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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)**

**CHANGE OF INDEPENDENT NON-EXECUTIVE DIRECTOR**

**AND**

**CHANGE IN COMPOSITION OF BOARD COMMITTEES**

The Board hereby announces that with effect from 2 January 2025:

1. Dr. Chan Kai Yue Jason, *MH, JP* has resigned as the independent non-executive Director, and ceased to be a member of each of the Audit Committee and the Nomination Committee; and
2. Prof. Chan Ka Yin Karen, *JP* has been appointed as the independent non-executive Director and a member of each of the Audit Committee and the Nomination Committee.

**CHANGE OF INDEPENDENT NON-EXECUTIVE DIRECTOR AND CHANGE IN COMPOSITION OF BOARD COMMITTEES**

The board (the “**Board**”) of directors (the “**Director(s)**”) of B.Duck Semk Holdings International Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) hereby announces that with effect from 2 January 2025, Dr. Chan Kai Yue Jason, *MH, JP* (“**Dr. Chan**”) has tendered his resignation as an independent non-executive Director, and ceased to be a member of each of the audit committee (the “**Audit Committee**”) and the nomination committee (the “**Nomination Committee**”) of the Board in order to devote more time to his other personal goals.

Dr. Chan confirmed that he did not have any disagreement with the Board and that there are no other matters in respect of his resignation that need to be brought to the attention of the shareholders of the Company (the “**Shareholders**”).

The Board would like to extend its appreciation to Dr. Chan for his valuable contributions to the Group during his tenure of office.

The Board also announces that Prof. Chan Ka Yin Karen, *JP* (“**Prof. Chan**”) has been appointed as the independent non-executive Director and a member of each of the Audit Committee and the Nomination Committee, with effect from 2 January 2025.

Biographical details of Prof. Chan are set out below:

Prof. Chan Ka Yin Karen, *JP*, aged 48, has been Vice President and Executive Director of German Pool (Hong Kong) Limited since 2006, and the Executive Director of German Pool O2O Limited since 2016. Prof. Chan is also Founding Chairlady of the Hong Kong O2O E-Commerce Federation, and Founder and Creative Director of the creative artistic fashion brand Sparkle Collection - Sparkle by Karen Chan since 2017, as well as the Founder and Chairlady of Sparkle Charity Foundation Limited since 2021. Prof. Chan is also an Adjunct Professor at The Hang Seng University of Hong Kong (School of Humanities and Social Science) and serves as a School Advisor at Hong Kong Metropolitan University (LiPACE).

Prof. Chan obtained a Master of Science degree in Marketing from The Chinese University of Hong Kong in 2009, a Master of Arts degree in Business Teachers of Business Education in Higher Education from New York University in 2000 and double Bachelor of Arts degrees in Business Administration and Economics from the University of Washington in 1998. In 2019, she was honored with an Honorary Fellowship from the Vocational Training Council (“VTC”).

Prof. Chan has been appointed as Justice of the Peace (JP) by Government of the HKSAR, and has been awarded Young Industrialist Award of HK, JCI-HK Ten Outstanding Young Persons Award, APEC Young Women Innovator Award, HKWPEA Outstanding Women Entrepreneurs Award, Hong Kong Cultural & Creative Industries Award, GBA Outstanding Young Cultural and Creative Entrepreneurs Award, and GBWEA Golden Bauhinia Women Art & Cultural Entrepreneur Award among others.

Prof. Chan is Deputy Chairman of the Federation of Hong Kong Industries, Vice Chairman of the Q-Mark Council, Member of the HK Arts Development Council and Chairman of its Arts & Promotion Committee as well as Vice Chairman of their Xiqu Group, Member of the HK Museum Advisory Committee and its Art Sub-committee, Member of the PCPD Personal Data (Privacy) Advisory Committee, THEi Board of Governors, Member of the Innovation and Technology Bureau’s Innovation and Technology Fund “Re-industrialization Funding Scheme” Vetting Committee, Consultant to the Employees Retraining Board and Member of the Appeal Boards Panel of the Education Bureau.

Prof. Chan has previously sat on the Board of Governors of the HK Philharmonic Orchestra Society Limited, and was a Council Member of the Communications Authority, Member of each of the Council and Audit Committee of The Hong Kong Polytechnic University, Member of the VTC Council, a Non-official Director of HK Cyberport Management Co. Ltd and Adjunct Professor at Hong Kong Baptist University.

Prof. Chan has signed a letter of appointment issued by the Company for her appointment as independent non-executive Director for a term of three years commencing from 2 January 2025, subject to early vacation of office with not less than three months' notice in writing served by either party on the other. She is subject to re-election at the first annual general meeting of the Company after her appointment and thereafter subject to retirement by rotation and re-election at annual general meetings of the Company pursuant to the articles of association of the Company. Prof. Chan is entitled to a director's fee of HK\$180,000 per annum which is determined with reference to her duties, responsibilities, the prevailing market conditions, and the recommendation from the remuneration committee of the Company.

Save as disclosed above, as at the date of this announcement, Prof. Chan (i) has not held any directorships in other listed companies in the last three years; (ii) does not have any other major appointments and professional qualifications; (iii) does not hold any other position with the Company or other members of the Group; (iv) does not have any relationship with any Directors, senior management, substantial or controlling shareholders (as respectively defined under the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "**Listing Rules**")) of the Company; and (v) does not have or is not deemed to have any interests or short positions in the shares, underlying shares or debentures of the Company or any of its associated corporation (within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)).

As at the date of this announcement, Prof. Chan has confirmed (i) her independence as regards each of the factors referred to in Rule 3.13(1) to (8) of the Listing Rules; (ii) that she has no past or present financial or other interests in the business of the Company or any of its subsidiaries or any connection with any core connected person (as defined under the Listing Rules) of the Company; and (iii) that there are no other factors that may affect her independence at the time of her appointment. The Nomination Committee and the Board are of the view that Prof. Chan has met the independence requirements set out in Rule 3.13 of the Listing Rules.

Save as disclosed above, the Company is not aware of any matters that need to be brought to the attention of the Shareholders in relation to the appointment of Prof. Chan, and there is no other information relating to Prof. Chan which is required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules.

The Board would like to express its warm welcome to Prof. Chan on her new appointments.

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

Hong Kong, 2 January 2025

*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. Cheung Chin Yiu as executive Directors, Mr. Liang Xingchao as non-executive Director and Ms. Leung Ping Fun Anita, Mr. Sung Chi Keung and Prof. Chan Ka Yin Karen, JP as independent non-executive Directors.*