

**IMPORTANT**

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This document is published in connection with the [REDACTED] and contains particulars given in compliance with the Securities and Futures (Stock Market Listing) Rules (Chapter 571V of the Laws of Hong Kong) and the Listing Rules solely for the purpose of giving information with regard to the Company.

**VISION DEAL HK ACQUISITION CORP.**

*(Incorporated in the Cayman Islands with limited liability)*

**[REDACTED] OF CLASS A SHARES AND [REDACTED] WARRANTS**

**[REDACTED] Securities :** [REDACTED] Class A Shares and [REDACTED] [REDACTED] Warrants  
**Class A Share [REDACTED] :** [REDACTED] 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 :** [REDACTED] Warrant for [REDACTED] Class A Shares  
**Par Value :** HK\$0.0001 per Class A Share  
**[REDACTED] :** [REDACTED]  
**[REDACTED] :** [REDACTED]

*Promoters*

**Zhe Wei**

**DealGlobe Limited**

**Lishu Lou**

**Opus Capital Limited**

*Joint Sponsors, [REDACTED]*



**ATTENTION**

The Class A Shares and the [REDACTED] Warrants being [REDACTED] under this document are only to be issued to, and traded by, Professional Investors and this document is to be distributed to Professional Investors only.

This document is also distributed outside of Hong Kong to (1) QIBs and QPs (as respectively defined in this document) or (2) non-U.S. persons outside of the United States. The Class A Shares and the [REDACTED] Warrants comprising the [REDACTED] have not been and will not be registered under the U.S. Securities Act or any state securities law of the United States and may not be [REDACTED] or sold in the United States, or to or for the account or benefit of any U.S. person (as defined in Regulation S), 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 [REDACTED] are being [REDACTED] and [REDACTED] (a) in the United States or to U.S. persons, in each case only to persons who are qualified institutional buyers (as defined in Rule 144A under the U.S. Securities Act), that are also qualified purchasers as defined in the Investment Company Act, and (b) outside the United States to non-U.S. persons in offshore transactions in accordance with Regulation S. Prospective [REDACTED] are hereby notified that sellers of the securities [REDACTED] by this document may be relying on the exemption from the provisions of Section 5 of the U.S. Securities Act provided by Rule 144A.

The Class A Shares and the [REDACTED] Warrants will [REDACTED] separately on the Stock Exchange. [REDACTED] in the Class A Shares will be limited to minimum [REDACTED] of the number of Class A Shares that make up a minimum [REDACTED] value at the [REDACTED] of [REDACTED] (i.e. [REDACTED] Class A Shares per [REDACTED]). The [REDACTED] Warrants will be [REDACTED] in [REDACTED] of [REDACTED] [REDACTED] Warrants.

An [REDACTED] in the securities of the Company involves significant risk. Prior to making an [REDACTED] decision, prospective [REDACTED] should consider carefully all of the information set out in this document, including the risk factors set out in section headed "Risk Factors" in this document. The obligations of the [REDACTED] under the [REDACTED] Agreement are subject to termination by the [REDACTED] (on behalf of the [REDACTED]) if certain grounds arise prior to 8:00 a.m. on the [REDACTED]. Such grounds are set out in section headed [REDACTED] in this document. If you are in any doubt about any of the contents of this document, you should obtain independent professional advice.

[REDACTED]

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Pursuant to Chapter 18B of the Listing Rules, the following conditions apply to the [REDACTED] and the [REDACTED] of the Class A Shares and the [REDACTED] Warrants comprising the [REDACTED] on the Stock Exchange:

1. The [REDACTED] of the [REDACTED] pursuant to this document is conducted by way of [REDACTED] only and does not involve an [REDACTED] of the [REDACTED] to the public in Hong Kong.
2. The [REDACTED], [REDACTED] and [REDACTED] of the [REDACTED] must be limited to Professional Investors only.
3. To ensure that the [REDACTED] will not be [REDACTED] to or [REDACTED] by the public in Hong Kong (without prohibiting [REDACTED] to or [REDACTED] by Professional Investors), the [REDACTED] size of the Class A Shares at and after [REDACTED] of the Class A Shares must be no less than the number of Shares that make up a minimum [REDACTED] trading value of [REDACTED] million based on the [REDACTED] of [REDACTED] for each Class A Share (i.e. [REDACTED] [REDACTED] per [REDACTED]), or as the Stock Exchange may from time to time specify by notice in writing to the Company in response to any proposed corporate action in connection with the share capital of the Company which will or is reasonably likely to materially reduce the value of a [REDACTED] lot of [REDACTED].
4. The [REDACTED] Warrants will be [REDACTED] in [REDACTED] of [REDACTED] [REDACTED] Warrants.
5. Each of the intermediaries involved in [REDACTED] the [REDACTED] must confirm and/or demonstrate to the Joint Sponsors, the Company and/or the Stock Exchange that it is satisfied that each [REDACTED] of the [REDACTED] is a Professional Investor.
6. The [REDACTED] and the [REDACTED] Warrants will be traded separately on and after the [REDACTED] and will be limited to Professional Investors only. Accordingly, intermediaries and exchange participants should comply with the applicable requirements under the SFO and have in place applicable procedures to ensure that only their clients who are Professional Investors can place orders to [REDACTED] the [REDACTED] and the [REDACTED] Warrants on and after the [REDACTED].

“**Professional Investors**” has the meaning given to it in section 1 of Part 1 of Schedule 1 to the SFO and means:

- (a) any recognized exchange company, recognized clearing house, recognized exchange controller or recognized investor compensation company, or any person authorized to provide automated trading services under section 95(2) of the SFO;
- (b) any intermediary, or any other person carrying on the business of the provision of investment services and regulated under the law of any place outside Hong Kong;
- (c) any authorized financial institution, or any bank which is not an authorized financial institution but is regulated under the law of any place outside Hong Kong;

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- (d) any insurer authorized under the Insurance Ordinance (Chapter 41 of the Laws of Hong Kong), or any other person carrying on insurance business and regulated under the law of any place outside Hong Kong;
- (e) any scheme which —
  - (i) is a collective investment scheme authorized under section 104 of the SFO; or
  - (ii) is similarly constituted under the law of any place outside Hong Kong and, if it is regulated under the law of such place, is permitted to be operated under the law of such place,  
  
or any person by whom any such scheme is operated;
- (f) any registered scheme as defined in section 2(1) of the Mandatory Provident Fund Schemes Ordinance (Chapter 485 of the Laws of Hong Kong), or its constituent fund as defined in section 2 of the Mandatory Provident Fund Schemes (General) Regulation (Chapter 485A of the Laws of Hong Kong), or any person who, in relation to any such registered scheme, is an approved trustee or service provider as defined in section 2(1) of the Mandatory Provident Fund Schemes Ordinance or who is an investment manager of any such registered scheme or constituent fund;
- (g) any scheme which —
  - (i) is a registered scheme as defined in section 2(1) of the Occupational Retirement Schemes Ordinance (Chapter 426 of the Laws of Hong Kong); or
  - (ii) is an offshore scheme as defined in section 2(1) of the Occupational Retirement Schemes Ordinance and, if it is regulated under the law of the place in which it is domiciled, is permitted to be operated under the law of such place,
  - (iii) or any person who, in relation to any such scheme, is an administrator as defined in section 2(1) of the Occupational Retirement Schemes Ordinance;
- (h) any government (other than a municipal government authority), any institution which performs the functions of a central bank, or any multilateral agency;
- (i) except for the purposes of Schedule 5 to the SFO, any corporation which is —
  - (i) a wholly-owned subsidiary of —
    - (A) an intermediary, or any other person carrying on the business of the provision of investment services and regulated under the law of any place outside Hong Kong;  
or
    - (B) an authorized financial institution, or any bank which is not an authorized financial institution but is regulated under the law of any place outside Hong Kong;

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- (ii) a holding company which holds all the issued share capital of —
  - (A) an intermediary, or any other person carrying on the business of the provision of investment services and regulated under the law of any place outside Hong Kong; or
  - (B) an authorized financial institution, or any bank which is not an authorized financial institution but is regulated under the law of any place outside Hong Kong; or
- (iii) any other wholly-owned subsidiary of a holding company referred to in subparagraph (ii); or
- (j) any person of a class which is prescribed by rules made under section 397 of the SFO for the purposes of this paragraph as within the meaning of this definition for the purposes of the provisions of the SFO, or to the extent that it is prescribed by rules so made as within the meaning of this definition for the purposes of any provision of the SFO. Under such rules, “professional investor” includes:
  - (i) trust corporations, corporations or partnerships falling under sections 4, 6 and 7 of the Securities and Futures (Professional Investor) Rules (Cap. 571 D of the Laws of Hong Kong) (the “**PI Rules**”), which include (i) a trust corporation with total assets of not less than HK\$40 million; and (ii) a corporation or partnership which have a portfolio of not less than HK\$8 million or total assets of not less than HK\$40 million; and
  - (ii) individuals falling under section 5 of the PI Rules, which include an individual having a portfolio of not less than HK\$8 million.

Further details are set out in the PI Rules.