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**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**

- (1) CLOSE OF THE OFFERS;  
(2) RESULTS OF THE OFFERS;  
(3) SETTLEMENT OF THE OFFERS; AND  
(4) PUBLIC FLOAT OF THE COMPANY**

**Financial Adviser to the Offeror**



**Shenwan Hongyuan Capital (H.K.) Limited**

Reference is made to (1) the announcement dated 5 October 2023 published by the Offeror in relation to the Offers; (2) the announcement dated 17 October 2023 published by New Sparkle Roll International Group Limited (the “**Company**”) in relation to the Offers; (3) the offer document dated 24 November 2023 issued by the Offeror (the “**Offer Document**”); (4) the response document dated 8 December 2023 issued by the Company (the “**Response Document**”); and (5) the announcement dated 12 March 2024 published by the Offeror in relation to the level of acceptance as at the Third Rule 15.5 Further Extended Closing Date (the “**12 March Announcement**”).

Unless otherwise stated, capitalised terms used herein shall have the same meanings as those defined in the Offer Document and the 12 March Announcement.

## **CLOSE OF THE OFFERS**

The Offeror announces that the Offers were closed at 4:00 p.m. on Tuesday, 26 March 2024 and were not revised or extended by the Offeror.

## **RESULTS OF THE OFFERS**

As at 4:00 p.m. on Tuesday, 26 March 2024, being the latest time and date for acceptance of the Offers, the Offeror had received 39 valid acceptances in respect of a total of 92,969,193 Offer Shares, representing approximately 23.59% of the issued Share capital of the Company as at the date of this announcement.

## **SETTLEMENT OF THE OFFERS**

Remittances in respect of the cash consideration (after deducting the seller's ad valorem stamp duty) payable for the Offer Shares tendered under the Share Offer will be despatched to the Offer Shareholders accepting the Offers by ordinary post at their own risk as soon as possible, but in any event within seven (7) Business Days following the later of the date on which the Offers become, or are declared, unconditional and the date on which the duly completed Forms of Acceptance and the relevant documents of title of the Offer Shares are received by the Receiving Agent to render each of such acceptance of the Offers complete and valid in accordance with the Takeovers Code, the Offer Document and the accompanying Forms of Acceptances.

No fractions of a cent will be payable and the amount of the consideration payable to a Shareholder who accepts the Offers will be rounded up to the nearest cent.

The latest date for posting remittances for the amounts due in respect of valid acceptances received under the Offers will be on Tuesday, 9 April 2024.

## **SHAREHOLDING STRUCTURE OF THE COMPANY**

Immediately before commencement of the Offer Period (i.e. 5 October 2023), the Offeror and the Offeror Concert Parties were interested in an aggregate of 104,690,187 Shares, representing approximately 26.56% of the issued Share capital of the Company as at the date of this announcement. Immediately after the close of the Offers, taking into account the Acceptance Shares, the Offeror and the Offeror Concert Parties would hold an aggregate of 197,659,380 Shares, representing approximately 50.1518% of the issued Share capital of the Company as at the date of this announcement.

Save as disclosed, none of the Offeror and the Offeror Concert Parties (i) held, controlled or directed any Shares and rights over Shares before the Offer Period; or (ii) has acquired or agreed to acquire any Shares or the rights over Shares nor borrowed or lent any relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) of the Company during the Offer Period.

Set out below is the shareholding structure of the Company (i) immediately before the commencement of the Offer Period on 5 October 2023; and (ii) immediately after the close of the Offers and as at the date of this announcement (assuming due registration by the Registrar of the transfer of the Shares in respect of which valid acceptances were received):

	Immediately before the commencement of the Offer Period		Immediately after the close of the Offer and as at the date of this announcement	
	<i>Number of issued Shares</i>	<i>Approximate %</i>	<i>Number of issue Shares</i>	<i>Approximate %</i>
<b>Offeror</b>	<b>49,999,500</b>	<b>13.35</b>	<b>142,968,693</b>	<b>36.28</b>
Cha Jung Hoon ( <i>Note 1</i> )	16,821,000	4.49	16,821,000	4.27
Pro Honor ( <i>Notes 1, 2</i> )	14,518,187	3.88	14,518,187	3.68
Sze Ka Ho ( <i>Note 3</i> )	1,067,500	0.29	1,067,500	0.27
Tsui Chun Mei ( <i>Note 4</i> )	125,000	0.03	125,000	0.03
Lam Chi Kin ( <i>Note 1</i> )	22,159,000	5.92	22,159,000	5.62
<b>Aggregate number of Shares held by the Offeror and the Offeror Concert Parties</b>	<b>104,690,187</b>	<b>27.96</b>	<b>197,659,380</b>	<b>50.15</b>
Tam Cho Wai Josephine	21,250,000	5.68	—	—
Zheng Hao Jiang ( <i>Note 5</i> )	4,065,000	1.09	4,065,000	1.03
Zhao Xiaodong ( <i>Note 5</i> )	3,400,000	0.91	3,400,000	0.86
Zhu Lei ( <i>Note 5</i> )	3,400,000	0.91	3,400,000	0.86
Choy Sze Chung, Jojo ( <i>Note 5</i> )	62,500	0.02	362,500	0.09
Liu Hongqiang ( <i>Note 5</i> )	18,500	0.00	18,500	0.00
Lam Kwok Cheong ( <i>Note 5</i> )	—	—	300,000	0.08
Gao Yu ( <i>Note 5</i> )	—	—	300,000	0.08
Other public Shareholders	<u>237,510,903</u>	<u>63.44</u>	<u>184,616,710</u>	<u>46.84</u>
<b>Total number of Shares</b>	<b><u>374,397,090</u></b>	<b><u>100.00</u></b>	<b><u>394,122,090</u></b>	<b><u>100.00</u></b>

*Notes:*

1. On 28 September 2023, the Offeror, Mr. Cha Jung Hoon and Pro Honor entered into a concert parties deed, pursuant to which Mr. Cha Jung Hoon and Pro Honor confirmed that they are and will be acting in concert with the Offeror in the control and management of the Group with the Offeror, including in the exercise of their voting rights in any meetings of the Company. The concert parties deed shall be in effect until Mr. Cha Jung Hoon and Pro Honor (or their respective representatives) are no longer a shareholder or a director of the Company (whichever applicable). On 9 November 2023, the Offeror, Mr. Cha Jung Hoon, Pro Honor, and Mr. Lam Chi Kin entered into a concert parties deed, pursuant to which, (i) Mr. Lam Chi Kin confirmed that he joins the concert parties group of the Offeror, Mr. Cha Jung Hoon and Pro Honor formed pursuant to the concert parties deed dated 28 September 2023 entered into among them, and Mr. Lam Chi Kin confirmed that he is and will be acting in concert with the Offeror in the control and management of the Group with the Offeror, including in the exercise of his voting rights in any meetings of the Company; and (ii) the Offeror, Mr. Cha Jung Hoon and Pro Honor agreed Mr. Lam Chi Kin to join their concert parties group. Such concert parties deed shall be in effect until Mr. Cha Jung Hoon, Pro Honor and Mr. Lam Chi Kin (or their respective representatives) are no longer a shareholder or a director of the Company (whichever applicable). Mr. Cha Jung Hoon, Pro Honor and Mr. Lam Chi Kin are therefore Offeror Concert Parties.
2. Pro Honor is a company incorporated in British Virgin Islands with limited liability. It is wholly owned by Mr. Qiu Peiyuan.
3. Mr. Sze Ka Ho is a son of the Offeror and therefore he is acting in concert with the Offeror pursuant to the Takeovers Code and is an Offeror Concert Party.
4. Ms. Tsui Chun Mei is the Offeror's wife and therefore she is acting in concert with the Offeror pursuant to the Takeovers Code and is an Offeror Concert Party.
5. Each of Mr. Zheng Hao Jiang, Mr. Zhao Xiaodong and Mr. Zhu Lei is an executive director of the Company; and each of Mr. Choy Sze Chung, Jojo, Mr. Lam Kwok Cheong and Mr. Gao Yu is or was an independent non-executive director of the Company. Mr. Liu Hongqiang was an independent non-executive director of the Company.

## **PUBLIC FLOAT OF THE SHARES**

Immediately after the close of the Offers, subject to the due registration by the Registrar of the transfer of the Shares in respect of which valid acceptances were received, 184,616,710 Shares, representing approximately 46.84% of the entire issued share capital of the Company, are held by the public (as defined in the Listing Rules). Accordingly, the Company continues to satisfy the minimum public float requirement as set out under Rule 8.08(1)(a) of the Listing Rules.

**All time and date references contained in this announcement refer to Hong Kong time and dates.**

**Sze Ching Lau**  
*Offeror*

Hong Kong, 26 March 2024

*Mr. Sze Ching Lau accepts full responsibility for the accuracy of the information contained in this announcement and confirms, having made all reasonable enquiries, that to the best of his 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.*

*The information relating to the Group and the Shareholders (other than the Offeror and the Offeror Concert Parties) in this announcement has been extracted from or based on the published information of the Company and/or the Shareholders, including the Company's annual report for the financial year ended 31 March 2023, monthly return of the Company published on the website of the Stock Exchange on 4 March 2024, the Offeree Announcement, the Rule 3.8 Offeree Announcements, the Response Document, FORM 3A — Director/Chief Executive Notice — Interests in Shares of Listed Corporation of Lam Kwok Cheong dated 13 December 2023, FORM 3A — Director/Chief Executive Notice — Interests in Shares of Listed Corporation of Choy Sze Chung, Jojo dated 13 December 2023, the FORM 1 — Individual Substantial Shareholder Notice of Tam Cho Wai Josephine dated 20 December 2023 and the Rule 3.8 announcement published by the Company dated 9 February 2024.*

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