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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)

CONTINUING CONNECTED TRANSACTIONS – RENEWAL OF MERCHANDISE SUPPLY AND RELATED SERVICES MASTER FRAMEWORK AGREEMENT

MERCHANDISE SUPPLY AND RELATED SERVICES MASTER FRAMEWORK AGREEMENT

The Board announces that, on 16 November 2026, 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 on 1 January 2027 and ending on 31 December 2027. 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.

LISTING RULES IMPLICATIONS

As (i) each of ENS Toys and ENS Apparel is ultimately wholly-owned by Mr. Hui, an 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 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.

GENERAL

The Circular containing, among other things, (i) further information in relation to the Merchandise Supply and Related Services Master Framework Agreement; (ii) the recommendation from the Independent Board Committee to the Independent Shareholders in respect of the Merchandise Supply and Related Services Master Framework Agreement; (iii) the letter of advice from the Independent Financial Adviser to the Independent Board Committee and the Independent Shareholders in respect of the Merchandise Supply and Related Services Master Framework Agreement; and (iv) a notice of the EGM, is expected to be despatched by the Company to the Shareholders on or before 7 December 2026.

EGM

An EGM will be convened and held for the Independent Shareholders to consider and, if thought fit, to approve the Merchandise Supply and Related Services Master Framework Agreement and the transactions contemplated thereunder. An Independent Board Committee comprising all 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. Red Sun has been appointed as the Independent Financial Adviser to advise the Independent Board Committee and the Independent Shareholders in this regard.

INTRODUCTION

Reference is made to the Company's announcement dated 7 November 2025 in relation to the 2025 Framework Agreement entered into among the Company, ENS Toys, ENS Apparel and ISA Global. The 2025 Framework Agreement will expire on 31 December 2026.

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 16 November 2026 for a term of one year commencing on 1 January 2027 and ending on 31 December 2027. 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.

MERCHANDISE SUPPLY AND RELATED SERVICES MASTER FRAMEWORK AGREEMENT

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

Date:	16 November 2026
Parties:	the Company, as purchaser
	ENS Toys, as a supplier
	ENS Apparel, as a supplier
	ISA Global, as a supplier
Term:	one year from 1 January 2027 to 31 December 2027

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 or ISA Global. The types and quantities of merchandise or services to be purchased, purchase prices and delivery terms shall be specified in an individual purchase order (each, a "**Purchase Order**") placed by the Group.

Pricing Basis

The products 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 report for the year ended 31 December 2025, the actual transaction amount with ENS Toys under the 2024 Framework Agreement for the year ended 31 December 2025 was approximately HK$35,460,000. The historical transaction amount for the warehousing services provided by ISA Global to the Group for the year ended 31 December 2025 was approximately HK$240,000.

For the nine months ended 30 September 2026, the aggregate actual transaction amount incurred under the 2025 Framework Agreement was approximately HK$22,915,000 (comprising: (i) approximately HK$19,910,000 for merchandise procurement from ENS Toys and ENS Apparel; (ii) approximately HK$2,100,000 for logistics services from ENS Toys; (iii) approximately HK$725,000 for warehousing services from ENS Toys; and (iv) approximately HK$180,000 for warehousing services from ISA Global), representing approximately 63.27% of the pro-rated annual cap (HK$36,217,500) relative to the full-year cap of HK$48,290,000 for the year ending 31 December 2026.

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 commencing on 1 January 2027 and ending on 31 December 2027 is fixed at HK$44,660,000 (the "**Annual Cap**").

The Annual Cap was determined with reference to the following factors: (i) the aggregate historical transaction amounts incurred under the 2024 Framework Agreement for the year ended 31 December 2025 and under the 2025 Framework Agreement for the nine months ended 30 September 2026, as disclosed above; (ii) the Group's business development plan for the year ending 31 December 2027; (iii) the current market conditions in 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 2027; and (v) a moderate buffer allocated across the aforementioned components to accommodate potential upside in business volume.

The Annual Cap is quantitatively broken down into the following key components: (a) approximately HK$39,000,000 for merchandise procurement from ENS Toys and ENS Apparel, (b) approximately HK$4,300,000 for logistics services from ENS Toys, (c) approximately HK$1,070,000 for warehousing services from ENS Toys, and (d) approximately HK$290,000 for warehousing services from ISA Global.

REASONS AND BENEFITS OF ENTERING INTO OF 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 the 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) For transactions with ENS Toys and ENS Apparel (as the case may be), prior to entering into any transaction, 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 or ENS Apparel will be submitted to the Group's product planning department for approval;

(2) Upon receipt of the summary report, 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) For transactions with ISA Global, prior to entering into any transaction, 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. When the cumulative transaction amount reaches 70% of the Annual Cap, it will immediately 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 and the review report from the external auditor 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 THE PARTIES

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.

ENS Toys

ENS Toys is a limited company established under the laws of the PRC and its entire equity interest 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.

ENS Apparel

ENS Apparel is a limited company established under the laws of the PRC and its entire equity interest 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 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.

LISTING RULES IMPLICATIONS

As (i) each of ENS Toys and ENS Apparel is ultimately wholly-owned by Mr. Hui, an 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 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.

INDEPENDENT BOARD COMMITTEE AND INDEPENDENT FINANCIAL ADVISER

An Independent Board Committee comprising all 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. Red Sun has been appointed as the Independent Financial Adviser to advise the Independent Board Committee and the Independent Shareholders in this regard.

EGM

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

A circular (the "**Circular**") containing, among other things, (i) further information in relation to the Merchandise Supply and Related Services Master Framework Agreement; (ii) the recommendations from the Independent Board Committee to the Independent Shareholders in respect of the Merchandise Supply and Related Services Master Framework Agreement; (iii) the letter of advice from the Independent Financial Adviser to the Independent Board Committee and the Independent Shareholders in respect of the Merchandise Supply and Related Services Master Framework Agreement; and (iv) a notice of the EGM, is expected to be despatched by the Company to the Shareholders on or before 7 December 2026.

As of the date of this announcement, Mr. Hui is considered to have a material interest 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 will be required to abstain from voting on the relevant resolution(s) approving the Merchandise Supply and Related Services Master Framework Agreement (including the Annual Cap) and the transactions contemplated thereunder at the EGM. Mr. Hui accordingly abstained from voting on the relevant 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 30,352,750 unvested Shares (representing approximately 3.01% of the total issued share capital of the Company) as at the date of this announcement, will be required to abstain from voting for all the resolutions 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 nor have they 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 accordingly, they are not 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.

DEFINITIONS

In this announcement, unless the context otherwise requires, the following expressions 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
"2024 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

"2025 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 on 1 January 2026 and ending on 31 December 2026
"associate(s)"	has the meaning ascribed to it under the Listing Rules
"Board"	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)"	the directors of the Company
"EGM"	the extraordinary general meeting of the Company to be convened 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 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 in the PRC on 19 January 2007 and ultimately wholly owned by Mr. Hui
"Group"	the Company and its subsidiaries
"HK$"	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 "Red Sun"	Red Sun Capital 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(s) 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
"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 16 November 2026 entered into among the Company, ENS Toys, ENS Apparel and ISA Global for a term of one year commencing on 1 January 2027 and ending on 31 December 2027
"Mr. Hui"	Mr. Hui Ha Lam, the chairman of the Board, chief executive officer of the Company, an executive Director and one of the controlling shareholders of the Company
"PRC"	the People's Republic of China
"SFO"	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
"Share(s)"	the ordinary share(s) of USD0.000025 each in the share capital of the Company
"Shareholders"	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

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

Hong Kong, 16 November 2026

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 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*