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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 PROPOSAL TO LEASE

PROPOSAL TO LEASE

The Board announces that on 23 June 2026, 3D-Gold Australia as Lessee accepted and signed the Proposal to Lease in respect of the lease of the Premises for a term of 5 years commencing from 5 October 2026 (or the commencement of trade, whichever is earlier) to 4 October 2031 (or such earlier date as falls five years from the date of the commencement of trade).

Acceptance of the Proposal to Lease to enter into a formal lease agreement shall constitute a valid and binding agreement among 3D-Gold Australia, the Guarantor and the Landlord for the lease of the Premises, and therefore constitutes a discloseable transaction of the Company under the Listing Rules.

IMPLICATIONS UNDER THE LISTING RULES

In accordance with HKFRS 16 "Leases", the entering into of the Proposal to Lease 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 Proposal to Lease 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 Proposal to Lease 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.

As at the date of this announcement, the Guarantor is an indirect wholly-owned subsidiary of Luk Fook Holdings, the substantial shareholder of the Company. As such, the Guarantor is a connected person of the Company under Chapter 14A of the Listing Rules. Pursuant to Rule 14A.90 of the Listing Rules, the lease guarantee under the Proposal to Lease constitutes financial assistance to the Group, which, as the Directors consider is on normal commercial terms and not secured by any assets of the Group, is fully exempt from the reporting, announcement and independent Shareholders' approval requirements under Chapter 14A of the Listing Rules.

The Board announces that on 23 June 2026, 3D-Gold Australia as Lessee accepted and signed the Proposal to Lease in respect of the lease of the Premises for a term of 5 years commencing from 5 October 2026 (or the commencement of trade, whichever is earlier) to 4 October 2031 (or such earlier date as falls five years from the date of the commencement of trade).

Acceptance of the Proposal to Lease to enter into a formal lease agreement shall constitute a valid and binding agreement among 3D-Gold Australia, the Guarantor and the Landlord for the lease of the Premises, and therefore constitutes a discloseable transaction of the Company under the Listing Rules.

PROPOSAL TO LEASE

The principal terms of the Proposal to Lease are summarised below:

Date	:	23 June 2026
Landlord	:	P.T. Limited as trustee for Scentre Chatswood Trust
Lessee	:	3D-GOLD Jewellery (Australia) Pty Limited
Premises	:	Shop 452, Westfield Chatswood, 1 Anderson Street, Chatswood NSW 2067, Australia

Term	:	5 October 2026 (or the commencement of trade, whichever is earlier) to 4 October 2031 (or such earlier date as falls five years from the date of the commencement of trade)
Usage	:	Retail operation of a jewellery and watch store trading as 3DG Jewellery
Rent	:	The rent payable shall consist of the minimum rental and the additional turnover rental (exclusive of outgoings, operating expenses, air-conditioning and utility charges) The annual minimum rental for the first 12-month period is AUD$330,000 (equivalent to approximately HK$1.82 million) and shall be adjusted annually on the anniversary of the commencement date of the lease by the aggregate of 2.5% and the annual increase in the Consumer Price Index The additional turnover rental is determined by applying three fixed percentage rates to gross sales generated from different categories of the Lessee's business at the Premises, to the extent that the aggregate rental payable exceeds the minimum rental for the same period, as follows: (i) 6% of gross sales for items other than gold products and 3DG Collection; (ii) 3% of gross sales of gold products; and (iii) 1% of gross sales of 3DG Collection

		The minimum rental shall be paid monthly in advance in equal monthly instalments on or before the first day of each calendar month, with rental adjusted for broken months. The additional turnover rental (if any) shall be calculated on an annual basis and is payable to the extent such amount exceeds the minimum rental for the same period
Promotion Fund	:	The annual promotion levy contribution for the first 12-month period is AUD$14,850 (equivalent to approximately HK$81,675). The Promotion Levy shall be adjusted annually on the anniversary of the commencement date of the lease by the aggregate of 2.5% and the annual increase in the Consumer Price Index The promotion levy contribution is payable in equal monthly instalments on or before the first day of each calendar month
Rent-free Period	:	None
Security Deposit	:	AUD$193,727.73 (equivalent to approximately HK$1.07 million), to be provided by way of an unconditional bank guarantee provided by an Authorised Deposit-Taking Institution (ADI) with a retail branch in one or more Australian capital cities
Lease Guarantee	:	The Guarantor guarantees to the Landlord, its successors and assigns, in respect of the Lessee's obligations as contemplated in the Proposal to Lease

The value (unaudited) of the right-of-use asset to be recognised by the Group under the Proposal to Lease amounted to approximately AUD$1.79 million (equivalent to approximately HK$9.82 million), being the present value of the total minimum rental payable based on the initial lease payments and the 2.5% annual increment, with Consumer Price Index-linked adjustments calculated by reference to the index at the lease commencement date, at the inception of the term under the Proposal to Lease in accordance with HKFRS 16. Discount rate of 3% is applied to compute the present value of the above total minimum rental payable under the Proposal to Lease.

The Landlord, the Tenant and the Guarantor will enter into a formal lease agreement in respect of the lease of the Premises within 21 days of the issue of the draft formal lease agreement by the Landlord's solicitors following the Lessee's acceptance of the Proposal to Lease.

INFORMATION OF 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, Macao and Chinese Mainland.

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

The Guarantor is an indirect wholly-owned subsidiary of Luk Fook Holdings and is principally engaged in retailing of gold and jewellery products in Australia.

The Landlord is a company incorporated in Australia with limited liability principally engaged in property development and investment.

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 PROPOSAL TO LEASE

In order to achieve higher operational efficiency and the relevant strategic goals, the Group plans to expand its distribution network across the Asia-Pacific region. 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 Proposal to Lease were determined after arm's length negotiation between the Landlord and the Lessee 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 Proposal to Lease are fair and reasonable and the transaction contemplated thereunder 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 Proposal to Lease 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 Proposal to Lease 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 Proposal to Lease 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.

As at the date of this announcement, the Guarantor is an indirect wholly-owned subsidiary of Luk Fook Holdings, the substantial shareholder of the Company. As such, the Guarantor is a connected person of the Company under Chapter 14A of the Listing Rules. Pursuant to Rule 14A.90 of the Listing Rules, the lease guarantee under the Proposal to Lease constitutes financial assistance to the Group, which, as the Directors consider is on normal commercial terms and not secured by any assets of the Group, is fully exempt from the reporting, announcement and independent Shareholders' approval requirements under Chapter 14A of the Listing Rules.

DEFINITIONS

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

"3DG Collection"	proprietary branded jewellery collection sold under the "3DG" brand, which is distinguished from gold products for the purposes of calculating the additional turnover rental payable under the Proposal to Lease
"AUD$"	Australian dollars, the lawful currency of Australia
"Board"	the board of Directors
"Chinese Mainland"	the People's Republic of China
"Company"	3DG Holdings (International) Limited(金至尊集團(國際)有限公司), an exempted company incorporated in Bermuda with limited liability, the shares of which are listed on the Main Board of the Stock Exchange
"Consumer Price Index"	the weighted average Consumer Price Index across the eight capital cities in Australia, published quarterly by the Australian Bureau of Statistics
"Directors"	directors of the Company
"Group"	the Company and its subsidiaries
"Guarantor"	Luk Fook Jewellery and Goldsmith (Australia) Pty Ltd, a company incorporated in Australia with limited liability and an indirect wholly-owned subsidiary of Luk Fook Holdings
"HK$"	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"	P.T. Limited as trustee for Scentre Chatswood Trust, a company incorporated in Australia with limited liability
"Lessee" or "3D-Gold Australia"	3D-GOLD Jewellery (Australia) Pty Limited, a company incorporated in Australia with limited liability and an indirect non wholly-owned subsidiary of the Company
"Listing Rules"	the Rules Governing the Listing of Securities on the Stock Exchange
"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)
"Macao"	the Macao Special Administrative Region of the People's Republic of China
"Premises"	Shop 452, Westfield Chatswood, 1 Anderson Street, Chatswood NSW 2067, Australia
"Proposal to Lease"	the proposal signed and accepted by the Lessee to the Landlord on 23 June 2026 in respect of the lease of the Premises

"Shareholder(s)"	holder(s) of the ordinary shares of the Company
"Stock Exchange"	The Stock Exchange of Hong Kong Limited
"%"	per cent

For the purpose of this announcement and for illustration purpose only, conversion of AUD$ to HK$ is based on the exchange rate of AUD$1.00 = HK$5.5. No representation is made that any amounts in AUD$ have been or could be converted at the above rate or at any other rates.

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

Hong Kong, 23 June 2026

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.