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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)

RESPONSE TO ANNOUNCEMENTS OF OFFEROR

Reference is made to (i) the announcement dated 5 October 2023 (“**Offeror Announcement**”) issued by Mr. Sze Ching Lau (“**Offeror**”) in relation to the voluntary conditional cash offers (“**Offers**”); (ii) the announcement dated 17 October 2023 published by the Company in response to the Offeror Announcement (“**Response Announcement**”); (iii) the announcement dated 9 November 2023 issued by the Offeror to provide supplemental information in respect of the Offers (“**Supplemental Announcement**”); and (iv) the announcement issued by the Offeror dated 24 November 2023 (“**Further Announcement**”) to, inter alia, provide further information in relation to the Offeror and the parties acting in concert with him (“**Concert Parties**”). Unless otherwise stated, capitalized terms used herein shall have the same meanings as those defined in the Response Announcement.

In the Further Announcement, the Offeror referred to the challenge to the legitimacy of certain of his Shares at the Adjourned AGM as disclosed in the Company’s announcement dated 25 September 2023 in respect of the Adjourned AGM and its Response Announcement, and sought to clarify that *“no particulars nor evidence were given to support the allegation raised against the Offeror at the Adjourned AGM, and it remains unknown to the Offeror as at the date of the Further Announcement, the basis of such allegation”* (“**Purported Clarification**”).

The Company notes the Offeror’s position in his Purported Clarification, but nonetheless takes the view that it did not relieve the Offeror from the contrary representations in his earlier Supplemental Announcement that his non-disclosure of the Shares held by his son, Mr. Sze Ka Ho (“**Son**”), was due to the disputed title of his Son’s Shares, as *“the qualification, entitlement and title of the Shares held by Mr. Sze Ka Ho were challenged and the votes concerning the relevant Shares were declared ineffective for the resolutions to be passed in the Adjourned AGM”*.

The Company would further clarify that similar complaints as contained in the Offeror’s Purported Clarification have been raised on behalf of the Offeror and Pro Honor in their Originating Summons (as subsequently amended on 10 October 2023) and the Summons for continuation of the interim injunction order against, inter alia, the Company in respect of the CB Placing, as disclosed in the Company’s announcements dated 26 September 2023, 29 September 2023 and 13 October 2023, and the Response Announcement respectively. As at the date of this announcement, the said proceedings are still ongoing. Further announcements in relation to the said proceedings will be made by the Company as and when appropriate.

For the avoidance of doubt, no admission is made by the Company as to any complaints contained in the Offeror’s Purported Clarification herein.

Shareholders and potential investors of the Company should be aware that the Offers are subject to the satisfaction or waiver (where applicable) of the Conditions. Accordingly, the Offers may or may not become or be declared unconditional. Shareholders and potential investors of the Company are advised to exercise caution when dealing in the securities of the Company. Persons who are in any doubt about their position should consult their licensed securities dealer or registered institutions in securities, bank managers, solicitors, professional accountants or other professional advisors.

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

Hong Kong, 30 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.