

## [REDACTED] AND ESCROW ACCOUNT

### [REDACTED]

The gross [REDACTED] from the [REDACTED] that the Company will receive will be HK\$[REDACTED]. All of the gross [REDACTED] from the [REDACTED] will be held in the Escrow Account in the form of cash or cash equivalents in compliance with the Listing Rules and guidance letters which may be published by the Stock Exchange from time to time, and such that we will not be deemed and regulated as an investment company under the Investment Company Act.

### ESCROW ACCOUNT

The Escrow Account is operated by the Trustee, which is qualified trustee under the requirements of Chapter 4 of the Code on Unit Trusts and Mutual Funds issued by the SFC. Pursuant to the terms of the custodian agreement [entered into] between the Company and the Trustee, the monies held in the Escrow Account (save with respect to any interest or other income earned as further described below) must not be released to any person other than to:

- (a) meet redemption requests of Class A Shareholders in accordance with Rule 18B.59 of the Listing Rules, as further explained in the section headed “Description of the Securities — Redemption rights of holders of Class A Shares” in this document;
- (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 (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 [REDACTED] or (ii) complete a De-SPAC Transaction within 30 months of the [REDACTED]; or
- (d) return funds to the Class A Shareholders upon the liquidation or winding up of the Company.

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.