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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)

COMPLETION OF ISSUE OF NEW SHARES UNDER GENERAL MANDATE

Financial Adviser

申萬宏源香港 SWHYHK

Shenwan Hongyuan Capital (H.K.) Limited

The Board is pleased to announce that all the conditions precedent under each of the Subscription Agreements have been fulfilled and Completion took place on 24 February 2026 in accordance with the terms of the Subscription Agreements. An aggregate of 112,560,361 Subscription Shares, representing approximately 16.67% of the number of the issued Shares immediately after Completion, have been issued to the Subscribers at the Subscription Price of HK$0.380 per Subscription Share. The net proceeds from the Subscriptions are approximately HK$41.67 million.

Reference is made to the announcement of New Sparkle Roll International Group Limited (the "**Company**") dated 16 January 2026 (the "**Announcement**") in relation to the Subscriptions under the General Mandate. Unless otherwise stated, capitalised terms used in this announcement shall have the same meanings as those defined in the Announcement.

The Board is pleased to announce that all the conditions precedent under each of the Subscription Agreements have been fulfilled and the Completion took place on 24 February 2026 in accordance with the terms of the Subscriptions Agreements.

An aggregate of 112,560,361 Subscription Shares, representing approximately 16.67% of the number of the issued Shares immediately after Completion, have been issued to the Subscribers at the Subscription Price of HK$0.380 per Subscription Share.

The net proceeds from the Subscriptions are approximately HK$41.67 million. The Company intends to apply the net proceeds from the Subscriptions as to (i) approximately HK$30.00 million for the expansion and development of the auto dealership business of the Group; and (ii) approximately HK$11.67 million for potential investment when opportunities arise.

EFFECT ON THE SHAREHOLDING STRUCTURE OF THE COMPANY FOLLOWING COMPLETION

The table below sets out the shareholding structure of the Company immediately before and after the Completion:

Shareholders	**Immediately before the Completion**		**Immediately after completion of the Subscriptions simultaneously**	
	Number of Shares held	*Approximate %*	*Number of Shares held*	*Approximate %*
Ju Qinghao *(Note 1)*	92,941,693	16.51	92,941,693	13.76
Chen Jianwu	79,729,301	14.17	79,729,301	11.81
Yang Yun *(Note 2)*	62,149,418	11.04	62,149,418	9.20
The Subscribers				
Subscriber I	–	–	39,630,968	5.87
Subscriber II	–	–	28,997,596	4.29
Subscriber III	–	–	22,925,243	3.39
Subscriber IV	–	–	21,006,554	3.11
Sub-total	–	–	112,560,361	16.67
Other public Shareholders	327,981,397	58.28	327,981,397	48.56
Total	**562,801,809**	**100.00**	**675,362,170**	**100.00**

Notes:

1. Mr. Ju Qinghao is the chairman of the Board and an executive Director.

2. Mr. Yang Yun ceased to be a substantial shareholder of the Company upon Completion.

By order of the Board
New Sparkle Roll International Group Limited
JU Qinghao
Chairman

Hong Kong, 24 February 2026

As at the date of this announcement, the Company has one executive Director and three independent non-executive Directors. The executive Director is Mr. JU Qinghao. The independent non-executive Directors are Ms. WANG Hui, Mr. LI Yunjiu and Ms. MA Shuyang.