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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)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the extraordinary general meeting (the “EGM”) of B.Duck Semk Holdings International Limited (the “**Company**”) will be held at 7/F, North Tower, Qianhai CTF Finance Tower, No. 66 Shuniu Street, Nanshan District, Shenzhen, China on Monday, 27 May 2024 at 3:40 p.m. (or immediately after the annual general meeting of the Company to be held at 3:00 p.m. on the same day and at the same venue, whichever the later) for the purposes of considering and, if thought fit, passing (with or without amendments) the following resolution.

ORDINARY RESOLUTION

“**THAT**, the merchandise supply framework agreement (the “**Renewed Merchandise Supply Framework Agreement**”) entered into between the Company and ENS Toys (Huizhou) Limited* (盈森玩具(惠州)有限公司) on 12 April 2024 and the annual cap for the continuing connected transactions contemplated thereunder are hereby approved, confirmed and ratified; and any director of the Company is hereby authorised to sign and execute the Renewed Merchandise Supply Framework Agreement and any other documents or supplement agreements or deeds on behalf of the Company, and to do all such things and take all such actions as he/she may consider necessary or desirable for the purpose of giving effect to the Renewed Merchandise Supply Framework Agreement with such changes as he/she may consider necessary, desirable or expedient.”

By order of the Board

B.Duck Semk Holdings International Limited

Hui Ha Lam

Chairman of the Board and Executive Director

Hong Kong, 10 May 2024

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) Any member of the Company entitled to attend, speak and vote at the EGM (or any adjourned meeting) is entitled to appoint another person as his proxy to attend and vote instead of him. A proxy need not be a member of the Company. A member who is the holder of two or more Shares may appoint more than one proxy to represent him to attend and vote on his behalf.
- (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 3:40 p.m. on Saturday, 25 May 2024 or not less than 48 hours before the time appointed for holding of the EGM or any adjourned meeting.
- (3) In order to ascertain the entitlement to attend and vote at the EGM, the register of members of the Company will be closed from Wednesday, 22 May 2024 to Monday, 27 May 2024, 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 Tuesday, 21 May 2024.
- (4) Where there are joint holders of any Share, 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) All resolutions as set out in this notice to be put to vote at the EGM will be decided by way of poll as required by the Listing Rules.

- (6) 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 Monday, 27 May 2024, the EGM will be postponed and the shareholders of the Company will be informed of the date, time and venue of the postponed EGM by a supplementary notice, posted on the respective websites of the Stock Exchange and the Company.
- (7) 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. 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.