



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)

**SECOND FORM OF PROXY FOR 2023 ANNUAL GENERAL MEETING
 (OR ANY ADJOURNMENT THEREOF)**

I/We ^I _____
 of _____
 being the registered holder(s) of ^{II} _____
 shares of US\$0.000025 each in the capital of B.Duck Semk Holdings International Limited (“**Company**”), HEREBY
 APPOINT ^{III} the Chairman of the Meeting or _____
 of _____
 as my/our proxy to act for me/us at the annual general meeting (“**Meeting**”) of the Company to be held at 24/F,
 Admiralty Centre I, 18 Harcourt Road, Hong Kong on Monday, 22 May 2023 at 3:00 p.m. and at any adjournment
 thereof and vote for me/us and in my/our name(s) in respect of such resolutions as hereunder indicated, and, if
 no such indication is given, as my/our proxy thinks fit.

ORDINARY RESOLUTIONS*		FOR ^{IV}	AGAINST ^{IV}
1.	To receive and adopt the audited consolidated financial statements and the reports of the directors of the Company (“ Directors ” and each a “ Director ”) and the auditor of the Company for the year ended 31 December 2022.		
2.	To declare a final dividend of HK2.01 cents per share of the Company for the year ended 31 December 2022 out of the share premium account of the Company.		
3.	(a) To re-elect Mr. TSE Tsz Leong as an executive Director.		
	(b) To re-elect Ms. LEUNG Ping Fun Anita as an independent non-executive Director.		
	(c) To re-elect Mr. SUNG Chi Keung as an independent non-executive Director.		
	(d) To authorise the board of Directors (“ Board ”) to fix the remuneration of the Directors.		
	(e) To re-elect Mr. LI Xiang as a non-executive Director.		
4.	To re-appoint PricewaterhouseCoopers as the auditor of the Company and to authorise the Board to fix its remuneration.		
5(A).	To grant a general mandate to the Directors to allot, issue and otherwise deal with the Company’s shares.		
5(B).	To grant a general mandate to the Directors to repurchase the Company’s shares.		
5(C).	To add the number of the Company’s shares repurchased by the Company to the mandate granted to the Directors under resolution numbered 5(A).		

* Full text of the above resolutions is set out in the notice of the Meeting dated 20 April 2023 and the supplemental notice of the Meeting dated 5 May 2023.

Dated the _____ day of _____ 2023 Shareholder’s signature ^V _____

Notes:

- I. Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**. The names of all joint holders should be stated.
- II. Please insert the number of shares registered in your name(s) and to which this second form of proxy ("**Second Proxy Form**") relates. If no number is inserted, the Second Proxy Form will be deemed to relate to all the shares of the Company registered in your name(s).
- III. If any proxy other than the Chairman of the Meeting is preferred, strike out the words "**the Chairman of the Meeting or**" and insert the name and address of the proxy desired in the space provided. The proxy need not be a member of the Company but must attend the Meeting in person to represent you. **ANY ALTERATION MADE TO THE SECOND PROXY FORM MUST BE INITIALED BY THE PERSON WHO SIGNS IT.**
- IV. **IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, TICK IN THE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST A RESOLUTION, TICK IN THE BOX MARKED "AGAINST".** Failure to tick either box as instructed will entitle your proxy to cast your vote or abstain from voting at his/her discretion. Your proxy will also be entitled to vote at his/her discretion on any resolution properly put to the Meeting other than those set out in the notice convening the Meeting.
- V. The Second Proxy Form must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must be either under its common seal or under the hand of an officer or attorney duly authorised to sign the same.
- VI. To be valid, the Second Proxy Form, together with the power of attorney or other authority, if any, under which it is signed or a notarially certified copy thereof, must be lodged at 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**").
- VII. In case of joint holders of a share of the Company, any one of such persons may vote, either personally or by proxy, in respect of such share as if he/she/it is solely entitled thereto; but if more than one of such joint holders be present at the Meeting personally or by proxy, that one whose name stands first on the register of members of the Company in respect of such share will alone be entitled to vote in respect thereof.
- VIII. If you have not yet lodged the form of proxy sent together with the circular of the Company dated 20 April 2023 (the "**First Proxy Form**") with the Company's branch share registrar and transfer office in Hong Kong, you are requested to lodge the Second Proxy Form if you wish to appoint proxy(ies) to attend and vote at the Meeting on your 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.
- IX. If you have already lodged the First Proxy Form with the Company's branch share registrar and transfer office in Hong Kong, please 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 you if correctly completed and signed. The proxy so appointed by you 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 Xiang as a non-executive Director as set out in the supplemental notice of the 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 you. The Second Proxy Form will be treated as a valid form of proxy lodged by you;
 - (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 you 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.
- X. Completion and return of the Second Proxy Form will not preclude you from attending and voting at the Meeting (or any adjournment thereof) if you so wish and in such case, the Second Proxy Form previously submitted shall be deemed to be revoked.
- XI. Reference to time and dates in this form are to Hong Kong time and dates.

PERSONAL INFORMATION COLLECTION STATEMENT

- (i) "**Personal Data**" in these statements has the same meaning as "personal data" in the Personal Data (Privacy) Ordinance, Chapter 486 of the Laws of Hong Kong (the "**PDPO**").
- (ii) Your supply of Personal Data to the Company is on a voluntary basis and is used for processing your instructions and/or requests as stated in this form of proxy.
- (iii) Your Personal Data will not be transferred to other third parties (other than the share registrar of the Company) unless it is a requirement to do so by law, for example, in response to a court order or a law enforcement agency's request and will be retained for such period as may be necessary for our verification and record purposes.
- (iv) You have the right to request access to and/or correction of your Personal Data in accordance with the provisions of the PDPO. Any such request should be in writing addressed to the Personal Data Privacy Officer of Boardroom Share Registrars (HK) Limited at 2103B, 21/F, 148 Electric Road, North Point, Hong Kong.