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If you have sold or transferred all your shares in B.Duck 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.


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)

**SUPPLEMENTAL CIRCULAR
IN RELATION TO RE-ELECTION OF RETIRING DIRECTOR
AND
SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING**

This supplemental circular should be read together with the circular of the Company dated 20 April 2023 (“Circular”) and the notice dated 20 April 2023 convening the annual general meeting of the Company to be held at 3:00 p.m. on Monday, 22 May 2023 at 24/F, Admiralty Centre I, 18 Harcourt Road, Hong Kong (“Annual General Meeting”). A supplemental notice of the Annual General Meeting is set out on page 7 of this supplemental circular. A second form of proxy for the Annual General Meeting, which shall supersede the form of proxy enclosed with the Circular, is also enclosed.

This supplemental circular together with the supplemental notice of the Annual General Meeting and the second form of proxy are 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 Annual General Meeting in person, you are requested to complete the accompanying second 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 3:00 p.m. on Saturday, 20 May 2023 or not less than 48 hours before the time appointed for holding of any adjourned meeting. Completion and return of the second 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.

5 May 2023

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DEFINITIONS

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

“Annual General Meeting”	the annual general meeting of the Company to be held at 3:00 p.m. on Monday, 22 May 2023 at 24/F., Admiralty Centre I, 18 Harcourt Road, Hong Kong or any adjournment thereof
“Announcement”	the announcement of the Company dated 28 April 2023 in relation to the appointment of Mr. Li Xiang as non-executive Director
“Articles”	the articles of association of the Company, as amended from time to time
“Board”	the board of Directors
“Circular”	the circular of the Company dated 20 April 2023
“Company”	B.Duck Semk Holdings International Limited (小黃鴨德盈控股國際有限公司) (formerly known as 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
“First Proxy Form”	the form of proxy sent together with the Circular
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Latest Practicable Date”	2 May 2023, being the latest practicable date prior to the printing of this supplemental circular for ascertaining certain information contained herein
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange as amended, supplemented or otherwise modified from time to time

DEFINITIONS

“Second Proxy Form”	the second form of proxy sent together with this supplemental circular
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended and supplemented from time to time
“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

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



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)

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. Li Xiang

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

5 May 2023

To the Shareholders

Dear Sir or Madam,

**SUPPLEMENTAL CIRCULAR
IN RELATION TO RE-ELECTION OF RETIRING DIRECTOR
AND
SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

This supplemental circular should be read together with the Circular which contains, inter alia, the notice of the Annual General Meeting and information relating to the re-election of retiring Directors at the Annual General Meeting.

This supplemental circular is to provide you with further information regarding the resolution to be proposed at the Annual General Meeting for the re-election of an additional retiring Director and to give you a supplemental notice of the Annual General Meeting and the Second Proxy Form.

LETTER FROM THE BOARD

RE-ELECTION OF ADDITIONAL RETIRING DIRECTOR

Subsequent to the despatch of the Circular and the notice of the Annual General Meeting and as disclosed in the Announcement, Mr. Li Xiang (“Mr. Li”) was appointed as a non-executive Director on 28 April 2023. In accordance with Article 16.2 of the Articles, Mr. Li shall hold office only until the Annual General Meeting and, being eligible, offer himself for re-election at the Annual General Meeting. Therefore, an additional resolution numbered 3(e) relating to re-election of Mr. Li as a non-executive Director will be proposed to the Shareholders for approval at the Annual General Meeting.

The biographical details of Mr. Li are set out below:

Mr. Li Xiang, aged 41, a postgraduate, was appointed as a non-executive Director on 28 April 2023. Mr. Li has successively served as the executive general manager of the investment department of OCT Hong Kong and the deputy general manager of Shenzhen OCT Huaxin Equity Investment Management Limited. He had worked in Telling Telecommunication Group, Ping An Group and CDF-Capital. Mr. Li obtained a master’s degree in business administration from Peking University in June 2017. Mr. Li obtained the board secretary qualification certificate issued by Shenzhen Stock Exchange in September 2017, and was awarded the intermediate economist title in October 2021.

Mr. Li has signed a letter of appointment issued by the Company for the appointment as a non-executive Director for a term of three years commencing from 28 April 2023, subject to early vacation of office with not less than three months’ notice served by either party on the other. He is subject to re-election at the Annual General Meeting and thereafter subject to retirement by rotation and re-election at annual general meetings of the Company pursuant to the Articles. Mr. Li will not receive remuneration from the Company for acting as a non-executive Director.

Save as disclosed above, as at the Latest Practicable Date, Mr. Li did not (i) hold any directorships in other listed companies in the last three years; (ii) have any other major appointments and professional qualifications; (iii) hold any other position with the Company or other members of the Group; (iv) have any relationship with any Directors, senior management, substantial or controlling shareholders (as respectively defined under the Listing Rules) of the Company; and (v) have, or was not deemed to have, any interests or short positions in the Shares, underlying shares or debentures of the Company or any of its associated corporation within the meaning of Part XV of the SFO.

Save as disclosed above, there are no other matters that need to be brought to the attention of the Shareholders in relation to the re-election of Mr. Li, and there is no other information relating to Mr. Li which is required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules.

LETTER FROM THE BOARD

SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING AND SECOND PROXY FORM

Since the notice of the Annual General Meeting and the First Proxy Form sent together with the Circular do not contain the proposed resolution for the re-election of Mr. Li as a non-executive Director as set out in this supplemental circular, a supplemental notice of Annual General Meeting has been set out on page 7 of this supplemental circular and the Second Proxy Form is enclosed with this supplemental circular to include such proposed resolution.

The Second Proxy Form for use at the Annual General Meeting is enclosed with this supplemental circular and the Second Proxy Form is also published on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.semk.net). To be valid, the Second Proxy Form must be completed and signed 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 3:00 p.m. on Saturday, 20 May 2023 or not less than 48 hours before the time appointed for holding of any adjourned meeting (the "**Closing Time**"). Completion and return of the Second Proxy Form will not preclude you from attending and voting in person at the Annual General Meeting or any adjournment thereof.

A Shareholder who has not yet lodged the First Proxy Form with the Company's branch share registrar and transfer office in Hong Kong is requested to lodge the Second Proxy Form if he/she wishes to appoint proxy(ies) to attend and vote at the Annual General Meeting on his/her behalf. In this case, the First Proxy Form should not be lodged with the Company's branch share registrar and transfer office in Hong Kong.

A Shareholder who has already lodged the First Proxy Form with the Company's branch share registrar and transfer office in Hong Kong should take note of the following:

- (i) subject to (iii) below, if no Second Proxy Form is lodged with the Company's branch share registrar and transfer office in Hong Kong, the First Proxy Form will be treated as a valid form of proxy lodged by him/her if correctly completed and signed. The proxy so appointed by the Shareholder shall be required to vote in such manner as he/she may be directed under the First Proxy Form and, in respect of the resolution for the proposed re-election of Mr. Li as a non-executive Director as set out in the supplemental notice of Annual General Meeting and the Second Proxy Form, the proxy will be entitled to vote at his/her discretion or to abstain from voting on such resolution;
- (ii) if the Second Proxy Form is lodged with the Company's branch share registrar and transfer office in Hong Kong before the Closing Time, the Second Proxy Form, if correctly completed and signed, shall revoke and supersede the First Proxy Form previously lodged by him/her. The Second Proxy Form will be treated as a valid form of proxy lodged by the Shareholder;

LETTER FROM THE BOARD

- (iii) if the Second Proxy Form is lodged with the Company's branch share registrar and transfer office in Hong Kong after the Closing Time, or if lodged before the Closing Time but is incorrectly completed, the proxy appointment under the Second Proxy Form will be invalid. The proxy so appointed by the Shareholder under the First Proxy Form, if correctly completed, will be entitled to vote in the manner as mentioned in (i) above as if no Second Proxy Form was lodged with the Company's branch share registrar and transfer office in Hong Kong.

Accordingly, Shareholders are advised to complete the Second Proxy Form carefully and lodge the Second Proxy Form with the Company's branch share registrar and transfer office in Hong Kong before the Closing Time.

RECOMMENDATION

The Directors consider that the proposed re-election of Mr. Li as a non-executive Director is in the best interests of the Company and the Shareholders, and recommend the Shareholders to vote for the relevant resolution as set out in the supplemental notice of the Annual General Meeting.

Shareholders are advised to read this supplemental circular together with the Circular for information relating to the voting arrangement.

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

SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING



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)

SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING

Reference is made to the notice of annual general meeting (the “AGM Notice”) of B.Duck Semk Holdings International Limited (the “Company”) dated 20 April 2023 by which the Company convenes an annual general meeting (the “AGM”) to be held at 3:00 p.m. on Monday, 22 May 2023 at 24/F., Admiralty Centre I, 18 Harcourt Road, Hong Kong and this supplemental notice shall be read together with the AGM Notice.

SUPPLEMENTAL NOTICE IS HEREBY GIVEN that the AGM will be held as originally scheduled to consider and, if thought fit, pass the following resolution as ordinary resolution in addition to the resolutions set out in the AGM Notice:

3. (e) To re-elect Mr. LI Xiang as a non-executive director of the Company.

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

Hong Kong, 5 May 2023

Notes:

1. A second proxy form (the “**Second Proxy Form**”) is enclosed with the supplemental circular of the Company dated 5 May 2023 (the “**Supplemental Circular**”). Please refer to the section headed “Supplemental Notice of Annual General Meeting and Second Proxy Form” on pages 5 to 6 of the Supplemental Circular for the arrangements about the completion and submission of the Second Proxy Form.
2. Please refer to the AGM Notice for details of the other ordinary resolutions to be considered at AGM, closure of the register of members of the Company and eligibility for attending the AGM and other relevant matters.

As at the date hereof, the board of directors of the Company comprises Mr. Hui Ha Lam (chairman), Mr. Kwok Chun Kit, Mr. Cheung Chin Yiu, and Mr. Tse Tsz Leong as executive directors, Mr. Li Xiang 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.