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If you have sold or transferred all your shares in Semk Holdings International Limited, you should at once hand this circular and the accompanying form of proxy to the purchaser, the transferee or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

Semk

Semk Holdings International Limited

德盈控股國際有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 2250)

**PROPOSED CHANGE OF COMPANY NAME
AND
NOTICE OF EXTRAORDINARY GENERAL MEETING**

Capitalised terms used in this cover page shall have the same meanings as those defined in this circular unless otherwise stated.

A notice convening the EGM of the Company to be held at 3:30 p.m. on Tuesday, 7 February 2023 at 22/F United Centre, 95 Queensway, Hong Kong (or any adjournment thereof), is set out on pages EGM-1 to EGM-3 of this circular. A form of proxy for use at the EGM is sent to you with this circular. Such form of proxy is also published on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.semk.net). If you do not intend to attend and vote at the EGM in person, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return the same to the Company's branch share registrar and transfer office in Hong Kong, Boardroom Share Registrars (HK) Limited, at 2103B, 21/F, 148 Electric Road, North Point, Hong Kong as soon as practicable but in any event by 3:30 p.m. on Sunday, 5 February 2023 or not less than 48 hours before the time appointed for holding of any adjourned meeting. Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM or any adjournment thereof should you so wish, and in such case, the form of proxy previously submitted shall be deemed to be revoked.

PRECAUTIONARY MEASURES FOR THE EGM

Please see pages ii and iii of this circular for measures being taken to try to prevent and control the spread of the coronavirus disease 2019 ("COVID-19") at the EGM, including:

- **Compulsory body temperature checks**
- **Compulsory wearing of surgical face masks**
- **No distribution of corporate gift or refreshment**

Any person who does not comply with the precautionary measures or is subject to any Hong Kong Government prescribed quarantine may be denied entry into the EGM venue.

16 January 2023

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PRECAUTIONARY MEASURES FOR THE EGM

In view of the ongoing COVID-19 pandemic and recent requirements, if any, for prevention and control of its spread, the Company will implement precautionary measures at the EGM in the interests of the health and safety of our Shareholders, Directors, and other attendees of the EGM which include without limitation:

- (1) There will be **compulsory body temperature check** for all attendees before their entry into the EGM venue. Any person with a body temperature of 37.4 degrees Celsius or above or any person which exhibits any flu-like symptoms may be denied entry into the EGM venue or be required to promptly leave the EGM venue.
- (2) Every attendee **will be required to wear a surgical face mask** throughout the EGM and inside the EGM venue. Attendees are advised to maintain appropriate social distance with each other at all times when attending the EGM.
- (3) **No refreshment will be served, and there will be no corporate gift.**
- (4) Attendees may be asked if he/she is subject to any Hong Kong Government prescribed quarantine requirement. Any person who responds positively to this question will be denied entry into the EGM venue.
- (5) Every attendee is reminded to observe good personal hygiene at all times.
- (6) Appropriate seating arrangement at the EGM venue in line with the guidance from the Hong Kong Government will be made.
- (7) **In light of the continuing risks posed by the COVID-19 pandemic, and in the interests of protecting the attendees, the Company is supportive of the precautionary measures being adopted and reminds the Shareholders that physical attendance in person at the EGM is not necessary for the purpose of exercising voting rights. The Company wishes to advise the Shareholders to appoint the chairman of the EGM as their proxy to vote on the relevant resolution(s) as an alternative to attending the EGM in person.**
- (8) The EGM will be conducted through electronic means at the same time. Any Shareholder who wishes to join, and raise questions at, the EGM through electronic means must contact the Company's branch share registrar in Hong Kong, Boardroom Share Registrars (HK) Limited, to pre-register no later than 3:30 p.m. on Sunday, 5 February 2023 (being not less than 48 hours before the EGM) by email to srinfo.hk@boardroomlimited.com by providing personal particulars as follows:
 - i. Full name (English and Chinese);
 - ii. Registered address;
 - iii. Number of Shares held;

PRECAUTIONARY MEASURES FOR THE EGM

- iv. Hong Kong Identity Card number or passport number (in case of natural person)/company registration number (in case of body corporate);
- v. Contact telephone number; and
- vi. Email address.

The Company will provide the pre-registered Shareholders with the link to the live webcast platform upon confirmation of the Shareholders' identification and rights in participating the EGM through electronic means. Shareholders **MUST NOT** forward the link to other persons who are not Shareholders and who are not entitled to attend the EGM.

- (9) Shareholders should note that viewing the live webcast of the EGM through electronic means **will not be counted towards a quorum nor will they be able to cast their votes online** (but can vote by proxy in the manner described elsewhere in this circular). Shareholders who wish to vote are strongly encouraged to appoint the chairman of the EGM as their proxy to vote on the relevant resolution(s) at the EGM by completing and returning the relevant proxy form in accordance with the instructions therein by 3:30 p.m. on Sunday, 5 February 2023 or not less than 48 hours before the time appointed for holding of any adjourned meeting.
- (10) Shareholders can submit questions relevant to the business of the EGM by email to srinfo.hk@boardroomlimited.com in advance. If considered appropriate by the Directors at their absolute discretion, the questions will be answered at the EGM.

DEFINITIONS

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

“Board”	the board of Directors
“Company”	Semk Holdings International Limited (德盈控股國際有限公司), an exempted company incorporated in the Cayman Islands with limited liability and the Shares of which are listed on the Main Board of the Stock Exchange
“Director(s)”	the director(s) of the Company
“EGM”	the extraordinary general meeting of the Company to be held at 3:30 p.m. on Tuesday, 7 February 2023 at 22/F United Centre, 95 Queensway, Hong Kong, the notice of which is set out on pages EGM-1 to EGM-3 of this circular, or any adjournment thereof
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Listing Rules”	Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
“Proposed Change of Company Name”	the proposed change of the English name of the Company from “Semk Holdings International Limited” to “B.Duck Semk Holdings International Limited” and the dual foreign name in Chinese of the Company from “德盈控股國際有限公司” to “小黃鴨德盈控股國際有限公司”
“Share(s)”	ordinary share(s) of US\$0.000025 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the Share(s) for the time being
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“US\$”	United States dollars, the lawful currency of the United States of America
“%”	per cent.

References to time and dates in this circular are to Hong Kong time and dates.



Semk Holdings International Limited

德盈控股國際有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 2250)

Executive Directors:

Mr. Hui Ha Lam

*(Chairman of the Board and
Chief Executive Officer)*

Mr. Kwok Chun Kit

Mr. Cheung Chin Yiu

Mr. Tse Tsz Leong

Non-executive Director:

Mr. Chen Hongjiang

Independent non-executive Directors:

Ms. Leung Ping Fun Anita

Mr. Sung Chi Keung

Dr. Chan Kai Yue Jason, *MH, JP*

Registered office:

PO Box 309

Ugland House

Grand Cayman, KY1-1104

Cayman Islands

*Headquarters and principal
place of business*

in Hong Kong:

Unit A6, 25/F

TML Tower

3 Hoi Shing Road

Tsuen Wan

New Territories

Hong Kong

16 January 2023

To the Shareholders

Dear Sir or Madam,

**PROPOSED CHANGE OF COMPANY NAME
AND
NOTICE OF EXTRAORDINARY GENERAL MEETING**

INTRODUCTION

Reference is made to the announcement of the Company dated 15 December 2022 in relation to the Proposed Change of Company Name.

The purpose of this circular is to provide you with information regarding the Proposed Change of Company Name.

A notice convening the EGM setting out the details of the special resolution to be proposed at the EGM to approve the Proposed Change of Company Name is set out on pages EGM-1 and EGM-3 of this circular.

LETTER FROM THE BOARD

PROPOSED CHANGE OF COMPANY NAME

The Board proposes to change the English name of the Company from “Semk Holdings International Limited” to “B.Duck Semk Holdings International Limited” and the dual foreign name in Chinese of the Company from “德盈控股國際有限公司” to “小黃鴨德盈控股國際有限公司”.

Conditions of the Proposed Change of Company Name

The Proposed Change of Company Name is subject to the fulfillment of the following conditions:

- (i) the passing of a special resolution by the Shareholders to approve the Proposed Change of Company Name at the EGM to be convened; and
- (ii) the Registrar of Companies in the Cayman Islands approving the Proposed Change of Company Name by issuing a certificate of incorporation on change of name.

Subject to the satisfaction of the above conditions, the Proposed Change of Company Name will take effect from the date of the issue of a certificate of incorporation on change of name by the Registrar of Companies in the Cayman Islands confirming that the new name of the Company has been registered. The Company will then carry out all necessary filing procedures with the Companies Registry in Hong Kong regarding the Proposed Change of Company Name.

Reasons for the Proposed Change of Company Name

The Board believes that the Proposed Change of Company Name may better reflect the identity of the Company, establish a clearer brand image to the Shareholders and potential investors and be beneficial to the Company’s future business development. In this regard, the Board considers that the Proposed Change of Company Name is in the best interests of the Company and the Shareholders as a whole.

Effects of the Proposed Change of Company Name

The Proposed Change of Company Name will not affect any rights of the existing Shareholders, the trading of the Shares on the Stock Exchange or the Company’s daily business operation or its financial position. All existing share certificates of the Company in issue bearing the present English and Chinese names of the Company shall, after the Proposed Change of Company Name becoming effective, continue to be good evidence of title to such shares and valid for trading, settlement, registration and delivery purposes. Accordingly, there will not be any arrangement for the free exchange of the existing share certificates for new certificates bearing the new English and Chinese names of the Company. If the Proposed Change of Company Name becomes effective, any new share certificates thereafter will be issued only in the new English and Chinese names of the Company and the securities of the Company (the “**Securities**”) will be traded on the Stock Exchange under the new names. Subject to the confirmation by the Stock Exchange, the Company’s English and Chinese stock short names for trading in the Securities on the Stock Exchange will be changed after the Proposed Change of Company Name becomes effective.

LETTER FROM THE BOARD

EXTRAORDINARY GENERAL MEETING

Set out on pages EGM-1 to EGM-3 of this circular is a notice convening the EGM at which a special resolution will be proposed to approve the Proposed Change of Company Name.

Pursuant to Rule 13.39(4) of the Listing Rules, all votes of the Shareholders at a general meeting must be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. The chairman of the EGM will therefore demand that the resolution as set out in the notice of the EGM will be voted upon by way of poll at the EGM and the Company will announce the results of the poll in the manner prescribed under Rule 13.39(5) of the Listing Rules.

If you do not intend to attend and vote at the EGM in person, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return the same to the Company's branch share registrar and transfer office in Hong Kong, Boardroom Share Registrars (HK) Limited, at 2103B, 21/F, 148 Electric Road, North Point, Hong Kong as soon as practicable but in any event by 3:30 p.m. on Sunday, 5 February 2023 or not less than 48 hours before the time appointed for holding of any adjourned meeting. Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM or any adjournment thereof should you so wish, and in such case, the form of proxy previously submitted shall be deemed to be revoked.

To the best of the Directors' knowledge, information and belief, having made reasonable enquiries, the Directors confirm that no Shareholder is required to abstain from voting at the EGM.

Your attention is drawn to the "Precautionary Measures for the EGM" as set out in this circular.

CLOSURE OF REGISTER OF MEMBERS

To ascertain the Shareholders' entitlement to attend and vote at the EGM, the register of members of the Company will be closed from Thursday, 2 February 2023 to Tuesday, 7 February 2023, both days inclusive, during which period no transfer of Shares will be registered. In order to qualify for the entitlement to attend and vote at the EGM, all transfers of Shares accompanied by the relevant shares certificate(s) must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Boardroom Share Registrars (HK) Limited, at 2103B, 21/F, 148 Electric Road, North Point, Hong Kong for registration not later than 4:30 p.m. on Wednesday, 1 February 2023.

LETTER FROM THE BOARD

RECOMMENDATION

The Directors consider that the Proposed Change of Company Name is in the best interests of the Company and the Shareholders as a whole and recommend the Shareholders to vote in favour of the resolution set out in the notice of the EGM.

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.

MISCELLANEOUS

In case of any inconsistency between the English version and the Chinese translation of this circular, the English version shall prevail.

Yours faithfully,
By Order of the Board
Semk Holdings International Limited
Hui Ha Lam
Chairman of the Board and Executive Director

NOTICE OF THE EGM



Semk Holdings International Limited

德盈控股國際有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 2250)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (“**Meeting**”) of Semk Holdings International Limited (“**Company**”) will be held at 3:30 p.m. on Tuesday, 7 February 2023 at 22/F United Centre, 95 Queensway, Hong Kong to consider and, if thought fit, pass the following resolution as a special resolution of the Company:

SPECIAL RESOLUTION

1. “**THAT:**

- (a) subject to and conditional upon the approval of the Registrar of Companies in the Cayman Islands, the English name of the Company be changed from “Semk Holdings International Limited” to “B.Duck Semk Holdings International Limited” and the dual foreign name in Chinese of the Company be changed from “德盈控股國際有限公司” to “小黃鴨德盈控股國際有限公司” (the “**Proposed Change of Company Name**”); and
- (b) any one or more of the directors of the Company be and is/are hereby authorised to do all such acts and things and to sign, execute, seal (where required) and deliver all such documents and to take all such steps as he/she/they in his/her/their discretion may consider necessary, appropriate, desirable or expedient to give effect to or to implement this resolution and to attend to any necessary filing and/or registration for and on behalf of the Company in respect of the Proposed Change of Company Name.”

By Order of the Board
Semk Holdings International Limited
Hui Ha Lam
Chairman of the Board and Executive Director

Hong Kong, 16 January 2023

NOTICE OF THE EGM

Headquarters and principal place of business in Hong Kong:

Unit A6, 25/F
TML Tower
3 Hoi Shing Road
Tsuen Wan
New Territories
Hong Kong

Notes:

1. A member of the Company entitled to attend and vote at the Meeting shall be entitled to appoint another person as his/her/its proxy to attend and vote instead of him/her/it. A member who is the holder of two or more Shares may appoint more than one proxy to represent him/her/it and vote on his/her/its behalf at the Meeting. A proxy need not be a member of the Company.
2. In order to be valid, the form of proxy must be duly completed and signed in accordance with the instructions printed thereon and deposited together with a power of attorney or other authority (if any) under which it is signed, or a certified copy of that power or authority, at the office of the Company's branch share registrar and transfer office in Hong Kong, Boardroom Share Registrars (HK) Limited, at 2103B, 21/F, 148 Electric Road, North Point, Hong Kong as soon as practicable but in any event by 3:30 p.m. on Sunday, 5 February 2023 or not less than 48 hours before the time appointed for holding of any adjourned meeting.
3. In order to ascertain the entitlement to attend and vote at the Meeting, the register of members of the Company will be closed from Thursday, 2 February 2023 to Tuesday, 7 February 2023, both days inclusive, during which period no transfer of Shares will be registered. In order to qualify for the entitlement to attend and vote at the Meeting, all transfers of Shares accompanied by the relevant shares certificate(s) must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Boardroom Share Registrars (HK) Limited, at 2103B, 21/F, 148 Electric Road, North Point, Hong Kong for registration not later than 4:30 p.m. on Wednesday, 1 February 2023.
4. Where there are joint holders of any share of the Company, any one of such joint holders may vote, either in person or by proxy, in respect of such share as if he/she/it were solely entitled thereto, but if more than one of such joint holders be present at any meeting the vote of the senior holder who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined by the order in which the names stand in the register of members in respect of the joint holding.
5. The resolution as set out in this notice to be put to vote at the Meeting will be decided by way of poll as required by the Listing Rules.

In view of the Coronavirus Disease 2019 ("COVID-19") pandemic, the Company will implement precautionary measures at the Meeting. Shareholders of the Company are advised to read pages ii and iii of the circular of the Company dated 16 January 2023 for details of the precautionary measures.

6. In light of the continuing risks posed by the COVID-19 pandemic, the Company wishes to advise members of the Company to appoint the chairman of the Meeting as their proxy to vote on the relevant resolution(s) as an alternative to attending the Meeting in person.

NOTICE OF THE EGM

7. If “extreme condition” caused by super typhoon or a black rainstorm warning or a tropical cyclone warning signal number 8 or above is hoisted at any time after 12:00 noon on Tuesday, 7 February 2023, the Meeting will be postponed and the members of the Company will be informed of the date, time and venue of the postponed Meeting by a supplementary notice, posted on the respective websites of the Stock Exchange and the Company.
8. References to time and dates in this notice are to Hong Kong time and dates.

As at the date hereof, the Board comprises Mr. Hui Ha Lam as chairman of the Board and executive Director, Mr. Kwok Chun Kit, Mr. Cheung Chin Yiu, and Mr. Tse Tsz Leong as executive Directors, Mr. Chen Hongjiang as non-executive Director and Ms. Leung Ping Fun Anita, Mr. Sung Chi Keung and Dr. Chan Kai Yue Jason, MH, JP as independent non-executive Directors.