the Listing Rules and the Inside Information Provisions under Part XIVA of the Securities and Futures Ordinance (Cap. 571 of the Laws of Hong Kong).

Reference is made to the Announcement (“**Announcement**”) of the Company on 20 September 2023 in relation to the placing of the convertible bonds in the aggregate principal amount of HK\$64,500,000 (“**CB Placing**”) pursuant to the terms and conditions of the conditional placing agreement dated 19 September 2023 (“**CB Placing Agreement**”) entered into between the Company as issuer and Silverbricks Securities Company Limited as placing agent. Unless otherwise stated, capitalized terms used herein shall have the same meanings as those defined in the Announcement.

The Board announces that on 25 September 2023, the Company received notice from the solicitors of two purported shareholders of the Company (collectively, “**Plaintiffs**”) that they were about to commence legal proceedings against the Company and 8 other defendants including the Directors of the Company (collectively, “**Defendants**”) in the High Court, Hong Kong, and were also seeking an urgent injunction against the Defendants, including the Company, before the Companies Judge on even date.

The Board further announces that the Company subsequently received notice from the solicitors of the Plaintiffs that the Court has granted an interim injunction order against the Defendants (“**Interim Injunction Order**”) which will remain in force up to and including 29 September 2023 (“**Return Date**”). In so far as it relates to the Company, the Company, whether by itself or its servants or agents or otherwise howsoever is restrained from:–

- (a) taking any steps to carry out, proceed with, implement, and/or perform any other acts in respect of the CB Placing Agreement;
- (b) issuing convertible bonds to any places pursuant to the CB Placing Agreement; and
- (c) if and insofar as any convertible bonds were issued under the CB Placing Agreement, providing written approval to the holder(s) of such convertible bonds to exercise their right to convert any part of the outstanding principal of the convertible bonds to conversion shares, and/or otherwise issuing or dealing with conversion shares pursuant to such convertible bonds.

Pursuant to the undertakings given by the Plaintiffs to the Court in relation to the Interim Injunction Order, the Plaintiffs would serve on the Defendants, inter alia, the Originating Summons, the Interim Injunction Order and a summons to be heard on the Return Date for the continuation of the Interim Injunction Order. As at the time of this announcement, the Company has not been served with any of the abovementioned documents.

The Company is seeking advice from its legal advisers in respect of the Interim Injunction Order. Further announcements will be made by the Company as and when appropriate in compliance with the Listing Rules.

Shareholders of the Company and potential investors are advised to exercise caution when dealing in the shares of the Company.

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

Hong Kong, 26 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.