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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**

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 announcement published by New Sparkle Roll International Group Limited (the “**Company**”) on 18 January 2024 (the “**Announcement**”) which relates 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**”) and the injunction granted by the Honourable Mr. Justice Anthony Chan on 18 January 2024 (the “**Injunction Order**”). Unless otherwise stated, capitalized terms used herein shall have the same meanings as those defined in the Announcement.

On 19 January 2024, the Company issued an *inter partes* summons (the “**Summons**”) to seek continuation of the Injunction Order and also the grant of injunctive relief restraining the 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, the Honourable Madam Justice Lisa Wong reserved judgment. In respect of the Injunction Order in the interim, the Defendants have given their respective undertakings (through Counsel) in terms of paragraphs 1(a) and 1(b) of the Injunction Order pending determination of the Summons or such further order of the Court and the Plaintiffs have given cross-undertaking to damages (through Counsel). The undertakings given by the Defendants are in the following terms: –

- (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.

In view of the Defendants' voluntary undertakings, which gives the same effect as an injunction, the Injunction Order was not continued in the interim pending determination of the Summons.

The Company wishes to emphasize that by accepting the undertakings in lieu of the formal continuation of the Injunction Order provided by the Defendants to the Court, the Company is striving to maintain the status quo and protect the interests of the Company and its shareholders. Any breach of the Defendants' respective undertakings would equate to a breach of the Injunction Order, whereby the Defendants may be liable to contempt of Court.

Accordingly, pending determination of the Summons or such further order of the Court, each of the Defendants, whether acting by himself/itself, his/its servants, agents or otherwise howsoever directly or indirectly, shall continue to be restrained from:

- (a) approaching any persons holding, whether legally or beneficially, the shares in the Company (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
- (b) 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.

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.

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

Hong Kong, 26 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.