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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)**

**PROFIT WARNING**

This announcement is made by New Sparkle Roll International Group Limited (the “**Company**”, and together with its subsidiaries, the “**Group**”) pursuant to Rule 13.09(2) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) and the Inside Information Provisions (as defined in the Listing Rules) under Part XIVA of the Securities and Futures Ordinance (Chapter 571 of the laws of Hong Kong).

Based on the preliminary assessment of the latest unaudited consolidated management accounts of the Group for the six months ended 30 September 2023 (the “**Unaudited Consolidated Management Accounts**”) and the financial information currently available to the board of directors of the Company (the “**Board**”), the Board wishes to inform the shareholders (the “**Shareholders**”) and potential investors of the Company that the Group is expected to record a loss attributable to owners of the Company of approximately HK\$52 million for the six months ended 30 September 2023 (the “**Period**”), as compared with a profit attributable to owners of the Company of approximately HK\$7 million for the six months ended 30 September 2022.

Such expected loss was mainly attributable to the following factors: (i) the decrease in the revenue and the gross profit of the Group by approximately 18% and 37% respectively for the Period. Such decrease in the revenue and gross profit of the Group was mainly related to the auto business of the Group, which was mainly attributable to the continuing weak market sentiment and keen competition during the period. The decrease in the gross profit was partially offset by the decrease in the selling expenses and financial costs of the Group; (ii) recognition of impairment of goodwill on property management business which is based on a preliminary valuation by an independent valuer; and (iii) the recognition of one-off equity-settled share option expenses for directors and staff in August and September 2023, such expenses were non-cash nature.

The information contained in this announcement is only based on a preliminary assessment made by the Board on the information currently available to it, including the Unaudited Consolidated Management Accounts which have not been reviewed nor audited by the Company's auditors and may be subject to change. The Company is still in the course of preparing and finalising the Group's interim financial results for the Period which are expected to be announced before the end of November 2023.

References are also made to (i) the announcement of Mr. Sze Ching Lau (the "**Offeror**") dated 5 October 2023 (the "**Offeror's Rule 3.5 Announcement**"); (ii) the announcement of the Company dated 17 October 2023; and (iii) the announcements of the Offeror dated 26 October 2023 and 9 November 2023 (the "**Offeror's Supplemental Announcement**"), in relation to the Offers (as defined in the Offeror's Rule 3.5 Announcement).

The Company is currently in the offer period (as defined in The Code on Takeovers and Mergers (the "**Takeovers Code**")). The profit warning included in this announcement (the "**Profit Warning**") constitutes a profit forecast under Rule 10 of the Takeovers Code and should be reported on by the Company's financial advisers (or independent financial advisers) and auditors in accordance with Rule 10.4 of the Takeovers Code. In view of the requirements of timely disclosure of the inside information under Rule 13.09(2) of the Listing Rules and the Inside Information Provisions, the Company is required to issue this announcement as soon as practicable and given the time constraints, the Company has encountered genuine practical difficulties (time-wise or otherwise) in meeting the requirements set out in Rule 10.4 of the Takeovers Code.

Pursuant to Rule 10.4 and Practice Note 2 of the Takeovers Code, the Profit Warning must be repeated in full, together with the reports from the Company's financial advisers (or independent financial advisers) and auditors on the Profit Warning, in the next document to be sent to the Shareholders by the Company under the Takeovers Code (the "**Shareholders' Document**"). However, as the unaudited interim financial results of the Group for the Period are expected to be published prior to the despatch of the Shareholders' Document, the requirement to report on the financial information in relation to the Profit Warning under Rule 10.4 of the Takeovers Code will no longer apply in the event that the unaudited consolidated interim results of the Group for the Period are published which fall within the ambit of Rule 10.9 of the Takeovers Code before the despatch of the Shareholders' Document. Otherwise, the said financial information in relation to the Profit Warning will be reported on in accordance with Rule 10 of the Takeovers Code and the relevant reports will be included in the Shareholders' Document.

**WARNING:**

**Shareholders and potential investors should note that the Profit Warning has not been reported on in accordance with the requirements under Rule 10 of the Takeovers Code and does not meet the standard required by Rule 10 of the Takeovers Code. Shareholders and potential investors should therefore exercise caution in placing reliance on the Profit Warning in assessing the merits and demerits of the Offers as disclosed by the Offeror in the Offeror's Rule 3.5 Announcement and the Offeror's Supplemental Announcement. Shareholders and potential investors are advised to exercise caution when dealing in the securities of the Company. Persons who are in doubt about their position should consult their licensed securities dealer or registered institutions in securities, bank managers, solicitors, professional accountants or other professional advisers.**

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

Hong Kong, 14 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.*