
DEFINITIONS

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

“affiliate(s)”	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, which has the meaning ascribed to it in Rule 501(b) under the U.S. Securities Act
“Articles of Association” or “Articles”	the amended and restated articles of association of our Company, conditionally adopted on May 18, 2022 and which will come into effect upon [REDACTED], a summary of which is set out in “Appendix III — Summary of the Constitution of the Company and Cayman Islands Company Law”
“associate(s)”	has the meaning ascribed to it under the Listing Rules
“Audit Committee”	the audit committee of the Board
“AUM”	assets under management
“Board” or “Board of Directors”	the board of directors of our Company
“business day”	any day (other than a Saturday, Sunday or public holiday) on which banks in Hong Kong are generally open for business
“BVI”	the British Virgin Islands
“CAGR”	compound annual growth rate
“Cayman Companies Act”	the Companies Act (As Revised) of the Cayman Islands, as amended, supplemented or otherwise modified from time to time

[REDACTED]

“CEO”	Chief Executive Officer
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DEFINITIONS

“China” or “PRC”	the People’s Republic of China, but for the purpose of this document and for geographical reference only and except where the context requires, references in this document to “China” or the “PRC” do not apply to Hong Kong, the Macau Special Administrative Region and Taiwan
“close associate(s)”	has the meaning ascribed to it under the Listing Rules
“Companies Ordinance” or “Hong Kong Companies Ordinance”	the Companies Ordinance (Chapter 622 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time
“Company” or “our Company”	HK Acquisition Corporation (香港匯德收購公司), an exempted company incorporated in the Cayman Islands with limited liability on January 26, 2022
“connected person(s)”	has the meaning ascribed to it under the Listing Rules
“core connected person(s)”	has the meaning ascribed to it under the Listing Rules
“Corporate Governance Code”	the Corporate Governance Code set out in Appendix 14 to the Listing Rules
“Custodian”	BOCI-Prudential Trustee Limited, the custodian of the Escrow Account
“De-SPAC Target”	a company or operating business which is the subject matter of a De-SPAC Transaction
“De-SPAC Transaction”	an acquisition, of, or a business combination with, a De-SPAC Target by our Company that fulfills the requirements under Rule 18B.36 of the Listing Rules and results in the listing of a Successor Company
“De-SPAC Transaction Announcement Deadline”	the date which is 24 months from the [REDACTED], subject to any extension approved by the Shareholders (which the Promoters and their close associates must abstain from voting) and the Hong Kong Stock Exchange for a period of up to six months, by which an announcement of the terms of a De-SPAC Transaction must be made

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“De-SPAC Transaction Completion Date”	the date on which the De-SPAC Transaction is completed
“De-SPAC Transaction Completion Deadline”	the date which is 36 months from the [REDACTED], subject to any extension approved by the Shareholders (which the Promoters and their close associates must abstain from voting) and the Hong Kong Stock Exchange for a period of up to six months, by which the De-SPAC Transaction must be completed
“Director(s)”	director(s) of our Company
“Dr. Norman Chan”	Dr. Chan Tak Lam Norman (陳德霖), the Chairman of our Board, an executive Director and one of our Promoters
“Earn-out Right”	the right proposed to be granted to the Promoters to receive additional Successor Shares after the completion of the De-SPAC Transaction, up to such number of additional Successor Shares that will not exceed [REDACTED]% of the total number of Shares in issue as of the [REDACTED], which is subject to approval by the Shareholders and the compliance with the Listing Rules, details of which are set out in “Share Capital and Securities of the SPAC — Promoters’ Earn-out Right”
“Escrow Account”	the ring-fenced escrow account domiciled in Hong Kong with the Custodian acting as the custodian of such account to hold the gross [REDACTED] of the [REDACTED] in compliance with Chapter 18B of the Listing Rules
“Escrow Agreement”	the escrow agreement dated June 21, 2022 entered into between the Company and the Custodian relating to the establishment and operation of the Escrow Account
“Extra Shine”	Extra Shine Limited, a company incorporated in the BVI on September 16, 2021 with limited liability, which is wholly owned by Dr. Norman Chan and is one of the shareholders of HK Acquisition (BVI)
“Extreme Conditions”	extreme conditions caused by a super typhoon as announced by the government of Hong Kong

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“FRC”	the Financial Reporting Council of Hong Kong
“Greater China”	for the purpose of this document, the area comprising the PRC, Hong Kong, Macau Special Administrative Region and Taiwan
“HK Acquisition (BVI)”	Hong Kong Acquisition Company Limited (香港匯德有限公司), a company incorporated in the BVI with limited liability on December 2, 2021, which is owned as to 51% by Extra Shine, 32% by Pride Vision and 17% by Max Giant, and which holds the Promoter Shares and the Promoter Warrants on behalf of the Promoters in proportion to their respective shareholdings
“HKFRS(s)”	Hong Kong Financial Reporting Standards, which include standards, amendments and interpretations issued by the HKICPA
“HKICPA”	Hong Kong Institute of Certified Public Accountants
“HKSAR Government”	the government of the Hong Kong Special Administrative Region of the People’s Republic of China
“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
“Hong Kong” or “HK” or “HKSAR”	the Hong Kong Special Administrative Region of the PRC
“Hong Kong dollars” or “HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
	[REDACTED]
“Hong Kong Stock Exchange” or “Stock Exchange”	The Stock Exchange of Hong Kong Limited

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“Independent Third Party(ies)”	an individual(s) or company(ies) who or which is/are to the best of our Director’s knowledge, information and belief, having made all reasonable enquiries, is/are not our connected person(s)
“Institutional Professional Investors”	persons falling under paragraphs (a) to (i) of the definition of “professional investor” in section 1 of Part 1 of Schedule 1 to the SFO
“Latest Practicable Date”	August 2, 2022, being the latest practicable date for the purpose of ascertaining certain information in this document prior to its publication

[REDACTED]

“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, as amended, supplemented or otherwise modified from time to time
“Loan Facility”	the unsecured, interest-free loan facility of a principal amount up to HK\$10.0 million provided HK Acquisition (BVI) to our Company, the details of which are set out in “Financial Information — Loan Facility”
“Main Board”	the stock exchange (excluding the option market) operated by the Hong Kong Stock Exchange which is independent from and operated in parallel with the GEM of the Hong Kong Stock Exchange

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“Max Giant”	Max Giant Limited (巨溢有限公司), a company incorporated in Hong Kong with limited liability on December 27, 2013 and a licensed corporation to conduct Type 4 (advising on securities) and Type 9 (asset management) regulated activities under the SFO, which is wholly owned by Dr. Wong Shue Ngar Sheila (our executive Director and Chief Operating Officer), and is one of our Promoters and one of the shareholders of HK Acquisition (BVI)
“Max Giant Group”	a group of entities that are engaged in asset management where Ms. Katherine Tsang has managerial control or is the ultimate beneficial owner, which as of the Latest Practicable Date comprises four offshore fund entities, including two hedge funds and two private equity funds
“Memorandum” or “Memorandum of Association”	the amended and restated memorandum of association of our Company, conditionally adopted on May 18, 2022 and which will come into effect upon [REDACTED], a summary of which is set out in Appendix III to this document
“MGIH”	Max Giant Investment Holdings Limited, an investment holding company incorporated in BVI which is wholly owned by a relative of Ms. Katherine Tsang
“Ms. Katherine Tsang”	Ms. Tsang King Suen Katherine (曾璟璇), the CEO of our Company, an executive Director and one of our Promoters
“Nomination Committee”	the nomination committee of the Board
“Non-Institutional Professional Investors”	persons falling under paragraph (j) of the definition of “professional investor” in section 1 of Part 1 of Schedule 1 to the SFO

[REDACTED]

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[REDACTED]

“Permitted Transferee” (in respect of any Promoter) any transferee which is a limited partnership, trust, private company or other vehicle which holds the Promoter Shares and the Promoter Warrants on behalf of the relevant Promoter provided that such arrangement does not result in a transfer of beneficial ownership of those Promoter Shares and Promoter Warrants to a person other than such Promoter to whom or whose holding company they were originally **[REDACTED]**

“Pride Vision” Pride Vision Group Limited, a company incorporated in the BVI with limited liability on July 3, 2014, which is wholly owned by Ms. Katherine Tsang and is one of the shareholders of HK Acquisition (BVI)

[REDACTED]

“Professional Investor” an Institutional Professional Investor or a Non-Institutional Professional Investor

“Promoter(s)” has the meaning ascribed to “SPAC Promoter” under the Listing Rules and, unless the context requires otherwise, refers to Dr. Norman Chan, Ms. Katherine Tsang and/or Max Giant, being the person(s) who establish(es) our Company and beneficially own(s) the Promoter Shares and the Promoter Warrants

“Promoters’ Agreement” the agreement entered into between the Promoters, Extra Shine, Pride Vision, HK Acquisition (BVI) and our Company on June 21, 2022

“Promoter Share(s)” or “Class B Share(s)” the Class B ordinary share(s) of our Company with nominal value of HK\$0.0001 each owned beneficially and exclusively by the Promoters, which will not be **[REDACTED]** on the Hong Kong Stock Exchange

“Promoter Warrant(s)” the warrant(s) of our Company to be owned beneficially and exclusively by the Promoters, which will not be **[REDACTED]** on the Hong Kong Stock Exchange

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“Promoter Warrants Subscription Agreement”	the subscription agreement entered into between the Promoters, HK Acquisition (BVI) and our Company on [•], 2022, pursuant to which the Promoters agree to subscribe for, and our Company agrees to issue, the Promoter Warrants
“Regulation S”	Regulation S under the U.S. Securities Act
“Remuneration Committee”	the remuneration committee of the Board
“RMB”	Renminbi, the lawful currency of the PRC
“Senior Advisor”	Dr. Lam Lee G. (林家禮), the senior advisor of our Company
“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
“Share(s)”	the SPAC Share(s) and the Promoter Share(s)
“Shareholder(s)”	holder(s) of the Share(s)

[REDACTED]

“Sole Sponsor”	Haitong International Capital Limited
“SPAC” or “special purpose acquisition company”	has the meaning ascribed to it under the Listing Rules

[REDACTED]

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“SPAC Share(s)” or “Class A Share(s)”	the Class A ordinary share(s) of our Company with nominal value of HK\$0.0001 each which are [REDACTED] for [REDACTED] and to be [REDACTED] pursuant to the [REDACTED]
“SPAC Shareholder(s)” or “Class A Shareholder(s)”	holder(s) of the SPAC Share(s)
“SPAC Warrant(s)”	the warrant(s) of our Company which are [REDACTED] for [REDACTED] and to be [REDACTED] to [REDACTED] of the SPAC Shares pursuant to the [REDACTED]
“SPAC Warrantholder(s)”	holder(s) of the SPAC Warrant(s)
“Special Resolution”	a resolution passed by a majority of not less than two-thirds of the votes cast by such Shareholders as, being entitled so to do, vote in person or, where proxies are allowed, by proxy or, in the cases of Shareholders which are corporations, by their respective duly authorized representatives at a general meeting
“subsidiary(ies)”	has the meaning ascribed to it under the Listing Rules
“substantial shareholder(s)”	has the meaning ascribed to it under the Listing Rules
“Successor Company”	the listed issuer resulting from the completion of a De-SPAC Transaction
“Successor Share(s)”	the share(s) of the Successor Company upon completion of a De-SPAC Transaction
“Supermajority Resolution”	a special resolution passed by a majority of not less than three-fourths of the votes cast by such Shareholders as, being entitled so to do, vote in person or, where proxies are allowed, by proxy or, in the cases of Shareholders which are corporations, by their respective duly authorized representatives at a general meeting

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“Takeovers Code” or “Hong Kong Takeovers Code” the Code on Takeovers and Mergers issued by the SFC, as amended, supplemented or otherwise modified from time to time

[REDACTED]

“United States,” “USA” or “U.S.” the United States of America, its territories, its possessions and all areas subject to its jurisdiction

“U.S. Securities Act” the United States Securities Act of 1933, as amended, and the rules and regulations promulgated thereunder

“USD” or “US\$” U.S. dollars, the lawful currency of the United States

“Warrant(s)” the SPAC Warrant(s) and the Promoter Warrant(s)

“Warrantholder(s)” holder(s) of the Warrants

“Warrant Instrument” the instrument governing the terms of the Warrants to be executed by our Company and delivered to the Warrantholders

“we,” “our” or “us” our Company

Certain amounts and percentage figures included in this document were 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, certain amounts denominated in RMB and US\$ have been translated into HK\$ at the following exchange rates:

US\$1 = RMB6.7472

HK\$1 = RMB0.8562

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US\$1 = HK\$7.8800

The above exchange rates are based on the opening indicative counter exchange rates prevailing on the Latest Practicable Date published by The Hong Kong Association of Banks and are for illustrative purposes only and such conversions shall not be construed as representations that amounts in RMB and US\$ were or could have been or could be converted into [REDACTED] at such rates or any other exchange rates.