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3DG HOLDINGS (INTERNATIONAL) LIMITED

金至尊集團 (國際) 有限公司

(Incorporated in Bermuda with limited liability)

(Stock code: 2882)

DISCLOSEABLE AND CONNECTED TRANSACTION IN RELATION TO SUB-TENANCY AGREEMENT

SUB-TENANCY AGREEMENT

On 10 July 2025, 3D-Gold (as sub-landlord) entered into a Sub-Tenancy Agreement with Cheer Hope (as sub-tenant), pursuant to which, 3D-Gold agreed to sublet the Premises to Cheer Hope for a term commencing from 10 July 2025 to 14 March 2027 (both days inclusive).

LISTING RULES IMPLICATIONS

In accordance with HKFRS 16, the Sub-Tenancy Agreement triggered the Company to de-recognise the right-of-use assets for the head lease under the Head Tenancy Agreement, and at the same time, recognise the value of lease receivable and a net gain in connection with the sublease of the Premises under the Sub-Tenancy Agreement. Accordingly, the transaction under the Sub-Tenancy Agreement is regarded as disposal of asset by the sub-landlord for the purpose of the Listing Rules.

In accordance with Rules 14.22 and 14A.81 of the Listing Rules, a series of transactions will be aggregated and treated as if they were one transaction if they were all conducted or completed within a 12-month period or were otherwise related with each other. As the transaction contemplated under the Sub-Tenancy Agreement was entered into during the 12-month period after the Previous Sub-Tenancy Agreement, the transactions contemplated thereunder shall be aggregated as a series of transactions.

As one or more of the applicable percentage ratios (as defined under the Listing Rules) for the aggregate value of the right-of-use assets de-recognised by the Group pursuant to HKFRS 16 for the head lease under the Head Tenancy Agreement (on a standalone basis regarding the entering into of the Sub-Tenancy Agreement or upon aggregation with the entering into of the Previous Sub-Tenancy Agreement) exceeds 5% but is less than 25%, the entering into of the Sub-Tenancy Agreement (together with the Previous Sub-Tenancy Agreement upon aggregation) constitutes a discloseable transaction for the Company and is subject to the reporting and announcement requirements under Chapter 14 of the Listing Rules.

As at the date of this announcement, (i) 3D-Gold is an indirect non wholly-owned subsidiary of the Company and (ii) Cheer Hope is an indirect wholly-owned subsidiary of Luk Fook Holdings, the substantial shareholder of the Company. As such, Cheer Hope is a connected person of the Company under Chapter 14A of the Listing Rules and, accordingly, the entering into of the Sub-Tenancy Agreement also constitutes a connected transaction for the Company under Chapter 14A of the Listing Rules.

As one or more of the applicable percentage ratios (as defined under the Listing Rules) for the aggregate value of the right-of-use assets de-recognised by the Group pursuant to HKFRS 16 for the head lease under the Head Tenancy Agreement (on a standalone basis regarding the entering into of the Sub-Tenancy Agreement or upon aggregation with the entering into of the Previous Sub-Tenancy Agreement which was on its own fully exempt from the reporting, announcement and independent shareholders' approval requirements pursuant to Rule 14A.76 of the Listing Rules) is less than 25% and the total aggregated consideration in respect of the Sub-Tenancy Agreement (together with the Previous Sub-Tenancy Agreement upon aggregation) is less than HK\$10,000,000, the entering into of the Sub-Tenancy Agreement (together with the Previous Sub-Tenancy Agreement upon aggregation) is only subject to the reporting and announcement requirements but is exempt from the circular (including independent financial advice) and shareholders' approval requirements pursuant to Rule 14A.76(2)(b) of the Listing Rules.

SUB-TENANCY AGREEMENT

On 10 July 2025, 3D-Gold (as sub-landlord) entered into a Sub-Tenancy Agreement with Cheer Hope (as sub-tenant), pursuant to which, 3D-Gold agreed to sublet the Premises to Cheer Hope for a term commencing from 10 July 2025 to 14 March 2027 (both days inclusive).

The principal terms of the Sub-Tenancy Agreement are set out below:

Date:	10 July 2025
Parties:	3D-Gold (as sub-landlord) Cheer Hope (as sub-tenant)
Premises:	All that portion of Shop No.5 on Ground Floor of Haiphong Mansion, Nos.99-101 Nathan Road, Nos.53, 54 & 55 Haiphong Road and No.52 Lock Road, Tsim Sha Tsui, Kowloon, Hong Kong

Term:	10 July 2025 to 14 March 2027 (both days inclusive)
Usage:	For retail sale and display of gold, jewellery and related accessories under the trade name of “Luk Fook Jewellery & Goldsmith Company (六福珠寶金行)”
Rent:	The monthly rent payable is HK\$377,000 per month throughout the sub-tenancy term (exclusive of rates, management fee and air-conditioning charges) and the total consideration receivable amounts to approximately HK\$7.6 million in aggregate for the term of the Sub-Tenancy Agreement
Payment method:	The rent shall be due and payable, in advance, on the first day of each calendar month
Deposit:	HK\$1,430,000 which shall be payable in full by transfer of the security deposit under the Previous Sub-Tenancy Agreement effective upon its expiration

Regarding the sublease arrangement, the remaining unamortised value of the right-of-use asset de-recognised by the Company under the Head Tenancy Agreement amounted to approximately HK\$6.6 million (unaudited) and the value of the lease receivable recognised by the Company for the Sub-Tenancy Agreement amounted to approximately HK\$7.3 million (unaudited), resulting in a net gain of approximately HK\$0.7 million (unaudited) in accordance with HKFRS 16.

THE PREVIOUS SUB-TENANCY AGREEMENT

The Sub-Tenancy Agreement is a renewal of the Previous Sub-Tenancy Agreement. Prior to the entering into of the Sub-Tenancy Agreement, 3D-Gold and Cheer Hope had entered into the Previous Sub-Tenancy Agreement with respect to the leasing of the Premises by Cheer Hope from 3D-Gold for a term of six months from 10 January 2025 to 9 July 2025 (both days inclusive). The Previous Sub-Tenancy Agreement was fully exempt from independent shareholders’ approval, annual review and all disclosure requirements under Chapter 14A of the Listing Rules.

REASONS FOR AND BENEFITS OF THE SUB-TENANCY AGREEMENT

Given that the Hong Kong market continues to be affected by changes in the consumption patterns of outbound travellers and mainland tourists, the Group considers that subleasing the Premises will allow the Group to reduce its operating expenses, and in turn, generate extra cash flow from the rental payments received under the Sub-Tenancy Agreement. The extra cash flow can also serve as funds for future business development.

The terms of the Sub-Tenancy Agreement were determined after arm's length negotiations between 3D-Gold and Cheer Hope and the rent was determined with reference to the open market rental of properties of comparable size, location, facilities and usage. The Directors (including the independent non-executive Directors but excluding the Interested Directors) considered that the terms of the Sub-Tenancy Agreement are fair and reasonable and the transaction is on normal commercial terms, in the ordinary and usual course of business of the Group and in the interests of the Company and the shareholders as a whole. Save for the Interested Directors who have abstained from voting on the Board resolutions in relation to the Sub-Tenancy Agreement, none of the Directors has a material interest in the Sub-Tenancy Agreement which required them to abstain from voting on the Board resolutions in relation thereto.

INFORMATION ABOUT THE PARTIES

The Company is an investment holding company. The Group is principally engaged in the retailing, wholesaling and franchising operations for gold and jewellery products in Hong Kong, Macau and Mainland China.

3D-Gold is an indirect non wholly-owned subsidiary of the Company and is principally engaged in retailing of gold and jewellery products in Hong Kong.

Cheer Hope is an indirect wholly-owned subsidiary of Luk Fook Holdings, and is principally engaged in managing the tenancy agreements with respect to Luk Fook Holdings and its subsidiaries.

LISTING RULES IMPLICATIONS

In accordance with HKFRS 16, the Sub-Tenancy Agreement triggered the Company to de-recognise the right-of-use asset for the head lease under the Head Tenancy Agreement, and at the same time, recognise the value of lease receivable and a net gain in connection with the sublease of the Premises under the Sub-Tenancy Agreement. Accordingly, the transaction under the Sub-Tenancy Agreement is regarded as disposal of asset by the sub-landlord for the purpose of the Listing Rules.

In accordance with Rules 14.22 and 14A.81 of the Listing Rules, a series of transactions will be aggregated and treated as if they were one transaction if they were all conducted or completed within a 12-month period or were otherwise related with each other. As the transaction contemplated under the Sub-Tenancy Agreement was entered into during the 12-month period after the Previous Sub-Tenancy Agreement, the transactions contemplated thereunder shall be aggregated as a series of transactions.

As one or more of the applicable percentage ratios (as defined under the Listing Rules) for the aggregate value of the right-of-use assets de-recognised by the Group pursuant to HKFRS 16 for the head lease under the Head Tenancy Agreement (on a standalone basis regarding the entering into of the Sub-Tenancy Agreement or upon aggregation with the entering into of the Previous Sub-Tenancy Agreement) exceeds 5% but is less than 25%, the entering into of the Sub-Tenancy Agreement (together with the Previous Sub-Tenancy Agreement upon aggregation) constitutes a discloseable transaction for the Company and is subject to the reporting and announcement requirements under Chapter 14 of the Listing Rules.

As at the date of this announcement, (i) 3D-Gold is an indirect non wholly-owned subsidiary of the Company and (ii) Cheer Hope is an indirect wholly-owned subsidiary of Luk Fook Holdings, the substantial shareholder of the Company. As such, Cheer Hope is a connected person of the Company under Chapter 14A of the Listing Rules and, accordingly, the entering into of the Sub-Tenancy Agreement also constitutes a connected transaction for the Company under Chapter 14A of the Listing Rules.

As one or more of the applicable percentage ratios (as defined under the Listing Rules) for the aggregate value of the right-of-use assets de-recognised by the Group pursuant to HKFRS 16 for the head lease under the Head Tenancy Agreement (on a standalone basis regarding the entering into of the Sub-Tenancy Agreement or upon aggregation with the entering into of the Previous Sub-Tenancy Agreement which was on its own fully exempt from the reporting, announcement and independent shareholders' approval requirements pursuant to Rule 14A.76 of the Listing Rules) is less than 25% and the total aggregated consideration in respect of the Sub-Tenancy Agreement (together with the Previous Sub-Tenancy Agreement upon aggregation) is less than HK\$10,000,000, the entering into of the Sub-Tenancy Agreement (together with the Previous Sub-Tenancy Agreement upon aggregation) is only subject to the reporting and announcement requirements but is exempt from the circular (including independent financial advice) and shareholders' approval requirements pursuant to Rule 14A.76(2)(b) of the Listing Rules.

DEFINITIONS

In this announcement, unless the context otherwise requires, the following expressions shall have the meanings set out below:

“3D-Gold”	3D-GOLD Jewellery (HK) Limited (金至尊珠寶(香港)有限公司), a company incorporated in Hong Kong with limited liability and an indirect non wholly-owned subsidiary of the Company
“associate”	has the meaning ascribed to it under the Listing Rules
“Board”	the board of directors of the Company
“Cheer Hope”	Cheer Hope Investment Limited (智浩投資有限公司), a company incorporated in Hong Kong with limited liability and an indirect wholly-owned subsidiary of Luk Fook Holdings

“Company”	3DG Holdings (International) Limited 金至尊集團(國際)有限公司, a company incorporated in Bermuda with limited liability, the shares of which are listed on the Main Board of the Stock Exchange (stock code: 2882)
“connected person(s)”	has the meaning ascribed to it under the Listing Rules
“Director(s)”	director(s) of the Company
“Group”	the Company and its subsidiaries from time to time
“Head Tenancy Agreement”	the tenancy agreement dated 14 March 2024 entered into between 3D-Gold and Sino Treasure Investments Limited (中鴻投資有限公司) in relation to the lease of the Premises for a term from 16 March 2024 to 15 March 2027 (both days inclusive)
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“HKFRS 16”	the “Hong Kong Financial Reporting Standard 16 – Leases” issued by the Hong Kong Institute of Certified Public Accountants, which sets out the principles for the recognition, measurement, presentation and disclosure of leases
“Hong Kong”	Hong Kong Special Administrative Region of the PRC
“Interested Directors”	Mr. WONG Ho Lung, Danny, Ms. CHEUNG Irene, Ms. WONG Hau Yeung and Dr. CHAN So Kuen, Directors who considered themselves having potential conflict of interests in voting on the Board resolutions in relation to the Sub-Tenancy Agreement
“Listing Rules”	Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited

“Luk Fook Holdings”	Luk Fook Holdings (International) Limited (六福集團(國際)有限公司), a company incorporated in Bermuda with limited liability and the issued shares of which are listed on the Main Board of the Stock Exchange (stock code: 0590)
“PRC”	the People’s Republic of China
“Premises”	all that portion of Shop No.5 on Ground Floor of Haiphong Mansion, Nos.99-101 Nathan Road, Nos.53, 54 & 55 Haiphong Road and No.52 Lock Road, Tsim Sha Tsui, Kowloon, Hong Kong
“Previous Sub-Tenancy Agreement”	the agreement between 3D-Gold and Cheer Hope with respect to the leasing of the Premises by Cheer Hope from 3D-Gold for a term of six months from 10 January 2025 to 9 July 2025, which was on its own fully exempt from independent shareholders’ approval, annual review and all disclosure requirements under Chapter 14A of the Listing Rules
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Sub-Tenancy Agreement”	the sub-tenancy agreement dated 10 July 2025 entered into between 3D-Gold and Cheer Hope in relation to the sub-lease of the Premises for a term from 10 July 2025 to 14 March 2027 (both days inclusive)
“subsidiary(ies)”	has the same meaning ascribed to it under the Listing Rules
“%”	per cent

By Order of the Board
3DG Holdings (International) Limited
WONG Ho Lung, Danny
Chairman & Chief Executive Officer

Hong Kong, 10 July 2025

As at the date of this announcement, the Board comprises Mr. WONG Ho Lung, Danny (Chairman and Chief Executive Officer), Ms. CHEUNG Irene (Chief Operating Officer), Ms. WONG Hau Yeung and Dr. CHAN So Kuen as Executive Directors; Ms. YEUNG Po Ling, Pauline as the Non-executive Director and Mr. SZE Yeung Kuen, Mr. CHAN Raymond, Dr. LAM Ki Wai, Lianne and Dr. CHOW Kwoon Ho, Simon as the Independent Non-executive Directors.