

**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, 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.

Hong Kong Exchanges and Clearing 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 RE-ELECTION OF DIRECTORS**  
**(2) RE-APPOINTMENT OF AUDITORS**  
**(3) PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION**  
**(4) NOTICE OF ANNUAL GENERAL MEETING**  
**AND**  
**(5) NOTICE OF CLASS B SHAREHOLDERS' MEETING**

---

The notice convening the Annual General Meeting 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, 28 June 2024 at 4:00 p.m., and the Class B Shareholders' Meeting after the conclusion or adjournment of the Annual General Meeting (whichever is later). The notices of the Annual General Meeting and the Class B Shareholders' Meeting are set out on pages 16 to 18 and pages 19 to 20 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](http://www.hkexnews.hk)) and the Company ([www.visiondeal.hk](http://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 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, Maples Corporate Services Limited, at PO Box 309, Umland House, Grand Cayman, KY1-1104, Cayman Islands 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 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(s) of proxy will not preclude shareholders from attending and voting in person at the Annual General Meeting and/or Class B Shareholders' Meeting if they so wish.

23 May 2024

# CONTENTS

	<i>Page</i>
<b>Definitions</b> .....	1
<b>Letter from the Board</b>	
1. Introduction .....	4
2. Proposed Re-election of Directors .....	5
3. Proposed Re-appointment of Auditors .....	6
4. Proposed Amendments to the Articles of Association .....	6
5. Annual General Meeting, Class B Shareholders' Meeting and Proxy Arrangement .....	7
6. Recommendation .....	8
7. Responsibility Statement .....	8
<b>Appendix I — Details of the Directors Proposed to be Re-elected                   at the Class B Shareholders' Meeting</b> .....	9
<b>Appendix II — Details of The Proposed Amendment to                   the Articles of Association</b> .....	15
<b>Notice of Annual General Meeting</b> .....	16
<b>Notice of Class B Shareholders' Meeting</b> .....	19

## 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, 28 June 2024 at 4:00 p.m., to consider and, if appropriate, to approve the resolutions contained in the notice of the meeting which is set out on pages 16 to 18 of this circular, or any adjournment thereof
“Articles of Association”	the memorandum and 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 19 to 20 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”	17 May 2024, 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, Macau and Taiwan

## DEFINITIONS

“Promoters”	Mr. Zhe Wei, DealGlobe and Opus Capital
“Proposed Amendments”	the proposed amendments to the Articles of Association as set out in Appendix II of this circular
“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 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

23 May 2024

*To the Shareholders*

Dear Sir/Madam,

**(1) PROPOSED RE-ELECTION OF DIRECTORS**  
**(2) RE-APPOINTMENT OF AUDITORS**  
**(3) PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION**  
**(4) NOTICE OF ANNUAL GENERAL MEETING**  
**AND**  
**(5) 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 and special resolution 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 4 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, Dr. Weiru Chen and Dr. Shirley Ze Yu 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.

Dr. Weiru Chen and Dr. Shirley Ze Yu, independent non-executive Directors, 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. Dr. Weiru Chen has been holding six listed company directorships including the directorship as an independent non-executive director of the Company.

Dr. Weiru Chen and Dr. Shirley Ze Yu attended most of the meetings of the Board and the Board committees held in the period from the 1 January 2023 to 31 December 2023. Details of the attendance records are set out in the Corporate Governance Report as contained in the 2023 Annual Report of the Company. The relevant Board papers and materials were provided to the Directors for review and consideration prior to the meetings. Dr. Weiru Chen and Dr. Shirley Ze Yu 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 Dr. Weiru Chen and Dr. Shirley Ze Yu has confirmed that they will continue to devote sufficient time for the discharge of their functions and responsibilities as an independent non-executive Director. With their background and experience as set out in the biographical information, Dr. Weiru Chen and Dr. Shirley Ze Yu are fully aware of the responsibilities and expected time involvements in the Company. Based on the foregoing, the Board believes that Dr. Weiru Chen and Dr. Shirley Ze Yu's position outside the Company will not affect them in maintaining their current role in, and their functions and responsibilities for, the Company.

## **LETTER FROM THE BOARD**

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 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. The Board proposed it be authorized to fix the remuneration of the Auditors.

### **4. PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

Pursuant to the consultation conclusions of the "Proposals to Expand the Paperless Listing Regime and Other Rule Amendments" published by the Stock Exchange in June 2023, the Listing Rules had been amended with effect starting from 31 December 2023, among others, that any "corporate communication" (as defined under the Listing Rules) must, to the extent permitted under all applicable laws and regulations, be satisfied by the listed issuer by (i) sending or otherwise making available the corporate communication to the relevant holders of its securities using electronic means or (ii) making the corporate communication available on its website and the Stock Exchange's website.

In light of the above, the Company proposes to adopt the Proposed Amendments in order to (i) reflect the latest requirements of the Listing Rules in the Articles of Association; and (ii) make other consequential, tidy-up and housekeeping amendments.



## **LETTER FROM THE BOARD**

The Proposed Amendments are set out in Appendix II to this circular. According to Article 19.3 of the existing Articles of Association and the applicable laws and regulations, the Proposed Amendments will take effect subject to the approval of the Shareholders at the Annual General Meeting by way of special resolution. A special resolution in relation to the Proposed Amendments will be proposed at the Annual General Meeting for the approval by the Shareholders. The Articles of Association are prepared in English. In case of inconsistencies between the English and Chinese versions, the English version shall prevail.

The legal advisers to the Company as to Hong Kong laws have confirmed that the Proposed Amendments comply with the requirements of the Listing Rules and the legal advisers to the Company as to the laws of the Cayman Islands have confirmed that the Proposed Amendments do not violate the applicable laws of the Cayman Islands. The Company confirms that there is nothing unusual about the Proposed Amendments.

Save for the Proposed Amendments, the other articles in the existing Articles of Association will remain unchanged.

### **5. ANNUAL GENERAL MEETING, CLASS B SHAREHOLDERS' MEETING AND PROXY ARRANGEMENT**

The notice of the Annual General Meeting and Class B Shareholders' Meeting are set out on pages 16 to 18 and pages 19 to 20 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, 24 June 2024 to Friday, 28 June 2024, 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, Maples Corporate Services Limited, at PO Box 309, Umland House, Grand Cayman, KY1-1104, Cayman Islands in case of Class B Shares not later than 4:30 p.m. on Friday, 21 June 2024 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](http://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, Maples Corporate Services Limited, at PO Box 309, Ugland House, Grand Cayman, KY1-1104, Cayman Islands 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 4:00 p.m. on Wednesday, 26 June 2024 (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 Class B Shareholders' Meeting if you so wish.

### 6. RECOMMENDATION

The Directors consider that the proposed resolutions set out in the notice of the Annual General Meeting and/or the notice of Class B Shareholders' Meeting including (a) the re-election of retiring Directors; (b) the re-appointment of Auditors; and (c) the proposed amendments to the Articles of Association, are in the best interests of the Company and 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. 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.

### 7. 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 38, 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 42, 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) Dr. Weiru Chen (“Dr. Chen”)**

Dr. Chen, aged 53, 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.

**(4) Dr. Shirley Ze Yu (“Dr. Yu”)**

Dr. Yu, aged 45, was appointed as an independent non-executive Director on 14 February 2022. She has been the chairwoman of the Remuneration Committee and member of the Nomination Committee since the Listing Date. She has also been the member of the Audit Committee since 10 May 2024.

Dr. Yu, a pioneering business expert and scholar in Chinese strategic and economic affairs, represents the leading voice on China’s political economy. She has been a director of China-Africa Initiative at the Firoz Lalji Centre for Africa, the London School of Economics and Political Science, since November 2020, and a senior practitioner fellow with the Ash Center of Harvard Kennedy School since August 2018. She has also been a professor for the MBA program at the IE Business School since October 2020 and an honorary distinguished foreign faculty professor at the National Defence University, Islamabad, since March 2021.

Dr. Yu has served a diversified portfolio of global senior corporate executive and board governance roles. She is uniquely positioned to advise Fortune Global 100 companies and international multilateral institutions on the economic and strategic risks/opportunities in China and Chinese companies’ globalization strategies. She has been a non-executive director of Eurasia International Commercial Bank in Kazakhstan, an independent non-executive director of TANEHO China Holdings since October 2021, and a board observer of Blackstone/GSO Loan Financing Ltd (LON: BGLF) from October 2018 to October 2019. From May 2017 to November 2018, she was a board secretary and vice president of strategies and innovation at Xinyuan Real Estate Co., Ltd. (NYSE: XIN), a leading conglomerate in real estate and fintech. She was invited to serve as the chief advisor for China affairs and an advisor to the chairman at Sirius Minerals Plc, a fertilizer development company based in the United Kingdom and formerly listed on the London Stock Exchange (LSE: SXX).

Dr. Yu is a member of the Davos Expert Network on China, 5G, and geo-economics. She is the creator of China BIG Idea by Yu & Partners, a daily intelligence and insights newsletter on China for Fortune Global stakeholders. Dr. Yu has contributed to the BBC News, Bloomberg, CNN, Al Jazeera, PBS Frontline, SP Global, Channel News Asia on China. She is an opinion column contributor to the Financial Times and is appointed as an expert at South China Morning Post. She has also spoken at leading global think tanks, including the Chatham House, Asia Society, the Wilson Center, Harvard University, Cambridge University, and the London School of Economics and Political Science.

Dr. Yu obtained her doctoral degree in political economy from Peking University in the PRC in July 2015, and her bachelor’s degree in English from Dalian University of Foreign Languages in the PRC in July 2000.

Save as disclosed above, Dr. Yu 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. Yu 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. Yu is subject to the re-election provisions under the Articles of Association.

Pursuant to the terms of the letter of appointment, Dr. Yu, 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 her duties under the letter of appointment.

As at the Latest Practicable Date, Dr. Yu 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.



The Proposed Amendments are set out as follows:

#### Article 47 NOTICES

47.1 Notices shall be in writing and may be given by the Company to any Member ~~either personally or by sending it by courier, post, cable, telex, fax or e-mail to him or to his address as shown in the Register of Members (or where the notice is given by e-mail by sending it to the e-mail address provided by such 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.

47.2 Where a notice is sent by courier, service of the notice shall be deemed to be effected by delivery of the notice to a courier company, and shall be deemed to have been received on the third day (not including Saturdays or Sundays or public holidays) following the day on which the notice was delivered to the courier. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, pre paying and posting a letter containing the notice, and shall be deemed to have been received on the fifth day (not including Saturdays or Sundays or public holidays in the Cayman Islands) following the day on which the notice was posted. Where a notice is sent by cable, telex or fax, service of the notice shall be deemed to be effected by properly addressing and sending such notice and shall be deemed to have been received on the same day that it was transmitted. Where a notice is given by e-mail service shall be deemed to be effected by transmitting the e-mail to the e-mail address provided by the intended recipient and shall be deemed to have been received on the same day that it was sent, and it shall not be necessary for the receipt of the e-mail to be acknowledged by the recipient. 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 effected at such time when 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.

## 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 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.”

## NOTICE OF ANNUAL GENERAL MEETING

- (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, Umland 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.

## NOTICE OF ANNUAL GENERAL MEETING

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, Uglund 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.

## 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 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, 28 June 2024 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 Dr. Weiru Chen as an independent non-executive director of the Company.
4. To re-elect Dr. Shirley Ze Yu 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, 23 May 2024

#### *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 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 relevant 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 principle share registrar, Maples Corporate Services Limited, at PO Box 309, Uglan House, Grand Cayman, KY1-1104, Cayman Islands 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 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, 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 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, Maples Corporate Services Limited, at PO Box 309, Uglan House, Grand Cayman, KY1-1104, Cayman Islands 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.