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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)

**(1) POLL RESULTS OF THE SPECIAL GENERAL MEETING
HELD ON 6 JANUARY 2023;
(2) SHARE CONSOLIDATION AND
CHANGE IN BOARD LOT SIZE; AND
(3) ADJUSTMENTS TO THE OUTSTANDING
CONVERTIBLE BONDS AND SHARE OPTIONS**

Reference is made to the Company's circular (the "**Circular**") and the notice of the SGM (the "**SGM Notice**") both dated 9 December 2022 regarding the proposed Share Consolidation and the proposed Change in Board Lot Size. Unless the context otherwise requires, terms used in this announcement shall have the same meanings as those defined in the Circular.

(1) POLL RESULTS OF THE SGM

The Board is pleased to announce that the proposed resolution as set out in the SGM Notice was put to the SGM for voting by poll and was duly passed by the Shareholders.

Tricor Secretaries Limited, the Company's branch share registrar in Hong Kong, was appointed as the scrutineer for the vote-taking at the SGM.

The poll results in respect of the resolution proposed at the SGM are set out below:

Ordinary Resolution	No. of Shares Voted (%)	
	For	Against
<p>“THAT subject to and conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited granting the listing of, and the permission to deal in, the Consolidated Shares (as defined below), with effect from the second business day after the date on which this resolution is passed by the shareholders of the Company (the “Shareholders”):</p> <p>(a) every sixteen (16) issued and unissued existing shares of HK\$0.002 each in the share capital of the Company will be consolidated into one (1) consolidated share of HK\$0.032 (the “Consolidated Shares”) (the “Share Consolidation”). Such Consolidated Shares shall rank pari passu in all respects with each other and have the rights and privileges and be subject to the restrictions in respect of the shares contained in the memorandum of association and bye-laws of the Company;</p> <p>(b) all fractional entitlements to the issued Consolidated Shares resulting from the Share Consolidation (if any) will be disregarded and will not be issued to the Shareholders but all such fractional Consolidated Shares will be aggregated and, if possible, sold and the net proceeds shall be retained for the benefit of the Company in such manner and on such terms as the directors of the Company (the “Directors”) may think fit; and</p> <p>(c) any one Director or officer of the Company be and is hereby authorised to do all such acts and things and to sign, execute, seal (where required) and deliver all such documents and to take all such steps as such Director or officer of the Company in his discretion may consider necessary, appropriate, desirable or expedient to give effect to or to implement this resolution and to attend to any necessary registration and/or filing in Bermuda and Hong Kong for and on behalf of the Company in respect of the Share Consolidation.”</p>	<p>801,200,000 99.99%</p>	<p>340 0.01%</p>

As at the date of the SGM, the total number of issued shares in the Company was 5,471,953,447, which was the total number of shares entitling the holders to attend and vote for or against the resolution proposed at the SGM. There were no shares entitling the holder to attend and vote only against the proposed resolution or abstain from voting at the SGM as set out in Rule 13.40 of the Listing Rules.

As more than 50% of the votes were cast in favour of the resolution, the aforesaid resolution was duly passed as an ordinary resolution of the Company.

All Directors were present at the SGM either in person or by electronic means.

(2) SHARE CONSOLIDATION AND CHANGE IN BOARD LOT SIZE

The Board is also pleased to announce that approval has been granted by the Listing Committee of the Stock Exchange for the listing of, and permission to deal in, the Consolidated Shares. As all the conditions precedent of the Share Consolidation have been fulfilled, the Share Consolidation will become effective on Tuesday, 10 January 2023. Dealings in the Consolidated Shares on the Stock Exchange will commence at 9:00 a.m. on Tuesday, 10 January 2023. Please refer to the Circular for the details, including the trading arrangement, the exchange of share certificates and matching services for odd lots in connection with the Share Consolidation and the Change in Board Lot Size. Shareholders should note that upon the Share Consolidation becoming effective, new share certificates of the Consolidated Shares in yellow colour will be issued to the Shareholders. Upon the Share Consolidation becoming effective, the Change in Board Lot Size will also become effective. The board lot size of the Shares for trading on the Stock Exchange will be changed from 8,000 Existing Shares to 2,000 Consolidated Shares with effect from Tuesday, 10 January 2023.

(3) ADJUSTMENTS TO THE OUTSTANDING CONVERTIBLE BONDS AND SHARE OPTIONS

As at the date of this announcement, the Company has (i) outstanding Convertible Bonds of principal amount of HK\$10,000,000 granted under the Previous General Mandate with the initial conversion price of HK\$0.25 per Existing Share (subject to adjustment) which are convertible into 40,000,000 Existing Shares upon the full conversion of the aggregate outstanding Convertible Bonds; and (ii) outstanding Share Options entitling the holders thereof to subscribe for a total of 290,000,000 Existing Shares under the Previous Share Option Scheme. Immediately upon the Share Consolidation becoming effective and assuming that the conversion right under the Convertible Bonds and the options under the Share Options have not been exercised, (i) the Share Consolidation may lead to adjustment to the initial conversion price from HK\$0.25 to HK\$4.00 per Share and there will be 2,500,000 Consolidated Shares to be issued upon the full conversion of the aggregate outstanding Convertible Bonds in accordance with the terms and conditions of the Convertible Bonds Instrument; and (ii) the following adjustments will be made to the exercise price of the outstanding Share Options and the number of Consolidated Shares to be issued upon exercise of the outstanding Share Options:

Date of grant	As at the date of this announcement		Immediately after the Share Consolidation becoming effective	
	Number of Existing Shares to be issued upon exercise in full of the Share Options	Exercise price per Existing Share	Number of Consolidated Shares to be issued upon exercise in full of the Share Options	Exercise price per Consolidated Share
19 August 2022	290,000,000	HK\$0.1	18,125,000	HK\$1.6

Save for the adjustments above, all other terms and conditions of the Convertible Bonds issued and the Share Options granted by the Company remain unchanged.

By Order of the Board
New Sparkle Roll International Group Limited
Li Yat Ming
Company Secretary

Hong Kong, 6 January 2023

As at the date of this announcement, the Company has four executive Directors and five independent non-executive Directors. The executive Directors are Mr. Zheng Hao Jiang, Mr. Ma Chao, Mr. Zhao Xiaodong and Mr. Zhu Lei. The independent non-executive Directors are Mr. Choy Sze Chung, Jojo, Mr. Lam Kwok Cheong, Mr. Gao Yu, Mr. Liu Hongqiang and Mr. Liu Xiaoyi.