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*The Class A Shares and the Listed Warrants being offered under the Listing Document are only to be issued to, and traded by, Professional Investors. The Offer Securities will not be offered or sold in Hong Kong to the public who are not Professional Investors by means of any document.*

*An investment in the securities of the Company involves significant risk. Prior to making an investment decision, prospective investors should consider carefully all of the information set out in the Listing Document, including the risk factors set out in “Risk Factors”. The obligations of the Underwriters under the Underwriting Agreement are subject to termination by the Joint Representatives (on behalf of the Underwriters) if certain grounds arise prior to 8:00 a.m. on the Listing Date. Such grounds are set out in “Underwriting” in the Listing Document.*

*The Class A Shares and the Listed Warrants comprising the Offer Securities have not been and will not be registered under the U.S. Securities Act or any state securities law in the United States and may not be offered or sold in the United States, except pursuant to an exemption from, or in a transaction that is not subject to, the registration requirements of the U.S. Securities Act. The Offer Securities are being offered and sold outside the United States in offshore transactions in accordance with Regulation S.*

# Vision Deal HK Acquisition Corp.

(Incorporated in the Cayman Islands with limited liability)

## OFFERING OF CLASS A SHARES AND LISTED WARRANTS

Offer Securities : 100,100,000 Class A Shares and  
50,050,000 Listed Warrants  
Class A Share Issue Price : HK\$10.00 per Class A Share plus SFC transaction  
levy of 0.0027%, Stock Exchange trading fee of  
0.005% and FRC transaction levy of 0.00015%  
(payable in Hong Kong dollars)  
Entitlement for Warrants : One Listed Warrant for every two Class A Shares  
Par Value : HK\$0.0001 per Class A Shares  
Stock Code : 7827  
Warrant Code : 4827

### *Promoters*

Mr. Zhe Wei

DealGlobe Limited

Opus Capital Limited

*Joint Sponsors, Joint Global Coordinators and Joint Bookrunners*



*Joint Global Coordinator and Joint Bookrunner*



*Joint Bookrunners*



## **THE LISTING APPLICATION**

Application has been made to the Stock Exchange for the listing of, and permission to deal in, 100,100,000 Class A Shares and 50,050,000 Listed Warrants (the “**Offer Securities**”) to be issued pursuant to the Offering, as described in the Listing Document, on the Main Board of the Stock Exchange. Assuming that the Offering becomes unconditional at or before 8:00 a.m. in Hong Kong on Friday, June 10, 2022, dealings in the Class A Shares and the Listed Warrants will commence at 9:00 a.m. on Friday, June 10, 2022 (the “**Listing Date**”).

No application for the listing of, and permission to deal in, the Class B Shares and the Promoter Warrants on the Stock Exchange has been made.

## **STRUCTURE OF THE OFFERING**

The Offer Securities will be offered to Professional Investors pursuant to the Offering. The Class A Shares will represent 80% of the total Shares in issue immediately following completion of the Offering. Prospective investors should refer to the section headed “Terms of the Offering” in the Listing Document for more details.

The Class A Shares and the Listed Warrants will be traded separately on and after the Listing Date. The Class A Shares and the Listed Warrants cannot be traded by members of the public who are not Professional Investors.

Prospective investors should note that to ensure the Offer Securities will not be marketed to or traded by the public (without prohibiting marketing to or trading by Professional Investors), the trading board lot size of the Class A Shares at and after the listing of the Class A Shares must have a value of at least HK\$1 million. Accordingly, the Class A Shares will be traded in board lots of 110,000 Class A Shares with an initial value of HK\$1,100,000 per board lot based on the issue price of HK\$10.00 per Class A Share. The Listed Warrants will be traded in board lots of 55,000 Listed Warrants.

Pursuant to Chapter 18B of the Listing Rules, the conditions set out in “Important” in the Listing Document apply to the Offering and the listing of the Offer Securities on the Stock Exchange.

Further, in order for the Company to comply with the relevant requirements of Rule 18B.05 of the Listing Rules, the Offering will only proceed if the investors consist of at least 75 Professional Investors, out of whom at least 20 are Institutional Professional Investors (as defined in the Listing Rules), and such Institutional Professional Investors hold at least 75% of each of the Class A Shares and Listed Warrants. Prospective investors may be requested by the Underwriters through which they have indicated an interest in acquiring the Offer Securities to provide evidence to support that they are Professional Investors.

## **EXPECTED TIMETABLE**

Please refer to the expected timetable set out in “Expected Timetable” in the Listing Document for further details on the timetable of the Offering.

## SETTLEMENT

If the Stock Exchange grants the listing of, and permission to deal in, the Class A Shares and the Listed Warrants on the Stock Exchange and the Company complies with the stock admission requirements of the HKSCC, the Class A Shares and the Listed Warrants will be accepted as eligible securities by the HKSCC for deposit, clearance and settlement in CCASS with effect from the date of commencement of dealings in the Class A Shares and the Listed Warrants on the Stock Exchange or any other date the HKSCC chooses. Settlement of transactions between Exchange Participants (as defined in the Listing Rules) is required to take place in CCASS on the second settlement day after any trading day. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time. All necessary arrangements have been made to enable the Class A Shares and the Listed Warrants to be admitted into CCASS.

## PUBLICATION OF ANNOUNCEMENT OF THE LEVEL OF INDICATIONS OF INTEREST

The announcement of the level of indications of interest in the Offering will be published on the websites of the Company and the Stock Exchange at [www.visiondeal.hk](http://www.visiondeal.hk) and [www.hkexnews.hk](http://www.hkexnews.hk), respectively, on Thursday, June 9, 2022.

No temporary document of title will be issued in respect of the Class A Shares and the Listed Warrants. The certificates for the Class A Shares and the Listed Warrants will be deposited into CCASS on or before Thursday, June 9, 2022 but such certificates will only become valid at 8:00 a.m. on Friday, June 10, 2022, provided that the Offering has become unconditional in all respects at or before that time. Investors who trade the Class A Shares or the Listed Warrants prior to the certificates for the Class A Shares and/or the Listed Warrants becoming valid do so entirely at their own risk.

Dealings in the Class A Shares and the Listed Warrants on the Stock Exchange are expected to commence at 9:00 a.m. on the Listing Date. The stock code of the Class A Shares will be 7827 and the warrant code of the Listed Warrants will be 4827.

This announcement is available for viewing on the websites of the Company and the Stock Exchange at [www.visiondeal.hk](http://www.visiondeal.hk) and [www.hkexnews.hk](http://www.hkexnews.hk), respectively.

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

Hong Kong, June 6, 2022

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