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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)

NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that a special general meeting of the Company (“SGM”) will be convened at 5:00 p.m. on Monday, 8 April 2024 at 26/F, China Huarong Tower, 60 Gloucester Road, Wanchai, Hong Kong for the purposes of considering and, if thought fit, passing, with or without modification, the following resolutions as ordinary resolutions of the Company:

ORDINARY RESOLUTIONS

Proposed Resolutions by the Requisitionists

1. **THAT** Mr. Zheng Hao Jiang be removed from his position as an executive director, chairman and chief executive officer of the Company with immediate effect upon passing of this resolution;
2. **THAT** Mr. Zhao Xiaodong be removed from his position as an executive director, deputy chairman and chief operating officer with immediate effect upon passing of this resolution;
3. **THAT** Mr. Zhu Lei be removed from his position as an executive director with immediate effect upon passing of this resolution;

4. **THAT** Ms. Cheng Bin removed from his *[sic.]* position as an executive director with immediate effect upon passing of this resolution;
5. **THAT** Mr. Choy Sze Chung, Jojo be removed from his position as an independent non-executive director of the Company with immediate effect upon passing of this resolution;
6. **THAT** Mr. Lam Kwok Cheong be removed from his position as an independent non-executive director of the Company with immediate effect upon passing of this resolution;
7. **THAT** Mr. Gao Yu be removed from his position as an independent non-executive director of the Company with immediate effect upon passing of this resolution;
8. **THAT** Mr. *[sic.]* Liu Wenjing be removed from his *[sic.]* position as an independent non-executive director of the Company with immediate effect upon passing of this resolution;
9. **THAT** Mr. Li Min be removed from his position as an independent non-executive director of the Company with immediate effect upon passing of this resolution;
10. **THAT** any director(s) appointed between 9 February 2024, being the date of Requisition, and the date of the SGM (with this period of time ending immediately before the start time of the SGM), be and is hereby removed as a director of the Company with immediate effect upon passing of this resolution;
11. **THAT** Mr. Qiu Pei Yuan be appointed as an executive director of the Company with immediate effect upon passing of this resolution;
12. **THAT** Mr. You Yiyang be appointed as a non-executive director of the Company with immediate effect upon passing of this resolution;
13. **THAT** Mr. Chan Man Kit be appointed as an independent non-executive director of the Company with immediate effect upon passing of this resolution;

14. **THAT** Mr. Li Baochun be appointed as an independent non-executive director of the Company with immediate effect upon passing of this resolution; and
15. **THAT** Mr. Gao Yafei be appointed as an independent non-executive director of the Company with immediate effect upon passing of this resolution.

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

Hong Kong, 28 February 2024

As at the date of this notice, the Board comprises the following Directors:

Executive Directors

Mr. Zheng Hao Jiang, Mr. Zhao Xiaodong, Mr. Zhu Lei and Ms. Cheng Bin

Independent non-executive Directors

Mr. Choy Sze Chung, Jojo, Mr. Lam Kwok Cheong, Mr. Gao Yu, Ms. Liu Wenjing and Mr. Li Min

Principal place of business in Hong Kong:

23/F, China Huarong Tower
60 Gloucester Road
Wanchai
Hong Kong

Notes:

1. Unless the context requires otherwise, capitalised terms used in this notice shall have the same meanings as those defined in the circular of the Company dated 28 February 2024 relating to the SGM (the “**Circular**”).
2. A member entitled to attend and vote at the SGM is entitled to appoint one or more proxy to attend and, subject to the provisions of the bye-laws of the Company, vote in his stead. A proxy need not be a member of the Company.
3. In order to be valid, the accompanying form of proxy must be duly completed and signed in accordance with the instructions printed thereon and deposited together with a power of attorney or other authority, if any, under which it is signed or a certified copy of that power or authority, at the offices of the Company’s Hong Kong branch registrar, Tricor Secretaries Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong no less than 48 hours before the time for holding the SGM or adjourned or postponed SGM. Completion and return of a form of proxy will not preclude a member from attending in person and voting at the SGM or any adjournment or postponement thereof, should he so wish and in such event, the instrument appointing a proxy shall be deemed to be revoked. No instrument appointing a proxy shall be valid after the expiration of 12 months from the date of its execution, except at an adjourned or postponed meeting in cases where the meeting was originally held within 12 months from such date.
4. The register of members of the Company will be closed from Tuesday, 2 April 2024 to Monday, 8 April 2024, both days inclusive, during which period no transfer of shares of the Company will be effected. In order to qualify for attending the SGM convened by the above notice, all transfers accompanied by the relevant share certificates and transfer forms must be lodged with the Company’s Hong Kong branch registrar, Tricor Secretaries Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not later than 4:30 p.m. on Thursday, 28 March 2024.
5. If tropical cyclone warning signal no. 8 or above is hoisted, “extreme condition” caused by super typhoons or a black rainstorm warning signal is in force at 2:00 p.m. on Monday, 8 April 2024, the SGM will be adjourned or postponed in accordance with the bye-laws of the Company and further announcement for details of alternative meeting arrangements will be made. The SGM will be held as scheduled even when tropical cyclone warning signal no. 3 or below is hoisted, or an amber or red rainstorm warning signal is in force. You should make your own decision as to whether you would attend the SGM under bad weather conditions and if you should choose to do so, you are advised to exercise care and caution.