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If you are in any 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 **3DG Holdings (International) Limited**, you should at once hand this circular together with the accompanying form of proxy to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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金至尊
3DG GROUP

3DG HOLDINGS (INTERNATIONAL) LIMITED
金至尊集團(國際)有限公司

(Incorporated in Bermuda with limited liability)

(Stock code: 2882)

PROPOSALS FOR
GENERAL MANDATES TO ISSUE SHARES
AND REPURCHASE SHARES,
RE-ELECTION OF RETIRING DIRECTORS
AND
NOTICE OF ANNUAL GENERAL MEETING

A notice convening the AGM of 3DG Holdings (International) Limited to be held at 27/F, Metropole Square, 2 On Yiu Street, Shatin, New Territories, Hong Kong on 20 August 2025 (Wednesday) at 11:00 a.m., is set out on pages 13 to 17 of this circular. Whether or not you are able to attend the AGM, please complete the enclosed form of proxy in accordance with the instructions printed thereon and return it to the Company's branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, as soon as possible and in any event not less 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 in person at the AGM or any adjournment thereof should you so wish. For the avoidance of doubt, holders of the treasury shares, if any, shall abstain from voting at the AGM or any adjournment thereof of the Company.

23 July 2025

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DEFINITIONS

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

"AGM"	The annual general meeting of the Company to be held at 27/F, Metropole Square, 2 On Yiu Street, Shatin, New Territories, Hong Kong on 20 August 2025 (Wednesday) at 11:00 a.m. or any adjournment thereof
"Board"	The board of directors of the Company
"Bye-laws"	The bye-laws of the Company
"CCASS"	Central Clearing and Settlement System
"Company"	3DG Holdings (International) Limited, a company incorporated in Bermuda with limited liability and the shares of which are listed on the Stock Exchange
"Director(s)"	The director(s) of the Company
"Group"	The Company and its subsidiaries
"HK$"	Hong Kong dollars, the lawful currency of Hong Kong
"Hong Kong"	The Hong Kong Special Administrative Region of the People's Republic of China
"Issue Mandate"	The general mandate proposed to be granted to the Directors to exercise the power of the Company to allot, issue and deal with the Shares
"Latest Practicable Date"	16 July 2025, being the latest practicable date prior to the printing of this circular for ascertaining certain information for inclusion herein
"Listing Rules"	The Rules Governing the Listing of Securities on the Stock Exchange

"Repurchase Mandate"	The general mandate proposed to be granted to the Directors to exercise the power of the Company to repurchase the Shares on the Stock Exchange
"Resolution(s)"	The resolution(s) set out in the notice of the AGM
"SFO"	Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
"Share(s)"	ordinary share(s) of HK$0.001 each in the capital of the Company
"Shareholder(s)"	The registered holder(s) of the Share(s) of the Company
"Stock Exchange"	The Stock Exchange of Hong Kong Limited
"Takeovers Code"	The Code on Takeovers and Mergers and Share Buy-backs
"treasury share(s)"	has the meaning ascribed to it under the Listing Rules
"%"	Per cent

3DG HOLDINGS (INTERNATIONAL) LIMITED
金至尊集團(國際)有限公司

(Incorporated in Bermuda with limited liability)

(Stock code: 2882)

Executive Directors:
WONG Ho Lung, Danny
(Chairman and Chief Executive Officer)
CHEUNG Irene *(Chief Operating Officer)*
WONG Hau Yeung
CHAN So Kuen

Non-executive Director:
YEUNG Po Ling, Pauline

Independent Non-executive Directors:
SZE Yeung Kuen
CHAN Raymond
LAM Ki Wai, Lianne
CHOW Kwoon Ho, Simon

Registered Office:
Clarendon House
2 Church Street
Hamilton HM11
Bermuda

Head Office and Principal Place of Business in Hong Kong:
Units 06-11, 15th Floor
Metropole Square
2 On Yiu Street
Shatin, New Territories
Hong Kong

23 July 2025

To the Shareholders

Dear Sir or Madam,

PROPOSALS FOR GENERAL MANDATES TO ISSUE SHARES AND REPURCHASE SHARES, RE-ELECTION OF RETIRING DIRECTORS AND NOTICE OF ANNUAL GENERAL MEETING

I. INTRODUCTION

The purpose of this circular is to provide you with details of the Issue Mandate, the Repurchase Mandate and the re-election of the retiring Directors to be dealt with at the forthcoming AGM.

The Directors propose to seek the approval of the Shareholders at the AGM for the following:

1. Issue Mandate to allot, issue and deal with Shares (including sale and transfer of treasury shares, if any) up to a maximum of 20% of the total number of issued Shares (excluding treasury shares, if any) as at the date of passing the relevant resolution;

2. Repurchase Mandate to repurchase Shares up to a maximum of 10% of the total number of issued Shares (excluding treasury shares, if any) as at the date of passing the relevant resolution; and

3. the Issue Mandate shall be extended to the Shares that are allowed to be repurchased by the Company pursuant to the Repurchase Mandate.

II. GENERAL MANDATE TO ISSUE SHARES

At the AGM, an ordinary resolutions will be proposed: (i) to grant a general and unconditional mandate to the Directors to allot, issue and otherwise deal with Shares (including sale and transfer of treasury shares, if any) up to a maximum of 20% of the total number of issued Shares (excluding treasury shares, if any) as at the date of passing such resolution; and (ii) to approve the addition to the Issue Mandate of any Shares repurchased by the Company under the authority of the Repurchase Mandate as at the date of passing such resolution. The Directors have no present intention to issue any new Shares. As at the Latest Practicable Date, the number of Shares in issue was 269,671,601. On the basis of such figure (assuming no further Shares are issued or repurchased prior to the date of AGM), the Directors would be authorised to issue up to a maximum of 53,934,320 Shares.

III. GENERAL MANDATE TO REPURCHASE SHARES

At the AGM, an ordinary resolution will be proposed that the Directors be granted a general and unconditional mandate to exercise all the powers of the Company to repurchase Shares on the Stock Exchange up to a maximum of 10% of the total number of issued Shares (excluding treasury shares, if any) as at the date of passing the ordinary resolution.

In addition, the general mandate will continue in force during the Relevant Period (as referred to in paragraph (c) of Resolution no. 5 set out in the notice of the AGM), which means the period from the passing of the Resolution until whichever is the earlier 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 Bye-laws or any applicable laws to be held; or

(iii) the revocation or variation of the authority given under the Resolution by ordinary resolution of the Shareholders in general meeting.

An explanatory statement as required under the Listing Rules to provide the requisite information on the Repurchase Mandate is set out in Appendix I hereto.

IV. RE-ELECTION OF RETIRING DIRECTORS

In relation to the Resolution no. 2 set out in the notice of the AGM, pursuant to Bye-law 84 of the Bye-laws, Dr. CHAN So Kuen, Ms. YEUNG Po Ling, Pauline and Mr. SZE Yeung Kuen, shall retire from office by rotation at the AGM. All the retiring Directors, being eligible, will offer themselves for re-election at the AGM.

The Nomination Committee of the Company has reviewed the structure, size and composition of the Board. With reference to the nomination principles and criteria set out in the Company's Nomination Policy and the Board Diversity Policy and taking into account each of the abovementioned directors' contributions to the Board and their commitment to their roles, the Nomination Committee has recommended to the Board the re-appointment of all directors who will retire and offer for re-election at the AGM.

Biographical details of the retiring Directors proposed for re-election are set out in Appendix II to this circular.

V. NOTICE OF ANNUAL GENERAL MEETING

Notice of the AGM is set out on pages 13 to 17 of this circular. A form of proxy for appointing proxy is despatched with this circular and published on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (3dg-group.com) respectively. Whether or not you intend to attend the AGM, you are requested to complete the form of proxy in accordance with the instructions stated thereon and return it to the Company's branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, as soon as possible and in any event not less 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 in person at the AGM or any adjournment thereof if you so wish.

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of shareholders at general meetings must be taken by poll. The chairman of the AGM will demand a poll for every resolution put to the vote at the AGM pursuant to the Bye-laws. An announcement on the poll voting results will be published on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (3dg-group.com) respectively after the AGM in the manner prescribed under Rule 13.39(5) of the Listing Rules. The holders of the treasury shares, if any, shall abstain from voting at the AGM or any adjournment thereof of the Company in respect of the matters requiring the Shareholders' approval.

VI. 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.

VII. RECOMMENDATION

The Directors consider that the proposed granting of the Issue Mandate and the Repurchase Mandate, the extension of the Issue Mandate and the re-election of the retiring Directors are in the best interests of the Company as well as its Shareholders as a whole. Accordingly, the Directors recommend you to vote in favour of all relevant resolutions set out in the notice of the AGM.

Yours faithfully,
For and on behalf of the Board
3DG Holdings (International) Limited
WONG Ho Lung, Danny
Chairman & Chief Executive Officer

This Appendix serves as an Explanatory Statement as required by the Listing Rules, to provide certain information to you for your consideration of the Repurchase Mandate.

1. SHARE CAPITAL

As at the Latest Practicable Date, there was a total of 269,671,601 Shares in issue. The Company does not hold any treasury shares.

Subject to the passing of the resolution granting the Repurchase Mandate and on the basis that no further Shares are issued or repurchased before the AGM, the Company will be allowed to repurchase up to a maximum of 26,967,160 Shares, being 10% of the total number of issued Shares (excluding treasury shares, if any) as at the date of passing of the relevant resolution for granting the Repurchase Mandate.

If the Company purchases any Shares pursuant to the Repurchase Mandate, the Company may either cancel the repurchased Shares and/or hold them as treasury shares subject to, among others, market conditions and its capital management needs at the relevant time of the repurchases, which may change due to evolving circumstances.

To the extent that any treasury shares are deposited with CCASS pending resale on the Stock Exchange, the Company will adopt appropriate measures to ensure that it does not exercise any Shareholders' rights or receive any entitlements which would otherwise be suspended under the applicable laws if those shares were registered in the Company's own name as treasury shares. These measures may include approval by the Board that (i) the Company will not (or will procure its broker not to) give any instructions to Hong Kong Securities Clearing Company Limited to vote at general meetings for the treasury shares deposited with CCASS; (ii) give express written instructions to its share registrar and relevant brokers to update the relevant records so as to clearly identify such repurchased shares held in CCASS as treasury shares; and (iii) in the case of dividends or distributions, the Company will 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 record date for the dividends or distributions.

2. REASONS FOR REPURCHASES

The Directors believe that it is in the best interests of the Company and the Shareholders to seek a general authority from the Shareholders to enable the Company to repurchase its Shares on the Stock Exchange, or on any other stock exchange on which the Shares may be listed. Such repurchases 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 of the Company and will only be made when the Directors believe that such a repurchase will benefit the Company and the Shareholders.

3. FUNDING OF REPURCHASES

Repurchases of Shares would only be funded out of funds legally available for the purpose in accordance with the Memorandum of Association of the Company, the Bye-laws and the applicable laws of Bermuda.

Under Bermuda law, repurchases of Shares may only be made out of the capital paid up on the relevant Shares or out of the funds of the Company which would otherwise be available for dividend or distribution or out of the proceeds of a fresh issue of Shares made for the purposes of the repurchase. The amount of premium payable on repurchase may only be paid out of either the funds of the Company that would otherwise be available for dividend or distribution or out of the share premium of the Company.

The exercise of the Repurchase Mandate in full might have a material adverse impact on the working capital and/or gearing position of the Company as compared with the position disclosed in the Company's annual report for the nine months ended 31 March 2025. However, the Directors do not intend to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse impact on the working capital or gearing position of the Company unless the Directors consider that such purchases are in the best interests of the Company.

4. GENERAL

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their associates (as defined in the Listing Rules), has any present intention to sell any Shares to the Company in the event that the Repurchase Mandate is granted by Shareholders.

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will only exercise the Repurchase Mandate in accordance with the Listing Rules, the applicable laws of Bermuda and the Bye-laws.

No connected person (as defined in the Listing Rules) of the Company has notified the Company that he/she has a present intention to sell, or has undertaken not to sell, any Shares to the Company in the event that the Company is authorised to make repurchases of the Shares.

Neither this explanatory statement nor the proposed Repurchase Mandate has any unusual features.

5. TAKEOVERS CODE CONSEQUENCES

If as a result of a repurchase of Shares, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition of voting rights for the purposes of the Takeovers Code. Accordingly, a Shareholder or a group of Shareholders acting in concert, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rules 26 and 32 of the Takeovers Code.

As at the Latest Practicable Date, the Directors are not aware of any consequences which would arise under the Takeovers Code as a result of an exercise of the Repurchase Mandate. Moreover, the Directors have no intention to exercise the Repurchase Mandate to the extent that the number of Shares held by the public will fall below 25% of the total number of issued Shares, being the minimum public float requirement under the Listing Rules.

6. SHARE REPURCHASE MADE BY THE COMPANY

The Company had not repurchased any of its Shares (whether on the Stock Exchange or otherwise) in the six months preceding the Latest Practicable Date.

7. MARKET PRICES

The following table shows the highest and lowest prices at which the Shares have traded on the Stock Exchange during each of the twelve months preceding the Latest Practicable Date:

Month	Traded Market Price Per Share	
	Highest	**Lowest**
	HK$	*HK$*
2024		
July	0.810	0.630
August	0.710	0.620
September	0.650	0.530
October	0.730	0.440
November	0.590	0.450
December	0.570	0.440
2025		
January	0.540	0.465
February	0.550	0.480
March	0.550	0.480
April	0.500	0.450
May	0.500	0.470
June	0.650	0.480
July (up to the Latest Practicable Date)	0.670	0.520

The biographical details of the retiring Directors who are proposed to be re-elected at the AGM are set out as follows:

Dr. CHAN So Kuen

Dr. CHAN So Kuen, aged 65, has been an Executive Director of the Company since 2024. She is also the Executive Director, Chief Financial Officer and Company Secretary of Luk Fook Holdings (International) Limited ("Luk Fook"), a controlling shareholder of the Company, which is listed on the Main Board of the Stock Exchange. Dr. CHAN graduated from The Hong Kong Polytechnic University and Oklahoma City University (the United States of America), with a Doctorate Degree and a Master's Degree in Business Administration, respectively. She is also a Fellow Member of the Association of Chartered Certified Accountants and the Hong Kong Institute of Certified Public Accountants. Dr. CHAN has substantial financial and management experiences in vast varieties of businesses for more than 38 years. Prior to joining Luk Fook, Dr. CHAN worked in international professional accounting firms in Hong Kong for auditing duties. She also served in various Hong Kong listed and private companies across different industries in a senior capacity, such as finance director, chief financial officer or chief executive officer.

As at the Latest Practicable Date, Dr. CHAN had interests in 32,585 Shares within the meaning of Part XV of the SFO. For the nine months ended 31 March 2025, Dr. CHAN was entitled to a director's fee of HK$41,250.

Ms. YEUNG Po Ling, Pauline

Ms. YEUNG Po Ling, Pauline, aged 58, has been a Non-executive Director of the Company since 2024. She is the co-founder of Luk Fook, a controlling shareholder of the Company, which is listed on the Main Board of the Stock Exchange. She was the Non-executive Director of Luk Fook until 2020. Ms. YEUNG has over 36 years of experience in public relations. Ms. YEUNG was the winner of Miss Hong Kong and Miss International of Goodwill in 1987, and also the 4th runner-up of Miss Universe and Queen of Asia in 1988. Ms. YEUNG was the president of the Wai Yin Association for the year 1995-1996. She received the GIA Diamonds Graduate title in 2005.

As at the Latest Practicable Date, Ms. YEUNG did not have any interest in the Shares within the meaning of Part XV of the SFO. For the nine months ended 31 March 2025, Ms. YEUNG was entitled to a director's fee of HK$112,500.

Mr. SZE Yeung Kuen

Mr. SZE Yeung Kuen, aged 44, has been an Independent Non-executive Director of the Company since 2024. He is the Chairman of the Audit Committee and a member of Remuneration Committee and Nomination Committee of the Company. Mr. SZE is an accomplished professional with a diverse background in investment management, equity research, and assurance services. He is a co-founder of Oscar and Partners Capital Limited ("OP Capital"), an investment management and advisory company with an SFC license for Type 4 and Type 9. Currently, he oversees various investment strategies at OP Capital as a partner and senior portfolio manager. Mr. SZE holds a Bachelor of Business Administration Degree with a major in Professional Accountancy from The Chinese University of Hong Kong. He is an associate member of the Association of Chartered Certified Accountants as well as a Chartered Financial Analyst. He was the director of Citigroup Global Capital Asia, where he had an award-winning track record in equity research, particularly within the China/Hong Kong property industries. Prior to working in finance, Mr. SZE worked at PricewaterhouseCoopers, specializing in audits and due diligence assignments.

As at the Latest Practicable Date, Mr. SZE did not have any interest in the Shares within the meaning of Part XV of the SFO. For the nine months ended 31 March 2025, Mr. SZE was entitled to a director's fee of HK$150,000.

Save as disclosed above, each of the retiring Directors does not have any relationship with any Directors, senior management or substantial or controlling shareholders (as defined in the Listing Rules) of the Company; each of them did not hold any directorships in any other listed public companies in the last three years. In addition, there is no other information which is required to be disclosed pursuant to any of the requirements under Rule 13.51(2)(h) to 13.51(2)(v) of the Listing Rules, and there are no other matters that need to be brought to the attention of Shareholders, in respect of the re-election of the retiring Directors.

None of the Directors' service contracts requires the Company to give a period of notice of more than one year or to pay compensation or make other payments equivalent to more than one year's emoluments, other than statutory compensation. Pursuant to the Bye-laws, one-third of the Directors shall retire from office by rotation at each AGM of the Company.

All the above mentioned Directors are subject to retirement by rotation and re-election at the AGM in accordance with the Bye-laws of the Company. The fees and other emoluments of Directors are determined by the Remuneration Committee of the Company with reference to their responsibilities, industry norm and the prevailing market conditions.

3DG HOLDINGS (INTERNATIONAL) LIMITED
金至尊集團(國際)有限公司

(Incorporated in Bermuda with limited liability)

(Stock code: 2882)

NOTICE IS HEREBY GIVEN that the annual general meeting (the "Annual General Meeting") of 3DG Holdings (International) Limited (the "Company") will be held at 27/F, Metropole Square, 2 On Yiu Street, Shatin, New Territories, Hong Kong on 20 August 2025 (Wednesday) at 11:00 a.m. for the following purposes:

ORDINARY RESOLUTIONS

1. To receive and consider the Audited Consolidated Financial Statements and the Reports of the Directors and Independent Auditor for the nine months ended 31 March 2025.

2. To re-elect the retiring directors of the Company (the "Directors") and to authorise the board of directors of the Company (the"Board") to fix the remuneration of the Directors.

3. To re-appoint PricewaterhouseCoopers as the auditor of the Company and to authorise the Board to fix their remuneration.

4. As special business, to consider and, if thought fit, to pass with or without modifications, the following resolution as an ordinary resolution:

   "**THAT**:

   (a) subject to paragraph (c) below, the exercise by the Directors during the Relevant Period (as defined in paragraph (d) below) of all the powers of the Company to allot, issue and deal with additional shares in the capital of the Company (including sale and transfer of treasury shares, if any (which shall have the meaning ascribed to it by the Rules Governing the Listing of Securities ("Listing Rules") on The Stock Exchange of Hong Kong Limited ("Stock Exchange") and to make or grant offers, agreements and options which might require the exercise of such power be and it is hereby generally and unconditionally approved;

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

(c) the aggregate number of shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the Directors pursuant to the approval in paragraph (a) above, otherwise than pursuant to (i) a Rights Issue (as defined in paragraph (d) below); or (ii) an issue of shares under any option scheme or similar arrangement for the time being adopted for the grant or issue to executives and/or employees of the Company and/or any of its subsidiaries of shares or rights to acquire shares of the Company; or (iii) any scrip dividend or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the Bye-laws of the Company, shall not exceed 20% of the total number of issued shares of the Company (excluding treasury shares, if any) on the date of this Resolution and the said approval to the Directors in paragraph (a) above shall be limited accordingly; and

(d) for the purposes of this Resolution:

"**Relevant Period**" means the period from the passing of this Resolution until whichever is the earlier 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 Bye-laws of the Company or any applicable laws to be held; or

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

"**Rights Issue**" means an offer of shares open for a period fixed by the Directors to the Shareholders on the register of members of the Company on a fixed record date in proportion to their shareholdings as at that date (subject to such exclusions 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 any recognised regulatory body or any stock exchange in, any territory outside Hong Kong applicable to the Company)."

5. As special business, to consider and, if thought fit, to pass with or without modifications, the following resolution as an ordinary resolution:

"**THAT**:

(a) subject to paragraph (b) below, the exercise by the Directors during the Relevant Period (as defined in paragraph (c) below) of all the powers of the Company to repurchase its own shares on the Stock Exchange or any other stock exchange on which the securities of the Company may be listed and recognised by the Securities and Futures Commission and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and/or the requirements of the Listing Rules or of any other stock exchange as amended from time to time, be and it is hereby generally and unconditionally approved;

(b) the aggregate number of shares repurchased by the Company pursuant to the approval in paragraph (a) above shall not exceed 10% of the total number of issued shares of the Company (excluding treasury shares, if any) on the date of this Resolution and the said approval to the Directors in paragraph (a) above shall be limited accordingly; and

(c) for the purpose of this Resolution:

"**Relevant Period**" means the period from the passing of this Resolution until whichever is the earlier 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 Bye-laws of the Company or any applicable laws to be held; or

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

6. As special business, to consider and, if thought fit, to pass with or without modifications, the following resolution as an ordinary resolution:

"**THAT** conditional upon Resolutions nos. 4 and 5 above being passed, the aggregate number of shares of the Company which are repurchased by the Company under the authority granted to the Directors as mentioned in Resolution no. 5 above shall be added to the aggregate number of shares of the Company that may be allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to Resolution no. 4 above, provided that such amount of shares repurchased by the Company shall not exceed 10% of the total number of issued shares of the Company (excluding treasury shares, if any) on the date of this Resolution."

By Order of the Board
3DG Holdings (International) Limited
CHAN Cheuk Him, Paul
Company Secretary

Hong Kong, 23 July 2025

Notes:

1. Any Shareholder entitled to attend and vote at the Annual General Meeting shall be entitled to appoint another person as proxy to attend and vote instead of him/her. On a poll, votes may be given either personally or by proxy. A proxy needs not be a Shareholder. A Shareholder may appoint more than one proxy to attend on the same occasion.

2. The instrument appointing a proxy together with any power of attorney or other authority (if any) under which it is signed or a notarially certified copy thereof must be deposited at the Company's branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the meeting or the adjourned meeting.

3. The register of members of the Company for the Annual General Meeting will be closed from 15 August 2025 to 20 August 2025, both days inclusive, during which period no transfer of shares will be registered. In order to qualify for attendance at the Annual General Meeting to be held on 20 August 2025, all transfer documents accompanied by the relevant share certificates must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration not later than 4:30 p.m. on 14 August 2025.

4. In the event that in the morning on Wednesday, 20 August 2025, a Typhoon Signal No. 8 (or above) or a Black Rainstorm Warning Signal is hoisted

   i.) but lowered at or before 8:00 a.m., the Annual General Meeting will be adjourned to 2:30 p.m. on the same day at the same venue; or

   ii.) but lowered after 8:00 a.m., the Annual General Meeting will be adjourned to 11:00 a.m. on Thursday, 21 August 2025 at the same venue.

   If the Annual General Meeting is adjourned, the Company will post an announcement on the websites of the Company and the Stock Exchange to notify Shareholders of the details of the rescheduled meeting.

   The Annual General Meeting will be held as scheduled when a Typhoon Signal No. 3 or below or an Amber or a Red Rainstorm Warning Signal is in force. Shareholders should make their own decision as to whether they would attend the Annual General Meeting under bad weather conditions bearing in mind their own situation.