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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)**

**NOTICE OF ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that an annual general meeting (“**AGM**”) of New Sparkle Roll International Group Limited (“**Company**”) will be held at 11:00 a.m. on Thursday, 25 September 2025 at Portion 2, 12/F., The Center, 99 Queen’s Road Central, Central, Hong Kong to consider and, if thought fit, pass (with or without amendments) the following resolutions:

1. To receive, consider and adopt the audited financial statements and the reports of the directors (“**Directors**”) and auditors of the Company for the year ended 31 March 2025.
  2. (i) To re-elect each of the following Directors (each as a separate resolution):
    - (a) Mr. JU Qinghao as an Executive Director;
    - (b) Ms. WANG Hui as an Independent Non-executive Director;
    - (c) Mr. LI Yunjiu as an Independent Non-executive Director;
    - (d) Ms. MA Shuyang as an Independent Non-executive Director; and  - (ii) to authorise the board of Directors (“**Board**” or, if so delegated by the Board, its remuneration committee) to fix the Directors’ remuneration and to grant power to the Board to appoint any person(s) as Director(s) to fill casual vacancy(ies) on the Board (if any) or as addition to the Board (See note 3).
3. To re-appoint BDO Limited as the auditor of the Company and to authorise the Board to fix their remuneration.

As special business, to consider and, if thought fit, pass with or without amendments the following resolutions as ordinary resolutions of the Company:

#### **ORDINARY RESOLUTIONS**

4. **“THAT:**

- (a) subject to paragraph (c) of this resolution, the exercise by the Directors during the Relevant Period (as defined below) of all the powers of the Company to allot, issue and deal with new or additional shares (each a “**Share**”) of HK\$0.032 each in the share capital of the Company (including any sale or transfer of Shares out of treasury that are held as treasury Shares), and to make or grant offers, agreements or options, including warrants, bonds, debentures, notes or securities convertible into Shares which would or might require the exercise of such powers during or after the end of the Relevant Period, subject to and in accordance with all applicable laws, be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) of this resolution shall authorise the Directors during the Relevant Period to make or grant offers, agreements or options which would or might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate number of Shares allotted (or transferred out of treasury) and issued or agreed conditionally or unconditionally to be allotted (or transferred out of treasury) and issued (whether pursuant to options or otherwise) by the Directors pursuant to the approval in paragraph (a) of this resolution, otherwise than pursuant to (i) a Rights Issue (as defined below); or (ii) the exercise of any options granted under any share option scheme adopted by the Company; or (iii) any scrip dividend scheme or similar arrangement providing for the allotment and issue of Shares in lieu of the whole or part of a dividend on Shares in accordance with the bye-laws of the Company in force from time to time; or (iv) any issue of Shares upon the exercise of rights of subscription or conversion under the terms of any warrants of the Company or any securities which are convertible into Shares, shall not exceed the aggregate of:
  - (aa) 20% of the total number of the issued Shares of the Company (excluding treasury Shares) as at the date of the passing of this resolution; and
  - (bb) (if the Directors are so authorised by a separate ordinary resolution of the shareholders of the Company) the total number of issued Shares of the Company (excluding treasury Shares) repurchased by the Company subsequent to the passing of this resolution (up to a maximum equivalent to 10% of the total number of issued Shares of the Company (excluding treasury Shares) as at the date of the passing of this resolution),

and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly; and

(d) for the purposes of this resolution:

“**Relevant Period**” means the period from the date of the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the applicable laws of Bermuda or the bye-laws of the Company to be held; and
- (iii) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting; and

“**Rights Issue**” means the allotment, issue or grant of Shares pursuant to an offer of Shares open for a period fixed by the Directors to holders of Shares whose names appear on the register of members of the Company on a fixed record date in proportion to their then holdings of Shares as at that date (subject to such exclusion or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements, or having regard to any restrictions or obligations under the laws of, or the requirements of, or the expense or delay which may be involved in determining the existence or extent of any restrictions or obligation under the laws or regulations of, any jurisdiction outside Hong Kong or any recognised regulatory body or any stock exchange in any territory applicable to the Company).”

5. “**THAT:**

- (a) subject to paragraph (b) of this resolution, the exercise by the Directors during the Relevant Period (as defined below) of all powers of the Company to repurchase Shares on The Stock Exchange of Hong Kong Limited (“**Stock Exchange**”) or any other stock exchange on which the Shares may be listed and recognised by the Securities and Futures Commission of Hong Kong (“**SFC**”) and the Stock Exchange for such purpose, and otherwise in accordance with the rules and regulations of the SFC, the Stock Exchange, the Companies Act 1981 of Bermuda (as amended) and all other applicable laws in this regard, be and the same is hereby generally and unconditionally approved;
- (b) the aggregate number of Shares which may be repurchased or agreed to be repurchased by the Company pursuant to the approval in paragraph (a) of this resolution during the Relevant Period (as defined in paragraph (c) of this resolution) shall not exceed 10% of the total number of the issued Shares of the Company (excluding treasury Shares) as at the date of the passing of this resolution and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly; and

(c) for the purposes of this resolution:

“**Relevant Period**” means the period from the date of the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the applicable law of Bermuda or the bye-laws of the Company to be held; and
- (iii) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting.”

6. “**THAT** conditional on the passing of resolutions numbered 4 and 5 above, the general mandate granted to the Directors pursuant to resolution numbered 4 above be and is hereby extended by the addition to the total number of the Shares which may be allotted (including any sale or transfer of treasury Shares) or agreed conditionally or unconditionally to be allotted (including any sale or transfer of treasury Shares) by the Directors pursuant to or in accordance with such general mandate issued Shares of an amount representing the total number of the Company purchased or agreed to be purchased by the Company pursuant to or in accordance with the authority granted under resolution numbered 5 above.”
7. As special business, to consider and, if thought fit, pass with or without amendments the following resolution as ordinary resolution of the Company:

“**THAT:**

- (a) subject to and conditional upon the 2025 share scheme of the Company (“**2025 Share Scheme**”) becoming unconditional, the share option scheme adopted by the Company on 29 September 2022 (“**Share Option Scheme**”) be and is hereby terminated except that the provisions of the Share Option Scheme will remain in full force and effect to the extent necessary to give effect to the exercise of any options granted prior to its termination, or otherwise as may be required in accordance with the provisions of the Share Option Scheme.
- (b) subject to and conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited (“**Stock Exchange**”) granting approval for the listing of, and permission to deal in, the ordinary shares of the Company (or such shares as shall result from a capitalisation issue, rights issue, open offer, subdivision, consolidation, re-classification, reconstruction or reduction of share capital of the Company from time to time) (the “**Share(s)**”) which may be issued and allotted (including any transfer of Shares out of treasury that are held as treasury Shares) pursuant to the vesting and/or exercise of any share option(s) and/or share award(s) (the “**Award(s)**”) that may be granted under the 2025 Share Scheme, a copy of which is tabled at the meeting and marked “A” and initialled by the chairman of the meeting for identification purpose, the 2025 Share Scheme be and is hereby approved and adopted; and any director of the Company and/or

his/her delegate(s) be and are hereby authorized to do all such acts and to enter into all such transactions, arrangements and agreements as may be necessary or expedient in order to give full effect to the 2025 Share Scheme, including but without limitation:

- (i) administering the 2025 Share Scheme under which Awards will be granted to Eligible Participants (as defined in the 2025 Share Scheme) under the 2025 Share Scheme;
  - (ii) modifying and/or amending the 2025 Share Scheme from time to time provided that such modification and/or amendment is effected in accordance with the provisions of the 2025 Share Scheme relating to modification and/or amendment and subject to Chapter 17 of the Rules Governing the Listing of Securities on the Stock Exchange (the “**Listing Rules**”);
  - (iii) issuing and allotting from time to time such number of Shares (including any transfer of Shares out of treasury that are held as treasury Shares) as may be required to be issued or transferred pursuant to the vesting and/or exercise of Awards under the 2025 Share Scheme and subject to the Listing Rules;
  - (iv) making application at the appropriate time or times to the Stock Exchange, and any other stock exchanges upon which the issued Shares of the Company may for the time being be listed, for the listing of, and permission to deal in, any Shares that may hereafter from time to time be allotted and issued pursuant to the vesting and/or exercise of Awards under the 2025 Share Scheme and subject to the Listing Rules; and
  - (v) consenting, if it so deems fit and expedient, to such conditions, modifications and/or variations as may be required or imposed by the relevant authorities in relation to the 2025 Share Scheme and subject to the Listing Rules;
- (c) the Scheme Mandate Limit (as defined in the 2025 Share Scheme) being 10% of the total number of Shares in issue (excluding any treasury Shares) as at the date of passing of this resolution) be and is hereby approved and adopted and the directors of the Company be and are hereby authorised to take all such steps and attend all such matters, approve and execute (whether under hand or under seal) such documents and do such other things, for and on behalf of the Company, as the directors of the Company may consider necessary, desirable or expedient to effect and implement the Scheme Mandate Limit.”

8. As special business, to consider and, if thought fit, pass with or without amendments the following resolution as ordinary resolution of the Company:

“**THAT** conditional upon the passing of ordinary resolution numbered 1 above, the Service Provider Sublimit (as defined in the 2025 Share Scheme) on the total number of Shares that may be issued (including any transfer of Shares out of treasury that are held as treasury Shares) in respect of all Awards to be granted to Service Provider Participants (as defined in the 2025 Share Scheme) under the 2025 Share Scheme or all other share schemes of the Company (i.e. 1% of the total number of Shares in issue (excluding any treasury Shares) as at the date of passing of this resolution) be and is hereby approved and adopted and the directors of the Company be and are hereby authorised to take all such steps and attend all such matters, approve and execute (whether under hand or under seal) such documents and do such other things, for and on behalf of the Company, as the directors of the Company may consider necessary, desirable or expedient to effect and implement the Service Provider Sublimit.”

Yours faithfully,  
By order of the Board  
**New Sparkle Roll International Group Limited**  
**JU Qinghao**  
*Chairman*

Hong Kong, 31 July 2025

As at the date of this notice, the Board comprises the following Directors:

*Executive Director* Mr. JU Qinghao

*Independent non-executive Directors* Mr. WANG Hui, Mr. LI Yunjiu and Ms. MA Shuyang

*Principal place of business in Hong Kong:*

23/F, China Huarong Tower,  
60 Gloucester Road,  
Wanchai  
Hong Kong

*Notes:*

1. A Member entitled to attend and vote at the AGM is entitled to appoint one or more proxy to attend and, subject to the provisions of the Bye-laws of the Company, vote in his stead. A proxy need not be a Member of the Company.
2. In order to be valid, the accompanying form of proxy must be duly completed and signed in accordance with the instructions printed thereon and deposited together with a power of attorney or other authority, if any, under which it is signed or a certified copy of that power or authority, at the offices of the Company's Hong Kong branch registrar, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong no less than 48 hours before the time for holding the AGM or adjourned AGM. Completion and return of a form of proxy will not preclude a Member from attending in person and voting at the AGM or any adjournment thereof, should he so wish and in such event, the instrument appointing a proxy shall be deemed to be revoked. For the avoidance of doubt, the holders of treasury Shares have no voting rights at the AGM. No instrument appointing a proxy shall be valid after the expiration of 12 months from the date of its execution, except at an adjourned meeting in cases where the meeting was originally held within 12 months from such date.
3. In relation to proposed resolution no. 2 above, Mr. Ju Qinghao, Ms. Wang Hui, Mr. Li Yunjiu and Ms. Ma Shuyang will retire from the office of Director at the AGM pursuant to the Bye-laws of the Company and, being eligible, offer themselves for re-election.
4. The Register of Members of the Company will be closed from Monday, 22 September 2025 to Thursday, 25 September 2025, both days inclusive, during which period no transfer of shares of the Company will be registered. In order to qualify for attending the AGM convened by the above notice, all transfers accompanied by the relevant share certificates and transfer forms must be lodged with the Company's Hong Kong branch registrar, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration not later than 4:30 p.m. on Friday, 19 September 2025. The record date for the attending and voting at the AGM is Thursday, 25 September 2025.
5. In relation to resolution numbered 4 above, approval is being sought from the Shareholders for the grant to the Directors of a general mandate to authorise the allotment and issue of additional Shares. The Directors have no immediate plans to issue any new Shares other than Shares which may fall to be allotted and issued upon the exercise of any options granted/to be granted or any scrip dividend scheme which may be approved by the Shareholders.
6. In relation to resolution numbered 5 above, the Directors wish to state that they will exercise the powers conferred thereby to purchase Shares only in circumstances which they deem appropriate for the benefit of the Company and the Shareholders as a whole.
7. With reference to ordinary resolutions numbered 7 and 8 above, a summary of the principal terms of the rules of the 2025 Share Scheme is set out in Appendix III to the accompanied circular dated 31 July 2025.
8. Shareholders are encouraged to consider appointing the chairman of the AGM as their proxy to vote on the resolutions instead of attending the AGM in person.
9. If tropical cyclone warning signal no. 8 or above is hoisted, "extreme condition" caused by super typhoons or a black rainstorm warning signal is in force at 9:00 a.m. on Thursday, 25 September 2025, the meeting will be adjourned in accordance with the Bye-laws of the Company and further announcement for details of alternative meeting arrangements will be made. The meeting will be held as scheduled even when tropical cyclone warning signal no. 3 or below is hoisted, or an amber or red rainstorm warning signal is in force. You should make your own decision as to whether you would attend the meeting under bad weather conditions and if you should choose to do so, you are advised to exercise care and caution.