THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in doubt as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in New Sparkle Roll International Group Limited, you should at once hand this circular with the accompanying form of proxy to the purchaser or the transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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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) GRANT OF GENERAL MANDATES TO ISSUE NEW SHARES AND REPURCHASE SHARES; (2) RE-ELECTION OF DIRECTORS; AND (3) NOTICE OF ANNUAL GENERAL MEETING

Notice of the Annual General Meeting of the Company to be held at 4:30 p.m. on Thursday, 26 September 2024 at United Conference, 10/F, United Centre, 95 Queensway, Admiralty, Hong Kong is set out on pages 24 to 29 of this circular. Whether or not you are able to attend the meeting, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and deposit the same to the Company's branch share registrar in Hong Kong, Tricor Secretaries Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible and in any event no later than 48 hours before the time of the meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting at the meeting or any adjournment thereof should you so wish, and in such event, the form of proxy shall be deemed to be revoked. For the avoidance of doubt, holders of treasury Shares (if any) have no voting rights at the Annual General Meeting.

Shareholders are encouraged to consider appointing the chairman of the Annual General Meeting as their proxy to vote on the resolutions instead of attending the Annual General Meeting in person.

4 September 2024

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DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions have the following meanings:

"AGM Notice"	the notice for convening the AGM set out on pages 24 to 29 of this circular
"Annual General Meeting" or "AGM"	the annual general meeting of the Company to be held at 4:30 p.m. on Thursday, 26 September 2024 at United Conference, 10/F, United Centre, 95 Queensway, Admiralty, Hong Kong
"associates"	has the meaning ascribed to it under the Listing Rules
"Auditors"	the auditors for the time being of the Company
"Board"	the board of Directors
"Bye-laws"	the bye-laws of the Company currently in force
"CCASS"	the Central Clearing and Settlement System established and operated by Hong Kong Securities Clearing Company Limited
"Companies Act"	the Companies Act 1981 of Bermuda, as supplemented or amended or substituted from time to time
"Company"	New Sparkle Roll International Group Limited 新耀萊國際集團有限公司, an exempted company incorporated in Bermuda under the Companies Act with limited liability, the Shares of which are listed and traded on the Stock Exchange (Stock code: 970)
"controlling shareholder(s)"	has the meaning ascribed to it under the Listing Rules
"Director(s)"	director(s) of the Company

"Extension Mandate"	a general and unconditional mandate proposed to be granted to the Directors to the effect that the total number of Shares which may be allotted and issued (or transferred out of treasury) under the General Mandate may be increased by an additional number representing such number of Shares actually repurchased under the Repurchase Mandate
"General Mandate"	a general and unconditional mandate proposed to be granted to the Directors to exercise the power of the Company to allot, issue or otherwise deal with additional Shares (including any sale or transfer of treasury Shares) up to a maximum of 20% of the total number of issued Shares of the Company (excluding treasury Shares) as at the date of passing of the relevant resolution at the AGM
"Group"	the Company and its subsidiaries and "member(s) of the Group" shall be construed accordingly
"HK$"	Hong Kong dollars, the lawful currency of Hong Kong from time to time
"Hong Kong"	the Hong Kong Special Administrative Region of the People's Republic of China
"Latest Practicable Date"	29 August 2024, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular
"Listing Committee"	the listing committee of the Stock Exchange
"Listing Rules"	the Rules Governing the Listing of Securities on the Stock Exchange, as amended, supplemented and/or otherwise modified from time to time
"Mandates"	collectively, the General Mandate, the Repurchase Mandate and the Extension Mandate

"People's Republic of China" or "China"	the People's Republic of China which, for the purpose of this circular, excludes Hong Kong, the Macau Special Administrative Region and Taiwan
"Remuneration Committee"	the remuneration committee of the Company
"Repurchase Mandate"	a general and unconditional mandate proposed to be granted to the Directors to enable the Company to repurchase Shares of up to 10% of the total number of issued Shares of the Company (excluding treasury Shares) as at the date of passing the relevant resolution at the AGM
"SFO"	the Securities and Futures Ordinance (Chapter 571 of the laws of Hong Kong) as amended, supplemented and/or otherwise modified from time to time
"Share Option Scheme"	the share option scheme which was adopted by the Company on 29 September 2022
"Share(s)"	ordinary share(s) of HK$0.032 each in the share capital of the Company, which include treasury Share(s), if any (for the avoidance of doubt, the holders of treasury Shares have no voting rights at the Annual General Meeting)
"Shareholder(s)"	holder(s) of Shares
"Stock Exchange"	The Stock Exchange of Hong Kong Limited
"Takeovers Code"	The Codes on Takeovers and Mergers and Share Buy-backs issued by the Securities and Futures Commission of Hong Kong, as amended, supplemented and/or otherwise modified from time to time
"treasury Shares"	has the meaning ascribed to it under the Listing Rules
"%"	per cent.

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)

Executive Directors:
Mr. Ju Qinghao
(Chairman)
Mr. Qiu Peiyuan

Non-executive Directors:
Mr. Sze Ka Ho
Mr. Wu Peng
Mr. You Yiyang
Mr. Li Qingsong

Independent Non-executive Directors:
Mr. Chan Man Kit
Mr. Liao Kenan
Mr. Ng Wai Hung
Ms. Wang Hui

Registered office:
Clarendon House
2 Church Street
Hamilton HM11
Bermuda

Principal place of business in Hong Kong:
23/F, China Huarong Tower,
60 Gloucester Road,
Wanchai,
Hong Kong

4 September 2024

To the Shareholders

Dear Sir/Madam,

(1) GRANT OF GENERAL MANDATES TO ISSUE NEW SHARES AND REPURCHASE SHARES; (2) RE-ELECTION OF DIRECTORS; AND (3) NOTICE OF ANNUAL GENERAL MEETING

1. INTRODUCTION

The primary purposes of this circular are to provide you with information regarding the resolutions to be proposed at the AGM and to give you the AGM Notice. Resolutions to be proposed at the AGM include (i) ordinary resolutions on the grant of the Mandates; and (ii) ordinary resolutions on the proposed re-election of Directors.

2. GRANT OF GENERAL MANDATE, REPURCHASE MANDATE AND EXTENSION MANDATE

By ordinary resolutions passed at the adjourned annual general meeting of the Company held on 25 September 2023, the Directors were granted (a) a general mandate to allot, issue and deal with additional Shares (including any sale or transfer of treasury Shares); (b) a general mandate to repurchase the Shares; and (c) the power to extend the general mandate mentioned in (a) above by an amount representing the total number of the Shares repurchased by the Company pursuant to the mandate to repurchase Shares referred to in (b) above. These mandates will expire at the conclusion of the forthcoming AGM. At the AGM, the following resolutions (among other matters) will be proposed:

(a) to grant the General Mandate to the Directors to exercise the powers of the Company to allot, issue and otherwise deal with additional Shares (including any sale or transfer of treasury Shares) of up to a maximum of 20% of the total number of issued Shares of the Company (excluding treasury Shares) as at the date of passing of such resolution. As at the Latest Practicable Date, there were 469,001,508 Shares in issue (excluding treasury Shares) and the Company did not hold any treasury Shares, and assuming that, prior to the AGM, no Shares are issued (or transferred out of treasury) or repurchased by the Company, the total number of Shares that may be issued (or transferred out of treasury) under the General Mandate will be 93,800,301 Shares;

(b) to grant a Repurchase Mandate to the Directors to enable the Company to repurchase Shares on the Stock Exchange of up to a maximum of 10% of the total number of issued Shares of the Company (excluding treasury Shares) as at the date of passing of such resolution; and

(c) to increase the number of Shares to be issued and allotted under the General Mandate by an additional number representing such number of Shares repurchased under the Repurchase Mandate.

The Board notes that with effect from 11 June 2024, the Listing Rules were amended to introduce flexibility for listed companies to cancel shares repurchased and/or to adopt a framework to (i) allow repurchased shares to be held in treasury and (ii) govern the resale of treasury Shares. Following such changes to the Listing Rules, if the Company repurchases Shares pursuant to the Repurchase Mandate, the Company may (i) cancel the repurchased Shares and/or (ii) hold such Shares in treasury, subject to market conditions and the capital management needs of the Company at the relevant time such repurchases of Shares are made. If the Company holds Shares in treasury, any resale of Shares held in treasury will be subject to resolution numbered 4 set out in the notice of the AGM and made in accordance with the Listing Rules and applicable laws and regulations of Bermuda.

Under the Listing Rules, the Company is required to give the Shareholders all information which is reasonably necessary to enable the Shareholders to make an informed decision as to whether to vote for or against the resolution to grant to the Directors the Repurchase Mandate. For such purpose, an explanatory statement as required by the Listing Rules is set out in Appendix I to this circular. The Company confirms that neither the explanatory statement nor the Repurchase Mandate has any unusual features.

The Directors have no immediate plans to issue any new Shares under the General Mandate other than such Shares which may fall to be issued upon the exercise of any options granted/to be granted under the Share Option Scheme or any scrip dividend scheme which may be approved by the Shareholders.

3. RE-ELECTION OF DIRECTORS

According to Bye-law no. 83(2) of the Company's Bye-laws, any Director appointed by the Board as an addition to the existing Board shall hold office only until the first annual general meeting of Company after his appointment and shall then be eligible for re-election. Accordingly, Mr. Ju Qinghao, Mr. Sze Ka Ho, Mr. Wu Peng, Mr. Li Qingsong, Mr. Liao Kenan, Mr. Ng Wai Hung and Ms. Wang Hui will retire at the Annual General Meeting and, being eligible, offer themselves for re-election.

The Board, through the assessment and recommendation by the Nomination Committee of the Company, is of the view that they should be re-elected at the Annual General Meeting.

Details of the Directors offering themselves for re-election, as required to be disclosed under the Listing Rules, are set out in Appendix II to this circular.

4. ACTIONS TO BE TAKEN

Set out on pages 24 to 29 of this circular is a notice convening the AGM at which resolutions will be proposed to approve, among other matters, the following:

(a) the re-election of Directors;

(b) the grant of the General Mandate;

(c) the grant of the Repurchase Mandate; and

(d) the grant of the Extension Mandate.

A form of proxy for use at the AGM is enclosed herewith and published on the website of the Stock Exchange at www.hkexnews.hk and the website of the Company at www.hk970.com. Whether or not you intend to attend the AGM in person, you are requested to complete and return the form of proxy in accordance with the instructions printed thereon as soon as possible and in any event not later than 48 hours before the time appointed for holding the AGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting at the AGM or any adjournment thereof should you so wish, and in such event, the form of proxy shall be deemed to be revoked. For the avoidance of doubt, holders of treasury Shares (if any) have no voting rights at the AGM. To the extent that the Directors are aware having made all reasonable enquiries, none of the Shareholders is required to abstain from voting on any resolution proposed to be adopted at the AGM.

5. RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

6. RECOMMENDATION

The Directors believe that the proposed resolutions set out in the notice of AGM are in the best interests of the Company and the Shareholders as a whole and recommend the Shareholders to vote in favour of the relevant resolutions at the AGM.

7. VOTING BY POLL

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of shareholders at a general meeting must be taken by poll. Accordingly, all the resolutions put to vote at the AGM will be taken by way of poll. The chairman of the AGM will explain the detailed procedures for conducting a poll at commencement of the AGM.

After conclusion of the AGM, the poll results will be published on the respective websites of the Stock Exchange and the Company in accordance with the Listing Rules.

8. MISCELLANEOUS

The English text of this circular and the accompanying proxy form shall prevail over the Chinese text in case of inconsistency.

By order of the Board
New Sparkle Roll International Group Limited
Ju Qianghao
Chairman

This appendix serves as an explanatory statement, as required by the Listing Rules, to provide the requisite information to enable you to make an informed decision on whether to vote for or against the resolution to approve the grant of the Repurchase Mandate to the Directors.

1. LISTING RULES RELATING TO THE REPURCHASE OF SECURITIES

The Listing Rules permit companies whose primary listing is on the Stock Exchange to repurchase their securities on the Stock Exchange and any other stock exchange on which the securities of the company are listed and such other stock exchange is recognised by the Securities and Futures Commission of Hong Kong subject to certain restrictions. Among such restrictions, the Listing Rules provide that the shares of such company must be fully paid up and all repurchase of shares by such company must be approved in advance by an ordinary resolution of shareholders, either by way of a general repurchase mandate or by specific approval of a particular transaction. The Company is empowered by its memorandum of association and the Bye-laws to repurchase its own securities.

2. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 469,001,508 Shares and the Company did not hold any treasury Shares. As at the Latest Practicable Date, the Company did not have any outstanding share options to be exercised for Shares.

Subject to the passing of the proposed resolution as set out in the AGM Notice and assuming that no further Shares are issued or repurchased by the Company prior to the AGM, the Directors will be authorised to repurchase up to 46,900,150 Shares, being 10% of the total number of issued Shares of the Company (excluding treasury Shares) as at the date of passing of the proposed resolution, pursuant to the Repurchase Mandate.

As stated in the Letter from the Board, with effect from 11 June 2024, the Listing Rules were amended to introduce flexibility for listed companies to cancel shares repurchased and/or to adopt a framework to (i) allow repurchased shares to be held in treasury and (ii) govern the resale of treasury Shares. Following such changes to the Listing Rules, if the Company repurchases Shares pursuant to the Repurchase Mandate, the Company may (i) cancel the repurchased Shares and/or (ii) hold such Shares in treasury, subject to market conditions and the capital management needs of the Company at the relevant time such repurchases of Shares are made. If the Company holds Shares in treasury, any resale of Shares held in treasury will be subject to the resolution numbered 4 set out in the notice of the AGM and made in accordance with the Listing Rules and applicable laws and regulations of Bermuda.

3. REASONS FOR REPURCHASE

The Directors believe that the Repurchase Mandate is in the best interests of the Company and the Shareholders as a whole. An exercise of the Repurchase Mandate may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or earnings per Share and will only be made if the Directors believe that such repurchases will benefit the Company and the Shareholders as a whole.

4. FUNDING OF REPURCHASES

In repurchasing securities, the Company may only apply funds legally available for such purpose in accordance with its memorandum of association, the Bye-laws, the Listing Rules, the Companies Act and the applicable laws of Bermuda.

Taking into account the current working capital position of the Company, the Directors consider that, if the Repurchase Mandate were to be exercised in full, it might not have a material adverse effect on the working capital and/or the gearing position of the Company as compared with its position as at 31 March 2024, being the date to which the latest published audited financial statements of the Group were made up. Further, the Directors do not intend to make any repurchases to such an extent as would, in the circumstances, have a material adverse effect on the working capital requirements or the gearing position of the Company which in the opinion of the Directors are from time to time appropriate for the Group.

5. SHARE PRICES

The highest and the lowest prices at which the Shares were traded on the Stock Exchange during each of the previous twelve months preceding the Latest Practicable Date were as follows:

	Highest	**Lowest**
	HK$	*HK$*
2023		
September	1.00	0.90
October	1.29	1.00
November	1.60	1.15
December	1.61	1.08
2024		
January	3.20	1.25
February	2.21	1.34
March	2.10	1.30
April	1.36	1.29
May	1.30	1.20
June	1.30	0.78
July	0.84	0.70
August (up to the Latest Practicable Date)	0.63	0.50

6. DISCLOSURE OF INTERESTS AND EFFECT OF TAKEOVERS CODE

None of the Directors nor, to the best of their knowledge, having made all reasonable enquiries, their associates, have any present intention to sell to the Company or its subsidiaries any of the securities in the Company if the Repurchase Mandate is approved at the AGM and exercised.

The Directors will exercise the power of the Company to make purchases of the Shares pursuant to the Repurchase Mandate in accordance with the Listing Rules, applicable laws of Bermuda, the memorandum of association of the Company and the Bye-laws.

If a Shareholder's proportionate interest in the voting rights of the Company increases on the Company exercising its powers to repurchase securities pursuant to the Repurchase Mandate, such increase will be treated as an acquisition for the purposes of Rule 32 of the Takeovers Code. As a result, a Shareholder or a group of Shareholders acting in concert (as defined in the Takeovers Code) could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

The Directors have no intention to exercise the Repurchase Mandate to such an extent that as would give rise to such obligation. Save as aforesaid, the Directors are not aware of any consequence which would arise under the Takeovers Codes as a consequence of any repurchases pursuant to the Repurchase Mandate.

The Directors have no intention to exercise the Repurchase Mandate to such an extent that will result in less than 25% of the Shares being held by the public.

As at the Latest Practicable Date, no connected person (within the meaning ascribed to it in the Listing Rules) of the Company has notified the Company that he/she/it has a present intention to sell any securities of the Company nor has any such connected person undertaken not to sell any of the securities held by him/her/it to the Company in the event that the Repurchase Mandate is granted.

The Company had not repurchased any of the Shares (whether on the Stock Exchange or otherwise) during the six months preceding the Latest Practicable Date except those mentioned in the paragraph headed "Shares repurchase" above.

7. STATUS OF REPURCHASED SHARES

Following a repurchase of the Shares, the Company may cancel any repurchased Shares and/or hold them as treasury Shares subject to, among others, applicable laws, market conditions and its capital management needs at the relevant time of the repurchases, which may change due to evolving circumstances. Shareholders and potential investors of the Company should pay attention to any announcement to be published by the Company in the future, including but without limitation, any next day disclosure return and any relevant monthly return.

For any treasury Shares deposited with CCASS pending resale on the Stock Exchange, the Company shall, upon approval by the Board, implement the below interim measures which include (without limitation):

(i) procuring its broker not to give instructions to Hong Kong Securities Clearing Company Limited to vote at general meetings for the treasury Shares deposited with CCASS;

(ii) in the case of dividends or distributions (if any and where applicable), the Company shall withdraw the treasury Shares from CCASS, and either re-register them in its own name as treasury Shares or cancel them, in each case before the relevant record date for the dividend or distributions; or

(iii) take any other measures to ensure that it will not exercise any Shareholders' rights or receive any entitlements which would otherwise be suspended under the applicable laws if those Shares were registered in its own name as treasury Shares.

PARTICULARS OF DIRECTORS FOR RE-ELECTION

The biographical details of the Directors eligible for re-election at the Annual General Meeting are set out below:

Mr. Ju Qinghao (Chairman and Executive Director)

Qualification and experience

Mr. JU Qinghao ("**Mr. JU**"), aged 38, graduated with a bachelor's degree from Shanghai Jiao Tong University (上海交通大學) and Shanghai University of Traditional Chinese Medicine (上海中醫藥大學), majoring in Traditional Chinese Medicine. He then obtained a master's degree from Shanghai University of Traditional Chinese Medicine in 2013. He has over 10 years of experience in the financial investment industry and holds the Securities Investment Fund Industry Qualification Certificate in China. In 2014, he founded Shanghai Tingyi Investment Co., Ltd.* (上海廷頤投資有限公司) and is responsible for its financial investment business. It currently focuses mainly on investment business. Mr. JU later founded Shanghai Tingyi Asset Management Co., Ltd. (上海廷頤資產管理有限公司) in 2015 and serves as the executive director of this company, responsible for its investment management work related to funds. In 2018, he invested in and founded Jiangsu Shangai New Materials Technology Co., Ltd. (江蘇尚艾新材料科技有限公司), a high-tech enterprise engaged in the research and manufacturing of new materials for automobiles.

Mr. Ju is the Chairman, an Executive Director of the Company and the member as well as the chairman of the Nomination Committee of the Company.

Interest in Shares and others

Save as disclosed above, as at the Latest Practicable Date, Mr. JU confirms that: (i) he does not hold any other positions with the Company or other members of the Group; (ii) he has not held any directorships in the last three years in any public companies, the securities of which are listed on any securities market in Hong Kong and/or overseas, nor held any other major appointment or professional qualification; (iii) he does not have any interests in the shares or securities of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) (the "**SFO**"); and (iv) he has no relationship with any Directors, senior management, substantial shareholders, or controlling shareholders of the Company.

Pursuant to the service contract entered into between Mr. JU and the Company, the term of Mr. JU as an executive Director is for a period of 3 years commencing from 21 June 2024 unless terminated by 3 months' prior written notice given by either party to the other or by payment of 3 months' fixed salary in lieu of notice, and subject to retirement by rotation and re-election in accordance with the bye-laws of the Company (the "**Bye-laws**"). Pursuant to such service contract, Mr. JU will be entitled to receive a director's salary of HK$30,000 per month, which was determined by the Board on the recommendation of the remuneration committee of the Company (the "**Remuneration Committee**"), with reference to his qualifications, experience, and level of responsibilities undertaken, the prevailing market conditions and the terms of the Company's remuneration policy. Mr. JU shall also be entitled under the service contract to discretionary bonus determined by the Remuneration Committee and approved by a majority of Board members (excluding Mr. JU), with reference to the operating results of the Group and the performance of Mr. JU.

Mr. LI Qingsong (Non-executive Director)

Qualification and experience

Mr. LI Qingsong ("**Mr. LI**"), aged 38, graduated from the Shanghai University of Finance and Economics (上海財經大學) with a Bachelor's degree in Management in 2011. He later obtained the Securities Investment Practitioner Qualification Certificate of China in 2017. With over a decade of experience in securities investment and corporate management, Mr. LI served as the Director of Risk Control from May 2014 to February 2018 and then as the General Manager from February 2018 to May 2024 at Shanghai Tingyi Investment Co., Ltd.* (上海廷頤投資有限公司). He has since December 2018 been concurrently serving as the general manager and executive director of Jiangsu Shangai New Materials Technology Co., Ltd.* (江蘇尚艾新材料科技有限公司), and now remains so. Mr. LI joined our Group in early June 2024 and has since then held the position of Assistant Administrative Director in our Group. He also serves as an executive director in several companies within our Group, including Beijing Wenfu Hengye Technology Development Co., Ltd.* (北京文福恒業科技發展有限公司), Beijing Wenfu Xintiandi Real Estate Co., Ltd.* (北京文福新天地置業有限公司), Tianjin Ruibotaifu Trading Development Co., Ltd.* (天津瑞博泰富貿易發展有限公司), Yangpu Taifu Investment Co., Ltd.* (洋浦太阜投資有限公司), Yangpu Biou Investment Co., Ltd.* (洋浦必歐投資有限公司), Yangpu Zhuming Dingsheng Investment Co., Ltd.,* (洋浦鑄銘鼎盛投資有限公司) and Yangpu Wenfu Hengye Investment Co., Ltd.* (洋浦文福恒業投資 有限公司).

Mr. LI is a Non-executive Director of the Company.

Interest in Shares and others

Save as disclosed above, as at the Latest Practicable Date, Mr. LI confirms that: (i) he does not hold any other positions with the Company or other members of the Group; (ii) he has not held any directorships in the last three years in any public companies, the securities of which are listed on any securities market in Hong Kong and/or overseas, nor held any other major appointment or professional qualification; (iii) he does not have any interests in the shares or securities of the Company within the meaning of Part XV of the SFO; and (iv) he has no relationship with any Directors, senior management, substantial shareholders, or controlling shareholders of the Company.

Pursuant to the letter of appointment entered into between Mr. LI Qingsong and the Company, the term of Mr. LI Qingsong as a non-executive Director is for a period of 3 years commencing from 21 June 2024 unless terminated by 3 months' prior written notice given by either party to the other, and subject to retirement by rotation and re-election in accordance with the Bye-laws. Pursuant to such letter of appointment, Mr. LI Qingsong will be entitled to receive a director's fee of HK$10,000 per month, which was determined by the Board on the recommendation of the Remuneration Committee, with reference to his qualifications, experience, and level of responsibilities undertaken, the prevailing market conditions and the terms of the Company's remuneration policy.

Mr. Sze Ka Ho (Non-executive Director)

Qualification and experience

Mr. SZE Ka Ho ("**Mr. SZE**"), aged 31, obtained his bachelor's degree in Business Administration with a specialization in Economics and Operations Management from the Hong Kong University of Science and Technology in 2016. With more than three years of practical experience in the banking industry, Mr. SZE currently serves as a director at Mercury Global Co., Ltd.*(水星環球有限公司) and Dempsey Limited. From August 2016 to July 2019, Mr. SZE was a relationship manager in the Bank of China (Hong Kong) Limited, where he further honed his skills and knowledge in the financial sector.

Mr. SZE is the son of Mr. SZE Ching Lau ("**Mr. SZE's Father**"). Mr. SZE's Father is one of the members of the concert group comprising himself and three other members, namely Mr. CHA Jung Hoon, Pro Honor Investment Limited (a company wholly owned by Mr. QIU Peiyuan, an executive Director of the Company) and Mr. Lam Chi Kin (collectively the "**Concert Group**") formed pursuant to a concert parties deed dated 9 November 2023 and entered into between members of the Concert Group for the control and management of the Company. Members of the Concert Group are acting in concert and/or deemed to be acting with each other under the Codes on Takeovers and Mergers issued by the Securities and Futures Commission of Hong Kong (the "**Takeovers Code**"). Based on the information provided by Mr. SZE, members of the Concert Group currently together hold a total of 196,466,880 shares of the Company, representing approximately 41.89% of the existing issued shares of the Company. Of these 196,466,880 shares held by the Concert Group, (i) 142,968,693 shares are held by Mr. SZE's Father and (ii) the remaining 53,498,187 shares are held by other members of the Concert Group. Moreover, Ms. TSUI Chun Mei, being the spouse of Mr. SZE's Father, and deemed to be acting in concert with Mr. SZE's Father under the Takeovers Code, also holds 125,000 shares of the Company, representing approximately 0.02% of the existing issued shares of the Company.

Mr. SZE is a Non-executive Director of the Company.

Interest in Shares and others

As at the Latest Practicable Date, Mr. SZE holds 1,067,500 shares of the Company in his own personal capacity, representing approximately 0.22% of the existing issued shares of the Company.

Save as disclosed above, as at the Latest Practicable Date, Mr. SZE confirms that: (i) he does not hold any other positions with the Company or other members of the Group; (ii) he has not held any directorships in the last three years in any public companies, the securities of which are listed on any securities market in Hong Kong and/or overseas, nor held any other major appointment or professional qualification; (iii) he does not have any other interests in the shares or securities of the Company within the meaning of Part XV of the SFO; and (iv) he has no relationship with any Directors, senior management, substantial shareholders, or controlling shareholders of the Company.

Pursuant to the letter of appointment entered into between Mr. SZE and the Company, the term of Mr. SZE as a non-executive Director is for a period of 3 years commencing from 21 June 2024 unless terminated by 3 months' prior written notice given by either party to the other, and subject to retirement by rotation and re-election in accordance with the Bye-laws. Pursuant to such letter of appointment, Mr. SZE will be entitled to receive a director's fee in the amount of HK$10,000 per month, which was determined by the Board on the recommendation of the Remuneration Committee, with reference to his qualifications, experience, and level of responsibilities undertaken, the prevailing market conditions and the terms of the Company's remuneration policy.

Mr. Wu Peng (Non-executive Director)

Qualification and experience

Mr. WU Peng ("**Mr. WU**"), aged 60, holds a bachelor's degree in economics from the University of International Business and Economics (對外經濟貿易大學) of China in 1986 and a bachelor's degree in law from China University of Political Science and Law (中國政法大學) in 1989. With approximately 38 years of corporate management experience, he currently serves as the executive director and general manager of Yangpu Zerong Service Co., Ltd.* (洋浦澤融服務有限公司), the chairman of Yangpu Quantian Asset Management Co., Ltd.* (洋浦全天資產管理有限公司) and Yangpu Zhongyuan Property Information Co., Ltd.* (洋浦中原物業資訊有限公司), and a director of Beijing Chengyu Property Management Co., Ltd.* (北京城譽物業管理有限公司). Mr. WU also worked at the law firm of Tianjin Economic and Technological Development Zone from July 1986 to September 1987. He then gained international experience by working as an estimator in Showcard Publicity Ptd Limited Victoria in Australia from July 1989 to August 1992. In February 1993, he joined Qiangsheng International Trade (Tianjin) Co., Ltd.* (強盛國際貿易(天津)有限責任公司) as a General Manager, a position he held until July 2007. He then acted as a general manager at the operation center of Yangpu Zhongyuan Property Information Co., Ltd.* (洋浦中原物業資訊有限公司) from July 2007 to July 2011. From July 2011 to 2021, Mr. WU served in various leadership positions, including General Manager and Deputy General Manager, at Yangpu Quantian Commercial Brand Network Service Co., Ltd.* (洋浦權天商業品牌網路服務股份有限公司).

Mr. WU is a Non-executive Director of the Company.

Interest in Shares and others

Save as disclosed above, as at the Latest Practicable Date, Mr. WU confirms that: (i) he does not hold any other positions with the Company or other members of the Group; (ii) he has not held any directorships in the last three years in any public companies, the securities of which are listed on any securities market in Hong Kong and/or overseas, nor held any other major appointment or professional qualification; (iii) he does not have any interests in the shares or securities of the Company within the meaning of Part XV of the SFO; and (iv) he has no relationship with any Directors, senior management, substantial shareholders, or controlling shareholders of the Company.

Pursuant to the letter of appointment entered into between Mr. WU and the Company, the term of Mr. WU as a non-executive Director is for a period of 3 years commencing from 21 June 2024 unless terminated by 3 months' prior written notice given by either party to the other, and subject to retirement by rotation and re-election in accordance with the Bye-laws. Pursuant to such letter of appointment, Mr. WU will be entitled to receive a director's fee in the amount of HK$10,000 per month, which was determined by the Board on the recommendation of the Remuneration Committee, with reference to his qualifications, experience, and level of responsibilities undertaken, the prevailing market conditions and the terms of the Company's remuneration policy.

Mr. Liao Kenan (Independent Non-executive Director)

Qualification and experience

Mr. LIAO Kenan ("**Mr. LIAO**"), aged 62, obtained his bachelor's degree in chemical engineering from Tsinghua University (清華大學), China, in July 1985 and his master's degree in economics from Southwestern University of Finance and Economics (西南財經大學) in July 1988. With an impressive career spanning 34 years, he has accumulated extensive experience in finance, investment, financial management, and corporate governance. From 1988 to 2002, Mr. LIAO served at the Chongqing Branch of Bank of China, where he held the position as the president of the Jiangbei Sub-branch from 1996 to 1999. He then took on the role of chief financial officer at Chongqing International Trust and Investment Company (重慶國際信託投資公司) from 2002 to 2007. During this period, he concurrently served as a director, and deputy general manager, of Chongqing Road & Bridge Co., Ltd. (重慶路橋股份有限公司) (Shanghai Stock Exchange Stock Code: 600106), a company listed on the Shanghai Stock Exchange. Subsequently, Mr. LIAO held the positions as a director and deputy general manager at Chongqing Xincheng Development and Construction Co., Ltd.* (中國重慶市新城開發建設股份有限公司) from 2007 to 2022. In 2012, he concurrently served as a director, and a general manager, of Shanghai Duolun Industry Co., Ltd. (Shanghai Stock Exchange Stock Code: 600696), another listed company on the Shanghai Stock Exchange.

Mr. LIAO is an Independent Non-executive Director of the Company and a member of each of the Audit Committee and the Nomination Committee of the Company.

Interest in Shares and others

Save as disclosed above, as at the Latest Practicable Date, Mr. LIAO has confirmed to the Board that (i) he has satisfied all the criteria for independence as set out in Rule 3.13(1) to (8) of the Listing Rules; (ii) he has no past or present financial or other interest in the business of the Company or its subsidiaries or any connection with any core connected persons (as defined in the Listing Rules) of the Company; and (iii) there are no other factors that may affect his independence. As advised by Mr. LIAO, save as disclosed above, Mr. LIAO confirms that: (i) he does not hold any other positions with the Company or other members of the Group; (ii) he has not held any directorships in the last three years in any public companies, the securities of which are listed on any securities market in Hong Kong and/or overseas, nor held any other major appointment or professional qualification; (iii) he does not have any interests in the shares or securities of the Company within the meaning of Part XV of the SFO; and (iv) he has no relationship with any Directors, senior management, substantial shareholders, or controlling shareholders of the Company.

Pursuant to the letter of appointment entered into between Mr. LIAO and the Company, the term of Mr. LIAO as an independent non-executive Director is for a period of 3 years commencing from 21 June 2024 unless terminated by 3 months' prior written notice given by either party to the other, and subject to retirement by rotation and re-election in accordance with the Bye-laws. Pursuant to such letter of appointment, Mr. LIAO will be entitled to receive a director's fee in the amount of HK$10,000 per month, which was determined by the Board on the recommendation of the Remuneration Committee, with reference to his qualifications, experience, and level of responsibilities undertaken, the prevailing market conditions and the terms of the Company's remuneration policy.

Mr. NG Wai Hung (Independent Non-executive Director)

Qualification and experience

Mr. NG Wai Hung ("**Mr. NG**"), aged 60, graduated from the University of Hong Kong with a Bachelor of Laws degree in 1987 and is a Hong Kong practicing solicitor and a partner of Iu, Lai & Li, Solicitors & Notaries. Mr. NG has extensive experience in the areas of securities law, corporate law and commercial law in Hong Kong and China trades and has been involved in initial public offerings of securities in Hong Kong as well as corporate restructuring, mergers and acquisitions and takeovers of listed companies in Hong Kong. He currently serves as an independent non-executive director of Lajin Entertainment Network Group Limited (stock code: 08172) and Xinyi Energy Storage Holdings Limited (stock code: 8328), both of which are listed on the GEM of the Stock Exchange. Additionally, he is a non-executive director of Coolpad Group Limited (stock code: 02369) and Allegro Culture Limited (stock code: 00550), both listed on the Main Board of the Stock Exchange. From November 2017 to August 2022, Mr. NG served as an independent non-executive director of 1957 & Co (Hospitality) Limited (stock code: 08495), a GEM-listed company. He also held the position of independent non-executive director at Winshine Science Company Limited (stock code: 00209), a Main Board-listed company, from May 2019 to June 2023.

Mr. NG was an independent non-executive director of Tech Pro Technology Development Limited ("**Tech Pro**") (previous stock code: 3823 and the listing of Tech Pro's shares on the Stock Exchange was cancelled with effect from 2 March 2020) from 8 April 2011 to 17 March 2017. As detailed in the news release published by the Stock Exchange on 26 May 2021, the Listing Committee of the Stock Exchange censured Tech Pro and seven of its former directors of Tech Pro, including Mr. NG (the "**Censure**"). The Listing Review Committee of the Stock Exchange found that the independent non-executive directors of Tech Pro (including Mr. NG) breached Rule 3.08(f) of the Listing Rules for failing to take adequate steps or implement effective risk management and internal control procedures to monitor the operations of a joint venture of Tech Pro in the People's Republic of China. In connection with this, Mr. NG attended 24 hours of training on regulatory and legal topics including Listing Rules compliance in accordance with the direction of the Stock Exchange. Having considered that Mr. NG completed the training and taking into account the background, expertise, skills, experience and independence of Mr. NG, the Nomination Committee and the Board considered that notwithstanding the Censure, Mr. NG is still suitable to act as an independent non-executive Director.

Mr. NG is an Independent Non-executive Director of the Company and a member of each of the Audit Committee and the Nomination Committee of the Company.

Interest in Shares and others

Save as disclosed above, as at the Latest Practicable Date, Mr. NG has confirmed to the Board that (i) he has satisfied all the criteria for independence as set out in Rule 3.13(1) to (8) of the Listing Rules; (ii) he has no past or present financial or other interest in the business of the Company or its subsidiaries or any connection with any core connected persons (as defined in the Listing Rules) of the Company; and (iii) there are no other factors that may affect his independence. As advised by Mr. NG, save as disclosed above, Mr. NG confirms that: (i) he does not hold any other positions with the Company or other members of the Group; (ii) he has not held any directorships in the last three years in any public companies, the securities of which are listed on any securities market in Hong Kong and/or overseas, nor held any other major appointment or professional qualification; (iii) he does not have any interests in the shares or securities of the Company within the meaning of Part XV of the SFO; and (iv) he has no relationship with any Directors, senior management, substantial shareholders, or controlling shareholders of the Company.

Pursuant to the letter of appointment entered into between Mr. NG and the Company, the term of Mr. NG as an independent non-executive Director is for a period of 3 years commencing from 21 June 2024 unless terminated by 3 months' prior written notice given by either party to the other, and subject to retirement by rotation and re-election in accordance with the Bye-laws. Pursuant to such letter of appointment, Mr. NG will be entitled to receive a director's fee in the amount of HK$10,000 per month, which was determined by the Board on the recommendation of the Remuneration Committee, with reference to his qualifications, experience, and level of responsibilities undertaken, the prevailing market conditions and the terms of the Company's remuneration policy.

Ms. Wang Hui (Independent Non-executive Director)

Qualification and experience

Ms. WANG Hui ("**Ms. WANG**"), aged 53, holds an MBA degree from China Europe International Business School (中歐國際工商管理學院), which she obtained in 2007. She also earned a bachelor's degree from the School of Management Engineering at Beijing Institute of Technology (北京理工大學) in July 1992. With over two decades of experience in equity investment, Ms. WANG served as the President of CITIC Bank's Taiyuan Branch from March 2007 to May 2013, and then as the General Manager of CITIC Bank's Head Office Business Department from May 2013 to September 2014. From January 2015 to July 2022, she held the positions of Deputy General Manager at China Minsheng Investment Group* (中國民生投資集團), Chairman of CMI Future (中民未來), and Chairman of CMIG Future Life Co., Ltd.* (中民未來股份有限公司). Additionally, Ms. WANG was the Chairman of Suzhou Yangzi New Materials Co., Ltd.* (蘇州揚子新興材料有限公司) (Shenzhen Stock Exchange stock code: 002652.SZ) from January 2018 to November 2018.

Ms. WANG is an Independent Non-executive Director of the Company, the chairman of the Remuneration Committee, and a member of the Nomination Committee of the Company.

Interest in Shares and others

Save as disclosed above, as at the Latest Practicable Date, Ms. WANG has confirmed to the Board that (i) she has satisfied all the criteria for independence as set out in Rule 3.13(1) to (8) of the Listing Rules; (ii) she has no past or present financial or other interest in the business of the Company or its subsidiaries or any connection with any core connected persons (as defined in the Listing Rules) of the Company; and (iii) there are no other factors that may affect her independence. As advised by Ms. WANG, save as disclosed above, Ms. WANG confirms that: (i) she does not hold any other positions with the Company or other members of the Group; (ii) she has not held any directorships in the last three years in any public companies, the securities of which are listed on any securities market in Hong Kong and/or overseas, nor held any other major appointment or professional qualification; (iii) she does not have any interests in the shares or securities of the Company within the meaning of Part XV of the SFO; and (iv) she has no relationship with any Directors, senior management, substantial shareholders, or controlling shareholders of the Company.

Pursuant to the letter of appointment entered into between Ms. WANG and the Company, the term of Ms. WANG as an independent non-executive Director is for a period of 3 years commencing from 21 June 2024 unless terminated by 3 months' prior written notice given by either party to the other, and subject to retirement by rotation and re-election in accordance with the Bye-laws. Pursuant to such letter of appointment, Ms. WANG will be entitled to receive a director's fee in the amount of HK$10,000 per month, which was determined by the Board on the recommendation of the Remuneration Committee, with reference to her qualifications, experience, and level of responsibilities undertaken, the prevailing market conditions and the terms of the Company's remuneration policy.

General

Save as disclosed above, the Company is not aware of any other matters that need to be brought to the attention of the Shareholders in relation to the above re-election of Directors and there is no other information which is discloseable pursuant to any of the requirements set out in Rule 13.51(2)(h) to (v) of the Listing Rules.

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 ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that an annual general meeting ("**AGM**") of New Sparkle Roll International Group Limited ("**Company**") will be held at 4:30 p.m. on Thursday, 26 September 2024 at United Conference, 10/F, United Centre, 95 Queensway, Admiralty, Hong Kong to consider and, if thought fit, pass (with or without amendments) the following resolutions:

1. To receive, consider and adopt the audited financial statements and the reports of the directors ("**Directors**") and auditors of the Company for the year ended 31 March 2024.

2. (i) To re-elect each of the following Directors (each as a separate resolution):

   (a) Mr. JU Qinghao as an Executive Director;

   (b) Mr. LI Qingsong as a Non-executive Director;

   (c) Mr. SZE Ka Ho as a Non-executive Director;

   (d) Mr. WU Peng as a Non-executive Director;

   (e) Mr. LIAO Kenan as an Independent Non-executive Director;

   (f) Mr. NG Wai Hung as an Independent Non-executive Director;

   (g) Ms. WANG Hui as an Independent Non-executive Director; and

   (ii) to authorise the board of Directors ("**Board**" or, if so delegated by the Board, its remuneration committee) to fix the Directors' remuneration and to grant power to the Board to appoint any person(s) as Director(s) to fill casual vacancy(ies) on the Board (if any) or as addition to the Board (See note 3).

3. To re-appoint BDO Limited as the auditors of the Company for the year ending 31 March 2025 and to authorise the Board to fix their remuneration.

As special business, to consider and, if thought fit, pass with or without amendments the following resolutions as ordinary resolutions of the Company:

ORDINARY RESOLUTIONS

4. "**THAT**:

(a) subject to paragraph (c) of this resolution, the exercise by the Directors during the Relevant Period (as defined below) of all the powers of the Company to allot, issue and deal with new or additional shares (each a "**Share**") of HK$0.032 each in the share capital of the Company (including any sale or transfer of Shares out of treasury that are held as treasury Shares), and to make or grant offers, agreements or options, including warrants, bonds, debentures, notes or securities convertible into Shares which would or might require the exercise of such powers during or after the end of the Relevant Period, subject to and in accordance with all applicable laws, be and is hereby generally and unconditionally approved;

(b) the approval in paragraph (a) of this resolution shall authorise the Directors during the Relevant Period to make or grant offers, agreements or options which would or might require the exercise of such powers after the end of the Relevant Period;

(c) the aggregate number of Shares allotted (or transferred out of treasury) and issued or agreed conditionally or unconditionally to be allotted (or transferred out of treasury) and issued (whether pursuant to options or otherwise) by the Directors pursuant to the approval in paragraph (a) of this resolution, otherwise than pursuant to (i) a Rights Issue (as defined below); or (ii) the exercise of any options granted under any share option scheme adopted by the Company; or (iii) any scrip dividend scheme or similar arrangement providing for the allotment and issue of Shares in lieu of the whole or part of a dividend on Shares in accordance with the bye-laws of the Company in force from time to time; or (iv) any issue of Shares upon the exercise of rights of subscription or conversion under the terms of any warrants of the Company or any securities which are convertible into Shares, shall not exceed the aggregate of:

(aa) 20% of the total number of the issued Shares of the Company (excluding treasury Shares) as at the date of the passing of this resolution; and

(bb) (if the Directors are so authorised by a separate ordinary resolution of the shareholders of the Company) the total number of issued Shares of the Company (excluding treasury Shares) repurchased by the Company subsequent to the passing of this resolution (up to a maximum equivalent to 10% of the total number of issued Shares of the Company (excluding treasury Shares) as at the date of the passing of this resolution),

and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly; and

(d) for the purposes of this resolution:

"**Relevant Period**" means the period from the date of the passing of this resolution until whichever is the earliest of:

(i) the conclusion of the next annual general meeting of the Company;

(ii) the expiration of the period within which the next annual general meeting of the Company is required by the applicable laws of Bermuda or the bye-laws of the Company to be held; and

(iii) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting; and

"**Rights Issue**" means the allotment, issue or grant of Shares pursuant to an offer of Shares open for a period fixed by the Directors to holders of Shares whose names appear on the register of members of the Company on a fixed record date in proportion to their then holdings of Shares as at that date (subject to such exclusion or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements, or having regard to any restrictions or obligations under the laws of, or the requirements of, or the expense or delay which may be involved in determining the existence or extent of any restrictions or obligation under the laws or regulations of, any jurisdiction outside Hong Kong or any recognised regulatory body or any stock exchange in any territory applicable to the Company)."

5. "**THAT**:

(a) subject to paragraph (b) of this resolution, the exercise by the Directors during the Relevant Period (as defined below) of all powers of the Company to repurchase Shares on The Stock Exchange of Hong Kong Limited ("**Stock Exchange**") or any other stock exchange on which the Shares may be listed and recognised by the Securities and Futures Commission of Hong Kong ("**SFC**") and the Stock Exchange for such purpose, and otherwise in accordance with the rules and regulations of the SFC, the Stock Exchange, the Companies Act 1981 of Bermuda (as amended) and all other applicable laws in this regard, be and the same is hereby generally and unconditionally approved;

(b) the aggregate number of Shares which may be repurchased or agreed to be repurchased by the Company pursuant to the approval in paragraph (a) of this resolution during the Relevant Period (as defined in paragraph (c) of this resolution) shall not exceed 10% of the total number of the issued Shares of the Company (excluding treasury Shares) as at the date of the passing of this resolution and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly; and

(c) for the purposes of this resolution:

"**Relevant Period**" means the period from the date of the passing of this resolution until whichever is the earliest of:

(i) the conclusion of the next annual general meeting of the Company;

(ii) the expiration of the period within which the next annual general meeting of the Company is required by the applicable law of Bermuda or the bye- laws of the Company to be held; and

(iii) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting."

6. "**THAT** conditional on the passing of resolutions numbered 4 and 5 above, the general mandate granted to the Directors pursuant to resolution numbered 4 above be and is hereby extended by the addition to the total number of the Shares which may be allotted (including any sale or transfer of treasury Shares) or agreed conditionally or unconditionally to be allotted (including any sale or transfer of treasury Shares) by the Directors pursuant to or in accordance with such general mandate issued Shares of an amount representing the total number of the Company purchased or agreed to be purchased by the Company pursuant to or in accordance with the authority granted under resolution numbered 5 above."

Yours faithfully,
By order of the Board
New Sparkle Roll International Group Limited
JU Qinghao
Chairman

Hong Kong, 4 September 2024

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

Executive Directors	Mr. JU Qinghao and Mr. QIU Peiyuan
Non-executive Directors	Mr. LI Qingsong, Mr. SZE Ka Ho, Mr. WU Peng and Mr. YOU Yiyang
Independent non-executive Directors	Mr. CHAN Man Kit, Mr. LIAO Kenan, Mr. NG Wai Hung and Mr. WANG Hui

Principal place of business in Hong Kong:

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

Notes:

1. A Member entitled to attend and vote at the AGM 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.

2. 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 AGM or adjourned AGM. Completion and return of a form of proxy will not preclude a Member from attending in person and voting at the AGM or any adjournment thereof, should he so wish and in such event, the instrument appointing a proxy shall be deemed to be revoked. For the avoidance of doubt, the holders of treasury Shares have no voting rights at the AGM. No instrument appointing a proxy shall be valid after the expiration of 12 months from the date of its execution, except at an adjourned meeting in cases where the meeting was originally held within 12 months from such date.

3. In relation to proposed resolution no. 2 above, Mr. Ju Qinghao, Mr. Li Qingsong, Mr. Sze Ka Ho, Mr. Wu Peng, Mr. Liao Kenan, Mr. Ng Wai Hung and Ms. Wang Hui will retire from the office of Director at the AGM pursuant to the Bye-laws of the Company and, being eligible, offer themselves for re-election.

4. The Register of Members of the Company will be closed from Monday, 23 September 2024 to Thursday, 26 September 2024, both days inclusive, during which period no transfer of shares of the Company will be registered. In order to qualify for attending the AGM 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 for registration not later than 4:30 p.m. on Friday, 20 September 2024.

5. In relation to resolution numbered 4 above, approval is being sought from the Shareholders for the grant to the Directors of a general mandate to authorise the allotment and issue of additional Shares. The Directors have no immediate plans to issue any new Shares other than Shares which may fall to be allotted and issued upon the exercise of any options granted/to be granted or any scrip dividend scheme which may be approved by the Shareholders.

6. In relation to resolution numbered 5 above, the Directors wish to state that they will exercise the powers conferred thereby to purchase Shares only in circumstances which they deem appropriate for the benefit of the Company and the Shareholders as a whole.

7. Shareholders are encouraged to consider appointing the chairman of the AGM as their proxy to vote on the resolutions instead of attending the AGM in person.

8. 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 Thursday, 26 September 2024, the meeting will be adjourned in accordance with the Bye-laws of the Company and further announcement for details of alternative meeting arrangements will be made. The meeting 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 meeting under bad weather conditions and if you should choose to do so, you are advised to exercise care and caution.