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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)

ANNOUNCEMENT
PURSUANT TO RULE 3.8 OF THE TAKEOVERS CODE

This announcement is made by New Sparkle Roll International Group Limited (“**Company**”) pursuant to Rule 3.8 of The Hong Kong Code on Takeovers and Mergers (“**Takeovers Code**”).

Reference is made to (a) the share option scheme adopted by the Company on 29 September 2022 (“**2022 Share Option Scheme**”); (b) the announcement published by the Company on 17 October 2023 (“**Response Announcement**”) in response to the announcement issued by Mr. Sze Ching Lau (“**Offeror**”) on 5 October 2023; and (c) the announcements published by the Company on 27 October 2023, 30 October 2023 and 1 December 2023 pursuant to Rule 3.8 of the Takeovers Code. Unless otherwise stated, capitalized terms used herein shall have the same meanings as those defined in the Response Announcement.

UPDATE ON THE NUMBER OF RELEVANT SECURITIES OF THE COMPANY

The Board announces that on 5 December 2023, 300,000 new Shares were allotted and issued pursuant to the exercise of 300,000 Share Options granted under the 2022 Share Option Scheme.

Details of all classes of relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) issued by the Company and the numbers of such securities in issue as at the date of this announcement are as follows:

- (a) a total of 390,122,090 Shares;
- (b) a total of 4,000,000 outstanding Share Options granted pursuant to the 2022 Share Option Scheme with rights to subscribe for 4,000,000 new Shares with exercise price of HK\$1 per Share. It is noted that 3,400,000 of the said 4,000,000 outstanding Share Options were subject to a vesting period of 6 months when they were granted on 4 August 2023; and
- (c) outstanding Convertible Bonds with an aggregate principal amount of HK\$10,000,000 convertible into 2,500,000 Shares.

As at the date of this announcement, save as disclosed above, the Company has no outstanding securities, options, derivatives or warrants which are convertible or exchangeable into Shares and the Company has no other relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code).

DEALING DISCLOSURE

The respective associates (as defined in the Takeovers Code) of the Company and the Offeror are hereby reminded to disclose their dealings in the securities of the Company under Rule 22 of the Takeovers Code.

In accordance with Rule 3.8 of the Takeovers Code, reproduced below is the full text of Note 11 to Rule 22 of the Takeovers Code:

“Responsibilities of stockbrokers, banks and other intermediaries

Stockbrokers, banks and others who deal in relevant securities on behalf of clients have a general duty to ensure, so far as they are able, that those clients are aware of the disclosure obligations attaching to associates of an offeror or the offeree company and other persons under Rule 22 and that those clients are willing to comply with them. Principal traders and dealers who deal directly with investors should, in appropriate cases, likewise draw attention to the relevant Rules. However, this does not apply when the total value of dealings (excluding stamp duty and commission) in any relevant security undertaken for a client during any 7 day period is less than \$1 million.

This dispensation does not alter the obligation of principals, associates and other persons themselves to initiate disclosure of their own dealings, whatever total value is involved.

Intermediaries are expected to co-operate with the Executive in its dealings enquiries. Therefore, those who deal in relevant securities should appreciate that stockbrokers and other intermediaries will supply the Executive with relevant information as to those dealings, including identities of clients, as part of that co-operation.”

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, 5 December 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.