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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 TRANSACTION  
IN RELATION TO TENANCY AGREEMENT**

**THE TENANCY AGREEMENT**

The Board announces that on 21 November 2024, 3D-Gold as Tenant entered into the Tenancy Agreement with the Landlord in respect of the lease of Premises for a term of 3 years commencing from 3 December 2024 to 2 December 2027 (both days inclusive).

**IMPLICATIONS UNDER THE LISTING RULES**

In accordance with HKFRS 16 “Leases”, the entering into of the Tenancy Agreement will require the Group to recognise the value of the right-of-use asset on its consolidated statement of financial position, thus the entering into of the Tenancy Agreement will be regarded as acquisition of asset by the Group under the Listing Rules.

As one or more of the applicable percentage ratios (as defined in the Listing Rules) in respect of the value of the right-of-use of the Premises under the Tenancy Agreement exceeds 5% but are less than 25%, the transaction contemplated thereunder constitutes a discloseable transaction of the Company and is subject to the reporting and announcement requirements but exempt from Shareholders’ approval requirements under Chapter 14 of the Listing Rules.

The Board announces that on 21 November 2024, 3D-Gold as Tenant entered into the Tenancy Agreement with the Landlord in respect of the lease of Premises for a term of 3 years commencing from 3 December 2024 to 2 December 2027 (both days inclusive).

## TENANCY AGREEMENT

The principal terms of the Tenancy Agreement are summarised below:

Date	:	21 November 2024
Landlord	:	Sun Hung Kai Real Estate (Sales and Leasing) Agency Limited
Tenant	:	3D-GOLD Jewellery (HK) Limited
Premises	:	Shop Nos. 315 & 317, Level 3, New Town Plaza (Phase I), Shatin, New Territories, Hong Kong
Term	:	3 December 2024 to 2 December 2027 (both days inclusive)
Usage	:	For retail sale and display of gold and precious metal ornaments, precious stones, jewellery and related accessories under the trade name of “3DG-Jewellery”
Rent	:	The monthly rent payable shall consist of the basic rental and the additional turnover rental

The aggregate amount of basic rental covering the whole lease term under the Tenancy Agreement is approximately HK\$16.8 million (exclusive of rates, air-conditioning and management charges and promotion levy). The additional turnover rental is calculated at fixed percentage of the monthly gross receipts of the Tenant’s business at the Premises for the rental payable month exceeds the basic rental

The basic rental shall be paid monthly in advance on the first day of each calendar month and the additional turnover rental (if any) shall be payable monthly in arrear but no later than the 14th day of the following month

Rent free period	:	One month as from (and inclusive of) the actual commencement date of the term for the lease of Premises
Deposit	:	Approximately HK\$2.09 million (being 4 months’ largest basic rental and air-conditioning and management charges)

The value (unaudited) of the right-of-use asset to be recognised by the Group under the Tenancy Agreement amounted to approximately HK\$15.8 million, which is the present value of the total consideration payable at the inception of the term under the Tenancy Agreement in accordance with HKFRS 16. Discount rate of 5% is applied to compute the present value of total consideration payable under the Tenancy Agreement.

## **INFORMATION OF THE GROUP AND THE LANDLORD**

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.

The Landlord is a company incorporated in Hong Kong with limited liability principally engaged in property leasing and is a wholly-owned subsidiary of Sun Hung Kai Properties Limited, the shares of which are listed on the Main Board of Stock Exchange (stock code: 0016).

To the best knowledge, information and belief of the Directors having made all reasonable enquiries, the Landlord and its ultimate beneficial owners are Independent Third Parties.

## **REASONS AND BENEFITS FOR ENTERING INTO THE TENANCY AGREEMENT**

In order to achieve higher operational efficiency, the Group plans to expand its distribution network including self-operated shops. It is anticipated that the Group could benefit from the economies of scale by adopting a pro-active network expansion approach combined with other business strategies.

The terms of the Tenancy Agreement were determined after arm's length negotiation between the Landlord and the Tenant and the rent was determined with reference to the open market rental of properties of comparable size, location, facilities and usage. The Directors considered that the terms of the 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.

## **IMPLICATIONS UNDER THE LISTING RULES**

In accordance with HKFRS 16 "Leases", the entering into of the Tenancy Agreement will require the Group to recognise the value of the right-of-use asset on its consolidated statement of financial position, thus the entering into of the Tenancy Agreement will be regarded as acquisition of asset by the Group under the Listing Rules.

As one or more of the applicable percentage ratios (as defined in the Listing Rules) in respect of the value of the right-of-use of the Premises under the Tenancy Agreement exceeds 5% but are less than 25%, the transaction contemplated thereunder constitutes a discloseable transaction of the Company and is subject to the reporting and announcement requirements but exempt from Shareholders' approval requirements under Chapter 14 of the Listing Rules.

## DEFINITIONS

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

“Board” or “Directors”	the board of directors of the Company
“Company”	3DG Holdings (International) Limited, an exempted company incorporated in Bermuda with limited liability, the shares of which are listed on the Main Board of the Stock Exchange
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“HKFRS”	Hong Kong Financial Reporting Standards issued by the Hong Kong Institute of Certified Public Accountants
“Hong Kong”	Hong Kong Special Administrative Region of the People’s Republic of China
“Independent Third Parties”	third parties independent of and not connected with the Company and its connected persons (as defined in the Listing Rules)
“Landlord”	Sun Hung Kai Real Estate (Sales and Leasing) Agency Limited
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Macau”	the Macau Special Administrative Region of the People’s Republic of China
“Mainland China”	the People’s Republic of China
“Premises”	Shop Nos. 315 & 317, Level 3, New Town Plaza (Phase I), Shatin, New Territories, Hong Kong
“Shareholder(s)”	holder(s) of the ordinary shares of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

“Tenancy Agreement”	the tenancy agreement dated 21 November 2024 and entered into between the Landlord and the Tenant in relation to the tenancy of the Premises
“Tenant” or “3D-Gold”	3D-GOLD Jewellery (HK) Limited, a company incorporated in Hong Kong with limited liability, an indirect non wholly-owned subsidiary of the Company
“%”	per cent

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

Hong Kong, 21 November 2024

*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.*