
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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

If you have sold or transferred all your shares in **Vision Deal HK Acquisition Corp.**, you should at once hand this circular, together with the enclosed form of proxy, and the Share Redemption Election Form(s) 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.

If the Company is able to complete the De-SPAC Transaction before the EGM, the EGM will be cancelled. In this case, the Company will disregard the proxy form(s) and the Share Redemption Election Form(s) received from the Shareholders during the Share Redemption Election Period, and the relevant share certificate(s) will be returned to the Shareholders who have elected for the Share Redemption.

Hong Kong Exchanges and Clearing Limited, Hong Kong Securities Clearing Company Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.

Vision Deal HK Acquisition Corp.

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 7827)

(Warrant Code: 4827)

(1) PROPOSED EXTENSION OF DEADLINE FOR COMPLETION OF THE DE-SPAC TRANSACTION AND (2) NOTICE OF EXTRAORDINARY GENERAL MEETING

The notice convening the EGM of Vision Deal HK Acquisition Corp. to be held at Units 5906-5912, 59/F, The Center, 99 Queen's Road Central, Hong Kong on Friday, 6 December 2024 at 3:30 p.m. is set out on page 13 of this circular. Forms of proxy for use at the EGM is also enclosed. Such forms of proxy are also published on the websites of Hong Kong Exchanges and Clearing Limited (www.hkexnews.hk) and the Company (www.visiondeal.hk).

Whether or not you are able to attend and vote at the EGM, you are requested to complete and sign the enclosed appropriate form(s) of proxy for use at the EGM in accordance with the instructions printed thereon and return it to the Hong Kong Share Registrar of the Company, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the EGM (i.e. not later than 3:30 p.m. on Wednesday, 4 December 2024 (Hong Kong time)) or the adjourned meeting (as the case may be). Completion and return of the form(s) of proxy will not preclude shareholders from attending and voting in person at the EGM if they so wish.

If the Proposed Extension is not approved by Class A Shareholders at the EGM, the Company (i) will not have sufficient time to complete the De-SPAC Transaction with the De-SPAC Target before the Completion Deadline, and (ii) will be required to liquidate and dissolve pursuant to the Company Articles. **Therefore, the Shareholders are strongly recommended to vote FOR the resolution to be proposed at the EGM, EVEN IF you intend to elect to redeem all or part of your Class A Shares.**

21 November 2024

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DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions shall have the following meanings:

“Board”	the board of Directors
“Business Day”	a day (other than a Saturday or a Sunday or and a public holiday in Hong Kong, Cayman Islands or the PRC or a day on which a tropical cyclone warning signal no. 8 or above or black rainstorm warning signal is hoisted in Hong Kong) on which licensed banks in Hong Kong, Cayman Islands or the PRC are generally open to the public in Hong Kong or the PRC (as applicable) for normal banking business and on which the Stock Exchange is open for the business of dealing in securities
“Class A Share(s)”	Class A ordinary shares in the share capital of the Company with a par value of HK\$0.0001 each and, after the De-SPAC Transaction, the class A ordinary shares of the Successor Company or such other ordinary shares of the Successor Company that the Class A Shares convert into or are exchanged
“Class A Shareholder(s)”	holder(s) of the Class A Share(s)
“Class B Share(s)”	Class B ordinary shares in the share capital of the Company with a par value of HK\$0.0001 each
“Class B Shareholder(s)”	holder(s) of the Class B Share(s)
“Company”	Vision Deal HK Acquisition Corp., an exempted company incorporated under the laws of the Cayman Islands with limited liability on 20 January 2022, the Shares of which are listed on the Main Board of the Stock Exchange
“Company Articles”	the memorandum and articles of association of the Company currently in force, as amended, modified or otherwise supplemented from time to time
“Current Listing Application”	the new listing application by the Successor Company to the Stock Exchange on 27 June 2024 for the listing of, and permission to deal in, the Successor Company Shares and Successor Company Listed Warrants in respect of the De-SPAC Transaction

DEFINITIONS

“De-SPAC Target(s)”	the target(s) of a De-SPAC Transaction
“De-SPAC Transaction”	an acquisition of, or a business combination with, a De-SPAC Target by the Company that results in the listing of a Successor Company
“DealGlobe”	DealGlobe Limited, a company incorporated in the United Kingdom on 12 December 2013 with limited liability, an entity authorized and regulated by the Financial Conduct Authority to conduct corporate finance business in the United Kingdom and one of the Promoters
“Director(s)”	the director(s) of the Company
“EGM” or “Extraordinary General Meeting”	the extraordinary general meeting of the Company to be held at Units 5906-5912, 59/F, The Center, 99 Queen’s Road Central, Hong Kong on Friday, 6 December 2024 at 3:30 p.m., to consider and, if appropriate, to approve the resolutions contained in the notice of the meeting which is set out on page 13 of this circular, or any adjournment thereof
“Escrow Account”	the ring-fenced escrow account located in Hong Kong with the CCB (Asia) Trustee Company Limited acting as trustee of such account pursuant to the Escrow Agreement
“Escrow Agreement”	the Deed of Trust dated 2 June 2022 between the Company and CCB (Asia) Trustee Company Limited, in its capacity as trustee of the Escrow Account
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Hong Kong Share Registrar”	Tricor Investor Services Limited
“Latest Practicable Date”	20 November 2024, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular

DEFINITIONS

“Listed Warrants”	subscription warrants issued to investors of the Class A Shares which upon exercise entitles the holder to subscribe for one Class A Share per Listed Warrant at HK\$11.50 per Class A Share
“Listing Committee”	the listing committee appointed by the Stock Exchange for considering applications for listing and granting of listing of securities on the Stock Exchange
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange as amended from time to time
“Opus Capital”	Opus Capital Limited, a company incorporated in Hong Kong on 9 January 2014 with limited liability, a corporation licensed to conduct Type 6 (advising on corporate finance) regulated activity as defined under the SFO and one of the Promoters as at the Latest Practicable Date
“PRC” or “China”	the People’s Republic of China, but for the purpose of this circular, except where the context requires, references in this document to the PRC or China exclude Hong Kong, Macau and Taiwan
“Promoters”	Mr. Zhe Wei, DealGlobe and Opus Capital
“Proposed Extension”	the proposed six-month extension of the deadline for completion of the De-SPAC Transaction to 9 June 2025
“Redeeming Shareholder(s)”	Shareholder(s) who have validly exercised their Redemption Right
“Redeeming Shares”	the Class A Shares in respect of which the relevant Shareholder has validly exercised its Redemption Right
“Redemption Price”	the per-share price at which the Company will redeem the Class A Shares in respect of which the relevant Shareholder has validly exercised its Redemption Right
“Redemption Right”	the redemption rights of Class A Shareholders in relation to the De-SPAC Transaction or as otherwise provided in the Company Articles
“SFC”	the Securities and Futures Commission of Hong Kong

DEFINITIONS

“SFO”	the Securities and Futures Ordinance (Chapter 571 of the laws of Hong Kong)
“Share(s)”	the Class A Shares and the Class B Shares
“Share Redemption”	the redemption of all or part of the Class A Shares held by the Class A Shareholders at the Redemption Price
“Share Redemption Election Form”	the form of election to be completed by Redeeming Shareholders in order to elect to exercise the Redemption Right, which is dispatched to Class A Shareholders together with this circular and form of proxy for the EGM
“Share Redemption Election Period”	the election period for the Share Redemption which starts on 21 November 2024, being the date of the notice of the EGM, and ends at 3:30 p.m. on 6 December 2024, being the date and time of commencement of the EGM
“Shareholder(s)”	holder(s) of Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Successor Company”	the company which is listed on the Stock Exchange upon the completion of a De-SPAC Transaction

LETTER FROM THE BOARD

Vision Deal HK Acquisition Corp.

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 7827)

(Warrant Code: 4827)

Executive Directors:

Mr. Zhe Wei (衛哲) (*Chairman*)

Mr. Lin Feng (馮林) (*Chief Executive Officer*)

Mr. Lishu Lou (樓立樞) (*Chief Strategy Officer*)

Non-executive Directors:

Mr. Juan Christian Graf Thun-Hohenstein

Mr. Shu Fun Francis Alvin Lai (黎樹勳)

Mr. Wai Hung Cheung (張偉雄)

Independent Non-executive Directors:

Mr. Michael Ward

Dr. Weiru Chen (陳威如)

Dr. Shirley Ze Yu (于澤)

Registered Office:

PO Box 309

Ugland House

Grand Cayman

KY1-1104

Cayman Islands

Principal Place of Business

in Hong Kong:

5/F, Manulife Place

348 Kwun Tong Road

Kowloon, Hong Kong

21 November 2024

To the Shareholders

Dear Sir/Madam,

**(1) PROPOSED EXTENSION OF DEADLINE FOR
COMPLETION OF THE DE-SPAC TRANSACTION
AND
(2) NOTICE OF EXTRAORDINARY GENERAL MEETING**

1. INTRODUCTION

Reference is made to (i) the listing document of the Company dated 10 June 2022 (the “**Offering Circular**”), (ii) the announcement of the Company dated 8 December 2023 in relation to the De-SPAC Transaction (the “**De-SPAC Announcement**”) (iii) the announcements of the Company dated 15 December 2023 and 27 June 2024 in relation to the filing of new listing application to the Stock Exchange by the Successor Company; and (iv) the announcements of the Company dated 26 February 2024, 30 April 2024, 28 June 2024 and 30 September 2024 in relation to delay in dispatch of circular (together, the “**Previous Announcements**”). Unless otherwise defined, capitalized terms in this announcement shall have the same meanings as those defined in the Offering Circular, the De-SPAC Announcement and the Previous Announcements.

LETTER FROM THE BOARD

The purpose of this circular is to provide you with details of the EGM and the resolution to be proposed at the EGM for the Shareholders to consider and approve the proposed extension of deadline for completion of the De-SPAC Transaction and to provide all reasonably required information to enable you to make an informed decision on whether to vote for or against or abstain from voting at EGM. The notice of the EGM is set out on page 13 of this circular.

2. THE PROPOSED EXTENSION

Background

As outlined in the Offering Circular and in accordance with Article 54.2 of the Company Articles, the Company has undertaken and must complete the De-SPAC Transaction within 30 months of the date of its listing, being 9 December 2024 (the “**Completion Deadline**”). The Completion Deadline may be extended for up to six months subject to an ordinary resolution of the Class A Shareholders at a general meeting (on which the Promoters and their respective close associates must abstain from voting) to modify the undertaking and approval by the Stock Exchange.

Accordingly, the Board proposes to seek Shareholders’ approval at the EGM for a six-month extension of the Completion Deadline to 9 June 2025.

Reasons for the Proposed Extension

Pursuant to the new regime introduced by the China Securities Regulatory Commission (the “**CSRC**”) on 31 March 2023, all Mainland companies are required to register their direct or indirect overseas listings and securities offerings with the CSRC by filing materials under the Trial Administrative Measures of Overseas Securities Offering and Listing by Domestic Companies (the “**Measures**”). The listing applicant on the Stock Exchange must complete the filings as stipulated under the Measures to finalize the listing process (the “**Filing**”).

Pursuant to FAQ 11.7 – No. 1 February 2023 (last updated in May 2024) regarding the PRC’s filing requirements for overseas listings and securities offerings by Mainland companies, as a general principle, listed issuers must comply with applicable laws and regulations at all times. Accordingly, where a listed issuer’s proposed issuance of securities falls within the PRC new filing regime, its directors should ensure that the listed issuer has completed the Filing with the CSRC in accordance with the PRC filing requirements. As a general practice, the Exchange may require listed issuers to confirm compliance with the PRC filing requirements or other laws and regulations applicable to their material transactions as part of its vetting process of transaction circulars.

LETTER FROM THE BOARD

The Target Company has informed the Company that, as of the Latest Practicable Date, it is contemplated that the Filing will not complete before the Completion Deadline. Therefore, the Company has proposed to extend the Completion Deadline for up to six months to allow the Target Company to maintain the vetting process for the De-SPAC Transaction.

Status of Regulatory Vetting of the De-SPAC Transaction

As of the Latest Practicable Date, the Company, after making certain inquiries, has not received updates regarding the status of the Filing, including whether there are any significant updates. Since the Company is not the applicant for the Filing, it is unable to ascertain the status of the regulatory vetting.

According to the “Table of Securities Issuance and Listing Registration by Domestic Enterprises Overseas (Initial Public Offerings and Full Circulation)” issued by the CSRC, which details active applications for Filing in the website (as of 14 November 2024), the Company is not aware and able to discern any concrete and relevant information concerning the concerned subject matter of the De-SPAC Transaction, and no further updates regarding the status are available on the website. As of the Latest Practicable Date, there is no active Filing in the CSRC. Therefore, to the best of the Company’s knowledge and belief, there are no indications that the Filing notice can be obtained prior to the Completion Deadline.

The Shareholders of the Company are reminded that the Longstop Date of the Business Combination Agreement will lapse on 8 December 2024, and the listing application on the Stock Exchange for the Target Company will expire on 26 December 2024. Shareholders should note that there is no certainty regarding whether (i) the Longstop Date of the Business Combination Agreement will be mutually agreed upon for further extension, or (ii) the Current Listing Application will be renewed. Thus there is no certainty the De-SPAC Transaction could be completed upon the Proposed Extension. Class A Shareholders should exercise caution when dealing or contemplate dealing in or elect to their Class A Shares of the Company.

The Company will endeavor and make effort to complete the De-SPAC Transaction. With reference to the existing Listing Rule requirement that the De-SPAC Transaction must be completed within 36 months as stipulated under Rule 18B.70 of the Listing Rules, the Company believes that the Proposed Extension of 6 months from the self-imposed deadline of 30 months to the listing rule deadline of 36 months is reasonable as it provides a reasonable timeframe to implement and proceed with the De-SPAC Transaction as governed by the Chapter 18B framework. The Proposed Extension will also allow the Company to engage in further discussions regarding the De-SPAC Transaction and to take the necessary steps to advance the regulatory vetting procedures. Therefore, notwithstanding there is no certainty that the De-SPAC Transaction will be completed upon the Proposed Extension, Class A Shareholders are strongly recommended to vote for the resolution to be proposed at the EGM, even if they intend to elect to redeem all or part of their Class A Shares.

LETTER FROM THE BOARD

Upon obtaining approval for the Proposed Extension, the Company will inform the Target Company and conduct further commercial discussions concerning the implementation plan for the De-SPAC Transaction, including how to proceed with the Transaction and satisfy the requirements outlined under FAQ 11.7 – No.1 (February 2023, last updated May 2024) regarding Filing requirements.

Status of the De-SPAC Transaction

As of the Latest Practicable Date, the Filing process has yet to be completed. As part of the vetting process for the transaction circulars, this listing application in the Stock Exchange process remains ongoing. The De-SPAC Transaction, being an active application, is continuously subject to review by the SFC and the Stock Exchange. To the best of the Company's knowledge and belief, the vetting process with the regulators is still ongoing and there have been no substantial matters that have affected the active status of the listing application by way of the De-SPAC transaction.

Status of the Business Combination Agreement and Current Listing Application

As disclosed in the De-SPAC Announcement and the announcement of the Company dated 28 June 2024 in relation to the extension of Longstop Date under the Business Combination Agreement and the PIPE Investment Agreements, the Company, Target Company and the Target Merger Sub (the “**Merger Parties**”, each of them a “**Merger Party**”) have mutually agreed to extend the Longstop Date to 8 December 2024 or another date (as maybe agreed by the mutual written consent of the Merger Parties).

As disclosed in the announcement of the Company dated 27 June 2024, the Successor Company has re-submitted the Current Listing Application.

As the Current Listing Application remains valid and will only lapse on 26 December 2024, the Company will further discuss with the Target Company and the Target Merger Sub to further extend the Longstop Date of the Business Combination Agreement if the Proposed Extension is approved at the EGM. In the event that the Merger Parties mutually agree to further extend the Longstop Date by mutual written consent, the Company will make an announcement on the details of the extension of the Longstop Date.

Consequences if the Proposed Extension is not approved

As outlined in the Offering Circular and the De-SPAC Announcement, if the Proposed Extension is not approved at the EGM and the De-SPAC Transaction is not completed by 9 December 2024, the listings of the Class A Shares and the Listed Warrants on the Stock Exchange may be suspended by the Stock Exchange. Following such suspension, the Company must, within one month of such suspension, return the funds raised from its initial offering by redeeming all Class A Shares in consideration of the distribution or payment to all Class A Shareholders the monies held in the Escrow Account on a pro rata basis, for an amount per

LETTER FROM THE BOARD

Class A Share that must not be less than HK\$10.00 accordingly to the Company Articles, being the price at which the Class A Shares were issued at the Company's initial offering. Upon the return of such funds, the Stock Exchange will cancel the listing of the Class A Shares and the Listed Warrants.

3. SHARE REDEMPTION

As outlined in the Offering Circular, prior to the EGM to approve the Proposed Extension, the Company will provide Class A Shareholders (either indirectly through a broker or directly) the opportunity to elect to redeem all or part of their holdings of Class A Shares for an amount per Class A Share equal to the Redemption Price, to be paid out of the monies held in the Escrow Account. Pursuant to the Company Articles, the Redemption Price, payable in cash, will be equal to the aggregate amount then on deposit in the Escrow Account calculated as of two Business Days prior to the EGM (including interest or other income earned on the funds held in the Escrow Account and not previously released to the Company to pay its expenses or taxes), divided by the number of the then issued and outstanding Class A Shares. As the Redemption Price will be calculated on the aggregate amount then on deposit in the Escrow Account on 4 December 2024, being two Business Days prior to the EGM. As of the Latest Practical Date, the Redemption Price is estimated to be no less than HK\$10.10 per Class A Share. The Company will publish an announcement on the Redemption Price as soon as practicable after it has been determined, and in accordance with the Company Articles, such Redemption Price will in any case be no less than HK\$10.00 per Class A Share, being the price at which the Class A Shares were issued in the Company's initial offering.

There is no limit on the number of Class A Shares which a Class A Shareholder (alone or together with their close associates) may elect to redeem. **Class A Shareholders (either indirectly through a broker or directly) may elect to redeem their Class A Shares and appoint proxy irrespective of whether they vote for or against the Proposed Extension at the EGM.**

The Share Redemption Election Period starts on 21 November 2024, being the date of the notice of the EGM, and ends at 3:30 p.m. on 6 December 2024, being the date and time of commencement of the EGM. The payment of the Redemption Price to the Redeeming Shareholders will be completed within one month following the date of the EGM. The Company will announce the number of Class A Shares elected for redemption, the date of payment of the Redemption Price to the Redeeming Shareholders, and the poll results of the EGM as soon as practicable following the conclusion of the EGM.

A Share Redemption election will not be accepted unless a Class A Shareholder (either indirectly through a broker or directly) delivers the duly completed and executed Share Redemption Election Form, together with the share certificate(s) representing the relevant number of Class A Shares to the Hong Kong Share Registrar of the Company by the end of the Share Redemption Election Period. The Redemption Election Form is dispatched to Class A Shareholders together with the notice of EGM and this circular.

LETTER FROM THE BOARD

If the Proposed Extension is approved at the EGM, Class A Shareholders (either indirectly through a broker or directly) who (i) have validly exercised their Redemption Right and elected to redeem all or part of their Class A Shares will receive payment of the Redemption Price for each of the Redeeming Shares; and (ii) have not elected to redeem their Class A Shares or have otherwise failed to validly exercise their Redemption Right will retain their remaining shareholding in the Company.

If the Proposed Extension is not approved at the EGM, the Share Redemption will not proceed. If the Company is able to complete the De-SPAC Transaction before the EGM, the EGM will be cancelled and the Share Redemption will not proceed. In either case, the Company will disregard the proxy form(s) and the Share Redemption Election Form(s) received from the Shareholders during the Share Redemption Election Period, and the relevant share certificate(s) will be returned to the Shareholders who have elected for the Share Redemption. In such case, the Company will make an announcement on the Stock Exchange of the expected date of return of the share certificate(s) delivered by the Shareholders who have elected for the Share Redemption and arrange for the Hong Kong Share Registrar of the Company to promptly return any such share certificate(s).

Moreover, if the De-SPAC Transaction is not completed by 9 December 2024, the listings of the Class A Shares and the Listed Warrants on the Stock Exchange may be suspended by the Stock Exchange. See “Letter from the Board – II. the Proposed Extension – Consequences if the Proposed Extension is not approved” for details.

Potential impact on public float and potential suspension of trading

Upon the completion of the Share Redemption, there may be a decrease in the total number of Shares in issue, resulting in an increased shareholding percentages for the remaining Shareholders. If the Company is unable to maintain sufficient level of the SPAC Class A Shares upon the completion of the Share Redemption, the Company may not be able to meet the public float requirement under Rule 18B.05 and Rule 8.08(1)(a) of the Listing Rules. If the Company is unable to fulfill the public float requirement of at least 25% of its total issued Shares under Rule 18B.05 and Rule 8.08(1)(a) of the Listing Rules as a result of the Share Redemption, the Stock Exchange reserves the right to suspend trading until appropriate steps have been taken to restore the minimum percentage of securities in public hands. The Company will take proactive measures and consider alternative plans to restore the public float of the Company to the minimum prescribed percentage as soon as practicable. Further announcement(s) will be made by the Company on the restoration of public float as and when appropriate.

4. EGM

The EGM will be held at Units 5906-5912, 59/F, The Center, 99 Queen’s Road Central, Hong Kong on Friday, 6 December 2024 at 3:30 p.m.. The notice of the EGM at which the resolution will be proposed to the Shareholders to consider and approve the Proposed Extension is set out on page 13 of this circular.

LETTER FROM THE BOARD

As outlined in the Offering Circular and the Company Articles, the Promoters and their respective close associates will be required to abstain from voting on the proposed resolution as set out in the notice of the EGM with respect to the Proposed Extension.

According to Rule 13.39(4) of the Listing Rules, any vote of Shareholders at a general meeting (save for certain procedural or administrative matters) must be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. Therefore, voting for the resolutions at the EGM will be taken by way of a poll. An announcement on the poll results will be published by the Company after the EGM in the manner prescribed under Rule 13.39(5) of the Listing Rules.

As at the Latest Practicable Date, to the best knowledge of the Directors, no Shareholder, except the Promoters and their respective close associates, has a material interest in and therefore no Shareholder is required to abstain from voting on the proposed resolution as set out in the notice of the EGM with respect to the Proposed Extension.

The form of proxy for use at the EGM is enclosed with this circular and published on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.visiondeal.hk). If you intend to appoint a proxy to attend the EGM, you are requested to complete and sign the enclosed appropriate form(s) of proxy for use at the EGM in accordance with the instructions printed thereon and return it to the Hong Kong Share Registrar of the Company, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the EGM (i.e. not later than 3:30 p.m. on Wednesday, 4 December 2024 (Hong Kong time)) or the adjourned meeting (as the case may be). Completion and return of the form(s) of proxy will not preclude Shareholders from attending and voting in person at the EGM if they so wish.

Class A Shareholders may vote for the Proposed Extension and appoint proxy irrespective of whether they elect to redeem their Class A Shares.

5. CLOSURE OF REGISTER OF MEMBERS

For determining the entitlement to attend and vote at the EGM, the register of members of the Company will be closed from Thursday, 5 December 2024 to Friday, 6 December 2024, both days inclusive, during which period no transfer of shares will be registered. If the EGM is cancelled, the register of members of the Company will be reopened on the Business Day of the cancellation.

LETTER FROM THE BOARD

6. 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.

7. RECOMMENDATION

The Directors (including all the independent non-executive Directors) consider that the Proposed Extension is in the best interests of the Company and the Shareholders as a whole. If the Proposed Extension is not approved by Class A Shareholders at the EGM, the Company (i) will not have sufficient time to complete the De-SPAC Transaction before the Completion Deadline, and (ii) will be required to liquidate and dissolve pursuant to the Company Articles. **Therefore, the Shareholders are strongly recommended to vote FOR the resolution to be proposed at the EGM, EVEN IF you intend to elect to redeem all or part of your Class A Shares.**

8. WARNINGS

The Shareholders and potential investors in the securities of the Company should note that the De-SPAC Transaction and all transactions thereunder are subject to, among other things, compliance with applicable legal and regulatory requirements, including the requirements for approval by shareholders of the companies concerned at general meeting(s) and approval of the Stock Exchange and/or other regulators. Accordingly, there is no certainty as to whether, and if so when, any such proposed transactions will proceed and/or will become effective.

The Shareholders and potential investors in the securities of the Company should exercise caution when dealing in the Shares or other securities of the Company. Any person who is in doubt about his/her/its position or any action to be taken is recommended to consult his/her/its own professional advisor(s).

Yours faithfully,
For and on behalf of the Board
Zhe WEI
Chairman and Executive Director

NOTICE OF EXTRAORDINARY GENERAL MEETING

Vision Deal HK Acquisition Corp.

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 7827)

(Warrant Code: 4827)

Notice is hereby given that the Extraordinary General Meeting (the “**EGM**”) of Vision Deal HK Acquisition Corp. (the “**Company**”) will be held at Units 5906-5912, 59/F, The Center, 99 Queen’s Road Central, Hong Kong on Friday, 6 December 2024 at 3:30 p.m. for the purpose of considering and, if though fit, passing the following resolutions:

Ordinary Resolution

1. To consider and approve the proposed six-month extension of the deadline for completion of the De-SPAC Transaction to 9 June 2025.

By Order of the Board
Vision Deal HK Acquisition Corp.
Zhe WEI
Chairman and Executive Director

Hong Kong, 21 November 2024

Notes:

1. The resolution at the meeting will be taken by poll (except where the chairman decides to allow a resolution relating to a procedural or administrative matter to be voted on by a show of hands) pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”). The results of the poll will be published on the websites of Hong Kong Exchanges and Clearing Limited and the Company in accordance with the Listing Rules.
2. Any shareholder of the Company entitled to attend and vote at the meeting is entitled to appoint a proxy/more than one proxy to attend and vote instead of him. A proxy need not be a shareholder of the Company. If more than one proxy is appointed, the number of shares in respect of which each such proxy so appointed must be specified in the relevant form of proxy. Every shareholder present in person or by proxy shall be entitled to one vote for each share held by him.
3. In order to be valid, the form of proxy together with the power of attorney or other authority, if any, under which it is signed or a certified copy of that power of attorney or authority, must be deposited at the Company’s branch share registrar in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, not less than 48 hours before the time appointed for the meeting (i.e. not later than 3:30 p.m. on Wednesday, 4 December 2024 (Hong Kong time)) or the adjourned meeting (as the case may be). Completion and return of the form of proxy shall not preclude a shareholder of the Company from attending and voting in person at the EGM and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
4. For determining the entitlement to attend and vote at the EGM, the register of members of the Company will be closed from Thursday, 5 December 2024 to Friday, 6 December 2024, both dates inclusive, during which period no transfer of shares will be registered. In order to be eligible to attend and vote at the EGM, unregistered holders of shares of the Company shall ensure that all transfer documents accompanied by the relevant share certificates must be lodged with the Company’s branch share registrar in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration not later than 4:30 p.m. on Wednesday, 4 December 2024.
5. In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the vote(s) of the other joint holder(s) and for this purpose seniority shall be determined as that one of the said persons so present whose name stands first on the register in respect of such share shall alone be entitled to vote in respect thereof.
6. References to time and dates in this notice are to Hong Kong time and dates.