

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in doubt as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, 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 forms 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.

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Vision Deal HK Acquisition Corp.

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 7827)

(Warrant Code: 4827)

**(1) PROPOSAL FOR
RE-ELECTION OF DIRECTORS
(2) RE-APPOINTMENT OF AUDITORS
(3) NOTICE OF ANNUAL GENERAL MEETING
AND
(4) NOTICE OF CLASS B SHAREHOLDERS' MEETING**

The Company is scheduled to convene the Annual General Meeting at Units 5906–5912, 59/F, The Center, 99 Queen's Road Central, Hong Kong on Friday, 23 June 2023 at 11:00 a.m., and the Class B Shareholders' Meeting after the conclusion or adjournment of the Annual General Meeting (whichever is the later). The notices of the Annual General Meeting and the Class B Shareholders' Meeting are set out on pages 13 to 14 and pages 15 to 16 of this circular respectively. Forms of proxy for use at the Annual General Meeting and Class B Shareholders' Meeting respectively are 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 Annual General Meeting and/or Class B Shareholders' Meeting, you are requested to complete and sign the enclosed appropriate form(s) of proxy for use at the Annual General Meeting and Class B Shareholders' Meeting in accordance with the instructions printed thereon and return it/them to 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 in case of Class A Shares, and/or to the Company's principal share registrar, Appleby Global Services (Cayman) Limited, at 71 Fort Street, George Town, Grand Cayman, Cayman Islands KY1-1106 in case of Class B Shares as soon as possible but in any event not less than 48 hours before the time appointed for the Annual General Meeting and Class B Shareholders' Meeting (i.e. not later than 11:00 a.m. on Wednesday, 21 June 2023 (Hong Kong time)) or the adjourned meeting (as the case may be). Completion and return of the form(s) of proxy will not preclude you from attending and voting in person at the Annual General Meeting and/or Class B Shareholders' Meeting if you so wish.

25 April 2023

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DEFINITIONS

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

“Annual General Meeting”	the annual 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, 23 June 2023 at 11:00 a.m., or any adjournment thereof, to consider and, if appropriate, to approve the resolutions contained in the notice of the meeting which is set out on pages 13 to 14 of this circular
“Articles of Association”	the articles of association of the Company currently in force, as amended, modified or otherwise supplemented from time to time
“Audit Committee”	the audit committee of the Board
“Auditors”	the auditors of the Company
“Board”	the board of Directors
“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 for
“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)
“Class B Shareholders’ Meeting”	the meeting of the Class B Shareholders to be held at Units 5906–5912, 59/F, The Center, 99 Queen’s Road Central, Hong Kong immediately after the conclusion or adjournment of the Annual General Meeting (whichever is the later), to consider and, if appropriate, to approve the resolutions contained in the notice of the meeting which is set out on pages 15 to 16 of this circular
“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
“De-SPAC Target(s)”	the target(s) of a De-SPAC Transaction

DEFINITIONS

“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
“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
“Latest Practicable Date”	20 April 2023, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular
“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 Date”	10 June 2022, the date on which the Class A Shares and the Listed Warrants are listed and dealings in the Class A Shares and the Listed Warrants first commence on the Main Board of the Stock Exchange
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange as amended from time to time
“Nomination Committee”	the nomination committee of the Board
“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, the Macau Special Administrative Region and Taiwan

DEFINITIONS

“Promoters”	Mr. Zhe Wei, DealGlobe and Opus Capital
“Remuneration Committee”	the remuneration committee of the Board
“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
“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 the 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*)

Registered Office:

71 Fort Street, PO Box 500

Grand Cayman

Cayman Islands

KY1-1106

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)

*Principal Place of Business
in Hong Kong:*

5/F, Manulife Place

348 Kwun Tong Road

Kowloon, Hong Kong

Independent Non-executive Directors:

Mr. Michael Ward

Mr. Shengwen Rong (戎勝文)

Dr. Weiru Chen (陳威如)

Dr. Shirley Ze Yu (于澤)

25 April 2023

To the Shareholders

Dear Sir/Madam,

**(1) PROPOSAL FOR
RE-ELECTION OF DIRECTORS
(2) RE-APPOINTMENT OF AUDITORS
(3) NOTICE OF ANNUAL GENERAL MEETING
AND
(4) NOTICE OF CLASS B SHAREHOLDERS' MEETING**

1. INTRODUCTION

The purpose of this circular is to provide you with details of the Annual General Meeting and the Class B Shareholders' Meeting and the resolutions to be proposed for the Shareholders to consider and approve as ordinary resolutions at the Annual General Meeting and the Class B Shareholders' Meeting 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 those resolutions. Such resolutions and details are set out in sections 2 to 3 of this letter from the Board.

LETTER FROM THE BOARD

2. PROPOSED RE-ELECTION OF DIRECTORS

In accordance with Article 31.2 of the Articles of Association, at each annual general meeting, one-third of the Directors for the time being, or, if their number is not three or a multiple of three, then the number nearest to but not less than one-third, shall retire from office by rotation provided that every Director (including those appointed for a specific term) shall be subject to retirement by rotation at least once every three years. Accordingly, Mr. Lin Feng, Mr. Lishu Lou, Mr. Shengwen Rong and Dr. Weiru Chen shall retire, and all of the above Directors, being eligible, will offer themselves for re-election at the Class B Shareholders' Meeting.

Pursuant to the offering document of the Company dated 6 June 2022 and the Articles of Association, the Class B Shareholders have the specific right to appoint Directors to the Board while holders of SPAC shares, i.e. the Class A Shareholders, shall have no right to vote on the appointment of any Director prior to the completion of the De-SPAC Transaction. Accordingly, separate resolutions will be proposed at the Class B Shareholders' Meeting for the Class B Shareholders to consider and, if thought fit, approve the re-election of each of the above Directors.

Mr. Shengwen Rong and Dr. Weiru Chen, independent non-executive Directors, and are holding other listed company directorships as contained in their biographical information set out in Appendix I to this circular, have confirmed their independence with reference to the factors set out in Rule 3.13 of the Listing Rules. Each of Mr. Shengwen Rong and Dr. Weiru Chen has been holding six listed company directorships including the directorship as an independent non-executive director of the Company.

Mr. Shengwen Rong and Dr. Weiru Chen attended most of the meetings of the Board and the Board committees held in the period from the Listing Date to 31 December 2022. Details of the attendance records are set out in the Corporate Governance Report as contained in the 2022 Annual Report of the Company. The relevant Board papers and materials were provided to the Directors for review and consideration prior to the meetings. Mr. Shengwen Rong and Dr. Weiru Chen have remained responsible for their performance functions and discharged their duties to the Company through active participation on the Board and by bringing balance of views as well as knowledge, experience and expertise.

Each of Mr. Shengwen Rong and Dr. Weiru Chen has confirmed that he will continue to devote sufficient time for the discharge of his functions and responsibilities as an independent non-executive Director. With his background and experience as set out in the biographical information, each of Mr. Shengwen Rong and Dr. Weiru Chen is fully aware of the responsibilities and expected time involvements in the Company. Based on the foregoing, the Board believes that the positions of each of Mr. Shengwen Rong and Dr. Weiru Chen outside the Company will not affect them in maintaining each of their current roles in, and their functions and responsibilities for, the Company.

The Nomination Committee has reviewed the structure and composition of the Board, the confirmations and disclosures given by the Directors, the qualifications, skills and experience, time commitment and contribution of the retiring Directors with reference to the nomination principles and criteria set out in the Company's Board Diversity Policy and Director

LETTER FROM THE BOARD

Nomination Policy and the Company's corporate strategy, and the independence of all independent non-executive Directors. The Nomination Committee has recommended to the Board on re-election of all the retiring Directors including the aforesaid independent non-executive Directors who are due to retire at the Annual General Meeting. The Company considers that the retiring independent non-executive Directors are independent in accordance with the independence guidelines set out in Rule 3.13 of the Listing Rules and will continue to bring valuable business experience, knowledge and professionalism to the Board for its efficient and effective functioning and diversity.

Details of the Directors proposed for re-election at the Class B Shareholders' Meeting are set out in Appendix I to this circular. The Board proposed it be authorized to fix the remuneration of the Directors.

3. PROPOSED RE-APPOINTMENT OF AUDITORS

BDO Limited will retire as the Auditors at the Annual General Meeting and, being eligible, offer themselves for re-appointment. The Board, upon the recommendation of the Audit Committee, proposed to re-appoint BDO Limited as the Auditors and to hold office until the conclusion of the next annual general meeting of the Company; and the Board proposed it be authorized to fix the remuneration of the Auditors.

4. ANNUAL GENERAL MEETING, CLASS B SHAREHOLDERS' MEETING AND PROXY ARRANGEMENT

The notices of the Annual General Meeting and Class B Shareholders' Meeting are set out on pages 13 to 14 and pages 15 to 16 of this circular respectively.

Pursuant to the Listing Rules and the Articles of Association, any vote of Shareholders at a general meeting must 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. An announcement on the poll results will be published by the Company after the Annual General Meeting and Class B Shareholders' Meeting in the manner prescribed under the Listing Rules.

For determining the entitlement to attend and vote at the Annual General Meeting and/or Class B Shareholders' Meeting, the register of members of the Company will be closed from Monday, 19 June 2023 to Friday, 23 June 2023, both days inclusive, during which period no transfer of shares will be registered. In order to be eligible to attend and vote at the Annual General Meeting and/or Class B Shareholders' Meeting, unregistered holders of the Shares shall ensure that all properly completed 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 in case of Class A Shares, and/or with the Company's principal share registrar, Appleby Global Services (Cayman) Limited, at 71 Fort Street, George Town, Grand Cayman, Cayman Islands KY1-1106 in case of Class B Shares not later than 4:30 p.m. on Friday, 16 June 2023 for registration.

LETTER FROM THE BOARD

Forms of proxy for use at the Annual General Meeting and Class B Shareholders' Meeting respectively are enclosed with this circular and such forms of proxy are also published on the websites of Hong Kong Exchanges and Clearing Limited (<http://www.hkexnews.hk>) and the Company (www.visiondeal.hk). To be valid, the appropriate form(s) of proxy must be completed and signed in accordance with the instructions printed thereon and deposited, 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 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 in case of Class A Shares, and/or at the Company's principal share registrar, Appleby Global Services (Cayman) Limited, at 71 Fort Street, George Town, Grand Cayman, Cayman Islands KY1-1106 in case of Class B Shares as soon as possible but in any event not less than 48 hours before the time appointed for the Annual General Meeting and Class B Shareholders' Meeting (i.e. not later than 11:00 a.m. on Wednesday, 21 June 2023 (Hong Kong time)) or the adjourned meeting (as the case may be). Completion and delivery of the form(s) of proxy will not preclude you from attending and voting at the Annual General Meeting and/or the Class B Shareholders' Meeting if you so wish.

5. RECOMMENDATION

The Directors consider that the proposed re-election of retiring Directors and the re-appointment of Auditors are in the best interests of the Company and the Shareholders. Accordingly, the Directors recommend the Shareholders to vote in favour of the relevant resolutions to be proposed at the Annual General Meeting and/or Class B Shareholders' Meeting respectively.

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.

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

The followings are details of the Directors who will retire and being eligible, offer themselves for re-election at the Class B Shareholders' Meeting.

(1) Mr. Lin Feng (“Mr. Feng”)

Mr. Feng, aged 37, has been a Director since the incorporation of the Company and was re-designated as an executive Director on 14 February 2022. He has been the chief executive officer of the Company since 14 February 2022 and a member of the Remuneration Committee since the Listing Date.

Mr. Feng has ten years of experience in his career across investment advisory and private equity specializing in cross-border M&A and investment. Mr. Feng is the founder, chairman and chief executive officer of DealGlobe, a cross-border boutique investment bank. From March 2012 to January 2014, Mr. Feng worked as an associate in the London office of Summit Partners.

Mr. Feng has been the president of Shanghai Industry and Information Industry M&A Association (上海工業和資訊化產業併購協會) since January 2022. In January 2017, he was awarded with “Best Contribution Award for Sino-British Relations — Rising Star Award in the Field of Transnational Investment” (“中英關係最佳貢獻獎 — 跨國投資領域新星獎”) issued by Hurun Report (胡潤百富).

Mr. Feng obtained his bachelor's degree in Business Administration from Shanghai University in the PRC in July 2008 and his master's degree from ESCP Business School in France in October 2013. He earned the qualification certificate of fund practitioner issued by the Asset Management Association of China in October 2020.

Save as disclosed above, Mr. Feng has not held (i) other directorships in the last three years in public companies the securities of which are listed on any securities market in Hong Kong or overseas; (ii) any other major position within the Company; and (iii) other major appointments and professional qualifications.

Mr. Feng has entered into a service contract with the Company with an initial term of three years with effect from 15 February 2022 or until the third annual general meeting of the Company since the Listing Date (whichever is earlier) or until terminated by not less than one month's notice in writing served by either party. Mr. Feng is subject to the re-election provisions under the Articles of Association.

Pursuant to the terms of the service contract, Mr. Feng, being an executive Director, was not entitled to any remuneration from the Company whereas was entitled to be indemnified by the Company (to the extent permitted under the Articles of Association and applicable laws) and to be reimbursed by the Company for all necessary and reasonable out-of-pocket expenses properly incurred in connection with the performance and discharge of his duties under the service contract.

As of the Latest Practicable Date, DealGlobe was ultimately controlled by Mr. Feng as to approximately 79.75%. As such, Mr. Feng was deemed to be interested in the 7,875,000 underlying Class A Shares of the promoter warrants of the Company and 11,261,250 Class B Shares both indirectly held by DealGlobe.

As far as the Directors are aware, save as disclosed above, Mr. Feng does not have any relationship with any other Directors, substantial Shareholders (as defined in the Listing Rules), controlling Shareholders (as defined in the Listing Rules) or senior management of the Company.

There is no information which is discloseable nor is Mr. Feng involved in any of the matters required to be disclosed pursuant to any of the requirements under Rule 13.51(2)(h) to (v) of the Listing Rules and there are no other matters concerning Mr. Feng that need to be brought to the attention of the Class B Shareholders.

(2) Mr. Lishu Lou (“Mr. Lou”)

Mr. Lou, aged 41, was appointed as an executive Director on 14 February 2022 and has been the chief strategy officer of the Company since 14 February 2022.

Mr. Lou has accumulated extensive experience in his career across private equity investments, venture capital, M&A, leveraged buyouts and PIPE transactions. He manages a portfolio of investments in the beverage, financial and business services, property and technology, media and telecom sectors in Greater China. Prior to becoming an independent investor, from August 2012 to June 2015, Mr. Lou was an Associate within the private equity team at Hillhouse Capital. Prior to Hillhouse Capital, Mr. Lou was a Financial and Business Services Sectors Associate at Apax Partners in New York from July 2010 to July 2012. Before that, Mr. Lou commenced his career as an investment banker at Goldman Sachs from July 2008 to June 2010.

Mr. Lou obtained his bachelor's degree in management from Menlo College in the United States in June 2008.

Save as disclosed above, Mr. Lou has not held (i) other directorships in the last three years in public companies the securities of which are listed on any securities market in Hong Kong or overseas; (ii) any other major position within the Company; and (iii) other major appointments and professional qualifications.

Mr. Lou has entered into a service contract with the Company with an initial term of three years with effect from 15 February 2022 or until the third annual general meeting of the Company since the Listing Date (whichever is earlier) or until terminated by not less than one month's notice in writing served by either party. Mr. Lou is subject to the re-election provisions under the Articles of Association.

Pursuant to the terms of the service contract, Mr. Lou, being an executive Director, was not entitled to any remuneration from the Company whereas was entitled to be indemnified by the Company (to the extent permitted under the Articles of Association and applicable laws) and to be reimbursed by the Company for all necessary and reasonable out-of-pocket expenses properly incurred in connection with the performance and discharge of his duties under the service contract.

As at the Latest Practicable Date, Mr. Lou was not interested or deemed to be interested in or have any short positions in any shares, underlying shares or debentures of the Company or its associated corporations pursuant to Part XV of the SFO.

As far as the Directors are aware, Mr. Lou does not have any relationship with any other Directors, substantial Shareholders (as defined in the Listing Rules), controlling Shareholders (as defined in the Listing Rules) or senior management of the Company.

There is no information which is discloseable nor is Mr. Lou involved in any of the matters required to be disclosed pursuant to any of the requirements under Rule 13.51(2)(h) to (v) of the Listing Rules and there are no other matters concerning Mr. Lou that need to be brought to the attention of the Class B Shareholders.

(3) Mr. Shengwen Rong (“Mr. Rong”)

Mr. Rong, aged 54, was appointed as an independent non-executive Director on 14 February 2022. He has been the chairman of the Audit Committee since the Listing Date.

Mr. Rong has over two decades of experience in the global financial industry. He has served as an independent director and audit committee chair of Tarena International, Inc. (NASDAQ: TEDU) since March 2022, 51Talk Online Education Group (formerly known as China Online Education Group) (NYSE: COE) since May 2021, X Financial (NYSE: XYF) since September 2018, Mogu Inc. (NYSE: MOGU) since September 2019 and BlueCity Holdings Limited (NASDAQ: BLCT) since July 2020 while BlueCity Holdings Limited was privatised and delisted from NASDAQ in August 2022. He has served as an independent director and a member of audit committee of Qudian Inc. (NYSE: QD) since August 2018. Prior to that, he was an independent director of Taomee Holdings Limited, a former NYSE-listed company (NYSE: TAOM) from June 2011 to June 2016. Mr. Rong also served as the chief financial officer at Country Style Cooking Restaurant Chain Co., Ltd., a former NYSE-listed company (NYSE: CCSC), from April 2010 to January 2012.

Mr. Rong received a bachelor's degree in international finance from Renmin University in the PRC in July 1991, a master's degree in professional accountancy from West Virginia University in the United States in December 1996 and his MBA from University of Chicago in the United States in June 2000. He is a certified public accountant in the United States.

Save as disclosed above, Mr. Rong has not held (i) other directorships in the last three years in public companies the securities of which are listed on any securities market in Hong Kong or overseas; (ii) any other major position within the Company; and (iii) other major appointments and professional qualifications.

Mr. Rong has entered into a letter of appointment with the Company from the Listing Date for a term of three years or until the third annual general meeting of the Company since the Listing Date (whichever is earlier) or until terminated by not less than one month's notice in writing served by either party. Mr. Rong is subject to the re-election provisions under the Articles of Association.

Pursuant to the terms of the letter of appointment, Mr. Rong, being an independent non-executive Director, was entitled to a fee of US\$20,000 per year and was entitled to be indemnified by the Company (to the extent permitted under the Articles of Association and applicable laws) and to be reimbursed by the Company for all necessary and reasonable out-of-pocket expenses properly incurred in connection with the performance and discharge of his duties under the letter of appointment.

As at the Latest Practicable Date, Mr. Rong was not interested or deemed to be interested in or have any short positions in any shares, underlying shares or debentures of the Company or its associated corporations pursuant to Part XV of the SFO.

As far as the Directors are aware, Mr. Rong does not have any relationship with any other Directors, substantial Shareholders (as defined in the Listing Rules), controlling Shareholders (as defined in the Listing Rules) or senior management of the Company.

There is no information which is discloseable nor is Mr. Rong involved in any of the matters required to be disclosed pursuant to any of the requirements under Rule 13.51(2)(h) to (v) of the Listing Rules and there are no other matters concerning Mr. Rong that need to be brought to the attention of the Class B Shareholders.

(4) Dr. Weiru Chen (“Dr. Chen”)

Dr. Chen, aged 52, was appointed as an independent non-executive Director on 14 February 2022. He has been a member of each of the Audit Committee and the Remuneration Committee since the Listing Date.

Dr. Chen is an associate professor of China-Europe International Business School (CEIBS) and was also previously an associate professor of strategy. He also served as an assistant strategy professor at INSEAD Business School in France and Singapore. He has served as an independent director at Jack Technology Co., Ltd. (SSE: 603337) since April 2020, at BlueCity Holdings Limited (NASDAQ: BLCT) since January 2021 while BlueCity Holdings Limited was privatised and delisted from NASDAQ in August 2022, Country Garden Services Holdings Company Limited (HKEX: 6098) since May 2018, at TAL Education Group (NYSE: TAL) since June 2015, at Dian Diagnostics Group Co Ltd (SZSE: 300244) since July 2017 and at Fangdd Network Group Ltd (NASDAQ: DUO) since October 2019. He became chief strategy officer at Zhejiang Cainiao Supply Chain Management Company Limited (浙江菜鳥供應鏈管理有限公司) in August 2017, a company primarily engaged in logistics, where he is responsible for strategic decisions making and executing for business development. He was also one of the best-selling authors of Platform Strategy.

In 2017, Dr. Chen was recognized as one of the “30 management thinkers most likely to shape the future of how organizations are managed and led” in the Thinkers50 Radar List (新時代最可能塑造未來商業模式的30位管理思想領袖之一). He received the CEIBS Teaching Excellence Award in 2013, Dean’s Award for Excellence in Teaching at INSEAD in 2011, Outstanding Teacher of MBA Elective Courses at INSEAD in 2005 and the Doctoral Student Teaching Award at Purdue University in 2002.

Dr. Chen obtained a Ph.D. degree from Purdue University in the United States in 2003, a MBA from Tamkang University in Taiwan, PRC in 1996, and a bachelor’s degree in business from National Taiwan University in Taiwan, PRC in 1993.

Save as disclosed above, Dr. Chen has not held (i) other directorships in the last three years in public companies the securities of which are listed on any securities market in Hong Kong or overseas; (ii) any other major position within the Company; and (iii) other major appointments and professional qualifications.

Dr. Chen has entered into a letter of appointment with the Company from the Listing Date for a term of three years or until the third annual general meeting of the Company since the Listing Date (whichever is earlier) or until terminated by not less than one month’s notice in writing served by either party. Dr. Chen is subject to the re-election provisions under the Articles of Association.

Pursuant to the terms of the letter of appointment, Dr. Chen, being an independent non-executive Director, was entitled to a fee of US\$20,000 per year and was entitled to be indemnified by the Company (to the extent permitted under the Articles of Association and applicable laws) and to be reimbursed by the Company for all necessary and reasonable out-of-pocket expenses properly incurred in connection with the performance and discharge of his duties under the letter of appointment.

As at the Latest Practicable Date, Dr. Chen was not interested or deemed to be interested in or have any short positions in any shares, underlying shares or debentures of the Company or its associated corporations pursuant to Part XV of the SFO.

As far as the Directors are aware, Dr. Chen does not have any relationship with any other Directors, substantial Shareholders (as defined in the Listing Rules), controlling Shareholders (as defined in the Listing Rules) or senior management of the Company.

There is no information which is discloseable nor is Dr. Chen involved in any of the matters required to be disclosed pursuant to any of the requirements under Rule 13.51(2)(h) to (v) of the Listing Rules and there are no other matters concerning Dr. Chen that need to be brought to the attention of the Class B Shareholders.

NOTICE OF ANNUAL GENERAL MEETING

Vision Deal HK Acquisition Corp.

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 7827)

(Warrant Code: 4827)

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the annual general meeting (the “**Annual General Meeting**”) 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, 23 June 2023 at 11:00 a.m. for the purpose of considering and, if thought fit, passing the following resolutions:

Ordinary Resolutions

1. To receive the audited financial statements and the reports of the director and auditor of the Company for the period from 20 January 2022 (the Company’s date of incorporation) to 31 December 2022.
2. To consider and approve the re-appointment of BDO Limited as the auditors of the Company for the year 2023 until the end of the next annual general meeting of the Company, and to authorize the board of directors of the Company to fix its remuneration.

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

Hong Kong, 25 April 2023

NOTICE OF ANNUAL GENERAL MEETING

Notes:

1. All resolutions at the Annual General 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 Annual General 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 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 in case of Class A Shares, and/or at the Company’s principal share registrar, Appleby Global Services (Cayman) Limited, at 71 Fort Street, George Town, Grand Cayman, Cayman Islands KY1-1106 in case of Class B Shares not less than 48 hours before the time appointed for the meeting (i.e. not later than 11:00 a.m. on Wednesday, 21 June 2023 (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 Annual General Meeting 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 Annual General Meeting, the register of members of the Company will be closed from Monday, 19 June 2023 to Friday, 23 June 2023, both dates inclusive, during which period no transfer of shares will be registered. In order to be eligible to attend and vote at the Annual General Meeting, 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 in case of Class A Shares, and/or with the Company’s principal share registrar, Appleby Global Services (Cayman) Limited, at 71 Fort Street, George Town, Grand Cayman, Cayman Islands KY1-1106 in case of Class B Shares for registration not later than 4:30 p.m. on Friday, 16 June 2023.
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.

NOTICE OF CLASS B SHAREHOLDERS' MEETING

Vision Deal HK Acquisition Corp.

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 7827)

(Warrant Code: 4827)

NOTICE OF CLASS B SHAREHOLDERS' MEETING

Notice is hereby given that the meeting (the “**Class B Shareholders’ Meeting**”) of the holder(s) (the “**Class B Shareholder(s)**”) of the class B ordinary share(s) (the “**Class B Share(s)**”) 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, 23 June 2023 after the conclusion or adjournment of the annual general meeting of the Company (whichever is the later), for the Class B Shareholders for the purpose of considering and, if thought fit, passing the following resolutions:

Ordinary Resolutions

1. To re-elect Mr. Lin Feng as an executive director of the Company.
2. To re-elect Mr. Lishu Lou as an executive director of the Company.
3. To re-elect Mr. Shengwen Rong as an independent non-executive director of the Company.
4. To re-elect Dr. Weiru Chen as an independent non-executive director of the Company.
5. To authorise the board of directors of the Company to fix the respective directors’ remuneration.

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

Hong Kong, 25 April 2023

Notes:

1. All resolutions at the Class B Shareholders’ 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 Class B Shareholder entitled to attend and vote at the Class B Shareholders’ Meeting is entitled to appoint a proxy/more than one proxy to attend and vote instead of him. A proxy need not be a Class B Shareholder. If more than one proxy is appointed, the number of Class B Shares in respect of which each such proxy so appointed must be specified in the form of proxy. Every Class B Shareholder present in person or by proxy shall be entitled to one vote for each Class B Share held by him.

NOTICE OF CLASS B SHAREHOLDERS' MEETING

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 principal share registrar, Appleby Global Services (Cayman) Limited, at 71 Fort Street, George Town, Grand Cayman, Cayman Islands KY1-1106 not less than 48 hours before the time appointed for the meeting (i.e. not later than 11:00 a.m. on Wednesday, 21 June 2023 (Hong Kong time)) or the adjourned meeting (as the case may be). Completion and return of the form of proxy shall not preclude a Class B Shareholder from attending and voting in person at the Class B Shareholders' Meeting 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 Class B Shareholders' Meeting, the register of members of the Company will be closed from Monday, 19 June 2023 to Friday, 23 June 2023, both dates inclusive, during which period no transfer of shares will be registered. In order to be eligible to attend and vote at the Class B Shareholders' Meeting, unregistered holders of the Class B Shares shall ensure that all transfer documents accompanied by the relevant share certificates must be lodged with the Company's principal share registrar, Appleby Global Services (Cayman) Limited, at 71 Fort Street, George Town, Grand Cayman, Cayman Islands KY1-1106 for registration not later than 4:30 p.m. on Friday, 16 June 2023.
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.