

VISION DEAL HK ACQUISITION CORP.

(Incorporated in the Cayman Islands with limited liability)

Stock Code: 7827

Warrant Code: 4827

2024
INTERIM REPORT

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CORPORATE INFORMATION

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)
Mr. Shengwen Rong (戎勝文)
(resigned on 10 May 2024)

AUDIT COMMITTEE

Mr. Michael Ward (*Chairman*)
Dr. Weiru Chen (陳威如)
Dr. Shirley Ze Yu (于澤)
Mr. Shengwen Rong (戎勝文)
(resigned on 10 May 2024)

REMUNERATION COMMITTEE

Dr. Shirley Ze Yu (于澤) (*Chairwoman*)
Mr. Lin Feng (馮林)
Dr. Weiru Chen (陳威如)

NOMINATION COMMITTEE

Mr. Zhe Wei (衛哲) (*Chairman*)
Dr. Shirley Ze Yu (于澤)
Mr. Michael Ward

PROMOTERS

Mr. Zhe Wei (衛哲)
DealGlobe Limited
Opus Capital Limited

COMPANY SECRETARY

Ms. Sze Ting Chan (陳詩婷) (*FCG, HKFCG*)

AUTHORISED REPRESENTATIVES

Mr. Lin Feng (馮林)
Ms. Sze Ting Chan (陳詩婷)

REGISTERED OFFICE

PO Box 309, Ugland House,
Grand Cayman,
KY1-1104,
Cayman Islands

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5/F, Manulife Place
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TRUSTEE OF THE ESCROW ACCOUNT

CCB (Asia) Trustee Company Limited

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AUDITOR

BDO Limited

(*Certified Public Accountants and
Registered Public Interest Entity Auditor*)
25th Floor, Wing On Centre
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Hong Kong

HONG KONG LEGAL ADVISER

King & Wood Mallesons

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CAYMAN ISLANDS LEGAL ADVISER

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26th Floor, Central Plaza,
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PRINCIPAL SHARE REGISTRAR

Maples Corporate Services Limited

PO Box 309, Ugland House,
Grand Cayman,
KY1-1104,
Cayman Islands

HONG KONG BRANCH SHARE REGISTRAR

Tricor Investor Services Limited

17/F, Far East Finance Centre
16 Harcourt Road
Hong Kong

WEBSITE

www.visiondeal.hk

STOCK CODE

7827

WARRANT CODE

4827

MANAGEMENT DISCUSSION AND ANALYSIS

The Board is pleased to announce the unaudited interim results of the Company for the six months ended 30 June 2024. The unaudited interim results have been reviewed by the Audit Committee.

BUSINESS REVIEW

The Company is a special purpose acquisition company, or SPAC, formed to effect a business combination with one or more businesses. The Class A Shares and Listed Warrants were listed on the Main Board of the Stock Exchange on 10 June 2022, and the offering of the Class A Shares and Listed Warrants raised gross proceeds of HK\$1,001.0 million.

During the Relevant Period, the Company did not enter into any revenue generating transactions. The Company reported loss and total comprehensive loss for the period of approximately HK\$34.7 million during the Relevant Period, which was mainly attributable to the share-based payment expenses and effecting the De-SPAC Transaction.

De-SPAC Transaction

As stated in the Offering Document, the Company has undertaken to publish the announcement and complete a De-SPAC Transaction within 18 months and 30 months of the Listing Date, respectively, being 9 December, 2023 and 9 December, 2024, respectively, unless further extension of up to six months is approved by an ordinary resolution of the Class A Shareholders and granted by the Stock Exchange. The Company's business strategy is to identify and complete a De-SPAC Transaction with a high-quality company in China that either specializes in smart car technologies or possesses supply chain and cross-border e-commerce capabilities to benefit from domestic consumption upgrading trends. The Company has adopted the said business strategy as one of the non-exhaustive criteria to be used when assessing the De-SPAC Targets and developed several general characteristics for evaluating prospective De-SPAC Targets. Since the Listing, the Company has commenced to identify, select and evaluate De-SPAC Targets from the pipeline of potential De-SPAC Targets which are in line with the business strategy. The Company, after conducting due diligence and sourcing exercise, has identified the Target Company which engages in the provision of online audio content, online music and entertainment service. The Target Company has been focusing on facilitating decentralized social interactions and has provided each user with equal opportunities to receive engagement and interact with other like-minded users across a diversified range of social and entertainment use cases. The management of the Company believes that, as a leading interest-driven mobile social platform in China, the Target Company's principal business coincides with the underlying business strategy of the Company to identify De-SPAC Target which possesses the interchangeable ability in supply chain and cross-border e-commerce capability to benefit from domestic consumption upgrading trend.

BUSINESS REVIEW (Cont'd)

De-SPAC Transaction (Cont'd)

On 8 December 2023, the Company published the announcement for the De-SPAC Transaction and entered into agreements relating to the De-SPAC Transaction consisting of (i) the PIPE Investment Agreements with Quwan Holding Limited (being the Target Company and the Successor Company upon completion of the De-SPAC Transaction) and the PIPE Investors in relation to the PIPE Investments, (ii) the Share Transfer Agreements with the Target Company and the Target Disposing Shareholders in relation to the Share Transfer and (iii) the Business Combination Agreement with the Target Company and the Target Merger Sub (a wholly-owned subsidiary of Target Company) in relation to the Merger. On 15 December 2023, the Successor Company submitted a New Listing Application to the Stock Exchange. As additional time is required to obtain the approval of the Stock Exchange and other regulators in respect of the De-SPAC Transaction (including approval in principle of Listing Committee for the New Listing Application by the Successor Company and filing notice as stipulated under the Trial Administrative Measures of Overseas Securities Offering and Listing by Domestic Companies from the China Securities Regulatory Commission), the Successor Company has re-submitted the New Listing Application to the Stock Exchange on 27 June 2024.

For further details of the De-SPAC Transaction, please refer to (i) the announcement of the Company dated 8 December 2023 in relation to the De-SPAC Transaction, (ii) the announcements of the Company dated 15 December 2023 and 27 June 2024 in relation to the filing of New Listing Application to the Stock Exchange by the Successor Company; and (iii) the announcements of the Company dated 26 February 2024, 30 April 2024 and 28 June 2024 in relation to the delay in despatch of circular and extension of longstop date under the Business Combination Agreement and the PIPE Investment Agreements.

Escrow Account

The Escrow Account is operated by the Trustee, which is a qualified trustee under the requirements of Chapter 4 of the Code on Unit Trusts and Mutual Funds issued by the SFC. Pursuant to the Trust Deed, the monies held in the Escrow Account are held on trust for the Company and the Class A Shareholders and must not be released to any person other than to:

- (a) meet redemption requests of holders of Class A Shares in accordance with Rule 18B.59 of the Listing Rules;
- (b) complete a De-SPAC Transaction;
- (c) return funds to Class A Shareholders within one month of a suspension of trading imposed by the Stock Exchange if the Company (1) fails to obtain the requisite approvals in respect of the continuation of the Company following a material change referred to in Rule 18B.32 of the Listing Rules, or in any of the joint largest promoters who, together with their close associates, hold an equal number of Class B Shares; or (2) fails to meet any of the deadlines (extended or otherwise) to (i) publish an announcement of the terms of a De-SPAC Transaction within 18 months of the Listing Date, or (ii) complete a De-SPAC Transaction within 30 months of the Listing Date; or
- (d) return funds to the Class A Shareholders upon the liquidation or winding up of the Company.

BUSINESS REVIEW (Cont'd)

Escrow Account (Cont'd)

Upon completion of the De-SPAC Transaction, the funds held in the Escrow Account will be released and used to pay (in order of priority), amounts due to Class A Shareholders who exercise their redemption rights, all or a portion of the consideration payable to the De-SPAC Target or owners of the De-SPAC Target, any loans drawn under the Loan Facility, and other expenses associated with completing the De-SPAC Transaction. Please refer to the section headed "Use of Proceeds and Escrow Account — Escrow Account" of the Offering Document for details.

OUTLOOK

As one of the handful of publicly listed SPACs in Hong Kong and in line with the Company's business strategy, the Company aims to generate attractive returns for the Shareholders by selecting a high-quality De-SPAC Target, negotiating favourable acquisition terms at attractive valuations, and creating the foundation to improve the operating and financial performance of the successor company.

The Company has attracted opportunities on account of the reputation and track record of the Promoters, the Directors and the senior management of the Company and has commenced to identify, select and evaluate De-SPAC Targets from the pipeline of potential De-SPAC Targets which are in line with the Company's business strategy. After conducting due diligence and sourcing exercise, the Company has identified Quwan Holding Limited, which engages in the provision of online audio content, online music and entertainment service, as a favourable and suitable De-SPAC Target and has entered into relevant agreements relating to the De-SPAC Transaction. For further information on the structure and terms of the De-SPAC Transaction, please refer to the announcement dated 8 December 2023 of the Company.

As required under the Listing Rules, the terms of a De-SPAC Transaction must include investment in the shares of the successor company by third party investors who (a) are Professional Investors and (b) meet certain independence requirements as stipulated in the Listing Rules. Such investment must include significant investment from sophisticated investors (as defined by the Stock Exchange from time to time). The Listing Rules also require that the investment made by the independent third party investors in the De-SPAC Transaction must result in their beneficial ownership of the listed shares in the successor company, and while obtaining such independent third party investments, the Company will be required to issue additional securities. Pursuant to the PIPE Investment Agreements entered into between the Company, the Target and the PIPE Investors on 8 December 2023, the PIPE Investors have conditionally agreed to, by themselves or through their respective qualified investment schemes, subscribe for the PIPE Investment Shares to be issued by the Company, which is yet to be determined based on the final negotiated value of the Target before closing of the De-SPAC Transaction with reference to the final redemption rate of the redemption of Class A Shares which the Company is obligated to conduct upon completion of the De-SPAC Transaction.

OUTLOOK (Cont'd)

To complete the De-SPAC Transaction, the Company expects to incur significant costs. The Company intends to use (i) proceeds from the Offering; (ii) proceeds from the issuance of the Class B Shares and the Promoter Warrants; (iii) proceeds from PIPE Investments and Permitted Equity Financing (if any); (iv) loans from the Promoters or their affiliates under the Loan Facility or other arrangements; and (v) any other equity or debt financing, or a combination of the foregoing, to consummate the De-SPAC Transaction.

As we move into the second half of 2024, the Company expects a gradual improvement in the global economy. In particular, the Chinese market will become increasingly attractive with significant upside potential. After a period of volatility, the Hong Kong equity market is likely to stage a strong rebound, buoyed by renewed interest in the technology, media, and telecommunications sector. With the Chinese economy showing signs of stabilization and the government implementing pro-growth policies, the outlook for Chinese assets as well as in the technology, media, and telecommunications sector, will appear to be increasingly favorable.

Although the Company has identified a De-SPAC Target and executed transactional documents relating to the De-SPAC Transaction, the Company will continue to closely monitor the development of the global economic and market conditions to ensure successful completion of the De-SPAC Transaction and to maximize returns to the Shareholders.

FINANCIAL REVIEW

The Company reported loss and total comprehensive loss of approximately HK\$34.7 million during the Relevant Period, which was mainly attributable to the share-based payment expenses.

The current assets of the Company as at 30 June 2024 were approximately HK\$1,060.6 million, which consisted of approximately HK\$59.1 million of cash and cash equivalents and approximately HK\$1,001.00 million of proceeds received from the Offering held in the Escrow Account. The cash and cash equivalents are mainly denominated in Hong Kong dollars.

During the Relevant Period, the Company incurred administrative expenses of approximately HK\$57.3 million, which was mainly attributable to the expenses relating to the share-based payment expenses.

The Company has not commenced any operations and did not generate any revenue since 20 January 2022, its date of incorporation. All activities from the date of incorporation of the Company are related to the Company's formation, the Listing as well as De-SPAC Transaction. The Company is not expected to generate any operating revenue until after the completion of the De-SPAC Transaction, at the earliest. The Company will generate non-operating income in the form of interest income on cash and cash equivalents from the proceeds of the Offering.

FINANCIAL REVIEW (Cont'd)

Liquidity and Financial Resources

Upon the Listing, the Company received gross proceeds of HK\$1,001.0 million from the Offering.

The Company has been monitoring its expenses on an ongoing basis and endeavors to keep the costs within the Company's primary sources of liquidity other than the funds deposited in the Escrow Account, including the proceeds from the sale of Class B Shares and the Promoter Warrants and the Loan Facility. By leveraging the business insights, investment advisory experience, deal sourcing and execution expertise of the Promoters, Directors and senior management of the Company, the Company has been capable of managing the operating expenses while conducting negotiations and performing due diligence review on the De-SPAC Target.

Prior to the completion of the De-SPAC Transaction, the following primary sources of liquidity will be utilized to satisfy the Company's capital requirements and the funds from these sources will be held outside the Escrow Account:

- approximately HK\$35.2 million in proceeds from the issuance of the Class B Shares and the Promoter Warrants; and
- the Loan Facility (if the proceeds from the issuance of the Class B Shares and the Promoter Warrants described above and the interest and other income from the funds held in the Escrow Account are insufficient).

With the amount of liquid assets on hand which are held outside the Escrow Account, the Company is of the view that it has sufficient financial resources to meet its ongoing capital requirements prior to the completion of the De-SPAC Transaction.

Due to the Company's business nature, there is no ageing analysis of accounts receivable and accounts payable.

Indebtedness

During the Relevant Period, the Company incurred no indebtedness. The Loan Facility provides the Company with a working capital credit line of up to HK\$10.0 million that it may draw upon if required. Any loans drawn under the Loan Facility will not bear any interest and will not be held in the Escrow Account. No amount had been drawn from the Loan Facility during the Relevant Period.

Gearing Ratio

As the shareholder's equity attributable to owners of the Company was a deficiency of approximately HK\$1.1 million, the calculation of gearing ratio as at 30 June 2024 was not applicable.

FINANCIAL REVIEW (Cont'd)

Capital Structure

The capital of the Company comprises 100,100,000 Class A Shares and 25,025,000 Class B Shares, and 50,050,000 Listed Warrants and 35,000,000 Promoter Warrants.

The Class B Shares are identical to the Class A Shares, except that (i) holders of Class B Shares have the specific right to appoint Directors to the Board prior to the completion of the De-SPAC Transaction; (ii) the Class B Shares are convertible into an aggregate of 25,025,000 Class A Shares on a one-for-one basis at the completion of the De-SPAC Transaction, subject to customary anti-dilution adjustments; and (iii) the Class B Shares are not traded on the Stock Exchange and the Promoters must remain as beneficial owners of the Class B Shares except in the very limited circumstances permitted by the Listing Rules and subject to compliance with those requirements.

Each Listed Warrant and Promoter Warrant is exercisable for one Class A Share at an exercise price of HK\$11.50. The Listed Warrants and Promoter Warrants (i) will become exercisable 30 days after the completion of the De-SPAC Transaction; (ii) are only exercisable when the average reported closing price of the Class A Shares for the ten trading days immediately prior to the date on which the notice of exercise is received by the Hong Kong share registrar is at least HK\$11.50 per Class A Share; and (iii) are only exercisable on a cashless basis and subject to adjustment. The Listed Warrants and Promoter Warrants will expire at 5:00 p.m. (Hong Kong time) on the date falling five years after the completion of the De-SPAC Transaction or earlier upon redemption in accordance with the terms described in the Offering Document or liquidation. If the Company does not announce a De-SPAC Transaction within 18 months of the Listing Date (or within the extended time limits) or complete the De-SPAC Transaction within 30 months of the Listing Date (or within the extended time limits), the Listed Warrants and Promoter Warrants will expire worthless.

For details of the Company's securities, please refer to the section headed "Description of the Securities" of the Offering Document.

Material Acquisitions and Disposals

During the Relevant Period, the Company did not make any material acquisition or disposal of subsidiaries, associates and joint ventures.

Significant Investments

The Company did not hold any significant investments as at 30 June 2024.

Pledge of Assets

As at 30 June 2024, the Company did not pledge any assets.

FINANCIAL REVIEW (Cont'd)

Future Plans for Material Investments or Capital Assets

As at 30 June 2024, the Company has entered into agreements relating to the De-SPAC Transaction consisting of (i) the PIPE Investment Agreements with Quwan Holding Limited (being the Target Company and the Successor Company upon completion of the De-SPAC Transaction) and the PIPE Investors in relation to the PIPE Investments; (ii) the Share Transfer Agreements with the Target Company and the Target Disposing Shareholders in relation to the Share Transfer; and (iii) the Business Combination Agreement with the Target Company and the Target Merger Sub (a wholly-owned subsidiary of Target Company) in relation to the Merger. Please refer to the announcement of the Company dated 8 December 2023 for details.

Save for the aforementioned, the Company did not have any concrete plans for making other material investments or capital assets.

The Company undertakes to announce and complete the De-SPAC Transaction within a shorter timeframe as stipulated in the Listing Rules (i.e. within 18 months and 30 months of the Listing Date, respectively), and if the Company is not able to meet these deadlines, it will seek approval from the Class A Shareholders and the Stock Exchange for an extension of these deadlines.

Employees and Remuneration Policy

As at 30 June 2024, the Company had no employees. The executive Directors and non-executive Directors are not entitled to any remuneration from the Company. The Company has not adopted any share scheme or long-term incentive scheme during the Relevant Period. The remuneration package (including bonus (if any)) of the independent non-executive Directors is benchmarked against the remuneration for similar positions in the market.

Charges on Assets

As at 30 June 2024, no charges had been created on the Company's assets.

Foreign Currency Exposure

The Company's business is not exposed to any significant foreign exchange risk as there are no significant financial assets or liabilities of the Company denominated in the currencies other than the respective functional currencies of the Company's entities. The Company has not used any financial instrument for hedging purposes during the Relevant Period.

Contingent Liabilities

As at 30 June 2024, the Company did not have any contingent liabilities.

OTHER INFORMATION

AMENDMENT OF ARTICLES

In order to reflect the latest requirements of the Listing Rules and to make other consequential, tidy-up and housekeeping amendments to the Articles, the Board approved the proposal in relation to the amendments of the Articles on 20 May 2024. The proposed amendments to the Articles were also considered and approved by the Shareholders at the annual general meeting of the Company held on 28 June 2024. For further details, please refer to the announcements of the Company dated 20 May 2024 and 28 June 2024, respectively.

INTERIM DIVIDEND

The Company has not adopted a dividend policy. The Company will not pay any dividends prior to the completion of the De-SPAC Transaction. Hence, no interim dividend was proposed by the Board for the Relevant Period. Please refer to the section headed “Financial Information — Dividend” of the Offering Document for details.

CORPORATE GOVERNANCE

The Board strives to uphold the principles of corporate governance set out in the CG Code, and will continue to review and improve the quality of corporate governance practices with reference to local and international standards.

During the Relevant Period, the Company has complied with the applicable code provisions as set out in Part 2 of the CG Code.

MODEL CODE FOR SECURITIES TRANSACTIONS

The Company has adopted the Model Code as its own code governing securities transactions of the Directors. Further, pursuant to the Listing Rules, the Company and the Promoters and their respective directors and employees, and each of their close associates, are prohibited from dealing in any of the listed securities of the Company (including the Class A Shares and Listed Warrants) prior to the completion of a De-SPAC Transaction.

Specific enquiries have been made to all Directors and all Directors have confirmed that they have fully complied with the required standard of dealings as set out in the Model Code during the Relevant Period.

REVIEW OF INTERIM FINANCIAL INFORMATION BY AUDIT COMMITTEE

The Company established the Audit Committee with written terms of reference in compliance with Rule 3.21 of the Listing Rules and the CG Code. The Audit Committee consists of three independent non-executive Directors, namely Mr. Michael Ward, Dr. Weiru Chen and Dr. Shirley Ze Yu. Mr. Michael Ward is the chairman of the Audit Committee.

The Audit Committee has reviewed the accounting principles and practices adopted by the Company and discussed with the management of the Company on financial reporting matters including a review of the unaudited interim financial information of the Company for the Relevant Period. The interim results for the Relevant Period have not been reviewed and audited by the auditors of the Company.

SHARE SCHEME

During the Relevant Period, the Company has not adopted any share schemes.

DISCLOSURE OF INTERESTS

(A) Directors' and Chief Executives' Interests and Short Positions in Shares, Underlying Shares and Debentures

As far as the Company is aware, as at 30 June 2024, the interests and/or short positions of the Directors and chief executive of the Company in the shares, underlying shares and debentures of the Company or its associated corporations (within the meaning of Part XV of the SFO) which were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which they are taken or deemed to have under such provisions of the SFO) or which were required, pursuant to section 352 of the SFO, to be entered in the register referred to therein, or which were required, pursuant to the Model Code, to be notified to the Company and the Stock Exchange, were as follows:

Name of Director or chief executive	Capacity	Number of Shares held or interested	Percentage of shareholding in the relevant class	Percentage of shareholding in the total issued share capital
Class A Shares⁽¹⁾				
Mr. Wei ⁽³⁾	Interest in controlled corporation	7,875,000	7.87%	6.29%
Mr. Feng ⁽³⁾	Interest in controlled corporation	7,875,000	7.87%	6.29%
Mr. Lai ⁽⁴⁾	Interest in controlled corporation	1,750,000	1.75%	1.40%
Class B Shares⁽²⁾				
Mr. Wei ⁽³⁾	Interest in controlled corporation	11,261,250	45.00%	9.00%
Mr. Feng ⁽³⁾	Interest in controlled corporation	11,261,250	45.00%	9.00%
Mr. Lai ⁽⁴⁾	Interest in controlled corporation	2,502,500	10.00%	2.00%

Notes:

- (1) Represents interest in the underlying Class A Shares of the Promoter Warrants. On the basis of a cashless exercise of the Promoter Warrants and subject to the terms and conditions under the Promoter Warrant Agreement (including the exercise mechanism and anti-dilution adjustments), the Promoter Warrants may be exercised for a maximum of 17,500,000 Class A Shares in aggregate, representing 14% of the total Shares in issue as at 30 June 2024. The calculations are based on a total number of 100,100,000 Class A Shares in issue as at 30 June 2024.

DISCLOSURE OF INTERESTS (Cont'd)

(A) Directors' and Chief Executives' Interests and Short Positions in Shares, Underlying Shares and Debentures (Cont'd)

Notes: (Cont'd)

- (2) The calculations are based on a total number of 25,025,000 Class B Shares in issue as at 30 June 2024. 45%, 45% and 10% of the Class B Shares are held by VKC Management, Vision Deal Acquisition Sponsor LLC and Opus Vision SPAC Limited, respectively.
- (3) VKC Management and Vision Deal Acquisition Sponsor LLC are wholly owned by Mr. Wei and DealGlobe, respectively. DealGlobe is wholly owned by Shanghai DealGlobe Information Consulting Co., Ltd. (上海易界信息諮詢有限公司) ("**Shanghai DealGlobe**"), and Shanghai DealGlobe is ultimately controlled by Mr. Feng as to approximately 79.75%. As such, Mr. Wei is deemed to be interested in the Class B Shares and Promoter Warrants held by VKC Management, and each of DealGlobe, Shanghai DealGlobe and Mr. Feng is deemed to be interested in the Class B Shares and Promoter Warrants held by Vision Deal Acquisition Sponsor LLC.
- (4) Opus Vision SPAC Limited is wholly owned by Opus Capital, which is a wholly-owned subsidiary of Opus Financial Group Limited. Opus Financial Group Limited is a wholly-owned subsidiary of Apex International Inc. (formerly known as Opus Financial International Limited), which is in turn wholly owned by Sino Genius International Limited. Sino Genius International Limited is a 70.1% owned subsidiary of Lion Force Global Limited. Lion Force Global Limited is owned by Mr. Lai, Mr. Tsz Tung Tang (鄧子棟) and Mr. Wai Hung Cheung (張偉雄) as to 40%, 30% and 30%, respectively. As such, each of Opus Capital, Opus Financial Group Limited, Apex International Inc., Sino Genius International Limited, Lion Force Global Limited and Mr. Lai is deemed to be interested in the Promoter Warrants and Class B Shares held by Opus Vision SPAC Limited.

Save as disclosed above, as at 30 June 2024, none of the Directors or any chief executive of the Company had an interest or short position in any shares, underlying shares or debentures of the Company or any associated corporations (within the meaning of Part XV of the SFO) as recorded in the register required to be kept under section 352 of the SFO or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code.

DISCLOSURE OF INTERESTS (Cont'd)

(B) Substantial Shareholders' Interests and Short Positions in the Shares and Underlying Shares

As far as the Directors are aware, as at 30 June 2024, the following persons (other than the Directors or chief executives of the Company whose interest have been disclosed in this interim report) had an interest or a short position in the Shares and the underlying Shares which would fall to be disclosed to the Company and the Stock Exchange under the provisions of Divisions 2 and 3 of Part XV of the SFO (including interests and short positions which they are taken or deemed to have under such provisions of the SFO) or which were required, pursuant to section 336 of the SFO, to be entered in the register referred to therein:

Name of Substantial Shareholder	Capacity	Number of Shares held or interested	Percentage of shareholding in the relevant class	Percentage of shareholding in the total issued share capital
<i>Class A Shares⁽¹⁾</i>				
VKC Management ⁽³⁾	Beneficial owner	7,875,000	7.87%	6.29%
Vision Deal Acquisition Sponsor LLC ⁽³⁾	Beneficial owner	7,875,000	7.87%	6.29%
DealGlobe ⁽³⁾	Interest in controlled corporation	7,875,000	7.87%	6.29%
Shanghai DealGlobe ⁽³⁾	Interest in controlled corporation	7,875,000	7.87%	6.29%
Haitong Global Investment SPC IV ⁽⁴⁾	Beneficial owner	27,390,000	27.36%	21.89%
Haitong International Asset Management (HK) Limited ⁽⁴⁾	Investment manager	27,390,000	27.36%	21.89%
Fabella Road Limited ⁽⁵⁾	Beneficial owner	12,210,000	12.20%	9.76%
Argyle Street Management Limited ⁽⁵⁾	Interest in controlled corporation	12,210,000	12.20%	9.76%
Argyle Street Management Holdings Limited ⁽⁵⁾	Interest in controlled corporation	12,210,000	12.20%	9.76%
Kin Chan ⁽⁵⁾	Interest in controlled corporation	12,210,000	12.20%	9.76%

DISCLOSURE OF INTERESTS (Cont'd)

(B) Substantial Shareholders' Interests and Short Positions in the Shares and Underlying Shares (Cont'd)

Name of Substantial Shareholder	Capacity	Number of Shares held or interested	Percentage of shareholding in the relevant class	Percentage of shareholding in the total issued share capital
<i>Class B Shares⁽²⁾</i>				
VKC Management ⁽³⁾	Beneficial owner	11,261,250	45.00%	9.00%
Vision Deal Acquisition Sponsor LLC ⁽³⁾	Beneficial owner	11,261,250	45.00%	9.00%
DealGlobe ⁽³⁾	Interest in controlled corporation	11,261,250	45.00%	9.00%
Shanghai DealGlobe ⁽³⁾	Interest in controlled corporation	11,261,250	45.00%	9.00%
Opus Vision SPAC Limited ⁽⁷⁾	Beneficial owner	2,502,500	10.00%	2.00%
Opus Capital ⁽⁷⁾	Interest in controlled corporation	2,502,500	10.00%	2.00%
Opus Financial Group Limited ⁽⁷⁾	Interest in controlled corporation	2,502,500	10.00%	2.00%
Apex International Inc. ⁽⁷⁾ (formerly known as Opus Financial International Limited)	Interest in controlled corporation	2,502,500	10.00%	2.00%
Sino Genius International Limited ⁽⁷⁾	Interest in controlled corporation	2,502,500	10.00%	2.00%
Lion Force Global Limited ⁽⁷⁾	Interest in controlled corporation	2,502,500	10.00%	2.00%

DISCLOSURE OF INTERESTS (Cont'd)

(B) Substantial Shareholders' Interests and Short Positions in the Shares and Underlying Shares (Cont'd)

Notes:

- (1) Represents interest in the underlying Class A Shares of the Promoter Warrants. On the basis of a cashless exercise of the Promoter Warrants and subject to the terms and conditions under the Promoter Warrant Agreement (including the exercise mechanism and anti-dilution adjustments), the Promoter Warrants may be exercised for a maximum of 17,500,000 Class A Shares in the aggregate, representing 14% of the total Shares in issue immediately following the completion of the Offering. The calculations are based on a total number of 100,100,000 Class A Shares in issue as at 30 June 2024.
- (2) The calculations are based on a total number of 25,025,000 Class B Shares in issue as at 30 June 2024.
- (3) VKC Management and Vision Deal Acquisition Sponsor LLC are wholly owned by Mr. Wei and DealGlobe, respectively. DealGlobe is wholly owned by Shanghai DealGlobe, and Shanghai DealGlobe is ultimately controlled by Mr. Feng as to approximately 79.75%. As such, Mr. Wei is deemed to be interested in the Class B Shares and Promoter Warrants held by VKC Management, and each of DealGlobe, Shanghai DealGlobe and Mr. Feng is deemed to be interested in the Class B Shares and Promoter Warrants held by Vision Deal Acquisition Sponsor LLC.
- (4) Haitong Global Investment SPC IV was allotted with 18,260,000 Class A Shares together with 9,130,000 Listed Warrants upon the Listing. Haitong Global Investment SPC IV is wholly owned by Haitong International Asset Management (HK) Limited. As such, Haitong International Asset Management (HK) Limited is deemed to be interested in the Class A Shares and Listed Warrants held by Haitong Global Investment SPC IV.
- (5) Fabella Road Limited holds 12,210,000 Class A Shares together with 4,070,000 Listed Warrants. It is wholly owned by Argyle Street Management Limited, and Argyle Street Management Limited is wholly owned by Argyle Street Management Holdings Limited. Mr. Kin Chan holds 50.13% interest in Argyle Street Management Holdings Limited. As such, each of Argyle Street Management Limited, Argyle Street Management Holdings Limited and Mr. Kin Chan is deemed to be interest in the Class A Shares and Listed Warrants held by Fabella Road Limited.
- (6) Opus Vision SPAC Limited is wholly owned by Opus Capital, which is a wholly-owned subsidiary of Opus Financial Group Limited. Opus Financial Group Limited is a wholly-owned subsidiary of Apex International Inc. (formerly known as Opus Financial International Limited), which is in turn wholly owned Sino Genius International Limited. Sino Genius International Limited is a 70.1% owned subsidiary of Lion Force Global Limited. Lion Force Global Limited is owned by Mr. Lai, Mr. Tsz Tung Tang (鄧子棟) and Mr. Wai Hung Cheung (張偉雄) as to 40%, 30% and 30%, respectively. As such, each of Opus Capital, Opus Financial Group Limited, Apex International Inc., Sino Genius International Limited, Lion Force Global Limited and Mr. Lai is deemed to be interested in the Class B Shares held by Opus Vision SPAC Limited.

DISCLOSURE OF INTERESTS (Cont'd)

(B) Substantial Shareholders' Interests and Short Positions in the Shares and Underlying Shares (Cont'd)

Save as disclosed above, as at 30 June 2024, no other person (other than the Directors and chief executive of the Company) who had an interest or short position in the Shares or underlying Shares as recorded in the register required to be kept by the Company under section 336 of the SFO, or as otherwise notified to the Company and the Stock Exchange.

CHANGE IN DIRECTORS' INFORMATION UNDER RULE 13.51B(1) OF THE LISTING RULES

The change in Directors' information as required to be disclosed pursuant to Rule 13.51B(1) of the Listing Rules is set out below:

- With effect from December 2023, Dr. Weiru Chen has served as an independent director at Oppl Lighting Co., Ltd. (SSE: 603515).
- With effect from August 2024, Dr. Shirley Ze Yu has ceased to be a senior practitioner fellow with the Ash Center of Harvard Kennedy School.

Save as disclosed above, no other information is required to be disclosed pursuant to Rule 13.51B(1) of the Listing Rules.

SUFFICIENCY OF PUBLIC FLOAT

According to the information disclosed publicly and as far as the Directors are aware, during the Relevant Period, the Company maintained the amount of public float as required under the Listing Rules.

EVENTS AFTER THE RELEVANT PERIOD

On 26 July 2024, the Company announced the proposed declaration of distribution of HK\$0.3 for each Class A Share to Class A Shareholders. For further details, please refer to the announcement of the Company dated 26 July 2024.

Save as disclosed above, the Company did not have any other material event after the Relevant Period and up to the date of approving this interim report.

PURCHASES, SALE OR REDEMPTION OF THE COMPANY'S LISTED SECURITIES

During the Relevant Period, neither the Company nor any of its subsidiaries had purchased, sold or redeemed any of the Company's listed securities (including the sale of treasury shares).

USE OF PROCEEDS FROM THE OFFERING

The Company received gross proceeds (after deduction of underwriting commissions and related costs and expenses) from the Offering of approximately HK\$1,001.0 million. The gross proceeds from the Offering were held in the Escrow Account in the form of cash or cash equivalents in compliance with the Listing Rules and guidance letters published by the Stock Exchange. There has been no change in the intended use of gross proceeds. For the avoidance of doubt, the proceeds from the Offering held in the Escrow Account do not include the proceeds from the sale of Class B Shares and the Promoter Warrants.

Upon the completion of the De-SPAC Transaction within 30 months of the Listing Date, the funds held in the Escrow Account will be released and used to pay (in order of priority), amounts due to Class A Shareholders who exercise their redemption rights, all or a portion of the consideration payable to the De-SPAC Target or owners of the De-SPAC Target, any loans drawn under the Loan Facility, and other expenses associated with completing the De-SPAC Transaction. Any interest, or other income earned, on monies held in the Escrow Account may be used by the Company to settle its expenses and taxes, if any, provided that the funds held in the Escrow Account would not be reduced to an amount below what is necessary to meet redemption requests by Class A Shareholders. Details of the use of proceeds are set out in the section headed "Use of Proceeds and Escrow Account" in the Offering Document.

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

Hong Kong, 23 August 2024

CONDENSED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

FOR THE SIX MONTHS ENDED 30 JUNE 2024

	Notes	For the six months ended 30 June 2024 HK\$'000 (Unaudited)	For the six months ended 30 June 2023 HK\$'000 (Unaudited)
Revenue	5	–	–
Other income and loss	5	22,537	19,387
Administrative expenses		(57,277)	(60,265)
Loss before income tax expense	6	(34,740)	(40,878)
Income tax expense	7	–	–
Loss and total comprehensive loss for the period		(34,740)	(40,878)
Loss per share	8		
— Basic and diluted (HK\$)		(1.388)	(1.633)

CONDENSED STATEMENT OF FINANCIAL POSITION

AS AT 30 JUNE 2024

	Notes	As at 30 June 2024 HK\$'000 (Unaudited)	As at 31 December 2023 HK\$'000 (Audited)
CURRENT ASSETS			
Prepayment		522	288
Amount due from promoters	12	–	696
Restricted bank deposits	10	1,001,000	1,001,000
Cash and cash equivalents		59,057	39,214
		1,060,579	1,041,198
CURRENT LIABILITIES			
Accruals and other payable	11	35,947	36,307
Redeemable Class A Shares	13	1,001,000	1,001,000
Warrant liabilities	13	24,775	24,775
		1,061,722	1,062,082
NET CURRENT LIABILITIES AND NET LIABILITIES		(1,143)	(20,884)
EQUITY			
Share capital	14	3	3
Reserves		(1,146)	(20,887)
TOTAL DEFICITS		(1,143)	(20,884)

CONDENSED STATEMENT OF CHANGES IN EQUITY

FOR THE SIX MONTHS ENDED 30 JUNE 2024

	Share capital HK\$'000	Share Premium [#] HK\$'000	Reserves		Total deficits HK\$'000
			Share option reserve HK\$'000	Accumulated losses HK\$'000	
For the six months ended 30 June 2024					
(Unaudited)					
At 1 January 2024	3	192	205,846	(226,925)	(20,884)
Share-based payment (Note 15)	–	–	54,481	–	54,481
Loss and total comprehensive loss for the period	–	–	–	(34,740)	(34,740)
At 30 June 2024 (Unaudited)	3	192	260,327	(261,665)	(1,143)
For the six months ended 30 June 2023					
(Unaudited)					
At 1 January 2023	3	192	96,403	(153,604)	(57,006)
Share-based payment (Note 15)	–	–	54,180	–	54,180
Loss and total comprehensive loss for the period	–	–	–	(40,878)	(40,878)
At 30 June 2023 (Unaudited)	3	192	150,583	(194,482)	(43,704)

[#] Amount subscribed for share capital in excess of par value.

CONDENSED STATEMENT OF CASH FLOWS

FOR THE SIX MONTHS ENDED 30 JUNE 2024

	For the six months ended 30 June 2024 HK\$'000 (Unaudited)	For the six months ended 30 June 2023 HK\$'000 (Unaudited)
Net cash flows used in operating activities	(2,706)	(7,080)
Net cash flows generated from an investing activity	22,549	19,406
Net cash flows generated from financing activities	–	–
Net increase in cash and cash equivalent	19,843	12,326
Cash and cash equivalents at the beginning of the period	39,214	8,001
Cash and cash equivalents at the end of period	59,057	20,327
Analysis of balances of cash and cash equivalents		
Cash and bank balances	59,057	20,327

NOTES TO THE CONDENSED INTERIM FINANCIAL STATEMENTS

FOR THE SIX MONTHS ENDED 30 JUNE 2024

1. GENERAL INFORMATION AND BUSINESS OPERATION

Vision Deal HK Acquisition Corp. (the “**Company**”) was incorporated in the Cayman Islands as an exempted company with limited liability on 20 January 2022. The Company is a special purpose acquisition company (“**SPAC**”) and at an early stage, as such, the Company was subject to all of the risks associated with early stage companies. The Company is incorporated for the purpose of an acquisition of, or a business combination with a target of a De-SPAC transaction (“**the “De-SPAC Target”**”) by the Company that results in the listing of a successor company (the “**De-SPAC Transaction**”).

On 8 December 2023, the Company announced that it has entered into an agreement for De-SPAC Transaction. The successor company has submitted a new listing application to the Main Board of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) on 15 December 2023 for the listing of, and permission to deal in, the successor company's shares and successor company's listed warrants in accordance with the requirements for new listing applicants as set out in Chapter 9 of the Rules Governing the Listing of Securities on the Stock Exchange (the “**Listing Rules**”). The new listing application submitted by the successor company on 15 December 2023 lapsed on 14 June 2024. The successor company has re-submitted the new listing application to the Stock Exchange on 27 June 2024.

The address of the Company's registered office is 71 Fort Street, PO Box 500, Grand Cayman, Cayman Islands KY1-1106.

The Company has not had any other business operations other than administration related to establishing SPAC entity and identifying acquisition target. The Company is not expected to generate any operating revenues other than interest income until after the completion of the De-SPAC Transaction, at the earliest. The Company has selected 31 December as its financial year end.

The Company has 100,100,000 Class A Shares (the “**Class A Shares**”) and 50,050,000 Listed Warrants (the “**Listed Warrants**”) issued and outstanding as at 30 June 2024, which are listed on the Main Board of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) since 10 June 2022 (the “**Listing**”). The Company also has 25,025,000 Class B Shares (the “**Class B Shares**”) and 35,000,000 promoter warrants (the “**Promoter Warrants**”) issued and outstanding as at 30 June 2024 that are not listed on the Stock Exchange.

As at 30 June 2024, 45%, 45% and 10% of the Class B Shares of the Company are held by VKC Acquisition Management Limited, Vision Deal Acquisition Sponsor LLC and Opus Vision SPAC Limited, respectively. VKC Acquisition Management Limited, Vision Deal Acquisition Sponsor LLC and Opus Vision SPAC Limited are investment holding companies wholly owned by Mr. Zhe Wei, DealGlobe Limited and Opus Capital Limited, respectively.

Mr. Zhe Wei, DealGlobe Limited and Opus Capital Limited are the promoters (the “**Joint Promoters**”).

The Class B Shares are convertible into Class A Shares on a one-for-one basis at the completion of the De-SPAC Transaction, subject to anti-dilution adjustment.

NOTES TO THE CONDENSED INTERIM FINANCIAL STATEMENTS (Cont'd)

FOR THE SIX MONTHS ENDED 30 JUNE 2024

1. GENERAL INFORMATION AND BUSINESS OPERATION (Cont'd)

The Listed Warrants will be exercisable 30 days after the completion of the De-SPAC Transaction up to the date that is five years after the date on which the Company completes the De-SPAC Transaction.

The Listed Warrants will expire on the date that is five years after the date on which the Company completes the De-SPAC Transaction or earlier upon redemption or liquidation.

The Promoter Warrants may not be transferred except in the very limited circumstances permitted by the Listing Rules and subject to compliance with the requirements thereof. The Promoter Warrants are not exercisable until 12 months after the completion of the De-SPAC Transaction as required by the Listing Rules. Except as described above, the Promoter Warrants have terms and provisions that are identical to those of the Listed Warrants.

The gross proceeds of HK\$1,001,000,000 from the Listing are placed in an escrow account (the "**Escrow Account**"). Except for interest and other income earned from the funds held in the Escrow Account that may be released to the Company to pay its expenses, the proceeds from the Listing will not be released from the Escrow Account other than to:

- (i) complete of the De-SPAC Transaction; in connection with which the funds held in the Escrow Account will be used to pay (in order of priority), amounts due to the holders of Class A Shares (the "**Class A Shareholders**") who exercise their redemption rights, all or a portion of the consideration payable to the De-SPAC Target or owners of the De-SPAC Target, and other expenses associated with completing the De-SPAC Transaction;
- (ii) meet redemption requests of Class A Shareholders in connection with a Shareholder vote to (i) approve the continuation of the Company following a material change referred to in Rule 18B.32 of the Listing Rules, or in any of joint largest promoters who, together with their close associates (including their respective promoters special purpose vehicles (the "**Promoters SPVs**"), hold an equal number of Class B Shares; or (ii) modifying the timing of the Company's undertakings to announce a De-SPAC Transaction within 18 months from 10 June 2022 (the "**Listing Date**") or complete the De-SPAC Transaction within 30 months of the Listing Date, respectively (or, if these time limits are extended pursuant to Class A Shareholders' vote and in accordance with the Listing Rules and the De-SPAC Transaction is not announced or completed, as applicable, within such extended time limits);

NOTES TO THE CONDENSED INTERIM FINANCIAL STATEMENTS (Cont'd)

FOR THE SIX MONTHS ENDED 30 JUNE 2024

1. GENERAL INFORMATION AND BUSINESS OPERATION (Cont'd)

- (iii) return funds to Class A Shareholders within one month of a suspension of trading imposed by the Stock Exchange if the Company (1) fails to obtain the requisite approvals in respect of the continuation of the Company following a material change referred to in Rule 18B.32 of the Listing Rules, or in any of our joint largest promoters who, together with their close associates (including their respective Promoter SPVs), hold an equal number of Class B Shares; or (2) fails to meet any of the following deadlines (extended or otherwise) to (i) publish an announcement of the terms of a De-SPAC Transaction within 18 months of the Listing Date or (ii) complete a De-SPAC Transaction within 30 months of the Listing Date; or (iii) return funds to Class A Shareholders; or

- (iv) return funds to Class A Shareholders upon the liquidation or winding up of the Company.

The Class A Shareholders will be entitled to redeem their Class A Shares for a pro rata portion of the amount then in the Escrow Account of an amount not less than HK\$10.00 per Class A Shares, plus any pro rata interest then in the Escrow Account, net of taxes payable. Both the Listed Warrants and Promoter Warrants have no redemption right.

Under the Listing Rules, at the time of the Company's entry into a binding agreement for a De-SPAC Transaction, a De-SPAC Target must have a fair market value representing at least 80% of the funds raised by the Company from the Listing (prior to any redemptions). If less than 100% of the equity interests or assets of a De-SPAC Target is acquired by the Company, the portion of such De-SPAC Target that is acquired will be taken into account for the purposes of the 80% of proceeds test described above, provided that in the event that the De-SPAC Transaction involves more than one De-SPAC Target, the 80% of proceeds test will be applied to each of the De-SPAC Targets being acquired. However, the Company will only complete a De-SPAC Transaction if the post-transaction company owns or acquires 50% or more of the outstanding voting securities of the De-SPAC Target. There is no assurance that the Company will be able to successfully effect a De-SPAC Transaction.

NOTES TO THE CONDENSED INTERIM FINANCIAL STATEMENTS (Cont'd)

FOR THE SIX MONTHS ENDED 30 JUNE 2024

1. GENERAL INFORMATION AND BUSINESS OPERATION (Cont'd)

The Company has only 30 months from the Listing Date (the “**De-SPAC Period**”) to complete the De-SPAC Transaction. If the Company is unable to complete the De-SPAC Transaction within the De-SPAC Period (or within the extension period, if any), the Company will:

- (i) cease all operations except for the purpose of winding up of the Company;
- (ii) suspend the trading of the Class A Shares and Listed Warrants, and as promptly as reasonably possible but no more than one month thereafter, distribute the amounts held in the Escrow Account to the Class A Shareholders on a pro rata basis, provided that the amount per Class A Share must be not less than HK\$10.00; and
- (iii) liquidate and dissolve, subject in the case of clause (ii), to the Company's obligations under Cayman Islands law to provide for claims of creditors and in all cases subject to the other requirements of applicable laws.

There will be no redemption rights or rights to liquidating distributions with respect to the Listed Warrants and Promoter Warrants, which will expire worthless if the Company fails to complete its De-SPAC Transaction within the De-SPAC Period, or if the Company fails to obtain the requisite approvals in respect of the continuation of the Company following a material change referred to in Rule 18B.32 of the Listing Rules, or in any of joint largest promoters who, together with their close associates (including their respective Promoters SPVs), hold an equal number of Class B Shares.

The Joint Promoters have agreed to waive their rights to liquidating distributions from the Escrow Account with respect to their Class B Shares in all circumstances.

The underwriters have agreed to waive their rights to their deferred underwriting commission payable upon the completion of a De-SPAC Transaction in the event that (i) the Company does not announce a De-SPAC Transaction within 18 months of the Listing Date or is unable to complete the De-SPAC Transaction within 30 months of the Listing Date (or within the extension period (if any)), or (ii) the Company fails to obtain the requisite approvals in respect of the continuation of the Company following a material change referred to in Rule 18B.32 of the Listing Rules, or in any of joint largest promoters who, together with their close associates (including their respective Promoters SPVs), hold an equal number of Class B Shares.

NOTES TO THE CONDENSED INTERIM FINANCIAL STATEMENTS (Cont'd)

FOR THE SIX MONTHS ENDED 30 JUNE 2024

2. BASIS OF PREPARATION AND PRESENTATION

(a) Basis of preparation and statement of compliance

The unaudited condensed interim financial statements (the “**Interim Financial Statements**”) for the six months ended 30 June 2024 have been prepared in accordance with the applicable disclosures required by the Listing Rules and International Accounting Standard (“**IAS**”) 34 “Interim Financial Reporting”, issued by the International Accounting Standards Board (“**IASB**”). The Interim Financial Statements should be read in conjunction with the annual financial statements for the year ended 31 December 2023, which have been prepared in accordance with International Financial Reporting Standards (“**IFRS Accounting Standards**”).

The accounting policies applied and the significant judgements made by the management are consistent with those described in the annual financial statements for the year ended 31 December 2023, except for the adoption of amendments to IFRS Accounting Standards effective for the accounting period beginning on 1 January 2024.

(b) Application of amendments to IFRS Accounting Standards

In the current period, the Company has adopted all the new and revised IFRS Accounting Standards issued by the IASB that are relevant to its operations and effective for the accounting period beginning on 1 January 2024. The adoption of these new and revised IFRS Accounting Standards did not result in significant changes to the Company’s accounting policies, presentation of the Company’s financial statements and amounts reported for the current period.

The Company has not applied the new IFRS Accounting Standards that have been issued but are not yet effective. The Company is in the process of making an assessment of what the impact of these developments is expected to be in the period of initial application. So far it has concluded that the adoption of them is unlikely to have a significant impact on its financial position and performance.

NOTES TO THE CONDENSED INTERIM FINANCIAL STATEMENTS (Cont'd)

FOR THE SIX MONTHS ENDED 30 JUNE 2024

2. BASIS OF PREPARATION AND PRESENTATION (Cont'd)

(c) Going concern basis

At 30 June 2024, the Company had net current liabilities and net liabilities of HK\$1,143,000. The Company incurred loss of HK\$34,740,000. The Company's ability to continue as a going concern is dependent upon the continued support of its Joint Promoters and/or upon the completion of the De-SPAC Transaction or on the approval of an extension of the permitted timeframe should the De-SPAC Transaction not be completed by 9 December 2024. There can also be no assurance that we will be successful in completing the De-SPAC Transaction. In the event a De-SPAC Transaction does not occur, the Class A Shareholders will be entitled to redeem their Class A Shares for a pro rata portion of the amount then in the Escrow Account of an amount not less than HK\$10.00 per Class A Share, plus any pro rata interest then in the Escrow Account, net of taxes payable. The Joint Promoters will have no rights to liquidating distribution from Escrow Account with respect to their Class B Shares in all circumstances.

These indicate the existence of a material uncertainty that may cast significant doubt about the Company's ability to continue as a going concern and, therefore, it may be unable to realize its liabilities in the normal course of business. Nevertheless, the Interim Financial Statement are prepared on the basis that the Company will continue as a going concern. These financial statements do not include any adjustments that would have to be made to provide for any further liabilities which might arise and to reclassify non-current assets as current assets should the Company be unable to continue as a going concern. If the Company is not able to continue as a going concern, the Company may be required to realize its assets and discharge its liabilities in other than the normal course of business and at amounts different from those reflected in these financial statements. These differences may be material.

(d) Functional and presentation currency

The Interim Financial Statements are presented in Hong Kong dollars ("**HK\$**") which is also the functional currency of the Company and all amounts are rounded to the nearest thousand ("**HK\$'000**") except otherwise indicated.

NOTES TO THE CONDENSED INTERIM FINANCIAL STATEMENTS (Cont'd)

FOR THE SIX MONTHS ENDED 30 JUNE 2024

3. BASIS OF ACCOUNTING

The financial statements has been prepared in accordance with all applicable IFRS Accounting Standards.

The financial statements have been prepared on historical cost except for certain financial instruments, which are measured at fair values as explained in the accounting policies set out below. Historical cost is generally based on the fair value of the consideration given in exchange for goods or services.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique. In estimating the fair value of an asset or a liability, the Company takes into account the characteristics of the asset or liability if market participants would take those characteristics into account when pricing the asset or liability at the measurement date. Fair value for measurement and/or disclosure purposes in these financial statements is determined on such a basis, except for share-based payment transactions that are within the scope of IFRS 2 Share-based Payment, leasing transactions that are accounted for in accordance with IFRS 16, and measurements that have some similarities to fair value but are not fair value, such as net realisable value in IAS 2 Inventories or value in use in IAS 36 Impairment of Assets.

A fair-value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

In addition, for financial reporting purposes, fair value measurements are categorised into Level 1, 2 or 3 based on the degree to which the inputs to the fair value measurements are observable and the significance of the inputs to the fair value measurement in its entirety, which are described as follows:

- Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity can access at the measurement date;
- Level 2 inputs are inputs, other than quoted prices included within Level 1, that are observable for the asset or liability, either directly or indirectly; and
- Level 3 inputs are unobservable inputs for the asset or liability.

NOTES TO THE CONDENSED INTERIM FINANCIAL STATEMENTS (Cont'd)

FOR THE SIX MONTHS ENDED 30 JUNE 2024

4. SEGMENT INFORMATION

The Company does not have separately reportable segments. The Company is incorporated for the purpose of effecting the De-SPAC Transaction.

5. REVENUE AND OTHER INCOME AND LOSS

(a) Revenue

The Company did not generate any revenue during the six months ended 30 June 2024 (30 June 2023: Nil).

(b) Other income and loss

	For the six months ended 30 June 2024	For the six months ended 30 June 2023
	HK\$'000 (Unaudited)	HK\$'000 (Unaudited)
Bank interest income	22,549	19,406
Exchange loss, net	(12)	(19)
	22,537	19,387

NOTES TO THE CONDENSED INTERIM FINANCIAL STATEMENTS (Cont'd)

FOR THE SIX MONTHS ENDED 30 JUNE 2024

6. LOSS BEFORE INCOME TAX EXPENSE

	For the six months ended 30 June 2024	For the six months ended 30 June 2023
	HK\$'000	HK\$'000
	(Unaudited)	(Unaudited)
Loss before income tax expense is arrived at after charging:		
Auditor's remuneration*	110	100
Professional fee related to De-SPAC Transaction*	1,423	4,277
Staff costs:		
Share-based payment expenses (Note 15)	54,481	54,180
Directors' remuneration (Note 16)	299	313
	54,780	54,493

- * For the six months ended 30 June 2024, auditor's remuneration of HK\$200,000 regarding agreed-upon procedures on the statement of indebtedness of the Company is included in professional fee related to De-SPAC Transaction.

NOTES TO THE CONDENSED INTERIM FINANCIAL STATEMENTS (Cont'd)

FOR THE SIX MONTHS ENDED 30 JUNE 2024

7. INCOME TAX EXPENSE

No provision for income tax has been made as the Company had no assessable profits for the six months ended 30 June 2024 (30 June 2023: Nil).

The Company did not have material unrecognised deferred tax during the period or at the end of the reporting period.

8. LOSS PER SHARE

The basic loss per share was calculated by dividing the loss for the period of approximately HK\$34,740,000 (30 June 2023: HK\$40,878,000), by the weighted average number of 25,025,000 (30 June 2023: 25,025,000) ordinary shares outstanding during the period.

Diluted loss per share is calculated by adjusting the weighted average number of ordinary shares outstanding to assume conversion of all dilutive potential ordinary shares. For the six months ended 30 June 2024, the redeemable Class A Shares, Listed Warrants and Promoter Warrants outstanding were not included in the calculation of diluted loss per share, as their inclusion would be anti-dilutive. Accordingly, diluted loss per share is the same as the basic loss per share for the period.

9. DIVIDEND

No dividend was paid or proposed during the six months ended 30 June 2024 (30 June 2023: Nil), nor any dividend has been proposed since the end of the reporting period.

10. RESTRICTED BANK DEPOSITS

Restricted bank deposits consist of the gross proceeds of HK\$1,001,000,000 (31 December 2023: HK\$1,001,000,000) from the Listing which are deposited in a ring-fenced Escrow Account domiciled in Hong Kong. The proceeds held in the Escrow Account are held in the form of cash or cash equivalents. The Company has undertaken to complete a De-SPAC Transaction within 30 months of the Listing Date, being 9 December 2024 and therefore the proceeds deposited on the Escrow Account have been classified as current assets.

11. ACCRUALS AND OTHER PAYABLE

Accruals and other payable mainly comprise deferred underwriting commission of approximately HK\$35,035,000 as at 30 June 2024 and 31 December 2023, which would be payable upon completion of the De-SPAC Transaction.

12. AMOUNTS DUE FROM PROMOTERS

The amounts due from promoters are unsecured, interest free and repayable on demand.

NOTES TO THE CONDENSED INTERIM FINANCIAL STATEMENTS (Cont'd)

FOR THE SIX MONTHS ENDED 30 JUNE 2024

13. FINANCIAL LIABILITIES

The Company issued 100,100,000 Class A Shares together with 50,050,000 Listed Warrants for an aggregate price of HK\$10 per share on 9 June 2022. The Company has 100,100,000 Class A Shares and 50,050,000 Listed Warrants issued and outstanding as at 30 June 2024 and 31 December 2023.

(a) Redeemable Class A Shares

The carrying amounts of the redeemable Class A Shares are as follows:

	As at 30 June 2024	As at 31 December 2023
	HK\$'000	HK\$'000
	(Unaudited)	(Audited)
Redeemable Class A Shares	1,001,000	1,001,000

(b) Warrant liabilities

Each Listed Warrant entitles its holder to subscribe for one Class A Share at an exercise price of HK\$11.50. Redemption threshold price of HK\$18.00 and fair value market cap of HK\$23.00 have been applied on the Listed Warrants. The Listed Warrants are only exercisable on a cashless basis, subject to customary anti-dilution adjustments.

Listed Warrants will become exercisable 30 days after the completion of the De-SPAC Transaction. Listed Warrants expire five years from the date of the De-SPAC Transaction, or earlier upon redemption or liquidation. The Company may redeem Listed Warrants upon at least 30 days' notice at a redemption price of HK\$0.01 per Listed Warrant if the closing price of the Class A Shares equals to or exceeds HK\$18.00 for any 20 out of the 30 consecutive trading days ending on the third trading day immediately prior to the date on which the notice of redemption is sent. Holders of Listed Warrant may exercise them after the redemption notice is given. A warrant holder has no right to participate in any distributions and/or offer of further securities made by the Company.

NOTES TO THE CONDENSED INTERIM FINANCIAL STATEMENTS (Cont'd)

FOR THE SIX MONTHS ENDED 30 JUNE 2024

13. FINANCIAL LIABILITIES (Cont'd)

(b) Warrant liabilities (Cont'd)

The fair value of the warrant liabilities which was based on its quoted market price at the end of the reporting period are as follows:

	As at 30 June 2024 Level 1 HK\$'000 (Unaudited)	As at 31 December 2023 Level 1 HK\$'000 (Audited)
Warrant liabilities	24,775	24,775

There were no transfers between levels for the six months ended 30 June 2024.

14. SHARE CAPITAL

(a) Share capital

	Number of shares	Nominal amount HK\$'000
Authorised:		
As at 31 December 2023 (audited) and 30 June 2024 (unaudited)		
Class A Shares of HK\$0.0001 each (Note 13)	1,000,000,000	100
Class B Shares of HK\$0.0001 each	100,000,000	10
	1,100,000,000	110
Class B Share Issued and fully paid:		
As at 31 December 2023 (audited) and 30 June 2024 (unaudited)	25,025,000	3

NOTES TO THE CONDENSED INTERIM FINANCIAL STATEMENTS (Cont'd)

FOR THE SIX MONTHS ENDED 30 JUNE 2024

14. SHARE CAPITAL (Cont'd)

(b) Capital management

The Company's capital management objectives are to monitor its expenses on an ongoing basis and endeavor to keep the costs within the Company's primary sources of liquidity (i.e. the proceeds from the sale of Class B Shares) and to maintain sufficient financial resources to identify the suitable De-SPAC Target. The primary sources of liquidity to satisfy the capital requirements prior to the completion of the De-SPAC Transaction, and the funds from these sources will be held outside the Escrow Account consisted of proceeds from the sale of the Class B Shares and the Promoter Warrants; and the loan facility from the Promoters, which can be drawn down to finance the expenses if the proceeds from the sale of the Class B Shares and the Promoter Warrants and the interest and other income from funds held in the Escrow Account are insufficient.

The Company will negotiate coverage of due diligence and transaction expenses relating to a successful De-SPAC Transaction with the confirmed De-SPAC Target. The Company expects that such expenses will be borne by the Successor Company from its own capital resources (including readily available cash) and the proceeds of the third-party investment required by the Listing Rules.

15. SHARE-BASED PAYMENT

Upon the Listing, the Company has issued 25,025,000 of Class B Shares and 35,000,000 of Promoter Warrants at the aggregated subscription price of HK\$195,000 and HK\$35,000,000 respectively. The conversion right in the Class B Shares and Promoter Warrants are classified as share-based payment in accordance with the Company's accounting policies.

The difference between the fair value of the conversion right of the Class B Shares and the Promoter Warrants and the subscription price paid by the Joint Promoters are expensed on a straight-line basis over the vesting period. The directors of the Company identified the completion of a De-SPAC Transaction as the vesting condition.

Valuation of share-based payment

Equity-settled share-based payment expenses from the conversion right of the Class B Shares and Promoter Warrants of approximately HK\$49,627,000 and HK\$4,854,000 respectively were recognised during the period (30 June 2023: HK\$49,353,000 and HK\$4,827,000 respectively).

The Company determined the fair value of conversion right in the Class B Shares and Promoter Warrants on the grant date based on valuation performed by Avista Valuation Advisory Limited, an independent valuation firm.

NOTES TO THE CONDENSED INTERIM FINANCIAL STATEMENTS (Cont'd)

FOR THE SIX MONTHS ENDED 30 JUNE 2024

15. SHARE-BASED PAYMENT (Cont'd)

Valuation of share-based payment (Cont'd)

(a) Conversion Right in the Class B Shares

Movements of the number of conversion right in the Class B Shares outstanding during the period are as follows:

	Number of Conversion Right in the Class B Shares
Outstanding as at 31 December 2023 (audited) and 30 June 2024 (unaudited)	25,025,000

The fair value of the conversion right in each of the Class B Share was estimated to be HK\$10.0, which was determined based on the unit issue price of the Class A Share at HK\$10.0 each. The valuation has taken into consideration that Class B Shares are convertible into Class A Shares on a one-for-one basis at the completion of the De-SPAC Transaction.

(b) Promoter Warrants

Movements of the number of Promoter Warrants outstanding during the period are as follows:

	Number of Promoter Warrants (Unaudited)
Granted on 10 June 2022 and outstanding as at 31 December 2023 (audited) and 30 June 2024 (unaudited)	35,000,000
Exercisable as at 31 December 2023 (audited) and 30 June 2024 (unaudited)	–

The Promoter Warrants outstanding at 30 June 2024 had an weighted average exercise price of HK\$11.5 (31 December 2023: HK\$11.5) and a weighted average remaining contractual life of 0.4 years (31 December 2023: 0.9 years).

NOTES TO THE CONDENSED INTERIM FINANCIAL STATEMENTS (Cont'd)

FOR THE SIX MONTHS ENDED 30 JUNE 2024

15. SHARE-BASED PAYMENT (Cont'd)

Valuation of share-based payment (Cont'd)

(b) Promoter Warrants (Cont'd)

The fair value was estimated as HK\$1.6987 per Promoter Warrant based on Monte Carlo simulation model. Under the valuation model, multiple scenarios were used to arrive a probability-weighted value per Promoter Warrant. The key inputs into the valuation model were as follows:

Key inputs	Ranged between
Expected De-SPAC date	December 2022–December 2023
Expected term	5 years
Exercise price	HK\$11.50
Redemption threshold price	HK\$18.00
Fair market value cap	HK\$23.00
Expected volatility	21.78%–23.43%
Risk-free rate	2.63%–2.69%
Dividend yield	0%

A Monte Carlo simulation model is often used when modeling systems with a large number of inputs and where there is significant uncertainty in the future value of inputs and where the movement of the inputs can be independent of each other. In view of the complicated features of the Promoter Warrants, the directors of the Company consider that the application of Monte Carlo simulation model is reasonable.

NOTES TO THE CONDENSED INTERIM FINANCIAL STATEMENTS (Cont'd)

FOR THE SIX MONTHS ENDED 30 JUNE 2024

16. RELATED PARTY TRANSACTIONS

In addition to the transactions detailed elsewhere in these financial statements, the Company had the following transactions with related parties during the period:

		For the six months ended 30 June 2024	For the six months ended 30 June 2023
	Notes	(Unaudited) HK\$'000	(Unaudited) HK\$'000
Compliance advisory service fees paid to a related company	i	200	240
Share-based payment for Class B Shares	15	49,627	49,353
Share-based payment for Promoter Warrants	15	4,854	4,827
Remuneration payable to independent non-executive directors		299	313

Note:

- i. Compliance advisory service fees paid to a related company was mutually agreed between the relevant parties.

17. SUBSEQUENT EVENTS

On 26 July 2024, the Company announced the proposed declaration of distribution of HK\$0.3 for each Class A Share to Class A Shareholders.

Saved as disclosed, no event occurring up to the date of Interim Financial Statements has been identified that may require material adjustment of, or disclosure in, these financial statements.

DEFINITIONS

“Articles”	the articles of association of the Company, as amended from time to time
“Audit Committee”	the audit committee of the Board
“Board”	the board of Directors
“Business Combination Agreement”	the business combination agreement dated 8 December 2023 entered into among the Company, the Target and the Target Merger Sub in relation to the Merger
“CG Code”	the Corporate Governance Code set out in Appendix C1 to the Listing Rules
“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 B Share(s)”	Class B ordinary shares in the share capital of the Company with a par value of HK\$0.0001 each
“close associate(s)”	has the meaning ascribed to it under the Listing Rules
“Company”	Vision Deal HK Acquisition Corp., an exempted company incorporated under the laws of the Cayman Islands with limited liability on 20 January 2022
“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
“De-SPAC Target(s)”	the target(s) of a De-SPAC Transaction
“De-SPAC Transaction”	an acquisition of, or a business combination with, a De-SPAC Target by the Company that results in the listing of a successor company
“Director(s)”	the director(s) of the Company

DEFINITIONS (Cont'd)

“Effective Time”	9:00 a.m. (Hong Kong time) on the date of listing of the Successor Company Shares and Successor Company Listed Warrants on the Stock Exchange
“Escrow Account”	the ring-fenced escrow account located in Hong Kong with the Trustee acting as trustee of such account
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“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”	the listing of the Class A Shares and the Listed Warrants on the Main Board of the Stock Exchange
“Listing Committee”	the listing committee appointed by the Stock Exchange for considering applications for listing and granting of listing of securities on the Stock Exchange
“Listing 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
“Loan Facility”	the HK\$10.0 million unsecured loan facility in relation to the loan agreement dated 2 June 2022 entered into by the Company and the Promoters
“Merger”	the merger of Target Merger Sub with and into the Company, subject to the terms and conditions of the Business Combination Agreement and in accordance with the laws of the Cayman Islands, with the Company being the surviving entity following the Merger and becoming (immediately following the Merger) a direct wholly-owned subsidiary of the Target Company
“Model Code”	the Model Code for Securities Transactions by Directors of Listed Issuers as set out in Appendix C3 to the Listing Rules

DEFINITIONS (Cont'd)

“Mr. Feng”	Mr. Lin Feng (馮林), an executive Director and the chief executive officer of the Company, and the chairman and chief executive officer of DealGlobe
“Mr. Lai”	Mr. Shu Fun Francis Alvin Lai (黎樹勳), a non-executive Director, and the founder and chief executive officer of Opus Financial Group Limited
“Mr. Wei”	Mr. Zhe Wei (衛哲), one of the Promoters, chairman of the Board and an executive Director
“New Listing Application”	the new listing application by the Successor Company to the Stock Exchange for the listing of, and permission to deal in, the Successor Company Shares and Successor Company Listed Warrants in respect of the De-SPAC Transaction
“Offer Securities”	the Class A Shares and the Listed Warrants offered pursuant to the Offering
“Offering”	the offer of the Offer Securities by the Company to Professional Investors as described in the Offering Document
“Offering Document”	the offering document of the Company dated 6 June 2022 in relation to the Offering and the Listing
“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
“Permitted Equity Financing”	the subscription of Shares prior to the Effective Time and concurrently with completion of the PIPE Investments by one or more investors pursuant to one or more subscription agreements entered into during the period prior to closing of the De-SPAC Transaction by and among such investors, the Target Company and the Company
“PIPE Investment Agreement(s)”	the PIPE Investment agreement(s) dated 8 December 2023 entered into among the Company, the PIPE Investor(s) and the Target in relation to the PIPE Investments

DEFINITIONS (Cont'd)

"PIPE Investment Shares"	57,620,000 to 61,020,000 Class A Shares to be allotted and to be subscribed by the PIPE Investors under the PIPE Investment Agreements depending on the adjustment to be made when the final negotiated value of Target being determined before closing of the De-SPAC Transaction
"PIPE Investments"	the subscription of the PIPE Investment Shares by the PIPE Investors pursuant to the PIPE Investment Agreement(s)
"PIPE Investors"	the independent third party investors in the De-SPAC Transaction, please refer to the section under "E. PIPE Investments — 5. Information on the PIPE Investors" of the announcement dated 8 December 2023 of the Company for details of the PIPE Investors
"PRC" or "China"	the People's Republic of China, but for the purpose of this interim report, except where the context requires, references in this document to the PRC or China exclude Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan
"Professional Investors"	has the meaning given to it in section 1 of Part 1 of Schedule 1 to the SFO
"Promoter Warrant Agreement"	the agreement constituting the Promoter Warrants
"Promoter Warrants"	subscription warrants issued to the Promoters at the issue price of HK\$1.00 per Promoter Warrant which upon exercise entitles the holder to subscribe for one Class A Share per Promoter Warrant at HK\$11.50 per Class A Share
"Promoters"	Mr. Wei, DealGlobe and Opus Capital
"Relevant Period"	the six months ended 30 June 2024
"SFC"	the Securities and Futures Commission of Hong Kong
"SFO"	the Securities and Futures Ordinance (Chapter 571 of the laws of Hong Kong), as amended, supplemented or otherwise modified from time to time

DEFINITIONS (Cont'd)

“Share Transfer”	the acquisition of the Target Disposing Shares by the Company and the transfer of such Target Disposing Shares from the Target Disposing Shareholders to the Company pursuant to the Share Transfer Agreements
“Share Transfer Agreement(s)”	the share transfer agreement(s) dated 8 December 2023 entered into between the Company and the Target Disposing Shareholders in relation to the Share Transfer
“Shareholder(s)”	holder(s) of the Share(s)
“Shares”	Class A Shares and Class B Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“subsidiary(ies)”	has the meaning ascribed to it under the Listing Rules, unless the context otherwise requires
“substantial shareholder(s)”	has the meaning ascribed to it under the Listing Rules
“Successor Company”	the Target Company which will be listed on the Stock Exchange upon the completion of the De-SPAC Transaction
“Successor Company Listed Warrants”	subscription warrants issued by the Successor Company in consideration of the cancellation of the SPAC Listed Warrants as detailed under the section headed “I. The Business Combination Agreement” in the announcement dated 8 December 2023 of the Company and pursuant to the Successor Company Listed Warrant instrument
“Success Company Shares”	ordinary share(s) in the share capital of the Successor Company with a par value of U.S.\$0.0001 each
“Target Company” or “Target”	Quwan Holding Limited, an exempted company incorporated under the laws of the Cayman Islands with limited liability on 29 May 2019
“Target Disposing Shareholders”	Image Frame Investment, Matrix Partners China V, L.P., Matrix Partners China V-A, L.P., Matrix Partners China VI, L.P., Matrix Partners China VI-A, L.P., Skycus China Fund L.P. and Dream League Limited, being the sellers of the Target Disposing Shares pursuant to the Share Transfer Agreements

DEFINITIONS (Cont'd)

"Target Disposing Shares"	the shares of the Target that the Target Disposing Shareholders dispose pursuant to the Share Transfer Agreements
"Target Merger Sub"	QW Merger Sub Limited, an exempted company incorporated under the laws of the Cayman Islands with limited liability on 20 October 2023, and a wholly-owned subsidiary of the Target Company for the purpose of effectuating the Merger
"Trust Deed"	the Deed of Trust dated 2 June 2022 entered into between the Company and CCB (Asia) Trustee Company Limited relating to the establishment and operation of the Escrow Account
"Trustee"	an independent trustee of the Escrow Account
"VKC Management"	VKC Acquisition Management Limited, a company incorporated in the British Virgin Islands on 26 February 2020
"%"	per cent