

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



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)

**GRANT OF AWARDED SHARES
PURSUANT TO SHARE AWARD SCHEME**

References are made to the announcements of B.Duck Semk Holdings International Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) dated 5 September 2022 and 8 September 2022 (the “**Announcements**”) in relation to the Non-Connected Person Share Award Scheme (the “**Scheme**”) of the Company. Unless otherwise defined herein, capitalized terms used in this announcement shall have the same meanings ascribed to them in the Announcements.

The Board announces that on 31 January 2024, the Company granted a total of 14,714,000 Awarded Shares (the “**Grant**”) to 2 Selected Participants (the “**Grantee(s)**”), who are the employees of the Group, in accordance with the terms of the Scheme and subject to the acceptance of the Grantees.

Details of the Grant are as follows:

Date of the Grant:	31 January 2024
Number of the Awarded Shares granted:	14,714,000
Average purchase price of the Awarded Shares granted:	Approximately HK\$1.665
Closing price of the Shares on the date of the Grant:	HK\$1.270

Vesting period of the Awarded Shares:	The Awarded Shares granted shall be vested over 15 months to 39 months from the date of the Grant.
Performance targets attached to the Awarded Shares granted:	The Awarded Shares granted to the Grantees are subject to the vesting condition of their achievements of the net profit targets of 深圳德趣科技有限公司 (Shenzhen Dequ Technology Co. Ltd.*) (“ Dequ ”), a non-wholly-owned subsidiary of the Company, of not less than RMB20 million, RMB35 million and RMB50 million for the years ending 31 December 2024, 2025 and 2026, respectively. Their achievements of the aforesaid net profit targets of Dequ may affect the number of the Awarded Shares to be vested in them.
Clawback mechanism:	The Awarded Shares granted are subject to the clawback mechanism as set out in the Scheme, in particular, the lapse of the Awarded Shares upon cessation of employment of the Grantee.

To the best knowledge, information and belief of the Directors having made all reasonable enquiries, (i) none of the Grantees is a Director, chief executive or substantial shareholder of the Company or an associate (as defined under the Listing Rules) of any of them; (ii) none of the Grantees is a participant with Awarded Shares granted and to be granted exceeding the 1% individual limit under the Listing Rules; (iii) none of the Grantees is a related entity participant or service provider (as defined under the Listing Rules); and (iv) no financial assistance has been provided by the Group to the Grantees for the purchase of Shares under the Scheme.

The Awarded Shares granted have been purchased and are held by the Trustee in accordance with the Scheme Rules and the terms of the Trust Deed (as amended and supplemented by the Amendment Deed). Pursuant to the Scheme Rules, when the Selected Participant has satisfied all vesting conditions, if any, specified by the Board at the time of making the Award and become entitled to the Shares forming the subject of the Award, the Trustee shall transfer the relevant vested Shares to that Selected Participant at no cost.

As at the date of this announcement, the number of Shares available for future grant under the scheme mandate of the Scheme is 68,777,300.

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

Hong Kong, 31 January 2024

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. 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.