THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in B.Duck Semk Holdings International Limited, you should at once hand this circular, together with the enclosed form of proxy, to the purchaser or transferee or to the bank, stockbroker 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)

CONTINUING CONNECTED TRANSACTIONS IN RELATION TO THE MERCHANDISE SUPPLY AND RELATED SERVICES MASTER FRAMEWORK AGREEMENT; AND NOTICE OF EXTRAORDINARY GENERAL MEETING

Independent Financial Adviser to the Independent Board Committee and the Independent Shareholders

LEGO CORPORATE FINANCE LIMITED

Lego Corporate Finance Limited
力高企業融資有限公司

A notice convening the extraordinary general meeting of the Company to be held at 3:00 p.m on Tuesday, 16 December 2025 at 7/F, North Tower, Qianhai CTF Finance Tower, No. 66 Shuniu Street, Nanshan District, Shenzhen, China ("**EGM**"), is set out on pages EGM-1 to EGM-2 of this circular. A form of proxy for use at the EGM is sent to you with this circular. Such form of proxy is 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 EGM in person, you are requested to complete the accompanying 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 Sunday, 14 December 2025 or not less than 48 hours before the time appointed for holding of the EGM or any adjourned meeting. Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM or any adjournment thereof should you so wish, and in such case, the form of proxy previously submitted shall be deemed to be revoked.

28 November 2025

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NOTICE OF EXTRAORDINARY GENERAL MEETING EGM-1

In this circular (other than the notice of the EGM), unless the context otherwise requires, the following expressions shall have the following meanings:

"2022 Share Award Scheme"	the share award scheme adopted by the Company on 5 September 2022, which was amended by an amendment deed dated 8 September 2022
"associate(s)"	has the meaning ascribed to it under the Listing Rules
"Board"	the board of Directors
"Company"	B.Duck Semk Holdings International Limited, a company incorporated in the Cayman Islands with limited liability, the shares of which are listed on the Main Board of the Stock Exchange
"connected person(s)"	has the meaning ascribed to it under the Listing Rules
"controlling shareholder(s)"	has the meaning ascribed to it under the Listing Rules
"Director(s)"	director(s) of the Company
"EGM"	the extraordinary general meeting of the Company to be convened at 3:00 p.m. on Tuesday, 16 December 2025 at 7/F, North Tower, Qianhai CTF Finance Tower, No. 66 Shuniu Street, Nanshan District, Shenzhen, China (or any adjournment thereof) for the Independent Shareholders to consider, and if thought fit, approve, among other things, the Merchandise Supply and Related Services Master Framework Agreement and the transactions contemplated thereunder
"ENS Apparel"	ENS Apparel (Huizhou) Co., Ltd.* (盈森服飾(惠州)有限公司), a limited liability company established under the laws of the PRC on 26 October 2017 and a company ultimately wholly owned by Mr. Hui
"ENS Toys"	ENS Toys (Huizhou) Limited* (盈森玩具(惠州)有限公司), a limited liability company established under the laws of the PRC on 19 January 2007 and a company ultimately wholly owned by Mr. Hui
"Group"	the Company and its subsidiaries
"HK$" or "HKD"	Hong Kong dollars, the lawful currency of Hong Kong

"Hong Kong"	Hong Kong Special Administrative Region of the PRC
"Independent Board Committee"	the independent board committee which comprises all the independent non-executive Directors, namely, Ms. Leung Ping Fun Anita, Prof. Chan Ka Yin Karen, *JP* and Mr. Wu Di, established to advise the Independent Shareholders in respect of the Merchandise Supply and Related Services Master Framework Agreement and the transactions contemplated thereunder
"Independent Financial Adviser" or "Lego"	Lego Corporate Finance Limited, a corporation licensed to carry out Type 6 (advising on corporate finance) regulated activity under the SFO, being the independent financial adviser appointed by the Company to advise the Independent Board Committee and the Independent Shareholders in relation to the Merchandise Supply and Related Services Master Framework Agreement and the transactions contemplated thereunder
"Independent Shareholders"	Shareholders who are not required to abstain from voting on the relevant resolution at the EGM
"Independent Third Party(ies)"	an individual(s) or a company(ies) who is/are or which is/are not connected with (within the meaning of the Listing Rules) any Directors, chief executive or substantial shareholders (within the meaning of the Listing Rules) of the Company or any of its subsidiaries or any of their respective associates and not connected person(s) of the Company
"ISA Global"	ISA Global Licensing Limited (意高品牌國際有限公司), a company incorporated in Hong Kong with limited liability and is currently held by Mr. Hui and his spouse, Ms. Lam Ngan Shan, as to 60% and 40%, respectively
"Latest Practicable Date"	21 November 2025, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained in this circular
"Listing Rules"	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
"majority-controlled company"	has the meaning ascribed to it under the Listing Rules

"Merchandise Supply and Related Services Master Framework Agreement"	the merchandise supply and related services master framework agreement dated 7 November 2025 entered into among the Company, ENS Toys, ENS Apparel and ISA Global for a term of one year commencing from 1 January 2026 and ending on 31 December 2026
"Model Code"	the Model Code for Securities Transactions by Directors of the Listed Issuers set out in Appendix C3 to the Listing Rules
"Mr. Hui"	Mr. Hui Ha Lam, the chairman of the Board, chief executive officer of the Company, executive Director and one of the controlling shareholders of the Company
"PRC" or "China"	the People's Republic of China
"Renewed Merchandise Supply Framework Agreement"	the merchandise supply framework agreement dated 22 November 2024 entered into between the Company and ENS Toys for one year from 1 January 2025 to 31 December 2025
"SFO"	the Securities and Futures Ordinance (Chapter 571, the Laws of Hong Kong), as amended and supplemented from time to time
"Share(s)"	the ordinary share(s) of USD0.000025 each in the share capital of the Company
"Shareholder(s)"	holder(s) of the Share(s)
"Stock Exchange"	The Stock Exchange of Hong Kong Limited
"USD"	United States dollars, the lawful currency of the United States of America
"%"	per cent

* *For identification purposes only*

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. Sung Chi Keung
Mr. Lyu Xingyuan

Non-executive Director:
Ms. Xu Wenya

Independent non-executive Directors:
Ms. Leung Ping Fun Anita
Prof. Chan Ka Yin Karen, *JP*
Mr. Wu Di

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

28 November 2025

To the Shareholders

Dear Sir or Madam,

CONTINUING CONNECTED TRANSACTIONS IN RELATION TO THE MERCHANDISE SUPPLY AND RELATED SERVICES MASTER FRAMEWORK AGREEMENT AND NOTICE OF EXTRAORDINARY GENERAL MEETING

I. INTRODUCTION

Reference is made to the announcement of the Company dated 7 November 2025, in which the Company announced that on 7 November 2025, the Company entered into the Merchandise Supply and Related Services Master Framework Agreement with ENS Toys, ENS Apparel and ISA Global for a term of one year commencing from 1 January 2026 and ending on 31 December 2026.

The purpose of this circular is to provide you with, among other things, (i) details of the transactions contemplated under the Merchandise Supply and Related Services Master Framework Agreement; (ii) a letter of advice from the Independent Board Committee to the Independent Shareholders; (iii) a letter of advice from the Independent Financial Adviser to the Independent Board Committee and the Independent Shareholders; and (iv) a notice of the EGM.

II. MERCHANDISE SUPPLY AND RELATED SERVICES MASTER FRAMEWORK AGREEMENT

Reference is made to the Company's announcement dated 22 November 2024 in relation to the Renewed Merchandise Supply Framework Agreement entered into between the Company and ENS Toys. The Renewed Merchandise Supply Framework Agreement will expire on 31 December 2025.

The Board announces that the Company entered into the Merchandise Supply and Related Services Master Framework Agreement with ENS Toys, ENS Apparel and ISA Global on 7 November 2025 for a term of one year commencing from 1 January 2026 and ending on 31 December 2026. Pursuant to the Merchandise Supply and Related Services Master Framework Agreement, the Company has agreed to, and will procure other members of the Group to, purchase (i) toys, related products, and warehousing and logistics services, from ENS Toys; (ii) apparel and related products from ENS Apparel; and (iii) warehousing services from ISA Global, subject to the Annual Cap.

The principal terms of the Merchandise Supply and Related Services Master Framework Agreement are set out below:

Date	:	7 November 2025
Parties	:	the Company, as purchaser ENS Toys, as one of the suppliers ENS Apparel, as one of the suppliers ISA Global, as one of the suppliers
Term	:	one year from 1 January 2026 to 31 December 2026

Subject Matter

Pursuant to the Merchandise Supply and Related Services Master Framework Agreement, the Company has agreed to, and will procure other members of the Group to, purchase (i) toys, related products, and warehousing and logistics services, from ENS Toys; (ii) apparel and related products from ENS Apparel; and (iii) warehousing services from ISA Global. There is no minimum purchase amount stipulated in the Merchandise Supply and Related Services Master Framework Agreement, nor is the Group bound to purchase merchandise or services from ENS Toys, ENS Apparel and ISA Global. The types and quantities of merchandise or services to be purchased, purchase prices and delivery terms shall be specified in individual purchase order ("**Purchase Order**") to be placed by the Group.

Pricing Basis

The products or services will be priced on normal commercial terms and in the ordinary course of the Group's business with reference to the market price of the same or comparable product or service type and purchase quantity provided by Independent Third Parties.

Payment Terms

Upon due delivery of merchandise or services to the Company and/or other members of the Group, ENS Toys, ENS Apparel or ISA Global (as the case may be) shall issue a corresponding invoice to the Company and/or other members of the Group for such merchandise or services; and payment shall be due within 60 days after placement of the specific Purchase Order, unless otherwise agreed in writing by the relevant parties.

Historical Figures

As disclosed in the Company's annual reports for the years ended 31 December 2024, the aggregate historical transaction amount with ENS Toys under the previous merchandise supply framework agreements for the year ended 31 December 2024 ("**2024 Merchandise Supply Framework Agreements**") was approximately HK$25,999,767, representing a utilisation rate of approximately 93.32% of the then applicable annual cap of HK$27,861,000. The historical transaction amount for the warehousing services provided by ISA Global to the Group for the year ended 31 December 2024 was approximately HK$240,000.

For the nine months ended 30 September 2025, the actual transaction amount under the Renewed Merchandise Supply Framework Agreement was approximately HK$24,035,088, representing approximately 89.02% of the pro-rated annual cap (HK$27,000,000) against the full-year cap of HK$36,000,000 for the year ending 31 December 2025. The actual transaction amount for the warehousing services provided by ISA Global to the Group for the nine months ended 30 September 2025 was approximately HK$180,000.

It is noteworthy that the fourth quarter of each year typically constitutes a peak season for the procurement of toys and apparel. This pattern is corroborated by historical data disclosed in the Company's circular dated 29 November 2024, wherein the actual transaction amount for the nine months ended 30 September 2024 under the 2024 Merchandise Supply Framework Agreements was approximately HK$16,819,000, which subsequently increased significantly to approximately HK$25,999,767 for the full year ended 31 December 2024. Based on this seasonal pattern and current procurement plans, the Group expects the actual transaction amount for the year ending 31 December 2025 under the Renewed Merchandise Supply Framework Agreement to approach the full-year cap of HK$36,000,000 closely.

Annual Cap and the Basis of Determination

The annual cap for the transactions contemplated under the Merchandise Supply and Related Services Master Framework Agreement for one year ending on 31 December 2026 is fixed at HK$48,290,000 (the "**Annual Cap**").

The Annual Cap has been determined after careful consideration of the following factors: (i) the aggregate historical transaction amount with ENS Toys and ISA Global for the year ended 31 December 2024 and the nine months ended 30 September 2025, as disclosed above, which demonstrate high utilisation rates of the previous caps; (ii) the relevant business development plan, particularly the ongoing expansion into Southeast Asian markets via e-commerce platforms; (iii) the current market conditions and the positive growth trajectory of the e-commerce sectors in both the PRC and Southeast Asia; (iv) the expected demand for the Group's merchandise (primarily toys and apparel) and related warehousing and logistics services for the year ending 31 December 2026, quantitatively broken down into key components as follows: an estimated HK$41,400,000 for merchandise procurement (representing a projected growth rate of approximately 15% compared with the anticipated 2025 full-year transaction amount) from ENS Toys and ENS Apparel, HK$4,800,000 for logistics services from ENS Toys, HK$1,200,000 for warehousing services from ENS Toys, and HK$240,000 for warehousing services from ISA Global; and (v) a moderate buffer allocated across the aforementioned components to accommodate potential upside in business volume.

Reasons and Benefits of Entering into the Merchandise Supply and Related Services Master Framework Agreement

The transactions contemplated under the Merchandise Supply and Related Services Master Framework Agreement enable the Group to (i) source merchandise, primarily apparel and toys, for its customers through e-commerce platforms and (ii) receive corresponding warehousing and/or logistics services at the prevailing market price, which shall not be higher than the price(s) that the Group may obtain from the Independent Third Parties for similar products. Furthermore, by utilising the corresponding warehousing and/or logistics services, the Group can enhance supply chain efficiency and optimize cost-effectiveness.

The Directors (including the independent non-executive Directors) consider that the transactions contemplated under the Merchandise Supply and Related Services Master Framework Agreement are entered into in the ordinary and usual course of business of the Group, on normal commercial terms or better to the Company after arm's length negotiations among the parties, and the terms of those transactions contemplated under the Merchandise Supply and Related Services Master Framework Agreement, together with the Annual Cap, are fair and reasonable and in the interests of the Company and the Shareholders as a whole.

Internal Control Measures

To ensure compliance with the pricing terms and Annual Cap set out in the Merchandise Supply and Related Services Master Framework Agreement, the Group has adopted and will continue to implement the following internal control measures:

(1) prior to entering into any transaction with ENS Toys, ENS Apparel, or ISA Global (as the case may be), the Group's purchasing department will obtain quotes from at least two Independent Third Parties for merchandise of the same or comparable type and quantity. A summary report comparing these quotes with those from ENS Toys, ENS Apparel or ISA Global will be submitted to the Group's product planning department for approval;

(2) when selecting a supplier, the Group's product planning department will review and compare the quotes from the Independent Third Parties with those from ENS Toys and ENS Apparel to ensure that the prices offered by ENS Toys and ENS Apparel are fair and reasonable, determined on normal commercial terms or on terms no less favourable to the Group than those available from the Independent Third Parties;

(3) prior to entering into any transaction with ISA Global, the Group's administration department will obtain rental information for the same or similar industrial buildings from major property agencies and submit a comparison report to the Group's finance department, which will then review it to ensure the terms offered by ISA Global are fair and reasonable, determined on normal commercial terms or on terms no less favourable to the Group than those available from the Independent Third Parties;

(4) the Group's finance department will monitor the actual transaction amounts under the Merchandise Supply and Related Services Master Framework Agreement and compare them against the Annual Cap on a monthly basis. If the total transaction amount reaches 70% of the Annual Cap, it will consult with the relevant departments to assess the subsequent business needs and determine whether a revision of the Annual Cap is required;

(5) the Company's external auditor will conduct an annual review of the transactions under the Merchandise Supply and Related Services Master Framework Agreement to confirm adherence to the pricing terms and that the Annual Cap has not been exceeded; and

(6) the independent non-executive Directors will be provided with details of the transactions under the Merchandise Supply and Related Services Master Framework Agreement to conduct their annual review, ensuring the transactions are fair, reasonable, and in the interests of the Company and the Shareholders as a whole.

Information of ENS Toys

ENS Toys is a limited liability company established under the laws of the PRC and its entire equity interests is ultimately wholly-owned by Mr. Hui. ENS Toys is principally engaged in manufacturing business and holding manufacturing facilities located in the PRC. Its businesses include, among others, production of electronic products, apparel and accessories, plastic toys, crafts, toys, cloth-made office supplies and daily necessities.

Information of ENS Apparel

ENS Apparel is a limited liability company established under the laws of the PRC and its entire equity interests is ultimately wholly-owned by Mr. Hui. ENS Apparel is principally engaged in manufacturing and wholesale of apparel and accessories, plastic toys, cloth-made office supplies and daily necessities.

ISA Global

ISA Global is a limited liability company incorporated in Hong Kong and is currently held by Mr. Hui and his spouse, Ms. Lam Ngan Shan, as to 60% and 40%, respectively. ISA Global is principally engaged in property investment and letting of property.

Information of the Group

The Group is principally engaged in (i) the character licensing business: the creation, design, licensing, brand management and marketing of its self-created characters across multi-channels. The Group licenses its characters and brands to its licensees, provide them with product design application services and allow them to use the same in their products and services offering; and (ii) the e-commerce and other business: the design, development, procurement and retail sales of its characters-featured products through multi-channels.

Listing Rules Implications

As (i) each of ENS Toys and ENS Apparel is ultimately wholly-owned by Mr. Hui, the executive Director, chairman of the Board, chief executive officer and one of the controlling shareholders of the Company, and (ii) ISA Global is a majority-controlled company of Mr. Hui, each of ENS Toys, ENS Apparel and ISA Global is considered as an associate of Mr. Hui and a connected person of the Company under the Listing Rules. Accordingly, the entering into of the Merchandise Supply and Related Services Master Framework Agreement and the transactions contemplated thereunder constitute continuing connected transactions of the Company under Chapter 14A of the Listing Rules.

As one or more the applicable percentage ratios set out in Rule 14.07 of the Listing Rules in respect of the Annual Cap for the transactions contemplated under the Merchandise Supply and Related Services Master Framework Agreement exceed 5%, the entering into of the

Merchandise Supply and Related Services Master Framework Agreement and the transactions contemplated thereunder are subject to the reporting, announcement, Independent Shareholders' approval and annual review requirements under Chapter 14A of the Listing Rules.

Pursuant to Rule 14A.55 of the Listing Rules, the independent non-executive Directors will annually review the Merchandise Supply and Related Services Master Framework Agreement and the transactions contemplated thereunder, and confirm that the continuing connected transactions are entered into (i) in the ordinary and usual course of business of the Group; (ii) on normal commercial terms or better; and (iii) in accordance with the relevant agreements governing them on terms that are fair and reasonable and in the interests of the Company and the Shareholders as a whole.

Pursuant to Rule 14A.56 of the Listing Rules, the Company will engage its independent auditor to report on the aforesaid continuing connected transactions on an annual basis and provide a letter to the Board confirming whether anything has come to their attention that causes them to believe that the continuing connected transactions (i) have not been approved by the Board; (ii) are not, in all material respects, in accordance with the pricing policies of the Group; (iii) are not entered into, in all material respects, in accordance with the relevant agreements governing the transactions; and (iv) have exceeded the Annual Cap under the Merchandise Supply and Related Services Master Framework Agreement.

III. EGM

A notice convening the EGM to be held on Tuesday, 16 December 2025 at 3:00 p.m. at 7/F, North Tower, Qianhai CTF Finance Tower, No. 66 Shuniu Street, Nanshan District, Shenzhen, China is set out on pages EGM-1 to EGM-2 of this circular. Ordinary resolution(s) will be proposed at the EGM to consider and, if thought fit, to approve the Merchandise Supply and Related Services Master Framework Agreement and the transactions contemplated thereunder.

As of the Latest Practicable Date, Mr. Hui was considered to have material interests in the Merchandise Supply and Related Services Master Framework Agreement as the ultimate beneficial owner of ENS Toys, ENS Apparel and ISA Global. Mr. Hui and his associates, who collectively hold 674,004,000 Shares (representing approximately 68.71% of the total issued share capital of the Company) as at the Latest Practicable Date, will be required to abstain from voting on the relevant resolution(s) approving the Merchandise Supply and Related Services Master Framework Agreement and the transactions contemplated thereunder at the EGM. Mr. Hui had thus abstained from voting on the Board resolution(s) in respect of the Merchandise Supply and Related Services Master Framework Agreement.

Pursuant to Rule 17.05A of the Listing Rules, the trustee holding unvested shares of a share scheme, whether directly or indirectly, shall abstain from voting on matters that require Shareholders' approval under the Listing Rules, unless otherwise required by law to vote in accordance with the beneficial owner's direction and such a direction is given. The trustee

under the 2022 Share Award Scheme, which holds 32,384,000 unvested Shares (representing approximately 3.30% of the total issued share capital of the Company) as at the Latest Practicable Date, will be required to abstain from voting for all the resolution(s) at the EGM.

To the best of the Directors' knowledge, information and belief, and after having made all reasonable enquiries, save as disclosed above, (i) no other Directors have any material interest in the above transactions or abstained from voting on the Board resolution(s) in respect of the Merchandise Supply and Related Services Master Framework Agreement; and (ii) no other Shareholders have any material interest in the above transactions and therefore no other Shareholders are required to abstain from voting at the EGM on the resolution(s) to approve the aforesaid matters.

Pursuant to the Listing Rules, any vote of shareholders at a general meeting must be taken by poll. Accordingly, the proposed resolution(s) will be put to vote by way of a poll at the EGM. An announcement on the poll vote results will be made by the Company after the EGM in the manner prescribed under Rule 13.39(5) of the Listing Rules.

A form of proxy for the EGM is enclosed with this circular. If you are not able to attend the EGM, you are requested to complete the form of proxy in accordance with the instructions printed thereon and return it to the branch share registrar and transfer office of the Company in Hong Kong, Boardroom Share Registrars (HK) Limited, at 2103B, 21/F, 148 Electric Road, North Point, Hong Kong as soon as possible but in any event by 3:00 p.m. on Sunday, 14 December 2025 or not less than 48 hours before the time appointed for the holding of the EGM or any adjournment thereof. Completion and return of the form of proxy shall not preclude you from attending and voting in person at the EGM or any adjourned meeting thereof should you so desire.

To ascertain the Shareholders' entitlement to attend and vote at the EGM, the register of members of the Company will be closed from Friday, 12 December 2025 to Tuesday, 16 December 2025, 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 Thursday, 11 December 2025. The record date for attending and voting at the EGM is Tuesday, 16 December 2025.

The Independent Board Committee comprising all the independent non-executive Directors has been established to advise the Independent Shareholders on the terms of the Merchandise Supply and Related Services Master Framework Agreement and the transactions contemplated thereunder. The Company has appointed Lego as the Independent Financial Adviser to advise the Independent Board Committee and the Independent Shareholders in this regard.

IV. RECOMMENDATIONS

Your attention is drawn to (i) the letter of advice from the Independent Board Committee to the Independent Shareholders on the Merchandise Supply and Related Services Master Framework Agreement and the transactions contemplated thereunder; and (ii) the letter of advice from the Independent Financial Adviser to the Independent Board Committee and the Independent Shareholders on the Merchandise Supply and Related Services Master Framework Agreement and the transactions contemplated thereunder. The Board (including the members of the Independent Board Committee whose opinion is set forth in the section headed "LETTER FROM THE INDEPENDENT BOARD COMMITTEE" in this circular after considering the advice of the Independent Financial Adviser), is of the view that the terms of the Merchandise Supply and Related Services Master Framework Agreement are fair and reasonable, and on normal commercial terms, and are in the interests of the Company and the Shareholders as a whole. The Board recommends the Independent Shareholders to vote in favor of the ordinary resolution(s) relating thereto at the EGM.

ADDITIONAL INFORMATION

Your attention is also drawn to the additional information set out in the appendix to this circular.

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

The following is the text of a letter of the Independent Board Committee to the Independent Shareholders in respect of the Merchandise Supply and Related Services Master Framework Agreement and the transactions contemplated thereunder for inclusion in this circular.

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)

28 November 2025

To the Independent Shareholders,

Dear Sir or Madam,

CONTINUING CONNECTED TRANSACTIONS
IN RELATION TO THE MERCHANDISE SUPPLY AND RELATED SERVICES MASTER FRAMEWORK AGREEMENT

We refer to the circular of the Company dated 28 November 2025 (the "**Circular**") of which this letter forms part. Terms defined in the Circular shall carry the same meanings when used in this letter unless the context otherwise requires.

We have been appointed by the Board as members to form the Independent Board Committee to advise the Independent Shareholders as to whether the terms of the Merchandise Supply and Related Services Master Framework Agreement and the transactions contemplated thereunder are entered into by the Group in its ordinary and usual course of business, on normal commercial terms, in the interests of the Company and the Shareholders as a whole, and are fair and reasonable so far as the Independent Shareholders are concerned. Lego has been appointed as the Independent Financial Adviser to advise the Independent Board Committee and the Independent Shareholders in this regard.

We wish to draw your attention to the letter from the Board on pages 4 to 12 of the Circular, which sets out details of the transactions contemplated under the Merchandise Supply and Related Services Master Framework Agreement. We also wish to draw your attention to the letter from the Independent Financial Adviser set out on pages 15 to 26 of the Circular, which contains its advice to the Independent Board Committee and the Independent Shareholders in respect of the terms of the Merchandise Supply and Related Services Master Framework Agreement and the transactions contemplated thereunder.

After taking into account the advice of the Independent Financial Adviser, we consider that the terms of the Merchandise Supply and Related Services Master Framework Agreement and the transactions contemplated thereunder are on normal commercial terms and are fair and reasonable so far as the Independent Shareholders are concerned. We further consider that the Merchandise Supply and Related Services Master Framework Agreement and the transactions contemplated thereunder are in the ordinary and usual course of the business of the Group and are in the interests of the Company and the Shareholders as a whole.

Accordingly, we recommend the Independent Shareholders to vote in favor of the ordinary resolution(s) to be proposed at the EGM to approve the Merchandise Supply and Related Services Master Framework Agreement and the transactions contemplated thereunder.

Yours faithfully,
For and on behalf of the
Independent Board Committee

Leung Ping Fun Anita	**Chan Ka Yin Karen**	**Wu Di**
Independent non-executive Director	*Independent non-executive Director*	*Independent non-executive Director*

The following is the full text of the letter from the Independent Financial Adviser setting out the advice to the Independent Board Committee and the Independent Shareholders in relation to Merchandise Supply and Related Services Master Framework Agreement and the transactions contemplated thereunder, which has been prepared for the purpose of inclusion in this circular.

Lego Corporate Finance Limited
力高企業融資有限公司

28 November 2025

To: *The Independent Board Committee and the Independent Shareholders of B.Duck Semk Holdings International Limited*

Dear Sir or Madam,

CONTINUING CONNECTED TRANSACTIONS IN RELATION TO THE MERCHANDISE SUPPLY AND RELATED SERVICES MASTER FRAMEWORK AGREEMENT

INTRODUCTION

We refer to our appointment as the Independent Financial Adviser to advise the Independent Board Committee and the Independent Shareholders in respect of the terms of the Merchandise Supply and Related Services Master Framework Agreement and the transactions contemplated thereunder, details of which are set out in the "Letter from the Board" (the "**Letter from the Board**") contained in the circular issued by the Company to the Shareholders dated 28 November 2025 (the "**Circular**"), of which this letter forms a part. Terms used in this letter shall have the same meanings as defined in the Circular unless the context otherwise requires.

References are made to the announcement of the Company dated 7 November 2025. On 7 November 2025, the Company entered into Merchandise Supply and Related Services Master Framework Agreement with ENS Toys, ENS Apparel and ISA Global for a term of one year commencing on 1 January 2026 and ending on 31 December 2026. Pursuant to the Merchandise Supply and Related Services Master Framework Agreement, the Company has agreed to, and will procure other members of the Group to, purchase (i) toys, related products, and warehousing and logistic services, from ENS Toys; (ii) apparel and related products from ENS Apparel; and (iii) warehousing services from ISA Global, subject to the Annual Cap.

As (i) each of ENS Toys and ENS Apparel is ultimately wholly-owned by Mr. Hui, the executive Director, chairman of the Board, chief executive officer and one of the controlling shareholders of the Company, and (ii) ISA Global is a majority-controlled company of Mr. Hui, each of ENS Toys, ENS Apparel and ISA Global is considered as an associate of Mr. Hui and a connected person of the Company under the Listing Rules. Accordingly, the entering into of

the Merchandise Supply and Related Services Master Framework Agreement and the transactions contemplated under constitute continuing connected transactions of the Company under Chapter 14A of the Listing Rules. As one or more of the applicable percentage ratios as defined under Rule 14.07 of the Listing Rules for the Annual Cap exceed 5%, the entering into of the Merchandise Supply and Related Services Master Framework Agreement and the transactions contemplated thereunder are subject to the reporting, announcement, Independent Shareholders' approval and annual review requirements under Chapter 14A of the Listing Rules.

The EGM will be convened and held for the Independent Shareholders to consider and, if thought fit, approve the Merchandise Supply and Related Services Master Framework Agreement and the transactions contemplated thereunder.

THE INDEPENDENT BOARD COMMITTEE

The Independent Board Committee comprising all the independent non-executive Directors has been established to advise the Independent Shareholders in respect of the Merchandise Supply and Related Services Master Framework Agreement and the transactions contemplated thereunder.

We, Lego Corporate Finance Limited, have been appointed by the Company as the Independent Financial Adviser in accordance with the Listing Rules to advise the Independent Board Committee and the Independent Shareholders in relation to the Merchandise Supply and Related Services Master Framework Agreement and the transactions contemplated thereunder, and to make recommendations as to, among others, whether the terms of the Merchandise Supply and Related Services Master Framework Agreement and the transactions contemplated thereunder are fair and reasonable, normal commercial terms and in the interests of the Company and the Independent Shareholders as a whole, and as to voting in respect of the relevant resolution(s) at the EGM. Our appointment as the Independent Financial Adviser has been approved by the Independent Board Committee.

In the last two years prior to the Latest Practicable Date, we have acted as the independent financial adviser to the Company in respect of (i) the continuing connected transactions as detailed in the circular of the Company dated 9 May 2024; and (ii) the continuing connected transactions as detailed in the circular of the Company dated 9 August 2024 (collectively, the "**Previous Engagements**"). The Previous Engagements were limited to providing independent advisory services to the Company pursuant to the Listing Rules. Notwithstanding the Previous Engagements, as at the Latest Practicable Date, we did not have any relationship with, or any interest in, the Company or any other parties that could reasonably be regarded as relevant to our independence. Apart from normal professional fees paid or payable to us in connection with the Previous Engagements and this appointment as the Independent Financial Adviser, no arrangement exists whereby we had received or will receive any fees or benefits from the Company. Accordingly, we consider that we are independent pursuant to Rule 13.84 of the Listing Rules to act as the Independent Financial Adviser in respect of the Merchandise Supply and Related Services Master Framework Agreement and the transactions contemplated thereunder.

BASIS OF OUR OPINION

In formulating our opinion and advice, we have reviewed, among others, the Merchandise Supply and Related Services Master Framework Agreement, the annual report of the Company for the year ended 31 December 2024 (the "**Annual Report 2024**") and the interim report of the Company for the six months ended 30 June 2025, and certain information provided by the management of the Company (the "**Management**") relating to the operations, financial condition and prospects of the Group. We have also (i) considered such other information, analyses, market data which we deemed relevant; (ii) conducted verbal discussions with the Management regarding the terms of the Merchandise Supply and Related Services Master Framework Agreement and the transactions contemplated thereunder, as well as the businesses and future outlook of the Group.

All Directors collectively and individually accept full responsibility for the purpose of giving information with regard to the Company in the Circular and, having made all reasonable enquiries, confirm that to the best of their knowledge and belief, the information contained in the Circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters not contained in the Circular, the omission of which would make any statement in the Circular misleading. We have assumed that all such statements, information, opinions and representations contained or referred to in the Circular or otherwise made to us by the Directors and the management of the Company for which they are solely responsible, were true, accurate and complete at the time they were made and continue to be true, accurate and complete in all material respects as at the Latest Practicable Date and Shareholders will be notified by the Company of material changes (if any) of the information contained in the Circular. We consider that we have been provided with, and we have reviewed, all currently available information and documents which are available under present circumstances to enable us to reach an informed view regarding the Merchandise Supply and Related Services Master Framework Agreement and the transactions contemplated thereunder to justify reliance on the accuracy of the information contained in the Circular so as to provide a reasonable basis of our opinion. We have no reasons to suspect that any material information has been withheld by the Directors or the Management, or is misleading, untrue or inaccurate. We have not, however, for the purpose of this exercise, conducted any independent detailed investigation or audit into the business, affairs, operations, financial position or future prospects of the Group. Our opinion is necessarily based on financial, economic, market and other conditions in effect, and the information made available to us as at the Latest Practicable Date.

This letter is issued for the information of the Independent Board Committee and the Independent Shareholders solely in connection with their consideration of the Merchandise Supply and Related Services Master Framework Agreement and the transactions contemplated thereunder. Except for its inclusion in the Circular, this letter shall not be quoted or referred to, in whole or in part, nor shall it be used for any other purposes, without our prior written consent.

PRINCIPAL FACTORS AND REASONS CONSIDERED

In arriving at our recommendations in respect of the Merchandise Supply and Related Services Master Framework Agreement and the transactions contemplated thereunder, we have considered the following principal factors and reasons.

1. Reasons for and benefits of entering into the Merchandise Supply and Related Services Master Framework Agreement and the transactions contemplated thereunder

The Group is principally engaged in, among others, the retail sales of its character's featured products through e-commerce channels, the relevant business segment of which has contributed approximately 53.3% of the total revenue of the Group for both the year ended 31 December 2024 and the six months ended 30 June 2025, respectively.

Since 2019, ENS Toys has been providing merchandise, including primarily apparels and accessories, to the Group, from which ENS Toys has gained a deep understanding of the specifications of the Group's products. In addition, under the Merchandise Supply and Related Services Master Framework Agreement, ENS Toys shall provide corresponding warehousing and logistics services which would enable the Group to store their merchandise goods at the warehouse of ENS Toys upon placing orders, and that ENS Toys shall coordinate the logistics arrangements, including shelf-removal and direct delivery of goods from the warehouse to end customers on behalf of the Group. On the other hand, as advised by the Management, established in 2017, ENS Apparel is principally engaged in manufacturing and wholesale of apparel and accessories, plastic toys, cloth-made office supplies and daily necessities. In addition, the Group has been renting a warehouse from ISA Global (the "**Warehouse**") for its storage of office documents, display materials for exhibitions and product samples, etc. since 2020. Accordingly, leveraging on the long-term business relationship between the Group and each of ENS Toys and ISA Global, the entering into of the Merchandise Supply and Related Services Master Framework Agreement would allow the Group to continue securing a stable source of supply of merchandise along with the relevant services from ENS Toys, ENS Apparel and/or ISA Global, all of which are associates of Mr. Hui, which are in fact essential for the Group to carry out its ordinary and usual course of business.

Considering the above, we are of the view that the entering into of the Merchandise Supply and Related Services Master Framework Agreement and the transactions contemplated thereunder are in the interests of the Group and the Independent Shareholders as a whole.

2. Principal terms of the Merchandise Supply and Related Services Master Framework Agreement

On 7 November 2025, the Company entered into the Merchandise Supply and Related Services Master Framework Agreement with ENS Toys, ENS Apparel and ISA Global to purchase (i) toys, related products, and warehousing and logistic services, from ENS Toys; (ii) apparel and related products from ENS Apparel; and (iii) warehousing services from ISA Global for a term commencing on 1 January 2026 and ending on 31 December 2026.

As stated in the Letter from the Board, the products or services to be provided under Merchandise Supply and Related Services Master Framework Agreement will be priced on normal commercial terms with reference to the prevailing market price of the same or comparable products or service types and purchase quantity provided by the Independent Third Parties.

Purchase of merchandise goods from ENS Toys and ENS Apparel

In assessing the fairness and reasonableness of the terms in respect of the purchase of merchandise goods under the Merchandise Supply and Related Services Master Framework Agreement, we have obtained and reviewed 12 sets of the purchase orders (the "**Sample Purchase Orders)**") placed by the Group with ENS Toys in respect of merchandise goods, including toys and apparel products, under the Renewed Merchandise Supply Framework Agreement during the first nine months of 2025 (the "**Review Period**"). Taking into account that (i) the Sample Purchase Orders cover a full range of categories of merchandise goods purchased by the Group from ENS Toys during the Review Period; (ii) the underlying aggregate transaction amount of the Sample Purchase Orders has accounted for not less than 10% of the aggregate transaction amount in respect of purchase of merchandise by the Group from ENS Toys during the Review Period; and (iii) the Review Period covers the first nine months from the effective date of the Renewed Merchandise Supply Framework Agreement, which in our view represents a reasonably recent and fair period for assessing the prevailing principal terms offered by ENS Toys to the Group, we consider that the Sample Purchase Orders are fair and representative. As there was no historical transaction in respect of the purchase of merchandise goods from ENS Apparel, purchase orders with ENS Toys were obtained only. Subsequently, we have compared the pricing terms under the Sample Purchase Orders to those quotations obtained by the Group from independent suppliers in respect of merchandise goods with comparable aspects. Based on our assessment, the pricing terms offered to the Group under the Sample Purchase Orders are no less favorable than those offered by the independent suppliers. Accordingly, we are of the view that the terms of the Merchandise Supply and Related Services Master Framework Agreement in respect of the purchase of merchandise goods from ENS Toys are fair and reasonable.

Considering the absence of the historical transactions in respect of the purchase of merchandise goods from ENS Apparel, in assessing the fairness and reasonableness of the terms with ENS Apparel under the Merchandise Supply and Related Services Master Framework Agreement, we have primarily made reference to the internal control measures to be adopted by the Group in determining the pricing to be charged by ENS Apparel, details of which are set out in the section headed "Internal control measures" of the Letter from the Board. Among others, prior to the entering into of any transaction with ENS Apparel, the Group's purchasing department shall obtain quotes from at least two Independent Third Parties for the procurement of the same or comparable types and quantity, and a summary report comparing such quotes will be submitted to the Group's product planning department for approval. The Group's product planning department will then review and compare the quotes

from the Independent Third Parties with those from ENS Apparel to ensure that the prices offered by ENS Apparel are fair and reasonable and shall be on normal commercial terms or on terms no less favourable to the Group than those available from the Independent Third Parties.

Accordingly, considering that a comparison shall be conducted between the quotes from ENS Apparel and those from at least two Independent Third Parties for comparable types and quantities of merchandise goods, and the prices to be offered by ENS Apparel shall be no less favourable to the Group than those offered by the Independent Third Parties; and that the pricing basis for the purchase of merchandise from ENS Apparel shall be the same as those for the purchase of merchandise from ENS Toys, which in our view are fair and reasonable as analysed above in this sub-section, we are of the view that the terms of the Merchandise Supply and Related Services Master Framework Agreement in respect of the purchase of merchandise goods from ENS Apparel are fair and reasonable.

Purchase of warehousing and logistics services from ENS Toys

In respect of the warehousing and logistics services to be procured from ENS Toys, as advised by the Management, the Group has never engaged ENS Toys for the procurement of comparable services in the past. Given the absence of the relevant historical transactions, in assessing the fairness and reasonableness of the relevant terms under the Merchandise Supply and Related Services Master Framework Agreement, we have primarily reviewed the relevant internal control measures to be adopted by the Group in determining the pricing to be charged in respect of the warehousing and logistics services, details of which are set out in the section headed "Internal control measures" of the Letter from the Board. Specifically, prior to the entering into of any transaction with ENS Toys, the Group's purchasing department shall obtain quotes from at least two Independent Third Parties for the procurement of the same or comparable type and quantity of services, and a summary report comparing such quotes will be submitted to the Group's product planning department for approval. Also, when selecting a supplier, the Group's product planning department will review and compare the quotes from the Independent Third Parties with those from ENS Toys to ensure that the prices offered by ENS Toys are fair and reasonable and shall be on normal commercial terms or on terms no less favourable to the Group than those available from the Independent Third Parties.

Among others, considering that a comparison shall be conducted between the quotes from ENS Toys and those from at least two Independent Third Parties for comparable services prior to procuring any warehousing and logistics services from ENS Toys, and the prices to be offered by ENS Toys shall be no less favourable to the Group than those offered by the Independent Third Parties, we are of the view that the terms of the Merchandise Supply and Related Services Master Framework Agreement in respect of the warehousing and logistics services from ENS Toys are fair and reasonable.

Purchase of warehousing services from ISA Global

For the warehouse leasing services with ISA Global, in assessing the fairness and reasonableness of the relevant terms under the Merchandise Supply and Related Services Master Framework Agreement, we have reviewed the rental agreement dated 1 January 2025 entered into between the Group and ISA Global in respect of the rental of the Warehouse, being an industrial unit, by the Group from ISA Global for the year ending 31 December 2025 (the "**Sample Agreement**"). On the other hand, we have independently conducted research on the market rents of comparable warehouses from the public domain. Specifically, we have made reference to the unit monthly rent of comparable industrial units as listed on the website of Centaline Commercial (*https://oir.centanet.com/*), a member of Centaline Property Agency Limited which has been developed in Hong Kong for over 40 years with 30 branches spanning across the city and more than 700 staff employed. In identifying the comparable warehouses for comparison purpose, we have included the criteria of (i) the underlying industrial unit was located in the same building as the Warehouse in order to ensure consistency in location and building attributes by eliminating variables such as building age, management quality and accessibility that could affect the rental rates; (ii) the underlying industrial unit was comparable in size as the Warehouse in order to allow for meaningful comparison by eliminating any scale-related pricing differences; and (iii) the relevant listings remained effective as at the date of the Merchandise Supply and Related Services Master Framework Agreement to ensure the temporal relevance by reflecting the most recent market conditions, and obtained a list of two comparables based on the abovementioned selection criteria. Considering the rationale for applying the adopted selection criteria as explained above and that the identified two comparable warehouses represent an exhaustive list of comparables having met such selection criteria, we are of the view that the adopted samples of comparable warehouses are fair and representative. Based on our review, the monthly rental price of the Warehouse offered by ISA Global under the Sample Agreement is no less favourable to the Group than the average monthly rent of the identified comparable warehouses. Accordingly, we are of the view that the terms of the Merchandise Supply and Related Services Master Framework Agreement in respect of the warehousing services from ISA Global are fair and reasonable.

In light of the above, we are of the view that the terms of the Merchandise Supply and Related Services Master Framework Agreement are fair and reasonable as far as the Independent Shareholders are concerned.

3. The Annual Cap

As stated in the Letter from the Board, the respective aggregate historical transaction amounts under the 2024 Merchandise Supply Framework Agreements and the Renewed Merchandise Supply Framework Agreement in respect of the purchase of merchandise from ENS Toys for the year ended 31 December 2024 and the nine months ended 30 September 2025 were approximately HK$25,999,767 and HK$24,035,088, representing relatively high utilisation rates of approximately 93.3% and approximately 89.0% of the corresponding proposed annual cap of HK$27,861,000 and the pro-rata annual cap of HK$27,000,000 against

the full-year annual cap of HK$36,000,000, respectively. In addition, the historical transaction amount with ISA Global in respect of the procurement of warehousing services for the year ended 31 December 2024 and the nine months ended 30 September 2025 amounted to approximately HK$240,000 and approximately HK$180,000, respectively.

For the purpose of our assessment, we have reviewed the calculations of the Annual Cap prepared by the Management, and noted that the Annual Cap of HK$48,290,000 principally comprises three components, being (i) the estimated transaction amount in respect of the purchase of merchandise goods from ENS Toys and ENS Apparel (the "**Merchandise Portion**"); (ii) the estimated transaction amount in respect of the warehousing and logistics services from ENS Toys (the "**Warehousing and Logistics Portion**"); and (iii) the estimated transaction amount in respect of the warehousing services from ISA Global, which are expected to amount to approximately HK$41,400,000, approximately HK$6,000,000 and HK$240,000, respectively. Considering that the Merchandise Portion and Warehousing and Logistics Portion are expected to account for over 95.0% of the Annual Cap, our analysis under this section will mainly focus on the assessment of the Annual Cap in respect of the purchase of merchandise goods from ENS Toys and ENS Apparel as well as the procurement of warehousing and logistics services from ENS Toys by the Group under the Merchandise Supply and Related Services Master Framework Agreement.

In arriving at the Merchandise Portion for the year ending 31 December 2026, the Management has first anticipated the expected aggregate transaction amount in respect of purchase of merchandise under the Renewed Merchandise Supply Framework Agreement for the year ending 31 December 2025, and then applied to it an estimated growth of 15.0% throughout the year ending 31 December 2026.

Based on our review of the relevant calculations, in estimating the aggregate transaction amount for the purchase of merchandise for the year ending 31 December 2025, the Management has primarily made reference to (i) the actual transaction amount conducted under the Renewed Merchandise Supply Framework Agreement for the first nine months of 2025; and (ii) the projected transaction amounts for October, November and December of 2025. Such projections were derived by adopting the same average merchandise price from the first nine months of 2025, along with the anticipated monthly increase in purchase volume against the previous corresponding months which was less robust than the average monthly growth rates for the first nine months of 2025.

On the other hand, in deriving the estimated growth rate of 15.0% in the annual transaction amount for the year ending 31 December 2026 as compared to that for 2025, the Management has primarily considered the expected demand for merchandise of the Group under the Merchandise Supply and Related Services Master Framework Agreement for meeting the expected demand from customers via the e-commerce platforms in the PRC market and the Southeast Asia market during the year ending 31 December 2026.

According to the Annual Report 2024, the Group's revenue from the e-commerce and other business increased year-on-year by approximately 13.0% in the year ended 31 December 2024, primarily driven by the Group's ongoing promotion efforts on e-commerce platforms as well as its continued expansion into additional e-commerce platforms. Since 2015, the Group has offered its products for sale through third-party e-commerce platforms, such as Tmall, JD.com, VIP.com, HKTVmall and Douyin, enabling customers to make online payments with direct shipping to their designated locations. As advised by the Management, the Group shall continue exploring the opportunities to expand the cooperations with the existing e-commerce platforms as well as to commence cooperations with new e-commerce platforms in the PRC. In addition, the Group considers that the overseas e-commerce business is still in its growth phase, presenting significant opportunities and potential for further expansion, and accordingly will continue developing overseas e-commerce sales platforms, including markets such as Thailand, Indonesia, Vietnam, the Philippines, Malaysia and Singapore.

For our due diligence purpose, in particular on the application of the estimated growth rate of 15.0% applied throughout the year ending 31 December 2026, we have conducted research on the general development of the e-commerce market in the PRC. According to latest figures published by the National Bureau of Statistics of the PRC (*https://data.stats.gov.cn/*), the national online retail sales for the first nine months of 2025 demonstrated a period-over-period increase of approximately 9.8%. Also, as suggested in the report named "《2025年中國網絡零售TOP100報告》("The 2025 China Online Retail Top 100 Report*") (the "**Report**") issued in September 2025 jointly issued by Deloitte and the China Chain Store and Franchise Association, the accelerated integration of intelligence and omnichannel strategies is enhancing the efficiency and user experience of online retail in China. Through intelligent technologies such as big data and cloud computing, the relationships among people, products and retail environments are being redefined to maximise product circulation efficiency and optimise service experiences, stimulating the growth of online retail. Also, simulated by the reshaping of the shopping habits of consumer across all age groups, the number of online shoppers in China reached 974 million by the end of 2024, demonstrating a year-on-year increase of 6.5%. Further, it is noted that certain policies have been introduced by the PRC government to support the development of the online retail sector. For example, the State Administration for Market Regulation and other departments issued the "Three-Year Action Plan for Optimising the Consumption Environment (2025-2027)" which explicitly calls for systematically building a digital consumption ecosystem, vigorously promoting the integration of online and offline consumption and creating immersive and experimental consumption scenarios.

In respect of the development of e-commerce market in Southeast Asia. With reference to the report named "A New Golden Age? What's next for Southeast Asia after e-commerce reaches profitability" published by DBS Bank (*https://www.dbs.com/*) in May 2025, e-commerce sales in Southeast Asia reached approximately 184 billion United States Dollars in 2024, and is expected to exhibit a compound annual growth rate of 14.0% during the period from 2024 towards 2030. In addition, similar growing trend has been observed from the Report, which suggests that as fueled by a large population base, rapidly advancing digital infrastructure and a young and dynamic consumer demographic, Southeast Asia market is

emerging as a major driver of global e-commerce retail growth. In view of the above, the ongoing initiative of the Group to explore the opportunities with expanding its e-commerce platforms in Southeast Asia market would allow it to capture the potential growth.

Accordingly, taking into consideration of, among others, (i) the relatively high utilisation rate and implied utilisation rate of the corresponding proposed annual caps under the 2024 Merchandise Supply Framework Agreements and the Renewed Merchandise Supply Framework Agreement in respect of the purchase of merchandise from ENS Toys for the year ended 31 December 2024 and the year ending 31 December 2025, respectively; (ii) the year-on-year growth in the revenue of the Group's e-commerce and other businesses of approximately 13.0% in 2024; and (iii) the generally positive development of the e-commerce markets in the PRC and Southeast Asia, we are of the view that the determination of the Merchandise Portion, which was estimated with reference to an estimated annual increase of 15.0% in the transaction amount throughout the year ending 31 December 2026, is fair and reasonable.

On the other hand, based on our review of the relevant calculations of the Annual Cap, we noted that the Warehousing and Logistics Portion for the year ending 31 December 2026 mainly comprises two components, being (i) the estimated amount of fee payable by the Group to ENS Toys in respect of the warehousing services (the "**Estimated Warehousing Fee**"); and (ii) the estimated amount of fee payable by the Group to ENS Toys in respect of the logistics services including shelf-removal services and delivery services during the year ending 31 December 2026 (the "**Estimated Logistics Fee**"). We further noted that the Estimated Warehousing Fee was projected with reference to the actual floor area of the warehouse occupied by the merchandise of the Group during the first nine months of 2025 and the estimated unit fee per square meter in respect of warehousing services to be charged monthly by ENS Toys during the year ending 31 December 2026, which was in turn estimated with reference to, and is no less favourable than, the actual unit fee per square meter previously charged by independent suppliers to the Group for the comparable services. In respect of the Estimated Logistics Fee, we noted that such fee was primarily projected with reference to (i) the estimated number of despatched and returned orders; and (ii) the estimated monthly unit fees to be charged by ENS Toys for the shelf-removal services and delivery services for the year ending 31 December 2026. The aforesaid estimated number of despatched and returned orders were in turn derived mainly from the actual number of despatched and returned orders recorded by the Group during the first nine months of 2025, as well as the anticipated month-over-month increase in 2026 relative to the corresponding months in 2025, which were relatively conservative as compared to the actual month-to-month growths generally observed in 2025 versus 2024. In addition, we noted that the estimations of the monthly unit fees to be charged by ENS Toys for the shelf-removal services and delivery services for the year ending 31 December 2026 were made principally with reference to the respective actual monthly unit fees as previously charged to the Group by independent suppliers for the comparable services.

Considering that the Estimated Warehousing Fee and the Estimated Logistics Fee were primarily projected with reference to the relevant historical figures and the fees offered previously to the Group by Independent Third Parties for comparable services, we consider that the determination of the Warehousing and Logistics Portion is justifiable.

In view of the above, we consider that the determination of the Annual Cap, which substantially comprises the Merchandise Portion and the Warehousing and Logistics Portion, is fair and reasonable.

4. Internal control measures

As disclosed in the Letter from the Board, the Group has adopted and will continue to implement certain internal control measures to ensure the compliance with the pricing terms and Annual Cap under the Merchandise Supply and Related Services Master Framework Agreement. For further details, please refer to the section headed "Internal control measures" in the Letter from the Board.

Among others, we noted that segregation of duties will be applied by the Group during different stages when carrying out the transactions under the Merchandise Supply and Related Services Master Framework Agreement. In particular, prior to the entering into of the transactions with ENS Toys and ENS Apparel, the purchasing department of the Group will be responsible for obtaining quotes from at least two Independent Third Parties in respect of comparable products or services, whereas the Group's product planning department will be responsible for comparing the quotes from the Independent Third Parties and approving the pricing under the Merchandise Supply and Related Services Master Framework Agreement. In respect of the warehousing services with ISA Global, prior to entering into any relevant transaction, the administration department of the Group will be responsible for obtaining rental information for the same or similar industrial buildings from major property agencies, upon which the finance department of the Group will assess and review the pricing to be offered by ISA Global under the Merchandise Supply and Related Services Master Framework Agreement. Such segregation of duties therefore prevents any department of the Group from gaining complete control over the pricing and monitoring processes and reducing the risks of frauds and errors.

Furthermore, the Group's finance department will monitor the actual transaction amounts under the Merchandise Supply and Related Services Master Framework Agreement on monthly basis against the Annual Cap, and that consultation with the relevant departments will be made on the potential need for a revision of annual cap in the event that a threshold of 70% of the Annual Cap is reached. Also, according to the requirements of the Listing Rules, the Company's external auditors shall conduct an annual review of the transactions contemplated under the Merchandise Supply and Related Services Master Framework Agreement to confirm, among others, the adherence to the pricing terms and that the Annual Cap has not been exceeded, and the independent non-executive Directors shall conduct an annual review on the fairness and reasonableness of the pricing under the Merchandise Supply and Related Services Master Framework Agreement.

For our due diligence purpose, we have obtained certain relevant documents in respect of the aforesaid procedures, including but not limited to the Group's internal approval documents regarding the pricing under the Renewed Merchandise Supply Framework Agreement, the market rental information obtained by the Group in respect of the rental of the Warehouse from

ISA Global for the year ending 31 December 2025, as well as the reports tracking the transactions conducted under the Renewed Merchandise Supply Framework Agreement. In addition, we have also reviewed the 2024 Annual Report, from which the independent non-executive Directors and the auditors have provided their views on the fairness and reasonableness of the terms of the transactions contemplated under the Renewed Merchandise Supply Framework Agreement as well as the compliance of such transactions with the terms thereof.

Based on the above, including our review of the relevant documents, nothing has come to our attention that would cause us to cast doubt on the effectiveness of the internal control measures of the Company in governing the transactions contemplated under the Merchandise Supply and Related Services Master Framework Agreement. Accordingly, we are of the view that there will be appropriate measures in place to govern the conduct of the transactions contemplated under the Merchandise Supply and Related Services Master Framework Agreement and safeguard the interests of the Independent Shareholders.

RECOMMENDATIONS

Having considered the principal factors and reasons as discussed above, we are of the view that the Merchandise Supply and Related Services Master Framework Agreement and the transactions contemplated thereunder will be conducted in the ordinary and usual course of business of the Group, and the terms of the Merchandise Supply and Related Services Master Framework Agreement are on normal commercial terms, fair and reasonable and in the interests of the Company and the Independent Shareholders as a whole. Accordingly, we advise the Independent Shareholders, as well as the Independent Board Committee to recommend the Independent Shareholders, to vote in favour of the relevant resolution(s) to be proposed at the EGM to approve the Merchandise Supply and Related Services Master Framework Agreement and the transactions contemplated thereunder.

Yours faithfully,
For and on behalf of
Lego Corporate Finance Limited

Billy Tang
Managing Director

Mr. Billy Tang is a licensed person registered with the Securities and Futures Commission and a responsible officer of Lego Corporate Finance Limited to carry out Type 6 (advising on corporate finance) regulated activity under the SFO. He has over 25 years of experience in the accounting and investment banking professions.

* *for identification purpose only*

1. RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief, the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

2. DISCLOSURE OF INTERESTS

As at the Latest Practicable Date, the interests and short positions of the Directors and the chief executive of the Company in the Shares, underlying shares and debentures of the Company which had been notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which they were taken or deemed to have taken under such provisions of the SFO), or which were recorded in the register required to be kept pursuant to section 352 of the SFO or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code were as follows:

Name of Director	Capacity/ Nature of interest	Number of shares held/interested	Percentage of the issued share capital
Mr. Hui Ha Lam ("**Mr. Hui**")	Beneficial owner	20,804,000	2.12%
	Interest of a controlled corporation	653,200,000*(Note 1)*	66.59%
Mr. Lyu Xingyuan ("**Mr. Lyu**")*(Note 2)*	Beneficial owner	504,000	0.05%

Notes:

1. Mr. Hui is the sole beneficial owner of Semk Products (Holdings) Limited which in turn wholly owns Semk Global Investment Ltd. By virtue of the SFO, he is deemed to be interested in all the 653,200,000 Shares owned by Semk Global Investment Ltd. Mr. Hui is the sole director of each of Semk Products (Holdings) Limited and Semk Global Investment Ltd.

2. As at the Latest Practicable Date, Mr. Lyu, an executive Director, is beneficially interested in (i) 250,000 Shares, and (ii) 254,000 awarded shares granted under the 2022 Share Award Scheme.

Save as disclosed above, as at the Latest Practicable Date, none of the Directors and the chief executive of the Company nor their associates had or were deemed to have any interest or short position in the Shares, underlying shares or debentures of the Company which was required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which they were taken or deemed to have taken under such provisions of the SFO), or which were required to recorded in the register to be kept by the Company under Section 352 of the SFO, or which were required to be notified to the Company and the Stock Exchange pursuant to the Model Code.

3. DISCLOSURE OF OTHER INTERESTS OF THE DIRECTORS

(a) Competing interests

As of the Latest Practicable Date, none of the Directors and their respective close associates were interested in any business (apart from the Group's business) which competes or is likely to compete, either directly or indirectly, with the Group's business.

(b) Interests in assets

As of the Latest Practicable Date, none of the Directors had any interest, directly or indirectly, in any asset which had been acquired, disposed of by or leased to any member of the Group, or was proposed to be acquired, disposed of by or leased to any member of the Group, since 31 December 2024 (being the date to which the latest published audited consolidated financial statements of the Group were made up).

(c) Interests in contracts or arrangements

Save as disclosed in the Company's connected transactions as disclosed in this circular and its annual report for the year ended 31 December 2024, as of the Latest Practicable Date, none of the Directors was materially interested in any contract or arrangement subsisting as of the Latest Practicable Date which was significant in relation to the business of the Group.

(d) Service contracts

As of the Latest Practicable Date, none of the Directors had entered into any existing or proposed service contract with any member of the Group (excluding contracts expiring or determinable by such member of the Group within one year without payment of compensation, other than statutory compensation).

4. EXPERT AND CONSENT

The following is the qualification of the expert who has given opinions or advice which are contained in this circular:

Name	Qualification
Lego Corporate Finance Limited	a corporation licensed to carry out Type 6 (advising on corporate finance) regulated activity under the SFO

As of the Latest Practicable Date, Lego has given, and has not withdrawn, its written consent to the issue of this circular with the inclusion herein of its letter and the references to its name in the form and context in which they appear.

As of the Latest Practicable Date, Lego did not have any shareholding in any member of the Group, or any right (whether legally enforceable or not) to subscribe for or to nominate persons to subscribe for securities in any member of the Group, or any interests, directly or indirectly, in any asset which had been acquired, disposed of by or leased to any member of the Group, or was proposed to be acquired, disposed of by or leased to any member of the Group, since 31 December 2024 (being the date to which the latest published audited consolidated financial statements of the Group were made up).

5. MATERIAL ADVERSE CHANGE

As of the Latest Practicable Date, the Directors were not aware of any material adverse change in the financial or trading position of the Group since 31 December 2024 (being the date to which the latest published audited consolidated financial statements of the Group were made up).

6. MISCELLANEOUS

If there is any inconsistency between this circular and its Chinese translation, this circular shall prevail. For ease of reference, the names of Chinese laws and regulations, government authorities, institutions, natural persons or other entities (including certain subsidiaries) have been included in this circular in the Chinese and English languages, and in the event of any inconsistency, the Chinese version shall prevail.

7. DOCUMENTS ON DISPLAY

Copies of the following documents will be published on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.semk.net) from the date of this circular and up to and including the date which is 14 days from the date of this circular:

(a) the Merchandise Supply and Related Services Master Framework Agreement;

(b) the letter from the Independent Board Committee to the Independent Shareholders, the text of which is set out in this circular; and

(c) the letter from the Independent Financial Adviser, the text of which is set out in this circular.

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 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 Tuesday, 16 December 2025 at 3:00 p.m. for the purposes of considering and, if thought fit, passing (with or without amendments) the following resolution.

ORDINARY RESOLUTION

"**THAT**, the merchandise supply and related services master framework agreement (the "**Merchandise Supply and Related Services Master Framework Agreement**") entered into among the Company, ENS Toys (Huizhou) Limited* (盈森玩具(惠州)有限公司), ENS Apparel (Huizhou) Co., Ltd.* (盈森服飾(惠州)有限公司) and ISA Global Licensing Limited on 7 November 2025 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 Merchandise Supply and Related Services Master Framework Agreement 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 Merchandise Supply and Related Services Master Framework Agreement."

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

Hong Kong, 28 November 2025

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 3:00 p.m. on Sunday, 14 December 2025 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 Friday, 12 December 2025 to Tuesday, 16 December 2025, 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 Thursday, 11 December 2025. The record date for attending and voting at the EGM is Tuesday, 16 December 2025.

(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 resolution(s) 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 Tuesday, 16 December 2025, 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. Sung Chi Keung and Mr. Lyu Xingyuan as executive Directors, Ms. Xu Wenya as non-executive Director and Ms. Leung Ping Fun Anita, Prof. Chan Ka Yin Karen, JP and Mr. Wu Di as independent non-executive Directors.

* *For identification purposes only*