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Sparkle Roll Group Limited
耀萊集團有限公司*

(Incorporated in Bermuda with limited liability)

(Stock Code: 970)

**PROPOSED CHANGE OF COMPANY NAME AND
PROPOSED AMENDMENTS TO THE MEMORANDUM
OF ASSOCIATION AND BYE-LAWS**

PROPOSED CHANGE OF COMPANY NAME

The Board proposes to change the English name of the Company from “Sparkle Roll Group Limited” to “New Sparkle Roll International Group Limited” and to adopt a secondary name of the Company in Chinese of “新耀萊國際集團有限公司”. The Proposed Change of Company Name is subject to the passing of a special resolution by the Shareholders at the SGM and the relevant approval by the Registrar of Companies in Bermuda being obtained.

**PROPOSED AMENDMENTS TO THE MEMORANDUM OF
ASSOCIATION AND BYE-LAWS OF THE COMPANY**

In view of the Proposed Change of Company Name, the Board also proposes to amend the Memorandum of Association and Bye-laws to reflect the Proposed Change of Company Name by replacing all references to “Sparkle Roll Group Limited” with “New Sparkle Roll International Group Limited (新耀萊國際集團有限公司)” in the Memorandum of Association and Bye-laws. The Proposed Amendments are subject to the passing of a special resolution by the Shareholders at the SGM and shall take effect upon the Proposed Change of Company Name becoming effective.

* for identification purpose only

GENERAL

A SGM will be convened for the Shareholders to, among other things, consider and, if thought fit, approve the Proposed Change of Company Name and the Proposed Amendments. A circular containing, amongst other things, details regarding the Proposed Change of Company Name and the Proposed Amendments, together with a notice of SGM, and the related proxy form will be despatched to the Shareholders as soon as practicable.

PROPOSED CHANGE OF COMPANY NAME

The Board of Directors (“**Board**”) of Sparkle Roll Group Limited (the “**Company**”) proposes to change the English name of the Company from “Sparkle Roll Group Limited” to “New Sparkle Roll International Group Limited” and to adopt a secondary name of the Company in Chinese of “新耀萊國際集團有限公司” (the “**New Names**”, such change shall be hereinafter referred to as the “**Proposed Change of Company Name**”).

A special resolution will be proposed at a special general meeting of the Company (the “**SGM**”) to, among other things, consider and, if thought fit, approve the Proposed Change of Company Name.

CONDITIONS OF THE PROPOSED CHANGE OF COMPANY NAME

The Proposed Change of Company Name is subject to the fulfillment of the following conditions:

1. the passing of a special resolution by the shareholders of the Company (the “**Shareholders**”) at the SGM approving the Proposed Change of Company Name; and
2. the Registrar of Companies in Bermuda having approved the Proposed Change of Company Name.

Subject to the fulfillment of the conditions set out above, the Proposed Change of Company Name will take effect from the date on which the Registrar of Companies in Bermuda registers the new English name in place of the existing English name of the Company and registers the secondary name of the Company as set out in the certificate of incorporation on change of name and the certificate of secondary name to be issued by the Registrar of Companies in Bermuda respectively. The Company will then carry out all necessary registration and filing procedures with the Companies Registry in Hong Kong pursuant to Part 16 of the Companies Ordinance (Chapter 622 of the laws of Hong Kong).

REASON FOR THE PROPOSED CHANGE OF COMPANY NAME

The Board is of the view that the Proposed Change of Company Name will help to refresh the Company's corporate image and identity which will better reflect the current status of the Company and benefit further international business development of the Company.

EFFECTS OF THE PROPOSED CHANGE OF COMPANY NAME

The Proposed Change of Company Name will not affect any rights of the existing holders of shares in the Company (the "**Shares**") nor the Company's daily business operation and its financial position. All the existing share certificates of the Company in issue bearing the existing name of the Company will, upon the Proposed Change of Company Name becoming effective, continue to be evidence of title to such Shares and will continue to be valid for trading, settlement, registration and delivery of such Shares. There will not be any arrangement for free exchange of the existing share certificates of the Company for new share certificates bearing the New Names. Upon the Proposed Change of Company Name becoming effective, all new share certificates of the Company will only be issued in the New Names.

Subject to the confirmation by The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**"), the English and Chinese stock short names for trading of the Shares on the Stock Exchange will also be changed after the Proposed Change of Company Name becomes effective.

PROPOSED AMENDMENTS TO THE MEMORANDUM OF ASSOCIATION AND BYE-LAWS

In view of the Proposed Change of Company Name, the Board also proposes to amend (the “**Proposed Amendments**”) the Memorandum of Association and Bye-laws of the Company (the “**Memorandum of Association and Bye-laws**”) to reflect the Proposed Change of Company Name by replacing all references to “Sparkle Roll Group Limited” with “New Sparkle Roll International Group Limited (新耀萊國際集團有限公司)” in the Memorandum of Association and Bye-laws. The Proposed Amendments are subject to the passing of a special resolution by the Shareholders at the SGM and shall take effect upon the Proposed Change of Company Name becoming effective.

GENERAL

A SGM will be convened for the Shareholders to, among other things, consider and, if thought fit, approve the Proposed Change of Company Name and the Proposed Amendments. A circular containing, among other things, details of the Proposed Change of Company Name and the Proposed Amendments, together with a notice of SGM, and the related proxy form will be despatched to the Shareholders as soon as practicable.

The Company will make further announcement(s) to inform the Shareholders of the results of the SGM, the effective date of the Proposed Change of Company Name and the new English and Chinese stock short names of the Company as and when appropriate.

By Order of the Board
Sparkle Roll Group Limited
Zheng Hao Jiang
Co-Chairman

Hong Kong, 24 August 2021

As at the date of this announcement, the Company has four executive Directors, one non-executive Director 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 non-executive Director is Mr. Qi Jian Wei. The independent non-executive Directors are Mr. Choy Sze Chung, Jojo, Mr. Gao Yu, Mr. Lam Kwok Cheong, Mr. Liu Hongqiang and Mr. Liu Xiaoyi.