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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)**

**FULFILLMENT OF RESUMPTION GUIDANCE  
AND  
RESUMPTION OF TRADING**

Reference is made to the announcement of New Sparkle Roll International Group Limited (the “**Company**”) dated 3 May 2024 in relation to the resumption guidance imposed by The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) on the Company in respect of the resumption of trading in the shares of the Company (the “**Shares**”) on the Stock Exchange.

**THE RESUMPTION GUIDANCE**

At the Company’s request, trading in the Shares on the Stock Exchange has been suspended with effect from 9:00 a.m. on 16 April 2024.

On 26 April 2024, the Company received a letter from the Stock Exchange setting out the following guidance for the resumption of trading in the Shares:

1. have any liquidators (provisional or not) discharged and demonstrate that the Company’s directors have full powers to conduct the affairs of the Company (the “**First Resumption Guidance**”);

2. re-comply with Rule 13.92 of the Rules Governing the Listing of Securities on the Stock Exchange (the “**Listing Rules**”) (the “**Second Resumption Guidance**”); and
3. inform the market of all material information for the Company’s shareholders and other investors to appraise the Company’s position (the “**Third Resumption Guidance**”).

The Company is pleased to announce that as of the date of this announcement, the Company has met all the above resumption guidance as elaborated below.

## **FIRST RESUMPTION GUIDANCE**

Reference is made to the announcements of the Company dated 22 April 2024 and 16 May 2024 in relation to the appointment and discharge of the joint provisional liquidators of the Company (the “**JPLs**”) respectively.

As disclosed in the announcement dated 16 May 2024, the Order for the appointment of the JPLs dated 15 April 2024 was set aside by the Bermudan Court in an Order dated 15 May 2024 and the JPLs were ordered to be discharged with immediate effect.

As a result of the discharge of the JPLs, the board of directors of the Company (the “**Board**” or the “**Director(s)**”) now restores full power and regains control of the Company’s business. A handover meeting between the JPLs and the Board was convened on 13 May 2024 in which, amongst others, the statutory records, common seal, valuable chattels, cheque books, bank accounts of the Company were passed to the Board. The handover of records and documents relating to the Company from the JPLs to the Board is now smoothly underway.

In the circumstances, the Company considers that it has met the First Resumption Guidance.

## **SECOND RESUMPTION GUIDANCE**

Reference is made to the announcement of the Company dated 24 April 2024 in relation to the removal and appointment of directors of the Company.

Upon the removal of Ms. Cheng Bin as an executive Director and Ms. Liu Wenjing as an independent non-executive Director as disclosed in the aforementioned announcement, the Board has become a single gender board consisting only of male Directors. This constitutes a breach of Rule 13.92 of the Listing Rules.

The Board has been actively searching for suitable female business personnel who are familiar with the Company's operations and possess relevant experience to serve as a Director. The Board is currently in contact with some potential personnel and discussions regarding the engagement of such female candidate as a Director are in progress. Unfortunately, such discussions have been protracted as a result of the existing legal actions concerning the Company. Despite the above challenges, the Board is optimistic about being able to complete the discussions and appoint a female director to the Board by 15 July 2024. This will allow the Company to re-comply with Rule 13.92 of the Listing Rules.

In view of the above action plan and as the estimated date for the appointment of a female director to the Board is within the three-month grace period for re-compliance with Rule 13.92, the Company considers that it has met the Second Resumption Guidance.

### **THIRD RESUMPTION GUIDANCE**

Since the suspension of trading of the Shares, the Company has informed its shareholders and investors of all material information to appraise the Company's position by way of publication of announcements on the website of the Stock Exchange and the Company's website (<https://www.hk970.com/en/index.php>). Up to the date of this announcement, to the best of its knowledge, the Board is not aware of any other material information which has not been published to enable the shareholders and investors of the Company to appraise the Company's position.

Hence, the Company considers that it has met the Third Resumption Guidance.

### **RESUMPTION OF TRADING**

At the request of the Company, trading in the Shares on the Stock Exchange has been suspended with effect from 9:00 a.m. on 16 April 2024. Since the Company has met all the above resumption guidance, the Company has made an application to the Stock Exchange for the resumption of trading in the Shares on the Stock Exchange with effect from 9:00 a.m. on 28 May 2024.

**Shareholders and potential investors of the Company are reminded to exercise caution when dealing in the Company's securities.**

By order of the Board  
**New Sparkle Roll International Group Limited**  
**Wang Bangyi**  
*Chairman*

Hong Kong, 27 May 2024

*As at the date of this announcement, the Company has two executive Directors, one non-executive Director and three independent non-executive Directors. The executive Directors are Dr. Wang Bangyi and Mr. Qiu Peiyuan. The non-executive Director is Mr. You Yiyang. The independent non-executive Directors are Mr. Chan Man Kit, Mr. Li Baochun and Mr. Gao Yafei.*