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) PROPOSED SHARE CONSOLIDATION;
(2) PROPOSED CHANGE IN BOARD LOT SIZE;
AND
(3) NOTICE OF SPECIAL GENERAL MEETING

Notice of the Special General Meeting ("**SGM**") of New Sparkle Roll International Group Limited (the "**Company**") to be convened at 4:30 p.m. on Friday, 6 January 2023 at Rooms 2028-36, 20/F, Sun Hung Kai Centre, 30 Harbour Road, Wanchai, Hong Kong is set out on pages 16 to 19 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.

In light of the continuing risks posed by the COVID-19 pandemic, the Company strongly encourages Shareholders NOT to attend the SGM in person, and advises Shareholders to appoint the Chairman of the SGM or any Director or the Company Secretary of the Company as their proxy to vote according to their indicated voting instructions as an alternative to attending the SGM in person.

9 December 2022

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PRECAUTIONARY MEASURES FOR THE SPECIAL GENERAL MEETING

In order to prevent the spread of COVID-19 pandemic and to safeguard the health and safety of Shareholders, the Company will implement the following precautionary measures at the meeting venue:

1. Compulsory temperature screening/checks will be carried out on every attendee at the entrance of the meeting venue. Any person with a body temperature above 37.3 degrees Celsius or the reference point announced by the Department of Health from time to time, or is exhibiting flu-like symptoms may be denied entry into the meeting venue and requested to leave the meeting venue;

2. Every attendee will be required to wear a surgical face mask at the meeting venue and throughout the entire meeting and to sit at a distance from the other attendees. Please note that no surgical face masks will be provided at the meeting venue and attendees should bring and wear their own masks;

3. Prior to entry into the meeting venue, attendees are required to scan the "LeaveHomeSafe" displayed at the venue and vaccination QR codes and comply with the Vaccine Pass requirements, as well as other applicable requirements or guidelines of the Hong Kong government;

4. No refreshment, drinks, corporate gifts or gift coupons will be provided to the attendees at the meeting;

5. Every attendee shall declare whether (a) he or she has travelled outside Hong Kong within the 14-day period immediately before the date of the meeting; and (b) he or she is subject to any Hong Kong government prescribed quarantine. Anyone who responds positively to any of these questions or is wearing a wristband for compulsory quarantine may be denied entry into the meeting venue or be required to leave the meeting venue; and

6. Any other arrangement as required to be implemented for compliance with the Prevention and Control of Disease (Requirements and Directions) (Business and Premises) Regulation (Chapter 599F of the laws of Hong Kong) and the Prevention and Control of Disease (Prohibition on Gathering) Regulation (Chapter 599G of the laws of Hong Kong) as amended, supplemented or otherwise modified from time to time.

PRECAUTIONARY MEASURES FOR THE SGM

To the extent permitted under law, the Company reserves the right to deny entry of any attendees into the meeting venue or require any person to leave the meeting venue so as to ensure the health and safety of the other attendees at the SGM.

Due to the constantly evolving COVID-19 pandemic situation in Hong Kong, the Company may be required to change the SGM arrangements at short notice. Shareholders should check the websites of the Company and the Stock Exchange for further announcements and updates on the SGM arrangements, if any.

If any Shareholder has any questions relating to precautionary measures of the SGM, please contact Customer Service Hotline of the Company's branch share registrar, Tricor Secretaries Limited at (852) 2980 1333 from 9:00 a.m. to 6:00 p.m., Monday to Friday (excluding Hong Kong public holidays).

In this circular, unless the context otherwise requires, capitalised terms used shall have the following meanings:

"Board"	the board of Directors
"Business Day"	a day (excluding Saturday, Sunday, public holiday and any day on which a tropical cyclone warning signal no. 8 or above is hoisted or remains hoisted between 9:00 a.m. and 12:00 noon and is not lowered at or before 12:00 noon or on which a "black" rainstorm warning signal is hoisted or remains in effect between 9:00 a.m. and 12:00 noon and is not discontinued at or before 12:00 noon) on which licensed banks in Hong Kong are open for business throughout their normal business hours
"CCASS"	the Central Clearing and Settlement System established and operated by HKSCC
"Change in Board Lot Size"	the proposed change in board lot size for trading on the Stock Exchange from 8,000 Existing Shares per board lot to 2,000 Consolidated Shares per board lot
"Company"	New Sparkle Roll International Group Limited, a company incorporated in Bermuda with limited liability and the Shares of which are listed on the Stock Exchange (Stock Code: 970)
"Consolidated Share(s)"	ordinary share(s) of HK$0.032 each in the share capital of the Company upon the Share Consolidation becoming effective
"Convertible Bonds"	the unsecured zero coupon convertible bonds due on 8 February 2024 constituted by the Convertible Bonds Instrument
"Convertible Bonds Instrument"	the convertible bonds instrument issued by the Company dated 9 February 2021 in accordance with the Subscription Agreement dated 25 January 2021. For more information, please refer to the announcement issued by the Company on 25 January 2021

"Director(s)"	the director(s) of the Company
"Existing Share(s)"	ordinary share(s) of HK$0.002 each in the share capital of the Company prior to the Share Consolidation becoming effective
"General Rules of CCASS"	the terms and conditions regulating the use of CCASS, as may be amended or modified from time to time and where the context so permits, shall include the CCASS Operational Procedures
"HKSCC"	Hong Kong Securities Clearing Company Limited
"HK$"	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"	6 December 2022, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained in this circular
"Listing Committee"	the listing sub-committee of the board of directors of the Stock Exchange
"Listing Rules"	the Rules Governing the Listing of Securities on the Stock Exchange
"Previous General Mandate"	the general mandate granted by the Shareholders to the Directors at the annual general meeting of the Company held on 28 August 2020
"Previous Share Option Scheme"	the previous share option scheme which was adopted by the Company on 20 August 2012 and expired on 19 August 2022

"SGM" or "Special General Meeting"	the special general meeting of the Company to be convened and held for the Shareholders to consider and, if thought fit, approve the Share Consolidation
"Share(s)"	the Existing Share(s) and/or Consolidated Share(s), as the case may be
"Shareholder(s)"	holder(s) of the Shares
"Share Consolidation"	the proposed consolidation of every sixteen (16) issued and unissued Existing Shares into one (1) Consolidated Share
"Share Option(s)"	the option(s) to subscribe for new shares of the Company granted under the Previous Share Option Scheme
"Stock Exchange"	The Stock Exchange of Hong Kong Limited

The expected timetable of the proposed Share Consolidation and the proposed Change in Board Lot Size is as follows:–

Events	**Time and Date**
Despatch date of this circular and forms of proxy for the SGM	Friday, 9 December 2022
Latest time and date for lodging transfer documents in order to qualify for attending and voting at the SGM	4:30 p.m. on Friday, 30 December 2022
Closure of register of members for determining the entitlement to attend and vote at the SGM	Tuesday, 3 January 2023 to Friday, 6 January 2023 (both days inclusive)
Latest time and date for lodging forms of proxy for the SGM	4:30 p.m. on Wednesday, 4 January 2023
Record date for attendance and voting at the SGM	Friday, 6 January 2023
Time and date of the SGM	4:30 p.m. on Friday, 6 January 2023
Date of publication of the announcement of voting results of the SGM	Friday, 6 January 2023

The following events are conditional on the fulfilment of the conditions for the implementation of the Share Consolidation:

Effective date of the Share Consolidation	Tuesday, 10 January 2023
First day for free exchange of existing share certificates for new share certificates for the Consolidated Shares commences	Tuesday, 10 January 2023
Commencement of dealings in the Consolidated Shares	9:00 a.m. on Tuesday, 10 January 2023

Events	Time and Date
Original counter for trading in the Existing Shares in board lots of 8,000 Existing Shares (in the form of existing share certificates in pink colour) temporarily closes	9:00 a.m. on Tuesday, 10 January 2023
Temporary counter for trading in the Consolidated Shares in board lots of 500 Consolidated Shares (in the form of existing share certificates in pink colour) opens	9:00 a.m. on Tuesday, 10 January 2023
Original counter for trading in the Consolidated Shares in new board lots of 2,000 Consolidated Shares (in the form of new share certificates in yellow colour) re-opens	9:00 a.m. on Friday, 27 January 2023
Parallel trading in the Consolidated Shares (in the form of new share certificates in yellow colour and existing share certificates in pink colour) commences	9:00 a.m. on Friday, 27 January 2023
Designated broker starts to stand in the market to provide matching services for odd lots of the Consolidated Shares	9:00 a.m. on Friday, 27 January 2023
Designated broker ceases to stand in the market to provide matching services for odd lots of the Consolidated Shares	4:00 p.m. on Thursday, 16 February 2023
Temporary counter for trading in the Consolidated Shares in board lots of 500 Consolidated Shares (in the form of existing share certificates in pink colour) closes	4:10 p.m. on Thursday, 16 February 2023

Events	Time and Date
Parallel trading in the Consolidated Shares (in the form of new share certificates in yellow colour and existing share certificates in pink colour) ends	4:10 p.m. on Thursday, 16 February 2023
Last day for free exchange of existing share certificates for new share certificates	Monday, 20 February 2023

All times and dates specified in the timetable above refer to Hong Kong times and dates.

The timetable above is indicative only and may be extended or varied. Any change to the expected timetable above will be announced by the Company as and when appropriate.

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. Zheng Hao Jiang
(Co-Chairman and Chief Executive Officer)
Mr. Ma Chao *(Co-Chairman)*
Mr. Zhao Xiaodong
(Deputy Chairman and Chief Operating Officer)
Mr. Zhu Lei

Independent Non-executive Directors:
Mr. Choy Sze Chung, Jojo
Mr. Lam Kwok Cheong
Mr. Gao Yu
Mr. Liu Hongqiang
Mr. Liu Xiaoyi

Registered office:
Clarendon House
2 Church Street
Hamilton HM11
Bermuda

Principal place of business in Hong Kong:
Rooms 2028-36
20/F Sun Hung Kai Centre
30 Harbour Road
Wanchai
Hong Kong

9 December 2022

To the Shareholders

Dear Sir/Madam,

(1) PROPOSED SHARE CONSOLIDATION; (2) PROPOSED CHANGE IN BOARD LOT SIZE; AND (3) NOTICE OF SPECIAL GENERAL MEETING

1. INTRODUCTION

Reference is made to the announcement of the Company dated 23 November 2022 regarding the proposed Share Consolidation and the proposed Change in Board Lot Size.

The purpose of this circular is to provide you with information regarding, among other matters, the proposed Share Consolidation and the proposed Change in Board Lot Size and to give the Shareholders a notice of the SGM and other information in accordance with the requirements of the Listing Rules.

2. PROPOSED SHARE CONSOLIDATION

The Board proposes to implement the Share Consolidation on the basis that every sixteen (16) issued and unissued Existing Shares of HK$0.002 each in the share capital of the Company will be consolidated into one (1) Consolidated Share of HK$0.032 each.

Conditions of the Share Consolidation

The implementation of the Share Consolidation is conditional upon:

(i) the passing of an ordinary resolution by the Shareholders to approve the Share Consolidation at the SGM;

(ii) the Listing Committee of the Stock Exchange granting the listing of, and permission to deal in, the Consolidated Shares upon the Share Consolidation becoming effective; and

(iii) the compliance with the relevant procedures and requirements under the applicable laws of Bermuda and the Listing Rules to effect the Share Consolidation.

Subject to the fulfilment of the above conditions, the Share Consolidation is expected to become effective on 10 January 2023, which is the second Business Day immediately after the date of the SGM. As at the Latest Practicable Date, none of the conditions above had been fulfilled.

Application for listing of the Consolidated Shares

An application will be made by the Company to the Stock Exchange for the listing of, and permission to deal in, the Consolidated Shares in issue and to be issued upon the Share Consolidation becoming effective.

Subject to the granting of the approval of listing of, and permission to deal in, the Consolidated Shares on the Stock Exchange, as well as compliance with the stock admission requirements of the HKSCC, upon the Share Consolidation being effective, the Consolidated Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the commencement date of dealings in the Consolidated Shares on the Stock Exchange or, under contingent situation, such other date as determined by HKSCC. Settlement of transactions between participants of the Stock Exchange on any trading day is required to take place in CCASS on the second settlement day thereafter. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time. All necessary arrangements will be made for the Consolidated Shares to be admitted into CCASS established and operated by HKSCC. None of the securities of the Company is listed or dealt in on any other stock exchange other than the Stock Exchange and no such listing or permission to deal is being or is proposed to be sought.

Effects of the Share Consolidation

As at the Latest Practicable Date, the authorised share capital of the Company is HK$500,000,000 divided into 250,000,000,000 Existing Shares of HK$0.002 each, of which 5,471,953,447 Existing Shares have been issued as fully paid or credited as fully paid. Assuming that no further Existing Shares are allotted, issued or repurchased between the Latest Practicable Date and the date of the SGM, upon the Share Consolidation becoming effective, the authorised share capital of the Company shall remain HK$500,000,000 but will be divided into 15,625,000,000 Consolidated Shares of HK$0.032 each, of which 341,997,090 Consolidated Shares will be in issue.

As at the Latest Practicable Date, other than (i) the outstanding Convertible Bonds granted under the Previous General Mandate; and (ii) the Share Options granted under the Previous Share Option Scheme, the Company does not have any other derivatives, options, warrants, other securities or conversion rights or other similar rights which are convertible or exchangeable into, any Existing Shares or Consolidated Shares.

Upon the Share Consolidation becoming effective, the Consolidated Shares shall rank pari passu in all respects with each other in accordance with the Company's memorandum of association and bye-laws.

Other than the expenses to be incurred in relation to the Share Consolidation, the implementation of the Share Consolidation will not alter the underlying assets, business operations, management or financial position of the Company or the proportionate interests or rights of the Shareholders. The Board believes that the Share Consolidation will not have any material adverse effect on the financial position of the Company.

Adjustments in relation to other securities of the Company

As at the Latest Practicable Date, the Company has (i) outstanding Convertible Bonds of principal amount of HK$10,000,000 granted under the Previous General Mandate with the initial conversion price of HK$0.25 per Existing Share (subject to adjustment) which are convertible into 40,000,000 Existing Shares upon the full conversion of the aggregate outstanding Convertible Bonds; and (ii) outstanding Share Options entitling the holders thereof to subscribe for a total of 290,000,000 Existing Shares under the Previous Share Option Scheme.

Immediately upon the Share Consolidation becoming effective and assuming that the conversion right under the Convertible Bonds and the options under the Share Options have not been exercised, (i) the Share Consolidation may lead to adjustment to the initial conversion price from HK$0.25 to HK$4.00 per Share and there will be 2,500,000 Consolidated Shares to be issued upon the full conversion of the aggregate outstanding Convertible Bonds in accordance with the terms and conditions of the Convertible Bonds Instrument; and (ii) the following adjustments will be made to the exercise price of the outstanding Share Options and the number of Consolidated Shares to be issued upon exercise of the outstanding Share Options:

	As at the Latest Practicable Date		**Immediately after the Share Consolidation becoming effective**	
Date of grant	**Number of Existing Shares to be issued upon exercise in full of the Share Options**	**Exercise price per Existing Share**	**Number of Consolidated Shares to be issued upon exercise in full of the Share Options**	**Exercise price per Consolidated Share**
19 August 2022	290,000,000	HK$0.1	18,125,000	HK$1.6

Save for the adjustments above, all other terms and conditions of the Convertible Bonds issued and the Share Options granted by the Company remain unchanged.

Exchange of share certificates for the Consolidated Shares

Should the Share Consolidation become effective, which is currently expected to be on 10 January 2023, being the second Business Day immediately after the date of the SGM, the Shareholders may, during the period from Tuesday, 10 January 2023 to Monday, 20 February 2023 (both days inclusive), submit their existing share certificates for the Existing Shares to the Company's share registrar in Hong Kong, Tricor Secretaries Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, during business hours to exchange for new share certificates for the Consolidated Shares at the expenses of the Company. Thereafter, share certificates for the Existing Shares will be accepted for exchange only upon payment of a fee of HK$2.50 (or such higher amount as may be allowed by the Stock Exchange from time to time) for each share certificate for the Existing Shares submitted for cancellation or each new share certificate issued for the Consolidated Shares, whichever the number of certificates cancelled or issued is higher. The existing share certificates will only be valid for delivery, trading and settlement purposes for the period up to 4:10 p.m. on Thursday, 16 February 2023 and thereafter will not be accepted for delivery, trading, settlement and registration purposes. However, the existing share certificates will continue to be good evidence of title to the Consolidated Shares on the basis of sixteen (16) Existing Shares for one (1) Consolidated Share. The new share certificates for the Consolidated Shares will be issued in the colour of yellow in order to distinguish them from the share certificates for the Existing Shares which are in the colour of pink.

Fractional entitlement to the Consolidated Shares

Fractional Consolidated Shares arising from the Share Consolidation and the Change in Board Lot Size, if any, will be disregarded and will not be issued to the Shareholders but all such fractional Consolidated Shares will be aggregated and, if possible, sold for the benefit of the Company. Fractional Consolidated Shares will only arise in respect of the entire shareholding of a holder of the Existing Shares regardless of the number of share certificates held by such holder.

Odd lots arrangements and matching services

In order to facilitate the trading of odd lots (if any) of the Consolidated Shares arising from the Share Consolidation and the Change in Board Lot Size, the Company has appointed Silverbricks Securities Company Limited as its agent to provide matching services, on a best effort basis, to those Shareholders who wish to acquire odd lots of the Consolidated Shares to make up a full board lot, or to dispose of their holding of odd lots of the Consolidated Shares. Shareholders who wish to take advantage of the aforesaid service may directly, or through their brokers, contact Mr. Wayne Wong of Silverbricks Securities Company Limited at Rooms 1004-1006, 10/F., China Merchants Tower, Shun Tak Centre, 168-200 Connaught Road Central, Sheung Wan, Hong Kong (telephone: (852) 3998 5127), during office hours from 9:00 a.m. on Friday, 27 January 2023 to 4:00 p.m. on Thursday, 16 February 2023.

Holders of odd lots of the Consolidated Shares should note that successful matching of the sale and purchase of odd lots of the Consolidated Shares is not guaranteed. Any Shareholder, who is in any doubt about the odd lots arrangement, is recommended to consult his/her/its own professional advisers.

3. PROPOSED CHANGE IN BOARD LOT SIZE

As at the Latest Practicable Date, the Existing Shares are traded on the Stock Exchange in board lots of 8,000 Existing Shares each. The Board proposes that, subject to and conditional upon the Share Consolidation becoming effective, the board lot size for trading in the Consolidated Shares will be changed to 2,000 Consolidated Shares. Based on the closing price of HK$0.072 per Existing Share as quoted on the Stock Exchange as at the Latest Practicable Date, (i) the value of each board lot of 8,000 Existing Shares is HK$576; (ii) the value of each board lot of 8,000 Consolidated Shares would be HK$9,216 assuming the Share Consolidation become effective; and (iii) the value of each board lot of 2,000 Consolidated Shares would be HK$2,304. assuming the Change in Board Lot Share Size had also been effective.

The Change in Board Lot Size will not result in change in the relative rights of the Shareholders.

4. REASONS FOR THE SHARE CONSOLIDATION AND THE CHANGE IN BOARD LOT SIZE

Pursuant to Rule 13.64 of the Listing Rules, where the market price of the securities of the issuer approaches the extremities of HK$0.01 or HK$9,995.00, the Stock Exchange reserves the right to require the issuer either to change the trading method or to proceed with a consolidation or splitting of its securities. The "Guide on Trading Arrangements for Selected Types of Corporate Actions" issued by the Hong Kong Exchanges and Clearing Limited on 28 November 2008 and updated on 1 October 2020 has further stated that (i) market price of the Shares at a level less than HK$0.1 each will be considered as trading at extremity as referred to under Rule 13.64 of the Listing Rules; and (ii) taking into account the minimum transaction costs for a securities trade, the expected value per board lot should be greater than HK$2,000.

As at the Latest Practicable Date, the closing price of the Existing Shares is HK$0.072 per each and they have been traded below HK$1.0 and the existing board lot value has been less than HK$2,000 over the past 12 months. The Board considers that the Share Consolidation would increase the nominal value of the Shares and bring about a corresponding upward adjustment in the trading price per Consolidated Share, thus enabling the Company to comply with the trading requirements under the Listing Rules. In addition, the Share Consolidation and the Change in Board Lot Size would reduce the overall transaction and handling costs of dealings in the Shares of the Company as a proportion of the market value of each board lot, since most of the banks or securities houses will charge a minimum transaction cost for each securities trade. It is hoped that the Share Consolidation would maintain the trading amount for each board lot at a reasonable level and attract a broader range of investors, including institutional investors whose house rules might otherwise prohibit or restrict trading in securities that are priced below a prescribed floor. It is also expected that the liquidity in trading of the Shares will increase accordingly.

In view of the above reasons, the Board considers that the Share Consolidation and the Change in Board Lot Size are justifiable. Accordingly, the Board is of the view that the Share Consolidation and the Change in Board Lot Size are beneficial to and in the interests of the Company and the Shareholders as a whole.

As at the Latest Practicable Date, the Company does not have any intention to carry out any corporate action or arrangement that may undermine the intended purpose of the Share Consolidation in the coming 12 months. However, the Board does not rule out the possibility that the Company will conduct debt and/or equity fund raising exercises when suitable fund raising opportunities arise in order to meet its operational needs or support future development of the Company. The Board will consider carefully the likely impact to the Company as a whole before the Company proceeds with any such debt/equity fund raising exercises. The Company will make further announcement in this regard in accordance with the Listing Rules as and when appropriate.

5. THE SGM

A notice of the SGM is set out from pages 16 to 19 of this circular. The SGM will be convened at 4:30 p.m. on Friday, 6 January 2023 at Rooms 2028-36, 20/F, Sun Hung Kai Centre, 30 Harbour Road, Wanchai, Hong Kong for the purpose of considering, and if thought fit, approving the Share Consolidation.

In compliance with the Listing Rules, the resolution will be voted by way of poll at the SGM. To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, none of the Shareholders has direct or indirect material interest in the proposed Share Consolidation and accordingly, no Shareholders are required to abstain from voting on the resolutions to be proposed at the SGM.

A form of proxy for use at the SGM is enclosed with this circular. Whether or not you are able to attend the SGM, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return the same to the Company's branch share registrar and transfer office 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 not less than 48 hours before the time appointed for the holding of the SGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the SGM or any adjourned meeting should you so wish.

6. RECOMMENDATION

The Directors believe that the proposed Share Consolidation is beneficial to and in the best interests of the Company and the Shareholders as a whole and recommend the Shareholders to vote in favour of the resolutions proposed at the SGM.

7. 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 inquiries, 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.

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
Zheng Hao Jiang
Co-Chairman

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 New Sparkle Roll International Group Limited (the "**Company**") will be convened at 4:30 p.m. on Friday, 6 January 2023 at Rooms 2028-36, 20/F, Sun Hung Kai Centre, 30 Harbour Road, Wanchai, Hong Kong for the purposes of considering and, if thought fit, passing, with or without modification, the following resolution as ordinary resolution of the Company:

ORDINARY RESOLUTION

"**THAT** subject to and conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited granting the listing of, and the permission to deal in, the Consolidated Shares (as defined below), with effect from the second business day after the date on which this resolution is passed by the shareholders of the Company (the "**Shareholders**"):

(a) every sixteen (16) issued and unissued existing shares of HK$0.002 each in the share capital of the Company will be consolidated into one (1) consolidated share of HK$0.032 (the "**Consolidated Shares**") (the "**Share Consolidation**"). Such Consolidated Shares shall rank pari passu in all respects with each other and have the rights and privileges and be subject to the restrictions in respect of the shares contained in the memorandum of association and bye-laws of the Company;

(b) all fractional entitlements to the issued Consolidated Shares resulting from the Share Consolidation (if any) will be disregarded and will not be issued to the Shareholders but all such fractional Consolidated Shares will be aggregated and, if possible, sold and the net proceeds shall be retained for the benefit of the Company in such manner and on such terms as the directors of the Company (the "**Directors**") may think fit; and

(c) any one Director or officer of the Company be and is hereby authorised to do all such acts and things and to sign, execute, seal (where required) and deliver all such documents and to take all such steps as such Director or officer of the Company in his discretion may consider necessary, appropriate, desirable or expedient to give effect to or to implement this resolution and to attend to any necessary registration and/or filing in Bermuda and Hong Kong for and on behalf of the Company in respect of the Share Consolidation."

Yours faithfully,
By order of the Board
New Sparkle Roll International Group Limited
Li Yat Ming
Company Secretary

Hong Kong, 9 December 2022

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

Executive Directors	Mr. Zheng Hao Jiang, Mr. Ma Chao, Mr. Zhao Xiaodong and Mr. Zhu Lei
Independent non-executive Directors	Mr. Choy Sze Chung, Jojo, Mr. Lam Kwok Cheong, Mr. Gao Yu, Mr. Liu Hongqiang and Mr. Liu Xiaoyi

Principal place of business in Hong Kong:

Rooms 2028-36
20/F Sun Hung Kai Centre
30 Harbour Road
Wanchai Hong Kong

Notes:

1. 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.

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 SGM or adjourned 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 thereof, should he/she/it 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 meeting or on a poll demanded at a meeting or an adjourned meeting in cases where the meeting was originally held within 12 months from such date.

3. The register of members of the Company will be closed from Tuesday, 3 January 2023 to Friday, 6 January 2023, 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 Friday, 30 December 2022.

4. In order to prevent the spread of COVID-19 pandemic and to safeguard the health and safety of Shareholders, the Company will implement the following precautionary measures at the SGM:

   i. Compulsory temperature screening/checks will be carried out on every attendee at the entrance of the meeting venue. Any person with a body temperature above 37.3 degrees Celsius or the reference point announced by the Department of Health from time to time, or is exhibiting flu-like symptoms may be denied entry into the meeting venue and be requested to leave the meeting venue;

   ii. Every attendee will be required to wear a surgical face mask at the meeting venue and throughout the SGM and to sit at a distance from the other attendees. Please note that no surgical face masks will be provided at meeting venue and attendees should bring and wear their own masks;

   iii. Prior to entry into the meeting venue, attendees are required to scan the "LeaveHomeSafe" displayed at the venue and vaccination QR codes and comply with the Vaccine Pass requirements, as well as other applicable requirements or guidelines of the Hong Kong government;

   iv No refreshment, drinks, corporate gifts or gift coupons will be provided to the attendees at the SGM;

   v. Every attendee shall declare whether (a) he or she has travelled outside Hong Kong within the 14-day period immediately before the date of SGM; and (b) he or she is subject to any Hong Kong government prescribed quarantine. Anyone who responds positively to any of these questions or is wearing a wristband for compulsory quarantine may be denied entry into the meeting venue or be required to leave the meeting venue. To the extent permitted under law, the Company reserves the right to deny entry of any attendees into the meeting venue or require any person to leave the meeting venue so as to ensure the health and safety of the other attendees at the SGM; and

vi. Any other arrangement as required to be implemented for compliance with the Prevention and Control of Disease (Requirements and Directions) (Business and Premises) Regulation (Chapter 599F of the laws of Hong Kong) and the Prevention and Control of Disease (Prohibition on Gathering) Regulation (Chapter 599G of the laws of Hong Kong) as amended, supplemented or otherwise modified from time to time.

5. In light of the continuing risks posed by the COVID-19 pandemic, the Company strongly encourages Shareholders NOT to attend the SGM in person, and advises Shareholders to appoint the Chairman of the SGM or any Director or the Company Secretary of the Company as their proxy to vote according to their indicated voting instructions as an alternative to attending the SGM in person.

6. Subject to the development of COVID-19 pandemic, the Company may implement further changes and precautionary measures and may issue further announcement on such measures as appropriate.

7. 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 Friday, 6 January 2023, the meeting will be postponed 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.