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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)**

**DESPATCH OF THE RESPONSE DOCUMENT  
IN RELATION TO  
VOLUNTARY CONDITIONAL CASH OFFERS BY  
SHENWAN HONGYUAN CAPITAL (H.K.) LIMITED ON  
BEHALF OF SZE CHING LAU TO ACQUIRE ALL OF  
THE ISSUED SHARES AND  
ALL OUTSTANDING CONVERTIBLE BONDS OF  
NEW SPARKLE ROLL INTERNATIONAL GROUP LIMITED  
(OTHER THAN THOSE ALREADY OWNED BY OR TO BE  
ACQUIRED BY SZE CHING LAU AND PARTIES ACTING IN  
CONCERT WITH HIM) AND  
TO CANCEL ALL THE OUTSTANDING SHARE OPTIONS OF  
NEW SPARKLE ROLL INTERNATIONAL GROUP LIMITED**

**Independent Financial Adviser to the Independent Board Committee**

**AMASSE CAPITAL**  
**寶 積 資 本**

References are made to (i) the offer document and the announcement issued by Mr. Sze Ching Lau (“**Offeror**”) both dated 24 November 2023, (ii) the response document published by New Sparkle Roll International Group Limited (“**Company**”) dated 8 December 2023 (“**Response Document**”), and (iii) the announcements previously issued by the Company dated 27 October 2023, 30 October 2023, 21 November 2023, 30 November 2023, 1 December 2023 and 5 December 2023 respectively. Unless otherwise stated, capitalized terms used herein shall have the same meanings as those defined in the Response Document.

The Response Document containing, among other things, the respective letters from the Board, the Independent Board Committee and the Independent Financial Adviser regarding the Offers, has been despatched to the Shareholders, the Optionholders and the CB Holders on 8 December 2023.

The Independent Financial Adviser, Amasse Capital Limited, is of the view that the Share Offer, the Option Offer and the Convertible Bond Offer are **NOT FAIR AND NOT REASONABLE** so far as the Independent Shareholders, the Optionholders and the CB Holders are concerned and accordingly recommend the Independent Shareholders, the Optionholders and the CB Holders **NOT TO ACCEPT** the Share Offer, the Option Offer and the Convertible Bond Offer, respectively.

Having considered the terms of the Offers and the advice from the Independent Financial Adviser, the Independent Board Committee considers that the Share Offer, the Option Offer and the Convertible Bond Offer are **NOT FAIR AND NOT REASONABLE** so far as the Independent Shareholders, the Optionholders and the CB Holders (as the case may be) are concerned and accordingly recommends the Independent Shareholders, the Optionholders and the CB Holders **NOT TO ACCEPT** the Share Offer, the Option Offer and the Convertible Bond Offer (as the case may be).

The executive Directors concur with the views of the Independent Board Committee and the Independent Financial Adviser and are of the view that the Share Offer, the Option Offer and the Convertible Bond Offer are **NOT FAIR AND NOT REASONABLE** so far as the Independent Shareholders, the Optionholders and the CB Holders (as the case may be) are concerned and accordingly recommend the Independent Shareholders, the Optionholders and the CB Holders **NOT TO ACCEPT** the Share Offer, the Option Offer and the Convertible Bond Offer (as the case may be).

**The Independent Shareholders, Optionholders and CB Holders are strongly advised to read the Response Document (including the recommendation from the Independent Board Committee to the Independent Shareholders, the Optionholders and the CB Holders and the advice from the Independent Financial Adviser to the Independent Board Committee in respect of the Offers) in conjunction with the Offer Document carefully before deciding whether to accept or not to accept the Offers.**

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

Hong Kong, 8 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.*