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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)**

**INSIDE INFORMATION IN RELATION TO  
INJUNCTION ORDER GRANTED ON 6 FEBRUARY 2024  
AND  
RESUMPTION OF TRADING**

This announcement is made by New Sparkle Roll International Group Limited (the “**Company**”) pursuant to Rule 13.09 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) and the Inside Information Provisions (as defined in the Listing Rules) under Part XIVA of the Securities and Futures Ordinance (Chapter 571 of the laws of Hong Kong).

Reference is made to the announcements published by the Company on 18 January 2024 and 26 January 2024, respectively (“**Announcements**”) in relation to voluntary conditional cash offers (“**General Offer**”) made by Shenwan Hongyuan Capital (H.K.) Limited (the “**2nd Defendant**”) on 5 October 2023 at HK\$0.9 per share on behalf of Mr. Sze Ching Lau (the “**1st Defendant**”, together with the 2nd Defendants, the “**Defendants**”) and the injunction granted by the Honourable Mr. Justice Anthony Chan on 18 January 2024 (the “**18 January Injunction Order**”). Unless otherwise stated, capitalized terms used herein shall have the same meanings as those defined in the Announcements.

On 19 January 2024, the Company issued an inter partes summons (the “**Summons**”) to seek continuation of the 18 Jan Injunction Order and the grant of injunctive relief restraining both Defendants from proceeding or continuing to perform any acts so to declare the General Offer as unconditional and/or allow the offers made under the General Offer to become unconditional and/or in any way to implement or regard the General Offer as having successfully completed.

After hearing submissions by the senior counsel for the Company (together with Guo Ying) and respective counsels for each of the Defendants at the hearing of the Summons on 26 January 2024 and on the voluntary undertakings of the Defendants as detailed in the Company’s announcement dated 26 January 2024, the Honourable Madam Justice Lisa Wong (“**Madam Justice Wong**”) reserved judgment.

On 6 February 2024, Madam Justice Wong handed down the decision and granted an injunction order (the “**Injunction Order**”) against the 1st Defendant restraining him from:–

“Proceeding, continuing or taking any steps to carry out or perform any acts so to declare the General Offer for all shares in the Company (the “**970 Shares**”) unconditional and/or to allow the General Offer to become unconditional and/or in any way to implement or regard the General Offer as having successfully completed without prejudice to the withdrawal rights of those shareholders who had so far accepted the General Offer under Rule 17 of the Takeovers Code and that the 2nd Defendant and/or Tricor Investor Services Limited (“**Share Registrar**”) if called upon shall be entitled to release the relevant shares to those shareholders”

The voluntary undertakings given by the 1st Defendant remain valid. That is, the 1st Defendant undertakes not to do the following:–

- (1) Approaching any persons holding, whether legally or beneficially, the 970 shares or their servants, agents or otherwise howsoever directly or indirectly, so to procure or enter into any arrangement or transaction for the purposes of dealing and/or acquiring their 970 Shares at a price other than 90 cents per share so long as the General Offer has not yet lapsed; and

- (2) Offering to any persons holding, whether legally or beneficially, 970 Shares or their servants, agents or otherwise howsoever directly or indirectly any advantage, benefit or any consideration of whatever nature other than the offered price under the General Offer of 90 cents per share in return for accepting the offer contained in the General Offer or entering into any dealing or transaction of whatever nature of any of 970 Shares.

While Madam Justice Wong dismissed the Summons against the 2nd Defendant, the Company considers that there is no practical effect on the outcome of the General Offer as the 2nd Defendant (who is under a mandate to act on behalf of the 1st Defendant) was only enjoined into these proceedings so to be bound by the Court's decision. As the 1st Defendant is restrained from proceeding, continuing or taking any steps to carry out or perform any acts so to declare the General Offer unconditional pursuant to the Injunction Order, the 2nd Defendant (being an agent of the 1st Defendant) will also not be in a position to continue the General Offer. Based on legal advice and internal review, the Company has applied a trading halt on 7 February 2024.

The Company takes this opportunity to inform its shareholders that it is actively monitoring market activity and will continue to investigate the matter thoroughly. This vigilant monitoring is part of our unwavering commitment to protecting the interests of our shareholders and ensuring fair treatment of all parties involved. We are committed to transparency and to ensuring that any market activity that could affect shareholder value is scrutinised with the utmost care.

The Company also takes this opportunity to remind its shareholders to seek professional advice where necessary and to rely only on official announcements made by the Company.

**Shareholders and potential investors of the Company are advised to exercise prudence in their dealings with the Company's securities during this period. The Board remains committed to upholding the high level of corporate governance and market integrity.**

## **RESUMPTION OF TRADING**

At the request of the Company, trading in the Shares on the Stock Exchange has been halted with effect from 9:09 a.m. on Wednesday, 7 February 2024. Application has been made by the Company to the Stock Exchange for the resumption of trading in the Shares with effect from 9.00 a.m. on Thursday, 8 February 2024.

By Order of the Board  
**New Sparkle Roll International Group Limited**  
**Zheng Hao Jiang**  
*Chairman*

Hong Kong, 7 February 2024

*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. Zhao Xiaodong, Mr. Zhu Lei and Ms. Cheng Bin. The independent non-executive Directors are Mr. Choy Sze Chung, Jojo, Mr. Lam Kwok Cheong, Mr. Gao Yu, Ms. Liu Wenjing and Mr. Li Min.*

*The Directors jointly and severally accept full responsibility for the accuracy of the information contained in this announcement and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this announcement have been arrived at after due and careful consideration and there are no other facts not contained in this announcement, the omission of which would make any statement in this announcement misleading.*