



## Monthly Return for Equity Issuer and Hong Kong Depositary Receipts listed under Chapter 19B of the Exchange Listing Rules on Movements in Securities

For the month ended: 30 September 2023

Status: New Submission

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer: New Sparkle Roll International Group Limited (Incorporated in Bermuda with limited liability)

Date Submitted: 06 October 2023

### I. Movements in Authorised / Registered Share Capital

1. Class of shares	Ordinary shares	Type of shares	Not applicable	Listed on SEHK (Note 1)	Yes	
Stock code	00970	Description				
	Number of authorised/registered shares	Par value		Authorised/registered share capital		
Balance at close of preceding month	15,625,000,000	HKD	0.032	HKD	500,000,000	
Increase / decrease (-)	0			HKD		
Balance at close of the month	15,625,000,000	HKD	0.032	HKD	500,000,000	

Total authorised/registered share capital at the end of the month: HKD 500,000,000

**II. Movements in Issued Shares**

1. Class of shares	Ordinary shares	Type of shares	Not applicable	Listed on SEHK (Note 1)	Yes	
Stock code	00970	Description				
Balance at close of preceding month			341,997,090			
Increase / decrease (-)			32,400,000			
Balance at close of the month			374,397,090			

### III. Details of Movements in Issued Shares

#### (A). Share Options (under Share Option Schemes of the Issuer)

1. Class of shares issuable		Ordinary shares		Type of shares	Not applicable	Shares issuable to be listed on SEHK (Note 1)		Yes	
Stock code of shares issuable (if listed on SEHK) (Note 1)				00970					
Particulars of share option scheme	Number of share options outstanding at close of preceding month	Movement during the month		Number of share options outstanding at close of the month	No. of new shares of issuer issued during the month pursuant thereto (A)	No. of new shares of issuer which may be issued pursuant thereto as at close of the month	The total number of securities which may be issued upon exercise of all share options to be granted under the scheme at close of the month		
1). Share Option Scheme adopted on 20 August 2012	18,125,000	Exercised	-2,700,000	15,425,000	2,700,000	15,425,000	0		
General Meeting approval date (if applicable)		20 August 2012							
2). Share Option Scheme adopted on 29 September 2022	13,600,000	Granted	17,000,000	900,000	29,700,000	900,000	199,709		
		Exercised	-29,700,000						
General Meeting approval date (if applicable)		27 September 2022							

Total A (Ordinary shares): 32,400,000

Total funds raised during the month from exercise of options: HKD 34,020,000

#### (B). Warrants to Issue Shares of the Issuer which are to be Listed Not applicable

**(C). Convertibles (i.e. Convertible into Issue Shares of the Issuer which are to be Listed)**

1. Class of shares issuable	Ordinary shares	Type of shares	Not applicable	Shares issuable to be listed on SEHK (Note 1)	No	
Stock code of shares issuable (if listed on SEHK) (Note 1)						
Description of the Convertibles	Currency	Amount at close of preceding month	Movement during the month	Amount at close of the month	No. of new shares of issuer issued during the month pursuant thereto (C)	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
1). Convertible Bonds Due on 8 February 2024	HKD	10,000,000		10,000,000	0	2,500,000
Type of convertibles	Bond/Notes					
Stock code of the Convertibles (if listed on SEHK) (Note 1)	00970					
Subscription/Conversion price	HKD 4					
General Meeting approval date (if applicable)	28 August 2020					

Total C (Ordinary shares): \_\_\_\_\_ 0

**(D). Any other Agreements or Arrangements to Issue Shares of the Issuer which are to be listed, including Options (other than Share Options Schemes)**

1. Class of shares issuable	Ordinary shares	Type of shares	Not applicable	Shares issuable to be listed on SEHK (Note 1)	Yes	
Stock code of shares issuable (if listed on SEHK) (Note 1)		00970				
Description	General Meeting approval date (if applicable)	No. of new shares of issuer issued during the month pursuant thereto (D)	No. of new shares of issuer which may be issued pursuant thereto as at close of the month			
1). On 19 September 2023, the Company entered into the CB Placing Agreement with the Placing Agent, pursuant to which the Company agreed to issue and the Placing Agent agreed to procure, on a best effort basis, not less than six (6) Placees, who will be Independent Third Parties, to subscribe in cash for the Convertible Bonds in the aggregate principal amount of HK\$64,500,000, convertible into shares, at the initial Conversion Price of HK\$0.95 per Conversion Share, a maximum of 67,894,736 new Shares will be allotted and issued by the Company. For details, please refer to the Company's announcement dated 19 September 2023.  On 25 September 2023, the Company received notice from the solicitors of two purported shareholders of the Company (collectively, "Plaintiffs") that they were	27 September 2022	0	67,894,736			

<p>about to commence legal proceedings against the Company and 8 other defendants including the Directors of the Company (collectively, "Defendants") in the High Court, Hong Kong, and were also seeking an urgent injunction against the Defendants, including the Company, before the Companies Judge on even date. For the details, please refer to the Company's announcement dated 26 September 2023.</p> <p>On 29 September 2023, the Company updated the shareholders and investors of the Company that at the hearing of the Plaintiffs' summons for the continuation of the Interim Injunction Order ("Plaintiffs' Summons") before the High Court on 29 September 2023, the Court ordered, inter alia, that Plaintiffs' Summons be adjourned for substantive argument on a date not before 8 December 2023, with 1 day reserved. For the details, please refer to the Company's announcement dated 29 September 2023.</p>			
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Total D (Ordinary shares): \_\_\_\_\_ 0

**(E). Other Movements in Issued Share** Not applicable

<p>Total increase / decrease (-) in Ordinary shares during the month (i.e. Total of A to E)</p>	<p>_____ 32,400,000</p>
<p>Total increase / decrease (-) in Ordinary shares during the month (i.e. Total of A to E)</p>	<p>_____ 0</p>

**IV. Information about Hong Kong Depositary Receipt (HDR)** Not applicable

## V. Confirmations

We hereby confirm to the best knowledge, information and belief that, in relation to each of the securities issued by the issuer during the month as set out in Part III and IV which has not been previously disclosed in a return published under Main Board Rule 13.25A / GEM Rule 17.27A, it has been duly authorised by the board of directors of the listed issuer and, insofar as applicable:

(Note 2)

- (i) all money due to the listed issuer in respect of the issue of securities has been received by it;
- (ii) all pre-conditions for listing imposed by the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited under "Qualifications of listing" have been fulfilled;
- (iii) all (if any) conditions contained in the formal letter granting listing of and permission to deal in the securities have been fulfilled;
- (iv) all the securities of each class are in all respects identical (Note 3);
- (v) all documents required by the Companies (Winding Up and Miscellaneous Provisions) Ordinance to be filed with the Registrar of Companies have been duly filed and that compliance has been made with other legal requirements;
- (vi) all the definitive documents of title have been delivered/are ready to be delivered/are being prepared and will be delivered in accordance with the terms of issue;
- (vii) completion has taken place of the purchase by the issuer of all property shown in the listing document to have been purchased or agreed to be purchased by it and the purchase consideration for all such property has been duly satisfied; and
- (viii) the trust deed/deed poll relating to the debenture, loan stock, notes or bonds has been completed and executed, and particulars thereof, if so required by law, have been filed with the Registrar of Companies.

Submitted by: Li Yat Ming

Title: Company Secretary

(Director, Secretary or other Duly Authorised Officer)

### Notes

1. SEHK refers to Stock Exchange of Hong Kong.
2. Items (i) to (viii) are suggested forms of confirmation which may be amended to meet individual cases. Where the issuer has already made the relevant confirmations in a return published under Main Board Rule 13.25A / GEM Rule 17.27A in relation to the securities issued, no further confirmation is required to be made in this return.

3. "Identical" means in this context:
  - . the securities are of the same nominal value with the same amount called up or paid up;
  - . they are entitled to dividend/interest at the same rate and for the same period, so that at the next ensuing distribution, the dividend/interest payable per unit will amount to exactly the same sum (gross and net); and
  - . they carry the same rights as to unrestricted transfer, attendance and voting at meetings and rank pari passu in all other respects.
4. If there is insufficient space, please submit additional document.
5. In the context of repurchase of shares:
  - . "shares issuable to be listed on SEHK" should be construed as "shares repurchased listed on SEHK"; and
  - . "stock code of shares issuable (if listed on SEHK)" should be construed as "stock code of shares repurchased (if listed on SEHK)"; and
  - . "class of shares issuable" should be construed as "class of shares repurchased"; and
  - . "issue and allotment date" should be construed as "cancellation date"
6. In the context of redemption of shares:
  - . "shares issuable to be listed on SEHK" should be construed as "shares redeemed listed on SEHK"; and
  - . "stock code of shares issuable (if listed on SEHK)" should be construed as "stock code of shares redeemed (if listed on SEHK)"; and
  - . "class of shares issuable" should be construed as "class of shares redeemed"; and
  - . "issue and allotment date" should be construed as "redemption date"