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**B.Duck Semk Holdings International Limited**

**小黃鴨德盈控股國際有限公司**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 2250)**

**VOLUNTARY ANNOUNCEMENT -  
INVESTMENT IN TARGET COMPANY**

This announcement is made on a voluntary basis by B.Duck Semk Holdings International Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) to keep the shareholders of the Company (the “**Shareholders**”) and potential investors informed of the latest business plan and development of the Group.

The board (the “**Board**”) of directors (“**Director(s)**”) of the Company is pleased to announce that on 6 April 2023, SEMK Licensing Shenzhen Ltd.\* (德盈商貿(深圳)有限公司) (“**SEMK Licensing**”), an indirect wholly-owned subsidiary of the Company, Mr. Huang Jiale (“**Mr. Huang**”), Shenzhen Hai Deng Wu Cultural Corporation (Limited Partnership)\* (深圳嗨燈屋文化合夥企業(有限合夥)) (“**Hidden Woo**”) and Shenzhen Yin Cang Wa Ou Culture Technology Co., Ltd.\* (深圳隱藏哇偶文化科技有限公司) (the “**Target Company**”) entered into an investment agreement (the “**Agreement**”), pursuant to which SEMK Licensing agrees to subscribe for 20% of the enlarged equity interest in the Target Company at a consideration of RMB7,000,000 (the “**Subscription**”), part of which will be used for the research and development, sales costs and expenses of mystery boxes and pop toys to be developed under the Group’s IP series.

To the best of the Directors’ knowledge, information and belief having made all reasonable enquiries, Mr. Huang is the ultimate beneficial owner of Hidden Woo and the Target Company. All of them are third parties independent of the Company and its connected persons.

## REASONS FOR ENTERING INTO OF THE AGREEMENT

The Group is principally engaged in character licensing business and e-commerce business of characters-featured products in Asia, while the Target Company is mainly engaged in the design, research, sales and brand marketing of pop toys and currently holds 9 exclusive artists' IPs. The Board believes that the entering into of the Agreement is beneficial for the Group to tap into the pop toy market, promote its business diversification and further enhance its brand image.

The terms of the Agreement were negotiated between the parties after arm's length negotiations. The Directors consider that the terms of the Agreement are fair and reasonable and the entering into of the Agreement is in the interests of the Company and the Shareholders as a whole.

## IMPLICATIONS OF THE LISTING RULES

As all applicable percentage ratios as defined under Rule 14.07 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "**Listing Rules**") in respect of the Subscription are below 5%, the entering into of the Agreement and the transactions contemplated thereunder do not constitute notifiable transactions under Chapter 14 of the Listing Rules. This announcement is made by the Company on a voluntary basis.

On behalf of the Board  
**B.Duck Semk Holdings International Limited**  
**Hui Ha Lam**  
*Chairman of the Board and Executive Director*

Hong Kong, 6 April 2023

*As at the date of this announcement, 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.*

*\* For identification purpose only*