
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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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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 Annual General Meeting of 3DG Holdings (International) Limited (the "Company") to be held at 27/F, Metropole Square, 2 On Yiu Street, Shatin, New Territories, Hong Kong on 20 November 2024 (Wednesday) at 11:30 a.m., is set out on pages 16 to 20 of this circular. Whether or not you are able to attend the Annual General Meeting, 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, Tricor Tengis 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 holding the Annual General Meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the Annual General Meeting or any adjournment thereof should you so wish.

CONTENTS

	<i>Page</i>
Definitions	1
Letter from the Board	3
Appendix I – Explanatory Statement	7
Appendix II – Biographical Details of Retiring Directors Proposed for Re-election	10
Notice of Annual General Meeting	16

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 November 2024 (Wednesday) at 11:30 a.m. or any adjournment thereof
“Board”	The board of directors of the Company
“Bye-laws”	The bye-laws of the Company
“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 to be granted to the Directors to exercise the power of the Company to issue Shares
“Latest Practicable Date”	15 October 2024, 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

DEFINITIONS

“Repurchase Mandate”	The general mandate to be granted to the Directors to exercise the power of the Company to repurchase Shares on the Stock Exchange
“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
“%”	Per cent

LETTER FROM THE BOARD



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 October 2024

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.

LETTER FROM THE BOARD

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

1. Issue Mandate to issue Shares up to a maximum of 20% of the Shares in issue as at the date of passing the relevant resolution;
2. Repurchase Mandate to repurchase Shares up to a maximum of 10% of the Shares in issue 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

Ordinary resolutions will be proposed at the AGM: (i) to grant an Issue Mandate to the Directors to issue and otherwise deal with Shares up to a maximum of 20% of the issued share capital of the Company 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 after and up to the date of passing such resolution), the Directors would be authorised to issue Shares up to a maximum of 53,934,320.

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 subject to the criteria set out in this letter. The Shareholders should note that the authority relates only to purchase made on the Stock Exchange and otherwise in accordance with the Listing Rules. All repurchases of Shares must be approved in advance by an ordinary resolution, which may be by way of general mandate, or by specific approval in relation to specific transactions.

In addition, the general mandate will continue in force during the Relevant Period (as referred to in paragraph (c) of resolution (the "Resolution") no. 5 set out in the notice of the AGM of the Company), 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.

LETTER FROM THE BOARD

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 83 of the Bye-laws, any Director appointed by the Board to fill a casual vacancy or any Director appointed by the Board as an addition to the existing Board and any director so appointed shall hold office only until the first annual general meeting of the Company after his appointment and shall then be eligible for re-election.

As such, Mr. WONG Ho Lung, Danny, Ms. CHEUNG Irene, Ms. WONG Hau Yeung, Dr. CHAN So Kuen, Ms. YEUNG Po Ling, Pauline, Mr. SZE Yeung Kuen, Mr. CHAN Raymond, Dr. LAM Ki Wai, Lianne, Dr. CHOW Kwoon Ho, Simon will hold office until the AGM and 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 taken 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 16 to 20 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, Tricor Tengis 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 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.

LETTER FROM THE BOARD

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.

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 issued share capital of the Company as at the date of passing of the relevant resolution for granting the Repurchase Mandate.

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.

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 year ended 30 June 2024. 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 persons (as defined in the Listing Rules) of the Company, have notified the Company that they have a present intention to sell, or have undertaken not to sell, any Shares to the Company in the event that the Company is authorised to make repurchases of 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 (within the meaning under the Takeovers Code), depending on the level of increase in the Shareholder's or group of Shareholders' interest, 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 6 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
	<i>HK\$</i>	<i>HK\$</i>
2023		
October	0.690	0.670
November	0.690	0.650
December	0.690	0.610
2024		
January	0.750	0.670
February	1.750	0.740
March	1.280	1.150
April	1.310	0.650
May	0.900	0.560
June	0.920	0.490
July	0.810	0.630
August	0.710	0.620
September	0.650	0.530
October (up to the Latest Practicable Date)	0.730	0.570

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

Mr. WONG Ho Lung, Danny

Mr. WONG Ho Lung, Danny, aged 47, is the Chairman, Chief Executive Officer and Executive Director of the Company. He is also a member of the Nomination Committee of the Company. He joined China Gold Silver Group Company Limited (“CGS”, a subsidiary of the Company) as the Chief Executive Officer and Director in 2014, and is responsible for the overall strategic planning, execution, and the management of CGS. Besides, he was also the Deputy Chairman and Non-executive Director of Luk Fook Holdings (International) Limited (“Luk Fook”) (Stock Code: 590), a controlling shareholder of the Company, which is listed on the Main Board of the Stock Exchange and was re-designated as Executive Director of Luk Fook and remained Deputy Chairman since 1 April 2024. Mr. WONG is an active participant in the community and is currently a Member of Sihui Municipal Committee of the Chinese People’s Political Consultative Conference, a Member of The Association of the Hong Kong Members of Guangdong’s Chinese People’s Political Consultative Conference Committees Limited, a Vice President of Zhaoqing Overseas Friendship Association, a Permanent President of Sze Wui and Kwong Ning Clansman’s Association (Hong Kong) Limited, a President of Sihui Dasha Town Clansman’s Association (Hong Kong), an Executive Committee Member of Diamond Federation of Hong Kong, China Limited, a Supervisory Committee Member of Hong Kong Jewellers’ & Goldsmiths’ Association, an Executive Committee Member of The Kowloon Pearls, Precious Stones, Jade, Gold and Silver Ornament Merchants Association, a Member of Lions Club of Sham Shui Po Hong Kong, and an Executive Committee Member of The Jewellers & Goldsmiths’ Association of Hong Kong Limited. In December 2008, Mr. WONG received the GIA Diamond Graduate title, and awarded the “CEO of the Year” by Capital CEO in 2017. He is the spouse of Ms. CHEUNG Irene, the Executive Director and Chief Operating Officer of the Company. He is also the son of Mr. WONG Wai Sheung, Chairman, Chief Executive Officer and Executive Director of Luk Fook, and the elder brother of Ms. WONG Lan Sze Nancy, Executive Director and Deputy Chief Executive Officer of Luk Fook.

As at the Latest Practicable Date, Mr. WONG had interests in 201,737,311 Shares within the meaning of Part XV of the SFO. For the year ended 30 June 2024, his total emoluments since his appointment as a Director of the Company amounted to HK\$2,219,603, of which HK\$24,839 being the entitled annual director’s fee (pro-rated of HK\$55,000 per annum).

Ms. CHEUNG Irene

Ms. CHEUNG Irene, aged 47, is the Executive Director and Chief Operating Officer of the Company. She is also a member of the Nomination Committee of the Company. She joined CGS as Managing Director in 2014, and is responsible for CGS's retail and wholesale operations and implementation of CGS's business strategies. Ms. CHEUNG received her Bachelor's Degree of Arts from the University of Toronto and her LL.B. from Osgoode Hall Law School and was qualified as a solicitor, barrister and notary public in Ontario, Canada. She is also a member of the Law Society of Ontario. In addition, Ms. CHEUNG has been serving as the Senior Legal Counsel of Luk Fook since 2005. In recognition of Ms. CHEUNG's overall outstanding leadership skills and excellent career achievements, Ms. CHEUNG was awarded with the "Women of Excellence 2019" by "JESSICA", a leading women's magazine, "The Awards of Women of Times 2019" by "InStyle", an international fashion magazine and "GBA Outstanding Women Entrepreneur Awards 2023" by HK Small and Medium Enterprises Association and "Metro Finance", a leading financial radio channel. Ms. CHEUNG is the spouse of Mr. WONG Ho Lung, Danny, the Chairman, Chief Executive Officer and Executive Director of the Company.

As at the Latest Practicable Date, Ms. CHEUNG had interests in 201,737,311 Shares within the meaning of Part XV of the SFO. For the year ended 30 June 2024, her total emoluments since her appointment as a Director of the Company amounted to HK\$963,848, of which HK\$24,839 being the entitled annual director's fee (pro-rated of HK\$55,000 per annum).

Ms. WONG Hau Yeung

Ms. WONG Hau Yeung, aged 52, is the Executive Director of the Company. She joined CGS as director in 2014, and is responsible for business development of the CGS. She is also the Executive Director and Chief Operating Officer of Luk Fook, a controlling shareholder of the Company, which is listed on the Main Board of the Stock Exchange. Ms. WONG holds a Master's Degree in Business Administration from University of Southern Queensland. She is a Member of Guangzhou Panyu District Committee of the Chinese People's Political Consultative Conference, a Member of The Association of the Hong Kong Members of Guangdong's Chinese People's Political Consultative Conference Committees Limited, a Honorary Life President and the 20th Term Vice-Chairman of Hong Kong Pun Yue Industrial and Commercial Fellowship Association, the 6th Term Standing Director of Guangzhou Panyu Overseas Friendship Association, a Director of Guangzhou Panyu Overseas Exchange Association, a Chairman of Panyu Hong Kong Charity Fund Limited, a Member and Vice-Chairperson of The Jewellery Industry Training Advisory Committee, a Member of Watch & Jewellery Industry Consultative Networks, a Member of Greater Bay Area Hong Kong Women Entrepreneurs Association, and a Member of District Fight Crime Committee (Kwai Tsing District). In 2021, Ms. WONG was awarded the "Greater Bay Area Outstanding Women Entrepreneur Awards" by the Hong Kong Small and Medium Enterprises Association and Metro Finance. She has over 30 years of experience in the jewellery industry.

As at the Latest Practicable Date, Ms. WONG had interests in 20,500 Shares within the meaning of Part XV of the SFO. For the year ended 30 June 2024, Ms. WONG was entitled to a director's fee of HK\$24,839 (pro-rated of HK\$55,000 per annum).

Dr. CHAN So Kuen

Dr. CHAN So Kuen, aged 64, is the Executive Director of the Company. She joined the Group in January 2024. She is also the Executive Director, Chief Financial Officer and Company Secretary of 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 37 years. 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 year ended 30 June 2024, Dr. CHAN was entitled to a director's fee of HK\$24,839 (pro-rated of HK\$55,000 per annum).

Ms. YEUNG Po Ling, Pauline

Ms. YEUNG Po Ling, Pauline, aged 57, was appointed as a Non-executive Director of the Company in January 2024. She is the co-founder of the 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 35 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 year ended 30 June 2024, Ms. YEUNG was entitled to a director's fee of HK\$67,742 (pro-rated of HK\$150,000 per annum).

Mr. SZE Yeung Kuen

Mr. SZE Yeung Kuen, aged 43, was appointed as an Independent Non-executive Director of the Company in January 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 year ended 30 June 2024, Mr. SZE was entitled to a director’s fee of HK\$90,323 (pro-rated of HK\$200,000 per annum).

Mr. CHAN Raymond

Mr. CHAN Raymond, aged 52, was appointed as an Independent Non-executive Director of the Company in January 2024. He is also the Chairman of the Remuneration Committee and a member of Audit Committee and Nomination Committee of the Company. Mr. CHAN is a solicitor and he was admitted in Hong Kong in 2001 and England and Wales in 2002. He is currently practicing in Hong Kong as principal of his own firm “Raymond Chan Solicitors” which was established in 2007. Before establishing his own firm, Mr. CHAN has been working as consultant and solicitor in various law firms. Mr. CHAN graduated from the University of Hong Kong and City University of Hong Kong, with P.C.LL. and LL.B. (Hons) respectively. Mr. CHAN holds memberships in several professional organizations, including Law Society of Hong Kong, Law Society of England and Wales, Chartered Institute of Arbitrators, Small and Medium Law Firms Association of Hong Kong and Hong Kong Family Law Association. Mr. CHAN is a director of Federation of Industries & Commerce in Kwai Chung & Tsing Yi Limited and Hong Kong Commerce and Industry Associations Limited, in addition to being a founder member of Hong Kong Thailand Business Council, a member of Federation of Hong Kong Guangdong Community Organizations, and Guangdong Chamber of Foreign Investors. Mr. CHAN is also an honorary president of Kwai Tsing District Fire Safety Ambassador Honorary Presidents’ Association and Kwai Tsing District Junior Police Call. Mr. CHAN’s other community services include acting as chairman of Appeal Tribunal, Buildings Ordinance, legal advisor of Hong Kong Industrial & Commercial Association Limited, The Federation of All Sectors of Tsuen Wan Community Limited, and Tsuen Wan Kwai Tsing District Women’s Association. Mr. CHAN also previously served as adjudicator of Immigration Tribunal, Hong Kong SAR and member of Disciplinary Tribunal of the Hong Kong Institute of Certified Public Accountants.

Mr. CHAN's firm was the recipient of Gold Award of Pro Bono and Community Work Recognition Programme, and Improvement Award of Pro Bono and Community Work Recognition Programme of the Law Society of Hong Kong in 2022 as well as Chief Secretary Administration's Office Recognition Scheme for Provision of Pro Bono Legal Services Company Award 2020-2022.

As at the Latest Practicable Date, Mr. CHAN did not have any interest in the Shares within the meaning of Part XV of the SFO. For the year ended 30 June 2024, Mr. CHAN was entitled to a director's fee of HK\$90,323 (pro-rated of HK\$200,000 per annum).

Dr. LAM Ki Wai, Lianne

Dr. LAM Ki Wai, Lianne, aged 57, was appointed as an Independent Non-executive Director of the Company in January 2024. She is also the Chairman of the Nomination Committee and a member of Audit Committee and Remuneration Committee of the Company. She has a diverse professional background spanning academia, entrepreneurship, and management. Dr. LAM is currently the professor of practice at the Hong Kong Polytechnic University. Additionally, she serves as a Visiting Professor at Guangdong University of Science and Technology in Dongguan, China, as well as at the Hunan University of Finance and Economics and the Hunan International Economics University in Hunan, China. Dr. Lam holds a Doctorate Degree of Business Administration at the Hong Kong Polytechnic University focusing in Environmental Education. She also holds an Executive Master of Business Administration Degree and a Bachelor of Law Degree both from the Peking University and a Bachelor Degree in Actuarial Science from the University of Toronto. She is the Chief Executive Officer of the Hong Kong Sustainability Society, a non-profit organization dedicated to foster positive thinking so as to promote sustainable development in Hong Kong. Dr. LAM has been a partner and associate director of Cogitoimage International Co., Limited since 2003, where she has accumulated extensive experience in strategic marketing and planning. Dr. LAM has been serving as a member of Smart Mobility Award Assessors Panel for the HKICT Awards 2022 to present. She also acts as an advisor for the Leadership Institute on Narcotics of the Hong Kong Police Force and the Children Psychoecology Foundation and the Vice-Chairlady of the SAP User Group Hong Kong. Furthermore, Dr. Lam holds key positions within academic and alumni associations, including the Chairlady of the Hong Kong Polytechnic University Doctor of Business Administration Alumni Association and a member of the Board of Directors for the Federation of Hong Kong Polytechnic University Alumni Association.

As at the Latest Practicable Date, Dr. LAM did not have any interest in the Shares within the meaning of Part XV of the SFO. For the year ended 30 June 2024, Dr. LAM was entitled to a director's fee of HK\$90,323 (pro-rated of HK\$200,000 per annum).

Dr. CHOW Kwoon Ho, Simon

Dr. CHOW Kwoon Ho, Simon, aged 46, was appointed as an Independent Non-executive Director of the Company in January 2024. He is also the member of the Audit Committee, Remuneration Committee and Nomination Committee of the Company. Dr. CHOW is a scientist who expertises in the field of musculoskeletal biology. He currently serves as a Senior Research Scientist at the School of Medicine, the Stanford University, California, USA. Additionally, he served as a Research Assistant Professor in the Department of Orthopaedics and Traumatology at The Chinese University of Hong Kong, and an affiliated member of the Institute of Tissue Engineering and Regenerative Medicine at The Chinese University of Hong Kong from 2016 to 2022. Dr. CHOW graduated from the University of Toronto with a Bachelor of Science (BSc) in Human Biology. He also holds a Doctorate Degree in Orthopaedics and Traumatology and Master's Degree in Biomedical Engineering from the Faculty of Medicine and Faculty of Engineering at The Chinese University of Hong Kong, respectively. Dr. CHOW has an impressive professional experience in biomedical research that spans various prestigious institutions. Dr. CHOW holds several notable positions and memberships in the certain orthopaedics and musculoskeletal research organisations. He served as the Scientific Chair of the Fragility Fracture Network Hong Kong (FFN-HK) and holds editorial roles as a board member for Scientific Reports (USA), BMC Musculoskeletal Disorder (UK), and the Journal of Orthopaedic Research (USA). He is an associate member of the Hong Kong Orthopaedics Association, and a number of professional international scientific societies including the Society on Sarcopenia, Cachexia and Wasting Disorders (Germany), the International Osteoporosis Foundation, the International Chinese Musculoskeletal Research Society (ICMRS), the Orthopaedics Research Society (ORS, USA), and the International Society of Fracture Repair (ISFR).

As at the Latest Practicable Date, Dr. CHOW did not have any interest in the Shares within the meaning of Part XV of the SFO. For the year ended 30 June 2024, Dr. CHOW was entitled to a director's fee of HK\$90,323 (pro-rated of HK\$200,000 per annum).

Other information

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 annual general meeting 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. 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.

NOTICE OF ANNUAL GENERAL MEETING



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 of the Company will be held at 27/F, Metropole Square, 2 On Yiu Street, Shatin, New Territories, Hong Kong on 20 November 2024 (Wednesday) at 11:30 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 year ended 30 June 2024.
2. To re-elect the retiring Directors and to authorise the Board to fix the remuneration of Directors.
3. To re-appoint Crowe (HK) CPA Limited as 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 of the Company 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 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 of the Company 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;

NOTICE OF ANNUAL GENERAL MEETING

- (c) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the Directors of the Company pursuant to the approval in paragraph (a) above, otherwise than pursuant to a Rights Issue (as defined in paragraph (d) below) or pursuant to 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 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 nominal amount of the share capital of the Company in issue 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 in general meeting; and

“**Rights Issue**” means an offer of shares open for a period fixed by the Directors of the Company 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 of the Company 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).”

NOTICE OF ANNUAL GENERAL MEETING

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 of the Company 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 of Hong Kong Limited (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 Rules Governing the Listing of Securities on the Stock Exchange or of any other stock exchange as amended from time to time, be and it is hereby generally and unconditionally approved;
- (b) the aggregate nominal amount of share capital repurchased by the Company pursuant to the approval in paragraph (a) above shall not exceed 10% of the total nominal amount of the share capital of the Company in issue on the date of this Resolution and the said approval to the Directors of the Company 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.”

NOTICE OF ANNUAL 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 nominal amount of the number of shares in the capital of the Company which are repurchased by the Company under the authority granted to the Directors of the Company as mentioned in Resolution no. 5 above shall be added to the aggregate nominal amount of share capital that may be allotted or agreed conditionally or unconditionally to be allotted by the Directors of the Company pursuant to Resolution no. 4 above, provided that the amount of share capital repurchased by the Company shall not exceed 10% of the total nominal amount of the share capital of the Company in issue on the date of this Resolution.”

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

Hong Kong, 23 October 2024

NOTICE OF ANNUAL GENERAL MEETING

Notes:

1. Any Shareholder of the Company entitled to attend and vote at the Annual General Meeting of the Company 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 of the Company. 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, Tricor Tengis Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, 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 November 2024 to 20 November 2024, 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 November 2024, 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, Tricor Tengis Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration not later than 4:30 p.m. on 14 November 2024.
4. In the event that in the morning on Wednesday, 20 November 2024 if Typhoon Signal No. 8 (or above) or a Black Rainstorm Warning Signal is hoisted but lowered after 7:00 a.m., the Annual General Meeting will be adjourned to 2:30 p.m. on Friday, 29 November 2024 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.