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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 POTENTIAL ILLEGAL ACTIVITIES
IN THE SHARE TRADING OF THE COMPANY
AND
RESUMPTION OF TRADING

This announcement is made by 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 (Cap. 571 of the Laws of Hong Kong) (“**SFO**”).

INSIDE INFORMATION

Reference is made to the voluntary conditional cash offers made by Shenwan Hongyuan Capital (H.K.) Limited on 5 October 2023 at HK\$0.9 per share (“**GO Price**”) on behalf of Mr. Sze Ching Lau (“**General Offer**”) Please refer to the announcement dated 5 October 2023 for the terms of the General Offer.

New Sparkle Roll International Limited (the “**Company**”) has become aware of certain activities involving suspected market manipulation and false trading activities in the Company’s shares in connection with the trading of its shares during the General Offer period, which may violate the regulatory requirements for securities transactions.

Between 30 December 2023 and 8 January 2024, it came to the attention of the Company that there might be illicit arrangement to solicit the acquisition of the Company's shares on top of the GO Price of HK\$0.9 per share. Therefore, based on legal advice and internal review, the Company has applied a trading halt on 8 January 2024.

Given the seriousness of the suspected illegal activities in relation to the trading of its shares, the Company has engaged external legal counsel urgently to assist in this matter. After reviewing the latest available material, the legal advisers are of the preliminary opinion that such activities if proven may constitute breaches of the Stamp Duty Ordinance (Cap. 117 of the Laws of Hong Kong), the SFO and the Hong Kong Code on Takeovers and Mergers and may amount to conspiracy to defraud shareholders.

The Company is committed to taking all necessary steps to prevent the continuation of such illegal activities and to protect the interests of all shareholders.

The Company advises all shareholders to be vigilant and not to accept any additional benefits or advantages that may be unlawfully promised by any party to induce acceptance of the General Offer.

An investigation into these matters has been launched by the Company as a matter of urgency. The Company has submitted and will be submitting the relevant information of these matters to the regulatory authorities to address the situation promptly and thoroughly. The Company will keep shareholders and the public informed of any new developments in this regard as soon as practicable.

On 18 January 2024, the Company (together with Guo Ying) (together, the "**Plaintiffs**") issued an urgent *ex parte* injunction application against Sze Ching Lau (the 1st defendant) and Shenwan Hongyuan Capital (H.K.) Limited (the 2nd defendant) (together, the "**Defendants**"). Upon hearing the senior counsel's submissions, and upon the Plaintiffs' giving undertaking to damages, the Honourable Mr. Justice Anthony Chan ordered, *inter alia*, the following:–

“Until the conclusion of the hearing of 1st and 2nd Plaintiffs inter partes Summons on 26 January 2024:–

- (a) the Defendants, whether acting by himself, his servants, agents or otherwise howsoever directly or indirectly, be restrained from approaching any persons holding, whether legally or beneficially, the shares in the 1st Plaintiff (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 voluntary conditional cash offer for 970 Shares as notified by him to the 1st Plaintiff on 28 September 2023 and announced by him on 5 October 2023 (the “GO”) has not yet lapsed; and*
- (b) the Defendants, whether acting by himself, his servants, agents or otherwise howsoever directly or indirectly, be restrained from 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 GO of 90 cents per share in return for accepting the offer contained in GO or entering into any dealing or transaction of whatever nature of any of 970 Shares.”*

The injunction was given with a penal notice whereby if the subject person(s) neglects to obey or disobeys the injunction order, he or she may be held to be in contempt of court and liable to process of execution to compel he or she to obey it.

The Company is committed to maintaining transparency and fairness in the marketplace and to upholding the highest standards of corporate governance.

The Company 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 should be reminded to refer to the letter from the Independent Board Committee and the letter from the Independent Financial Adviser before deciding whether to accept or not to accept the General Offer.

Shareholders and potential investors of the Company are advised to exercise prudence in their dealings with the Company’s securities during this period. The Company 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 9:00 a.m. on Monday, 8 January 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 Friday, 19 January 2024.

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

Hong Kong, 18 January 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.