



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)

PROXY FORM

Form of proxy for use by shareholders at the Special General Meeting to be held on 6 January 2023

I/We ^(note a) _____
of _____
being the registered holder(s) of _____ ^(note b) shares of HK\$0.002 each in the share capital of New Sparkle Roll International Group Limited (the “Company”) hereby appoint the Chairman of the special general meeting of the Company (the “Meeting” or “Special General Meeting”) or _____
of _____
to act as my/our proxy ^(note c) at the Meeting to be held at 4:30 p.m. on Friday, 6 January 2023 at Rooms 2028-36, 20/F, Sun Hung Kai Centre, 30 Harbour Road, Wanchai, Hong Kong and at any adjournment thereof and to vote on my/our behalf as hereunder indicated, or if no such indication is given, as my/our proxy thinks fit:

ORDINARY RESOLUTION	FOR ^(note d)	AGAINST ^(note d)
<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>		

Dated this _____ day of _____ 202 _____. Shareholder’s signature _____ ^(notes e, f, g and h)

Notes:

- Full name(s) and address(es) are to be inserted in **BLOCK CAPITALS**. The name of all joint registered holders should be stated.
- Please insert the number of shares registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the shares in the capital of the Company registered in your name(s).
- A proxy need not be a member of the Company. If more than one proxy is so appointed, the appointment shall specify the number and class of shares in respect of which each such proxy is so appointed. If you wish to appoint some person other than the Chairman of the Meeting as your proxy, please delete the words “the Chairman of the special general meeting of the Company (the “Meeting” or “Special General Meeting”) or” and insert the name and address of the person appointed in the space provided.
- IMPORTANT: IF YOU WISH TO VOTE FOR THE RESOLUTION SET OUT ABOVE, PLEASE TICK (“/”) THE BOXES MARKED “FOR”. IF YOU WISH TO VOTE AGAINST THE RESOLUTION, PLEASE TICK (“/”) THE BOXES MARKED “AGAINST”.** If the form returned is duly signed but without specific direction on the proposed resolution, the proxy will vote or abstain at his discretion in respect of the resolution. A proxy will also be entitled to vote at his discretion on any resolution properly put to the Meeting other than those set out in the notice convening the Meeting.
- In the case of a joint registered holders of any share, this form of proxy may be signed by any joint registered holder, but if more than one joint registered holder is present at the Meeting, whether in person or by proxy, that one of the joint registered holders whose name stands first on the register of members in respect of the relevant joint holding shall alone be entitled to vote in respect thereof.
- This form of proxy must be signed by a shareholder, or his attorney duly authorised in writing, or if the shareholder is a corporation, either under its Common Seal or under the hand of an officer or attorney so authorised.
- To be valid, this form of proxy together with any power of attorney or other authority (if any) under which it is signed or a certified copy of such power or authority must be deposited at the offices of the Company’s Hong Kong branch registrar, Tricor Secretaries Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not later than 48 hours before the time of the Meeting or any adjourned meeting.
- No instrument appointing a proxy shall be valid after the expiration of 12 months from the date named in it as the date of its execution, except at an adjourned meeting or on a poll demanded at a meeting or an adjourned meeting in cases where the meeting was originally held within 12 months from such date.
- Any alteration made to this form should be initialled by the person who signs the form.
- Completion and return of this form of proxy will not preclude you from attending and voting in person at the Meeting or any adjournment thereof if you so wish. In such event, the proxy form will be deemed to be revoked.

PERSONAL INFORMATION COLLECTION STATEMENT

Your supply of your and your proxy’s (or proxies’) name(s) and address(es) is on a voluntary basis for the purpose of processing your request for the appointment of a proxy (or proxies) and your voting instructions for the Meeting of the Company (the “Purposes”). We may transfer your and your proxy’s (or proxies’) name(s) and address(es) to our agent, contractor, or third party service provider who provides administrative, computer and other services to us for use in connection with the Purposes and to such parties who are authorised by law to request the information or are otherwise relevant for the Purposes and need to receive the information. Your and your proxy’s (or proxies’) name(s) and address(es) will be retained for such period as may be necessary to fulfil the Purposes. Request for access to and/or correction of the relevant personal data can be made in accordance with the provisions of the Personal Data (Privacy) Ordinance and any such request should be in writing by mail to the Company or Tricor Secretaries Limited for the attention of Privacy Compliance Officer at the above address.