

DEFINITIONS

In this document, unless the context otherwise requires, the following expressions shall have the following meanings.

“affiliate”	with respect to any specified person, any other person, directly or indirectly, controlling or controlled by or under direct or indirect common control with such specified person
“Articles” or “Articles of Association”	the amended and restated articles of association of the Company, conditionally adopted on [●], 2022 and which will become effective upon the [REDACTED], a summary of which is set out in “Appendix III — Summary of the Constitution of the Company and Cayman Islands Company Law” (as amended from time to time)
“Audit Committee”	the audit committee of the Board
“Board” or “Board of Directors”	the board of directors of the Company
“business combination”	a merger, share exchange, asset acquisition, share purchase, reorganization or similar combination with a business
“business day”	any day (other than a Saturday, Sunday or public holiday) on which banks in Hong Kong are generally open for normal banking business
“Cayman Companies Act”	the Companies Act (As Revised) of the Cayman Islands, as amended, revised or supplemented from time to time
“[REDACTED]”	the issue of [REDACTED] Class B Shares to be made upon capitalization of part of the sum standing to the credit of the share premium account of our Company, details of which are set out in “Description of the Securities — Description of the Ordinary Shares — [REDACTED]”
“CCASS”	the Central Clearing and Settlement System established and operated by HKSCC
“CCASS Account”	a securities account maintained by a CCASS Participant with CCASS
“CCASS Clearing Participant”	a person admitted to participate in CCASS as a direct clearing participant or general clearing participant
“CCASS Custodian Participant”	a person admitted to participate in CCASS as a custodian participant
“CCASS Investor Participant”	a person admitted to participate in CCASS as an investor participant who may be an individual or joint individuals or a corporation

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“CCASS Operational Procedures”	the Operational Procedures of HKSCC in relation to CCASS, containing the practices, procedures and administrative requirements relating to operations and functions of CCASS, as from time to time in force
“CCASS Participant”	a CCASS Clearing Participant, a CCASS Custodian Participant or a CCASS Investor Participant
“Class A Share [REDACTED]”	[REDACTED] per Class A Share (exclusive of SFC transaction levy of 0.0027%, Stock Exchange trading fee of 0.005% and FRC transaction levy of 0.00015%)
“Class A Shares”	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: (i) the Class A ordinary shares of the Successor Company or such other ordinary shares of the Successor Company that the Class A Shares of the Company convert into or are exchanged for; and (ii) the Class A ordinary shares of the Successor Company or such other shares of the Successor Company that the Class B Shares convert into or are exchanged for
“Class B Shares”	Class B ordinary shares in the share capital of the Company with a par value of HK\$0.0001 each
“Companies Ordinance”	the Companies Ordinance (Chapter 622 of the Laws of Hong Kong) as amended or supplemented from time to time
“Companies (Winding Up and Miscellaneous Provisions) Ordinance”	the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Chapter 32 of the Laws of Hong Kong), as amended or supplemented from time to time
“Company”, “we”, “our” or “us”	Vision Deal HK Acquisition Corp., an exempted company incorporated under the laws of the Cayman Islands with limited liability on January 20, 2022
“Corporate Governance Code”	the Corporate Governance Code set out in Appendix 14 to the Listing Rules
“DealGlobe”	DealGlobe Limited, a company incorporated in the United Kingdom on December 12, 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

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“DealGlobe Group”	collectively refers to the holding companies, fellow subsidiaries and affiliates of DealGlobe, which is ultimately controlled by Mr. Feng as to approximately 79.75% and operates as a leading cross-border boutique investment bank with expertise advising on M&A, structured finance and investment
“De-SPAC Target”	the target 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
“Escrow Account”	the ring-fenced escrow account located in Hong Kong with the Trustee acting as trustee of such account
“EV”	electric vehicle
“Extreme Conditions”	extreme conditions caused by a super typhoon as announced by the government of Hong Kong
“FRC”	the Financial Reporting Council of Hong Kong
“FY” or “Financial Year”	financial year ended or ending December 31
“HK\$” or “Hong Kong dollars”	Hong Kong dollars, the lawful currency of Hong Kong
“HKSCC”	Hong Kong Securities Clearing Company Limited, a wholly-owned subsidiary of Hong Kong Exchanges and Clearing Limited
“HKSCC Nominees”	HKSCC Nominees Limited, a wholly-owned subsidiary of HKSCC, in its capacity as nominee for HKSCC (or any successor thereto) as operator of CCASS and any successor, replacement or assign of HKSCC Nominees Limited as nominee for the operator of CCASS
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Hong Kong Share Registrar”	[REDACTED]
“IFRS”	International Financial Reporting Standards
“independent third party”	any party who is not connected (within the meaning of the Listing Rules) with the Company, so far as the Directors are aware after having made reasonable enquiries
“Investment Company Act”	the U.S. Investment Company Act of 1940, as amended

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“Latest Practicable Date”	February 11, 2022, being the latest practicable date for the purpose of ascertaining certain information contained in this document prior to its publication
“[REDACTED] Warrant Instrument”	the instrument constituting the [REDACTED] Warrants as further described in “Description of the Securities — Warrants” in this document
“[REDACTED] Warrants”	[REDACTED] warrants to be [REDACTED] to [REDACTED] of the Class A Shares which upon exercise entitles the holder to [REDACTED] one Class A Share per [REDACTED] Warrant at the Warrant Exercise Price
“[REDACTED]”	the [REDACTED] of Class A Shares and the [REDACTED] Warrants on the Main Board of the Stock Exchange
“[REDACTED]”	the date, expected to be on or about [REDACTED], [REDACTED], on which the Class A Shares and the [REDACTED] Warrants are first [REDACTED] and from which [REDACTED] the Class A Shares and the [REDACTED] Warrants are permitted to take place on the Main Board of the Stock Exchange
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
“Loan Facility”	the loan facility as further described in “Financial Information” and “Connected Transactions” in this document
“M&A”	mergers and acquisitions
“MBA”	master’s degree in business administration
“Memorandum” or “Memorandum of Association”	the amended and restated memorandum of association of the Company conditionally adopted on [●] 2022 and which will become effective upon the [REDACTED], a summary of which is set out in “Appendix III — Summary of the Constitution of the Company and Cayman Islands Company Law” (as amended from time to time)
“Memorandum and Articles of Association”	the Memorandum and the Articles
“Mr. Feng”	Mr. Lin Feng (馮林), an executive Director and the chief executive officer of our Company, and the chairman and chief executive officer of DealGlobe
“Mr. Lou”	Mr. Lishu Lou (樓立樞), one of the Promoters, an executive Director and the chief strategy officer of our Company

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“Mr. Wei”	Mr. Zhe Wei (衛哲), one of the Promoters, our chairman of the Board, an executive Director, and the sole director of VKC Management
“NEVs”	refers to new energy passenger vehicles, comprising of battery electric vehicles, plug-in hybrid vehicles and fuel cell electric vehicles
“Nomination Committee”	the nomination committee of the Board
“[REDACTED]”	the Class A Shares and the [REDACTED] Warrants offered pursuant to the [REDACTED]
“[REDACTED]”	the [REDACTED] of the [REDACTED] by the Company to Professional Investors on and subject to the terms and conditions of the [REDACTED], as further described in “Structure of the [REDACTED]” in the document
“Opus Capital”	Opus Capital Limited, a company incorporated in Hong Kong on January 9, 2014 with limited liability, a corporation licensed to conduct Type 1 (dealing in securities) and Type 6 (advising on corporate finance) regulated activities as defined under the SFO and one of the Promoters
“PRC” or “China”	the People’s Republic of China, but for the purposes of this document only, except where the context requires, references in this document to PRC or China exclude Hong Kong, Macau and Taiwan
“Professional Investor”	has the meaning given to it in section 1 of Part 1 of Schedule 1 to the SFO as further described in “Important” in this document
“Promoter Agreement”	the letter agreement entered into between the Promoters and the Company on [●], 2022
“Promoter Warrant Instrument”	the instrument constituting the Promoter Warrants
“Promoter Warrant Subscription Agreement”	the warrant subscription agreement [entered into] between the Promoters and the Company as further described in “Description of the Securities — Promoter Warrants” in this document
“Promoter Warrants”	[REDACTED] warrants to be issued to the Promoters at the issue price of HK\$[REDACTED] per Promoter Warrant which upon exercise entitles the holder to subscribe for one Class A Share per Promoter Warrant at the Warrant Exercise Price
“Promoters”	Mr. Wei, DealGlobe, Mr. Lou and Opus Capital

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“QIB”	a qualified institutional buyer within the meaning of the Rule 144A
“QP”	a qualified purchaser as defined in Section 2(a)(51) of the Investment Company Act
“Regulation S”	Regulation S under the U.S. Securities Act
“Relevant Persons”	the Promoters, the [REDACTED], the Joint Sponsors, the [REDACTED], the [REDACTED], any of their or the Company’s respective directors, officers, agents, or representatives or advisors or any other person involved in the [REDACTED]
“Remuneration Committee”	the remuneration committee of the Board
“Rule 144A”	Rule 144A under the U.S. Securities Act
“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 or supplemented from time to time
“Shareholder(s)”	holder(s) of Shares
“Shares”	Class A Shares and Class B Shares
“smart car”	vehicles that are equipped with advanced electronics and/or artificial intelligence
“smart car technologies”	the components, electronics or software that contribute to the technological qualities or artificial intelligence capabilities of smart cars
“Special Consent Matter”	(a) any alteration or addition to the Articles, (b) any alteration or addition to the Memorandum and (c) approving a voluntary winding up
“State Council”	the State Council of the PRC (中華人民共和國國務院)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Successor Company”	the Company which is [REDACTED] on the Stock Exchange upon the completion of a De-SPAC Transaction
“Takeovers Code”	the Code on Takeovers and Mergers and Share Buy-backs
“Trustee”	[●] acting as the Trustee of the Escrow Account

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“[REDACTED]”	[REDACTED]
“[REDACTED]”	[REDACTED]
“U.K.” or “United Kingdom”	the United Kingdom of Great Britain and Northern Ireland
“U.S.” or “United States”	the United States of America, its territories and possessions, any state of the United States and the District of Columbia
“US\$”	U.S. dollars, the lawful currency of the U.S.
“U.S. Securities Act”	the United States Securities Act of 1933, as amended
“VKC Management”	VKC Acquisition Management Limited, a company incorporated in the British Virgin Islands on February 26, 2020
“Vision Knight Capital”	a private equity fund founded by Mr. Wei in 2011, focusing on investments in internet, new channel, consumer brand empowered by internet, and business-to-business platform, services and products empowered by internet sectors in China
“Warrant Exercise Price”	HK\$[REDACTED] per Class A Share
“Warrant Instruments”	the [REDACTED] Warrant Instrument and the Promoter Warrant Instrument
“Warrants”	the [REDACTED] Warrants and the Promoter Warrants

In this document, unless the context otherwise requires, the terms “associate”, “close associate”, “connected person”, “core connected person”, “connected transaction”, “subsidiary”, “controlling shareholder” and “substantial shareholder” shall have the meanings given to such terms in the Listing Rules, unless the context otherwise requires.

Certain amounts and percentage figures included in this document have been subject to rounding adjustments. Accordingly, figures shown as totals in certain tables may not be an arithmetic aggregation of the figures preceding them.

Unless otherwise specified, all references to any shareholdings in the Company, and references to any shareholdings in the Company following the completion of the [REDACTED].