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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)

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

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

The Board announces that on 31 October 2023, the Company granted a total of 14,608,000 Awarded Shares (the “**Grant**”) to 62 Selected Participants (the “**Grantee(s)**”), who are the employees of the Group, in accordance with the terms of the Scheme and subject to the acceptance of the Grantees.

Details of the Grant are as follows:

Date of the Grant:	31 October 2023
Number of the Awarded Shares granted:	14,608,000
Average purchase price of the Awarded Shares granted:	Approximately HK\$1.681
Closing price of the Shares on the date of the Grant:	HK\$1.510

Vesting period of the Awarded Shares: The Awarded Shares granted shall be vested over six months to two years and six months from the date of the Grant. The Board considers that a shorter vesting period is appropriate for recognising the contributions of certain Grantees and to provide them with incentives for the continual operation and development of the Group, which is in line with the purposes of the Scheme.

Performance targets attached to the Awarded Shares granted: The Awarded Shares are granted to the Grantees based on their respective positions, job tenures and/or achievements of performance targets. The Group has in place a performance evaluation mechanism for the relevant Grantees to comprehensively evaluate their performance and contribution to the Group. Based on their performance evaluation results, the Grantees will receive different levels of ratings which may affect the number of the Awarded Shares to be vested in such Grantee.

Clawback mechanism: The Awarded Shares granted are subject to the clawback mechanism as set out in the Scheme, in particular, the lapse of the Awarded Shares upon cessation of employment of the Grantee.

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

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

As at the date of this announcement, the number of Shares available for future grant under the scheme mandate of the Scheme is 83,491,300.

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

Hong Kong, 31 October 2023

As at the date of this announcement, the Board comprises Mr. Hui Ha Lam as chairman of the Board and executive Director, Mr. Kwok Chun Kit, Mr. Cheung Chin Yiu, and Mr. Tse Tsz Leong as executive Directors, Mr. Li Xiang as non-executive Director and Ms. Leung Ping Fun Anita, Mr. Sung Chi Keung and Dr. Chan Kai Yue Jason, MH, JP as independent non-executive Directors.