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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)

**(1) INSIDE INFORMATION RELATING TO
LEGAL PROCEEDINGS IN HONG KONG CONCERNING
THE ADJOURNED SPECIAL GENERAL MEETING,
(2) SUPPLEMENTAL INFORMATION TO THE
ANNOUNCEMENT OF THE COMPANY DATED 5 APRIL 2024
AND
(3) RESUMPTION OF TRADING**

1. INSIDE INFORMATION

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 (the “**Listing Rules**”) on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) 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 announcement issued by the Company on 5 April 2024 (the “**Adjournment Announcement**”) regarding the adjournment of the special general meeting which was originally scheduled to take place at 5:00 p.m. on Monday, 8 April 2024 (the “**SGM**”).

The Board (the “**Board**”) of Directors (the “**Directors**”) of the Company announces that in the late afternoon on 9 April 2024, the Company received through its solicitors the Inter Partes Summons and the Originating Summons both dated 9 April 2024 (collectively, the “**Summons**”) taken out by the solicitors acting for Mr. Sze Ching Lau (the “**Plaintiff**”) against the Company and 9 other defendants who are the Directors (collectively, the “**Defendants**”), applying for an order from the High Court of Hong Kong against the Defendants, including the Company named as the 10th Defendant in the Summons that the Defendants be restrained from:

1. delaying, adjourning, blocking, preventing or otherwise interfering with the convening, holding or the conduct of the special general meeting of the 10th Defendant scheduled to be held at 23/F *[sic]*, China Huarong Tower, 60 Gloucester Road, Wanchai, Hong Kong on Tuesday, 23 April 2024 at 5:00 p.m. (the “**Adjourned SGM**”) requisitioned by the Plaintiff pursuant to his requisition notice dated 9 February 2024 (the “**9 Feb Requisition Notice**”) issued pursuant to Article *[sic]* 58 of the 10th Defendant’s Amended and Restated Bye-laws:
2. delaying, adjourning, blocking, preventing or otherwise interfering with the consideration and/or resolving any of the agenda set out in the 9 Feb Requisition Notice;
3. blocking, preventing, interfering with and/or rejecting, not admitting and/or disallowing any vote(s) cast at the Adjourned SGM, by the Plaintiff and/or by any authorized representative(s) of the Plaintiff and/or any proxy appointed by him and/or by any nominee shareholder who holds shares for the Plaintiff.

The hearing for the Inter Partes Summons and the Originating Summons is scheduled to be held on 12 April 2024 and 6 June 2024 respectively. The Company is seeking advice from its legal advisers. Further announcements will be made by the Company as and when appropriate in compliance with the Listing Rules.

2. SUPPLEMENTAL INFORMATION TO THE ADJOURNMENT ANNOUNCEMENT

The Company wishes to provide supplemental information in relation to the Board's decision to adjourn the SGM stated in the Adjournment Announcement. The Company has been provided with further new information pertaining to a serious allegation that certain parties with the assistance of the Plaintiff and his son (collectively the "Conspirators") orchestrated an alleged fraudulent scheme in October 2020 with the aim to obtain a substantial amount of the Company's shares for free by, *inter alia*,:- (a) procuring and misleading the Company into issuing three convertible bonds dated 9 February 2021, 23 February 2021 and 9 March 2021; and (b) having the principal amount paid for these convertible bonds been channelled back to the nominees of the Conspirators. It further suggested that as a result of the aforesaid alleged fraud and in knowing receipt thereof, no less than 100 million of the Company's shares (which is 6,250,000 of the Company's shares after consolidation) are now registered under the name of the Plaintiff and/or the nominees of the Conspirators. Given the complexity of this recently surfaced matter and after seeking urgent legal advice, the Board had concluded that it was not in the best interests of the Company and its shareholders as a whole to hold the SGM. In the circumstance, the Board resolved to adjourn the SGM to 5 p.m. on Tuesday, 23 April 2024.

Shareholders of the Company and potential investors are advised to exercise caution when dealing in the shares of the Company.

3. RESUMPTION OF TRADING

At the request of the Company, trading in the shares of the Company on the Stock Exchange has been halted with effect from 9:00 a.m. on Wednesday, 10 April 2024. Application has been made by the Company to the Stock Exchange for the resumption of trading in the shares of the Company with effect from 9:00 a.m. on Thursday, 12 April 2024.

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

Hong Kong, 11 April 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.