
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in doubt as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in New Sparkle Roll International Group Limited, you should at once hand this circular with the accompanying form of proxy to the purchaser or the transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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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)

**REQUISITION FOR A SPECIAL GENERAL MEETING
FOR THE PROPOSED REMOVAL AND APPOINTMENT
OF DIRECTORS
AND
NOTICE OF SPECIAL GENERAL MEETING**

Notice of the Special General Meeting (“SGM”) of New Sparkle Roll International Group Limited (the “**Company**”) to be convened at 5:00 p.m. on Monday, 8 April 2024 at 26/F, China Huarong Tower, 60 Gloucester Road, Wanchai, Hong Kong is set out on pages 13 to 15 of this circular. Whether or not you are able to attend the meeting, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and deposit the same to the Company’s branch share registrar in Hong Kong, Tricor Secretaries Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible and in any event no later than 48 hours before the time of the meeting or any adjournment or postponement thereof. Completion and return of the form of proxy will not preclude you from attending and voting at the meeting or any adjournment or postponement thereof should you so wish and in such event, the form of proxy shall be deemed to be revoked.

28 February 2024

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DEFINITIONS

In this circular, unless the context otherwise requires, capitalised terms used shall have the following meanings:

“Board”	the board of Directors
“Bye-laws”	the bye-laws of the Company currently in force
“Companies Act”	the Companies Act 1981 of Bermuda
“Company”	New Sparkle Roll International Group Limited, a company incorporated in Bermuda with limited liability and the Shares of which are listed and traded on the Stock Exchange (Stock Code: 970)
“Director(s)”	the director(s) of the Company
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong from time to time
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Latest Practicable Date”	26 February 2024, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Proposed Resolutions”	the proposed ordinary resolutions set out in the Requisition Notice from the Requisitionists to the Company relating to the proposed removal and appointment of Directors as referred to in this circular
“Requisition”	the subject requisition contained in the Requisition Notice relating to the proposed removal and appointment of Directors as referred to in this circular

DEFINITIONS

“Requisition Notice”	the notice of requisition dated 9 February 2024 issued by the Requisitionists setting out the Requisition pursuant to Section 74 of the Companies Act and Bye-law 58 of the Bye-laws
“Requisitionists”	Mr. Sze Ching Lau and Pro Honor Investment Limited, claiming to be holders of not less than one-tenth of the paid up capital of the Company carrying the right of voting at general meetings of the Company as at the date of the Requisition Notice
“SGM”	the special general meeting of the Company to be convened and held for the Shareholders to consider and, if thought fit, approve the Proposed Resolutions under the Requisition
“Share(s)”	the ordinary share(s) of nominal value of HK\$0.032 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“%”	per cent.

LETTER FROM THE BOARD



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)

Executive Directors:

Mr. Zheng Hao Jiang

(Chairman and Chief Executive Officer)

Mr. Zhao Xiaodong

*(Deputy Chairman and
Chief Operating Officer)*

Mr. Zhu Lei

Ms. Cheng Bin

Independent Non-executive Directors:

Mr. Choy Sze Chung, Jojo

Mr. Lam Kwok Cheong

Mr. Gao Yu

Ms. Liu Wenjing

Mr. Li Min

Registered office:

Clarendon House

2 Church Street

Hamilton HM11

Bermuda

Principal place of business

in Hong Kong:

23/F, China Huarong Tower

60 Gloucester Road

Wanchai

Hong Kong

28 February 2024

To the Shareholders

Dear Sir/Madam,

**REQUISITION FOR A SPECIAL GENERAL MEETING
FOR THE PROPOSED REMOVAL AND APPOINTMENT
OF DIRECTORS
AND
NOTICE OF SPECIAL GENERAL MEETING**

1. INTRODUCTION

The purpose of this circular is to provide you with (i) the information relating to the Proposed Resolutions under the Requisition; and (ii) the notice of SGM and other information in accordance with the requirements of the Listing Rules.

LETTER FROM THE BOARD

2. THE REQUISITION

On 9 February 2024, the Company received the Requisition Notice requesting the Board to convene a special general meeting for considering and, if thought fit, passing the ordinary resolutions which are reproduced as below:

- (1) THAT Mr. Zheng Hao Jiang be removed from his position as an executive director, chairman and chief executive officer of the Company with immediate effect upon passing of this resolution;
- (2) THAT Mr. Zhao Xiaodong be removed from his position as an executive director, deputy chairman and chief operating officer with immediate effect upon passing of this resolution;
- (3) THAT Mr. Zhu Lei be removed from his position as an executive director with immediate effect upon passing of this resolution;
- (4) THAT Ms. Cheng Bin removed from his *[sic.]* position as an executive director with immediate effect upon passing of this resolution;
- (5) THAT Mr. Choy Sze Chung, Jojo be removed from his position as an independent non-executive director of the Company with immediate effect upon passing of this resolution;
- (6) THAT Mr. Lam Kwok Cheong be removed from his position as an independent non-executive director of the Company with immediate effect upon passing of this resolution;
- (7) THAT Mr. Gao Yu be removed from his position as an independent non-executive director of the Company with immediate effect upon passing of this resolution;
- (8) THAT Mr. *[sic.]* Liu Wenjing be removed from his *[sic.]* position as an independent non-executive director of the Company with immediate effect upon passing of this resolution;
- (9) THAT Mr. Li Min be removed from his position as an independent non-executive director of the Company with immediate effect upon passing of this resolution;

LETTER FROM THE BOARD

- (10) THAT any director(s) appointed between 9 February 2024, being the date of Requisition, and the date of the SGM (with this period of time ending immediately before the start time of the SGM), be and is hereby removed as a director of the Company with immediate effect upon passing of this resolution;
- (11) THAT Mr. Qiu Pei Yuan be appointed as an executive director of the Company with immediate effect upon passing of this resolution;
- (12) THAT Mr. You Yiyang be appointed as a non-executive director of the Company with immediate effect upon passing of this resolution;
- (13) THAT Mr. Chan Man Kit be appointed as an independent non-executive director of the Company with immediate effect upon passing of this resolution;
- (14) THAT Mr. Li Baochun be appointed as an independent non-executive director of the Company with immediate effect upon passing of this resolution; and
- (15) THAT Mr. Gao Yafei be appointed as an independent non-executive director of the Company with immediate effect upon passing of this resolution.

Biographical details of the above persons proposed to be appointed as Directors were provided by the Requisitionists in the Requisition Notice and are reproduced in the Appendix I to this circular. **SHAREHOLDERS SHOULD NOTE THAT SUCH DETAILS HAVE NOT BEEN VERIFIED BY THE BOARD.**

RELEVANT PROVISIONS UNDER THE BYE-LAWS

Pursuant to Bye-law 58 of the Bye-laws, Shareholders holding at the date of deposit of the requisition not less than one-tenth of the paid up capital of the Company carrying the right of voting at general meetings of the Company shall at all times have the right, by written requisition to the Board or the Secretary of the Company, to require a special general meeting to be called by the Board for the transaction of any business or resolution specified in such requisition; and such meeting shall be held in the form of a physical meeting only and within two (2) months after the deposit of such requisition. If within twenty-one (21) days of such deposit the Board fails to proceed to convene such meeting the requisitionists themselves may convene such physical meeting in accordance with the provisions of Section 74(3) of the Act.

LETTER FROM THE BOARD

Pursuant to Bye-law 83(1) of the Bye-laws, unless otherwise determined by the Company in general meeting, the number of Directors shall not be less than two (2). There shall be no maximum number of Directors unless otherwise determined from time to time by the Shareholders in general meeting. The Directors shall be elected or appointed in the first place at the statutory meeting of Members and thereafter at the annual general meeting in accordance with Bye-law 84 of the Bye-laws or at any special general meeting called for such purpose and who shall hold office for such term as the Shareholders may determine or, in the absence of such determination, in accordance with Bye-law 84 of the Bye-laws or until their successors are elected or appointed or their office is otherwise vacated.

Pursuant to Bye-law 83(4) of the Bye-laws, the Shareholders may, at any general meeting convened and held in accordance with the Bye-laws, by ordinary resolution remove a Director (including a managing or other executive Director) at any time before the expiration of his term of office notwithstanding anything to the contrary in the Bye-laws or in any agreement between the Company and such Director (but without prejudice to any claim for damages under any such agreement) provided that the notice of any such meeting convened for the purpose of removing a Director shall contain a statement of the intention so to do and be served on such Director fourteen (14) days before the meeting and at such meeting such Director shall be entitled to be heard on the motion for his removal.

REASONS FOR THE PROPOSED RESOLUTIONS

Requisition Notice did not set out any reasons and/or grounds for the Proposed Resolutions. Accordingly, the Board is not able to provide the Shareholders with any reasons and/or grounds in respect of the Proposed Resolution for consideration.

3. THE SGM

A notice of the SGM is set out from pages 13 to 15 of this circular. The SGM will be convened at 5:00 p.m. on Monday, 8 April 2024 at 26/F, China Huarong Tower, 60 Gloucester Road, Wanchai, Hong Kong for the purpose of considering, and if thought fit, the approving the Proposed Resolutions.

In compliance with the Listing Rules, the Proposed Resolution will be voted by way of poll at the SGM. To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, none of the Shareholders has direct or indirect material interest in the Proposed Resolutions and accordingly, no Shareholders are required to abstain from voting on the Proposed Resolutions to be proposed at the SGM.

LETTER FROM THE BOARD

A form of proxy for use at the SGM is enclosed with this circular. Whether or not you are able to attend the SGM, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return the same to the Company's branch share registrar and transfer office in Hong Kong, Tricor Secretaries Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the SGM or any adjournment or postponement thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the SGM or any adjourned or postponed meeting should you so wish and in such event, the form of proxy shall be deemed to be revoked.

4. RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable inquiries, confirm that to the best of their knowledge and belief and save as disclosed, the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

5. MISCELLANEOUS

The English text of this circular and the accompanying proxy form shall prevail over the Chinese text in case of inconsistency.

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

APPENDIX I BIOGRAPHICAL DETAILS OF THE PROPOSED DIRECTORS

The biographical details of the persons proposed to be appointed as Directors at the SGM as set out in the Requisition Notice are reproduced below (such details have not been verified by the Board):

EXECUTIVE DIRECTOR

Mr. Qiu Peiyuan (仇沛沅) (“Mr. Qiu”)

Mr. Qiu, aged 58, has over 20 years of experience in the financial industry, where he was involved in several fields including but not limited to personal financial planning, pension investment, bank treasury investment, investment risk management and asset management. Mr. Qiu is interested in 14,518,187 Shares in the Company through Pro Honor Investment Limited.

Mr. Qiu is an executive director of China Ecotourism Group Limited, a company listed on the Stock Exchange (stock code: 1371). Mr. Qiu served as the chief executive officer and chairman of First Ocean Financial Holdings Co. Limited between 2019 and 2022. He was the president of Overseas Investment Department and senior managing director of Ping An Trust Co., Limited from 2015 to 2019. Mr. Qiu established the International Business Department and was a general manager of International Business Department of Huabao Trust Co., Limited from 2011 to 2015. He was the vice president of Asia of T. Rowe Price Group from 2008 to 2011. Mr. Qiu joined the Bank of Nova Scotia as a senior analyst and manager in 2003.

Mr. Qiu is a non-executive and non-independent director of Ascent Bridge Limited, a company listed on the Singapore Exchange (stock code: AWG). Mr. Qiu also served as an executive director of Ching Kin Group Holdings Limited, a company listed on the Stock Exchange (stock code: 1609), from February 2021 to February 2022; a non-executive director of China Health Group Limited, a company listed on the Stock Exchange (stock code: 673), from June 2018 to September 2019; and an independent non-executive director of NOVA Group Holdings Limited, a company listed on the Stock Exchange (stock code: 1360), from October 2018 to October 2021.

Mr. Qiu obtained a bachelor’s degree in biology from Nankai University, the People’s Republic of China (the “PRC”), a master’s degree in BioScience from the University of Hong Kong and a master’s degree in Business Administration from the University of Western Ontario, Canada. He is a chartered financial analyst, a certified financial planner in Canada and has Canada security practitioner qualification.

APPENDIX I BIOGRAPHICAL DETAILS OF THE PROPOSED DIRECTORS

Save as disclosed above, as at the date of this Requisition, Mr. Qiu (i) does not hold any other positions in the Company or any of its subsidiaries; (ii) does not have other major appointments and professional qualifications; (iii) does not have any relationship with any Directors, senior management, substantial shareholders or controlling shareholders of the Company; and (iv) 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”).

Save as disclosed above, there are no other matters relating to Mr. Qiu’s appointment that need to be brought to the attention of the shareholders of the Company (the “Shareholders”) nor is there any information required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Rules (the “Listing Rules”) Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”).

NON-EXECUTIVE DIRECTOR

Mr. You Yiyang (游弋洋) (“Mr. You”)

Mr. You, aged 40, has approximately 12 years of equity investment experiences.

Mr. You is an executive director of Tonsin Financial Holdings Limited and a director and co-founder of Suzhou Regend Therapeutics Co., Ltd.* (蘇州吉美瑞生醫學科技有限公司). Between 2011 and 2017, Mr. You worked successively as the general manager of Huanan Branch and deputy general manager of Kunwu Jiuding Investment Management Co., Ltd.* (昆吾九鼎投資管理有限公司) and he was also a member of the investment committee and management committee.

Mr. You obtained a master of accounting degree and a master of logistics and supply chain management degree from The University of Sydney, Australia in December 2008 and a bachelor of economics and finance degree from the University of International Business and Economics, the PRC in August 2006.

Save as disclosed above, as at the date of this Requisition, Mr. You (i) does not hold any other positions in the Company or any of its subsidiaries; (ii) does not have other major appointments and professional qualifications; (iii) does not have any relationship with any Directors, senior management, substantial shareholders or controlling shareholders of the Company; and (iv) 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).

APPENDIX I BIOGRAPHICAL DETAILS OF THE PROPOSED DIRECTORS

Save as disclosed above, there are no other matters relating to Mr. You's appointment that need to be brought to the attention of the Shareholders nor is there any information required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules.

INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. Chan Man Kit (陳敏杰) ("Mr. Chan")

Mr. Chan, aged 35, has more than 13 years of experience in the accounting and auditing industry.

Mr. Chan is a partner of Nortik Partners & Co. and the sole proprietor of Chan Man Kit CPA.

Mr. Chan obtained a bachelor of science with honours in accounting from The University of Hull in January 2013. Mr. Chan is a certified public accounting (practising) of The Hong Kong Institute of Certified Public Accountants.

Save as disclosed above, as at the date of this Requisition, Mr. Chan (i) does not hold any other positions in the Company or any of its subsidiaries; (ii) does not have other major appointments and professional qualifications; (iii) does not have any relationship with any Directors, senior management, substantial shareholders or controlling shareholders of the Company; and (iv) 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).

Mr. Chan has confirmed that (i) he meets the independence criteria as set out in Rule 3.13 of the Listing Rules; (ii) he has no past or present financial or other interest in the business of the Company or its subsidiaries or any connection with any core connected person (as defined under the Listing Rules) of the Company; and (iii) there are no other factors that may affect his independence at the time of his appointment.

Save as disclosed above, there are no other matters relating to Mr. Chan's appointment that need to be brought to the attention of the Shareholders nor is there any information required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules.

APPENDIX I BIOGRAPHICAL DETAILS OF THE PROPOSED DIRECTORS

Mr. Li Baochun (李保春) (“Mr. Li”)

Mr. Li, aged 38, has approximately 8 years of experience in the debt restricting and corporate finance.

Mr. Li is a partner of Hui Ye Law Firm in Shanghai, the PRC. Mr. Li worked as a senior manager of Shanghai Dongxing Investment Holdings Co.,Ltd., a wholly owned subsidiary of China Orient Asset Management Co., Ltd. from 2017 to 2021 and an investment banking manager of Jiuzhou Securities Co., Ltd. (currently known as Huayuan Securities Co., Ltd.) from 2014 to 2017. From 2013 and 2014, Mr. Li worked as a lawyer at Shanghai Alshine Law Firm.

Mr. Li obtained a master of laws degree from East China University of Political Science and Law, the PRC in June 2013 and a bachelor degree in English from Guizhou Normal University in July 2008. Mr. Li qualified as a PRC lawyer in 2014.

Save as disclosed above, as at the date of this Requisition, Mr. Li (i) does not hold any other positions in the Company or any of its subsidiaries; (ii) does not have other major appointments and professional qualifications; (iii) does not have any relationship with any Directors, senior management, substantial shareholders or controlling shareholders of the Company; and (iv) 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).

Mr. Li has confirmed that (i) he meets the independence criteria as set out in Rule 3.13 of the Listing Rules; (ii) he has no past or present financial or other interest in the business of the Company or its subsidiaries or any connection with any core connected person (as defined under the Listing Rules) of the Company; and (iii) there are no other factors that may affect his independence at the time of his appointment.

Save as disclosed above, there are no other matters relating to Mr. Li’s appointment that need to be brought to the attention of the Shareholders nor is there any information required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules.

APPENDIX I BIOGRAPHICAL DETAILS OF THE PROPOSED DIRECTORS

Mr. Gao Yafei (高亞飛) (“Mr. Gao”)

Mr. Gao, aged 51, has more than 20 years of experience in the mining and civil construction industry, and in particular, businesses in the Asia Pacific region.

Mr. Gao has worked as an applications specialist – mining and pipeline in Asia Pacific of Vermeer Asia Pacific since September 2010. From 2008 to 2010, Mr. Gao worked as a regional manager (North of China) at Putzmeister MRHQ (Shanghai) Management Co., Ltd. From 2002 to 2008, Mr. Gao worked at WesTrac China Limited, with his last position an accounting manager – mining of. He worked at China First Highway Engineering Co., Ltd. from 1995 and 2002 and was responsible for equipment management on road construction project and equipment and parts procurement for overseas project.

Mr. Gao obtained a bachelor of mechanical design and manufacture degree from the University of Gezhouba Hydro-Electric Engineering (currently known as China Three Gorges University), the PRC in 1995. He obtained an executive master of business administration degree from the University of Texas at Arlington in May 2011 through distance learning.

Save as disclosed above, as at the date of this Requisition, Mr. Gao (i) does not hold any other positions in the Company or any of its subsidiaries; (ii) does not have other major appointments and professional qualifications; (iii) does not have any relationship with any Directors, senior management, substantial shareholders or controlling shareholders of the Company; and (iv) 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).

Mr. Gao has confirmed that (i) he meets the independence criteria as set out in Rule 3.13 of the Listing Rules; (ii) he has no past or present financial or other interest in the business of the Company or its subsidiaries or any connection with any core connected person (as defined under the Listing Rules) of the Company; and (iii) there are no other factors that may affect his independence at the time of his appointment.

Save as disclosed above, there are no other matters relating to Mr. Gao’s appointment that need to be brought to the attention of the Shareholders nor is there any information required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules.

** for identification purpose only*



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)

NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that a special general meeting of the Company (“SGM”) will be convened at 5:00 p.m. on Monday, 8 April 2024 at 26/F, China Huarong Tower, 60 Gloucester Road, Wanchai, Hong Kong for the purposes of considering and, if thought fit, passing, with or without modification, the following resolutions as ordinary resolutions of the Company:

ORDINARY RESOLUTIONS

Proposed Resolutions by the Requisitionists

1. **THAT** Mr. Zheng Hao Jiang be removed from his position as an executive director, chairman and chief executive officer of the Company with immediate effect upon passing of this resolution;
2. **THAT** Mr. Zhao Xiaodong be removed from his position as an executive director, deputy chairman and chief operating officer with immediate effect upon passing of this resolution;
3. **THAT** Mr. Zhu Lei be removed from his position as an executive director with immediate effect upon passing of this resolution;
4. **THAT** Ms. Cheng Bin removed from his *[sic.]* position as an executive director with immediate effect upon passing of this resolution;
5. **THAT** Mr. Choy Sze Chung, Jojo be removed from his position as an independent non-executive director of the Company with immediate effect upon passing of this resolution;

6. **THAT** Mr. Lam Kwok Cheong be removed from his position as an independent non-executive director of the Company with immediate effect upon passing of this resolution;
7. **THAT** Mr. Gao Yu be removed from his position as an independent non-executive director of the Company with immediate effect upon passing of this resolution;
8. **THAT** Mr. *[sic.]* Liu Wenjing be removed from his *[sic.]* position as an independent non-executive director of the Company with immediate effect upon passing of this resolution;
9. **THAT** Mr. Li Min be removed from his position as an independent non-executive director of the Company with immediate effect upon passing of this resolution;
10. **THAT** any director(s) appointed between 9 February 2024, being the date of Requisition, and the date of the SGM (with this period of time ending immediately before the start time of the SGM), be and is hereby removed as a director of the Company with immediate effect upon passing of this resolution;
11. **THAT** Mr. Qiu Pei Yuan be appointed as an executive director of the Company with immediate effect upon passing of this resolution;
12. **THAT** Mr. You Yiyang be appointed as a non-executive director of the Company with immediate effect upon passing of this resolution;
13. **THAT** Mr. Chan Man Kit be appointed as an independent non-executive director of the Company with immediate effect upon passing of this resolution;
14. **THAT** Mr. Li Baochun be appointed as an independent non-executive director of the Company with immediate effect upon passing of this resolution; and
15. **THAT** Mr. Gao Yafei be appointed as an independent non-executive director of the Company with immediate effect upon passing of this resolution.

Yours faithfully,

By order of the Board

New Sparkle Roll International Group Limited

Zheng Hao Jiang

Chairman

Hong Kong, 28 February 2024

As at the date of this notice, the Board comprises the following Directors:

Executive Directors Mr. Zheng Hao Jiang, Mr. Zhao Xiaodong, Mr. Zhu Lei and Ms. Cheng Bin

Independent non-executive Directors Mr. Choy Sze Chung, Jojo, Mr. Lam Kwok Cheong, Mr. Gao Yu, Ms. Liu Wenjing and Mr. Li Min

Principal place of business in Hong Kong:

23/F, China Huarong Tower
60 Gloucester Road
Wanchai
Hong Kong

Notes:

1. Unless the context requires otherwise, capitalised terms used in this notice shall have the same meanings as those defined in the circular of the Company dated 28 February 2024 relating to the SGM (the “**Circular**”).
2. A member entitled to attend and vote at the SGM is entitled to appoint one or more proxy to attend and, subject to the provisions of the bye-laws of the Company, vote in his stead. A proxy need not be a member of the Company.
3. In order to be valid, the accompanying form of proxy must be duly completed and signed in accordance with the instructions printed thereon and deposited together with a power of attorney or other authority, if any, under which it is signed or a certified copy of that power or authority, at the offices of the Company’s Hong Kong branch registrar, Tricor Secretaries Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong no less than 48 hours before the time for holding the SGM or adjourned or postponed SGM. Completion and return of a form of proxy will not preclude a member from attending in person and voting at the SGM or any adjournment or postponement thereof, should he so wish and in such event, the instrument appointing a proxy shall be deemed to be revoked. No instrument appointing a proxy shall be valid after the expiration of 12 months from the date of its execution, except at an adjourned or postponed meeting in cases where the meeting was originally held within 12 months from such date.
4. The register of members of the Company will be closed from Tuesday, 2 April 2024 to Monday, 8 April 2024, both days inclusive, during which period no transfer of shares of the Company will be effected. In order to qualify for attending the SGM convened by the above notice, all transfers accompanied by the relevant share certificates and transfer forms must be lodged with the Company’s Hong Kong branch registrar, Tricor Secretaries Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not later than 4:30 p.m. on Thursday, 28 March 2024.
5. If tropical cyclone warning signal no. 8 or above is hoisted, “extreme condition” caused by super typhoons or a black rainstorm warning signal is in force at 2:00 p.m. on Monday, 8 April 2024, the SGM will be adjourned or postponed in accordance with the bye-laws of the Company and further announcement for details of alternative meeting arrangements will be made. The SGM will be held as scheduled even when tropical cyclone warning signal no. 3 or below is hoisted, or an amber or red rainstorm warning signal is in force. You should make your own decision as to whether you would attend the SGM under bad weather conditions and if you should choose to do so, you are advised to exercise care and caution.