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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, 28 June 2024 at 4:00 p.m. for the purpose of considering and, if though 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 year ended 31 December 2023.
2. To consider and approve the re-appointment of BDO Limited as the auditors of the Company for the year 2024 until the end of next annual general meeting of the Company, and to authorize the board of directors of the Company to fix its remuneration.

Special Resolution

3. “**THAT:**
 - (i) the existing articles of association of the Company (the “**Articles of Association**”) be and are hereby amended in the following manner with immediate effect:
 - (a) Article 47.1 of the Articles of Association be deleted in its entirety and replaced with the following new Article 47.1:

“47.1 Notices shall be in writing and may be given by the Company to any Member in any of the following manner to the extent permitted by, and in compliance with the requirements of, the Listing Rules:

 - (a) personally or by sending it by courier or by post to such Member at his address as shown in the Register of Members;
 - (b) by e-mail to the Member at the e-mail address provided by such Member to the Company;
 - (c) by cable, telex or fax to the Member at the address, number or website provided by such Member to the Company; or

- (d) by placing it on the Company’s website and the Hong Kong Stock Exchange’s website.”
- (b) the following sentence be added at the end of Article 47.2 of the Articles of Association:
- “Where a notice is given by being placed on the Company’s website and the Hong Kong Stock Exchange’s website, service shall be deemed to be effect at such time the notice first appears on the Company’s website and the Hong Kong Stock Exchange’s website, or at such later time as may be prescribed by the listing Rules.”
- (ii) any director of the Company be and is hereby authorized to do all things necessary to effect and record the adoption of the amendments to the Articles of Association.”

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

Hong Kong, 23 May 2024

Notes:

1. All resolutions 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 in case of Class A Shares, and/or at the Company’s principal share registrar, Maples Corporate Services Limited, at PO Box 309, Ugland House, Grand Cayman, KY1-1104, Cayman Islands in case of Class B Shares not less than 48 hours before the time appointed for the meeting (i.e. not later than 4:00 p.m. on Wednesday, 26 June 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 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, 24 June 2024 to Friday, 28 June 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 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, Maples Corporate Services Limited, at PO Box 309, Umland House, Grand Cayman, KY1-1104, Cayman Islands in case of Class B Shares for registration not later than 4:30 p.m. on Friday, 21 June 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.

As at the date of this notice, the Board comprises Mr. Zhe WEI (chairman), Mr. Lin FENG (chief executive officer) and Mr. Lishu LOU (chief strategy officer) as the executive Directors, Mr. Juan Christian GRAF THUN-HOHENSTEIN, Mr. Shu Fun Francis Alvin LAI and Mr. Wai Hung CHEUNG as the non-executive Directors, and Mr. Michael WARD, Dr. Weiru CHEN and Dr. Shirley Ze YU as the independent non-executive Directors.