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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)**

**CHANGE OF DIRECTORS**  
**AND**  
**CHANGE IN COMPOSITION OF THE NOMINATION COMMITTEE**

The Board announces that (i) Mr. Liu Hongqiang retired as an independent non-executive Director and the chairman of the Nomination Committee with effect from 13 November 2023; and (ii) Ms. Cheng Bin and Ms. Liu Wenjing have been appointed as an executive Director and an independent non-executive Director respectively with effect from 13 November 2023 to fill the vacancy caused by the retirement of Mr. Ma Chao and Mr. Liu Xiaoyi, and to comply with the board diversity requirements under the Listing Rules. Ms. Liu Wenjing has also been appointed as the chairman of the Nomination Committee with effect from the same date to fill the vacancy caused by the retirement of Mr. Liu Hongqiang.

According to the Bye-laws, Ms. Cheng and Ms. Liu shall hold office only until the first annual general meeting of the Company after their appointment and shall then be eligible for re-election.

This announcement is made by the board (the “**Board**”) of directors (the “**Directors**” and each, a “**Director**”) of New Sparkle Roll International Group Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) pursuant to Rule 13.51(2) of the Rules Governing the Listing of Securities (the “**Listing Rules**”) on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”).

## **Retirement of an independent non-executive Director**

The Board announces that the appointment letter signed by the Company with Mr. Liu Hongqiang (“**Mr. Liu**”) expired on 12 November 2023. Mr. Liu retired as an independent non-executive Director and the chairman of the nomination committee of the Company (the “**Nomination Committee**”) with effect from 13 November 2023. Since late June 2023, Mr. Liu was ill and has not attended any meetings of the Board and the Nomination Committee.

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 of the Company 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 and hope that he will recover soon.

## **Appointments of Directors and the chairman of the Nomination Committee**

Reference is made to Rule 13.92 and its related note of the Listing Rules, pursuant to which the Stock Exchange will not consider diversity to be achieved for a single gender board and issuers with a single gender board will have to appoint at least a director of a different gender on the board no later than 31 December 2024.

The Board is pleased to announce that Ms. Cheng Bin (“**Ms. Cheng**”) and Ms. Liu Wenjing (“**Ms. Liu**”) have been appointed as an executive Director and an independent non-executive Director respectively with effect from 13 November 2023 to fill the vacancy caused by the retirement of Mr. Ma Chao and Mr. Liu Xiaoyi (for further details above their retirement, please refer to the announcements of the Company dated 16 June 2023 and 25 September 2023 respectively), and to comply with the board diversity requirements under the Listing Rules. Ms. Liu has also been appointed as the chairman of the Nomination Committee with effect from the same date to fill the vacancy caused by the retirement of Mr. Liu.

## **The biographical details of Ms. Cheng**

**Ms. Cheng**, aged 50, graduated from the Kwantlen Polytechnic University in Canada in 2009 with a Bachelor of Business Administration in Accounting and has been a Certified General Accountant (Canada) since 2013. She had served as auditor at BDO Canada from 2009 to 2011, and as financial controller at Canada JinBi International Limited (加拿大金碧國際有限公司) from 2011 to 2012. Ms. Cheng joined the Group in March 2013 and had held the position as the head of the watch and jewelry division and the head of the marketing and media division of the Group. Currently, Ms. Cheng is the assistant operating director and head of the marketing division of Lamborghini Beijing of the Group. She has also been appointed as a deputy general manager of cigar division of the Group since November 2023.

Save as disclosed above, Ms. Cheng does not hold any directorships in other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the past three years or other major appointments and professional qualifications. Save as disclosed above, Ms. Cheng (i) does not hold any other positions in the Company or any of its subsidiaries; and (ii) does not have any relationship with any other Directors, senior management or substantial or controlling shareholders of the Company. As at the date of this announcement, Ms. Cheng does not have, and/or is not deemed to have, any interests or short positions in any shares, underlying shares or debentures of the Company or its associated corporations (as defined under Part XV of the Securities and Futures Ordinance, Chapter 571 of the laws of Hong Kong (the “SFO”).

Ms. Cheng has entered into a service contract with the Company as an executive Director for a fixed period of three years, renewable for one year, and subject to the retirement by rotation and re-election in accordance with the Bye-laws of the Company (the “**Bye-laws**”). The service contract is terminable by either party by serving the other party a six-month prior written notice before the expiry of the initial three-year term. According to the Bye-laws, Ms. Cheng shall hold office only until the first annual general meeting of the Company after her appointment and shall then be eligible for re-election. Ms. Cheng will be entitled to a director’s fee of HK\$360,000 per annum for her directorship of the Company and any other positions in the Group. Further, Ms. Cheng will be entitled to a salary of US\$6,000 per month as a deputy general manager of cigar division of the Group, and a housing allowance of RMB4,000 per month. The same have been recommended by the remuneration committee of the Company (the “**Remuneration Committee**”) and approved by the Board based on her qualifications, experience, and level of responsibilities undertaken, the prevailing market conditions and the Company’s remuneration policy.

## **The biographical details of Ms. Liu**

**Ms. Liu**, aged 40, graduated from The China University of Political Science and Law in 2006 with a Bachelor of Laws and has been a practicing lawyer at 北京市明華律師事務所 (Beijing Minghua Law Firm) since 2019. Ms. Liu has more than 12 years' experience as a PRC lawyer with various law firms in Beijing, the PRC.

Ms. Liu does not hold any directorships in other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the past three years or other major appointments and professional qualifications. Ms. Liu (i) does not hold any other positions in the Company or any of its subsidiaries; and (ii) does not have any relationship with any other Directors, senior management or substantial or controlling shareholders of the Company. As at the date of this announcement, Ms. Liu does not have, and/or is not deemed to have, any interests or short positions in any shares, underlying shares or debentures of the Company or its associated corporations (as defined under Part XV of the SFO).

Ms. Liu has entered into an appointment letter with the Company as an independent non-executive Director for a fixed period of two years, renewable for one year, and subject to the retirement by rotation and re-election in accordance with the Bye-laws. The appointment letter is terminable by either party by serving the other party a three-month prior written notice before the expiry of the initial two-year term. According to the Bye-laws, Ms. Liu shall hold office only until the first annual general meeting of the Company after her appointment and shall then be eligible for re-election. Ms. Liu will be entitled to a director's fee of HK\$240,000 per annum. The same has been recommended by the Remuneration Committee and approved by the Board based on her qualifications, experience, and level of responsibilities undertaken, the prevailing market conditions and the Company's remuneration policy.

Save as disclosed above, there are no other matters concerning appointment of Ms. Cheng and Ms. Liu that need to be brought to the attention of the shareholders of the Company nor is there any information that is required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules.

Ms. Liu also confirmed that she meets the independence criteria as set out in Rule 3.13 of the Listing Rules.

The Board would like to take this opportunity to welcome Ms. Cheng on her new appointment and Ms. Liu for joining the Board.

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

Hong Kong, 13 November 2023

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

*The Directors jointly and severally accept full responsibility for the accuracy of the information contained in this announcement and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this announcement have been arrived at after due and careful consideration and there are no other facts not contained in this announcement, the omission of which would make any statement in this announcement misleading.*