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Vision Deal HK Acquisition Corp.

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 7827)

(Warrant Code: 4827)

RESULTS ANNOUNCEMENT FOR THE PERIOD FROM 20 JANUARY 2022 (DATE OF INCORPORATION) TO 31 DECEMBER 2022

The Board of the Company is pleased to announce the financial results of the Company for the period from 20 January 2022 (the Company's date of incorporation) to 31 December 2022, which has been reviewed by the Audit Committee, are as follows:

STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME FOR THE PERIOD FROM 20 JANUARY 2022 (DATE OF INCORPORATION) TO 31 DECEMBER 2022

	<i>Notes</i>	For the period from 20 January 2022 (date of incorporation) to 31 December 2022 HK\$'000
Revenue	4	–
Other income and loss	4	6,841
Change in fair value of warrant liabilities	10	(30,030)
Amortisation of transaction costs on redeemable Class A Shares	10	(60,224)
Listing expenses		(4,061)
Administrative expenses		(66,130)
		<hr/>
Loss before income tax expense	5	(153,604)
Income tax expense	6	–
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Loss and total comprehensive loss for the period		(153,604)
		<hr/> <hr/>
Loss per share	7	
— Basic and diluted (HK\$)		(6.516)
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STATEMENT OF FINANCIAL POSITION
AS AT 31 DECEMBER 2022

	<i>Notes</i>	As at 31 December 2022 HK\$'000
NON-CURRENT ASSETS		
Restricted bank deposits	9	<u>1,001,000</u>
		<u>1,001,000</u>
CURRENT ASSETS		
Prepayment		511
Amount due from a promoter		432
Cash and cash equivalents		<u>8,001</u>
		<u>8,944</u>
CURRENT LIABILITIES		
Accruals and other payable		35,870
Amount due to promoters		50
Redeemable Class A Shares	10	1,001,000
Warrant liabilities	10	<u>30,030</u>
		<u>1,066,950</u>
NET CURRENT LIABILITIES		<u>(1,058,006)</u>
NET LIABILITIES		<u><u>(57,006)</u></u>
EQUITY		
Share capital		3
Reserves		<u>(57,009)</u>
TOTAL DEFICITS		<u><u>(57,006)</u></u>

NOTES:

1. GENERAL INFORMATION AND BUSINESS OPERATION

Vision Deal HK Acquisition Corp. (the “**Company**”) was incorporated in the Cayman Islands as an exempted company with limited liability on 20 January 2022. The Company is a special purpose acquisition company (“**SPAC**”) and at an early stage, as such, the Company is subject to all of the risks associated with early stage companies. The Company was incorporated for the purpose of an acquisition of, or a business combination with a target of a De-SPAC transaction (the “**De-SPAC Target**”) by the Company that results in the listing of a successor company (the “**De-SPAC Transaction**”). As at 31 December 2022, the Company has not selected any potential business combination target and the Company has not, nor has anyone on its behalf, initiated any substantive discussions, directly or indirectly, with any De-SPAC Target with respect to a De-SPAC Transaction with it.

The address of the Company’s registered office is 71 Fort Street, PO Box 500, Grand Cayman, Cayman Islands KY1-1106.

The Company has not had any other business operations other than administration related to establishing SPAC entity and identifying acquisition target. The Company is not expected to generate any operating revenues other than interest income until after the completion of the De-SPAC Transaction, at the earliest. The Company has selected 31 December as its financial year end.

The Company has 100,100,000 class A shares (the “**Class A Shares**”) and 50,050,000 listed warrants (the “**Listed Warrants**”) issued and outstanding as at 31 December 2022, which are listed on the Main Board of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) since 10 June 2022 (the “**Listing**”). The Company also has 25,025,000 class B shares (the “**Class B Shares**”) and 35,000,000 promoter warrants (the “**Promoter Warrants**”) issued and outstanding as at 31 December 2022 that are not listed on the Stock Exchange.

As at 31 December 2022, 45%, 45% and 10% of the Class B Shares of the Company are held by VKC Acquisition Management Limited, Vision Deal Acquisition Sponsor LLC and Opus Vision SPAC Limited, respectively. VKC Acquisition Management Limited, Vision Deal Acquisition Sponsor LLC and Opus Vision SPAC Limited are investment holding companies wholly owned by Mr. Zhe Wei, DealGlobe Limited and Opus Capital Limited, respectively.

Mr. Zhe Wei, DealGlobe Limited and Opus Capital Limited are the promoters (the “**Joint Promoters**”).

The Class B Shares are convertible into Class A Shares on a one-for-one basis at or following the completion of the De-SPAC Transaction, subject to anti-dilution adjustment.

The Listed Warrants will be exercisable 30 days after the completion of the De-SPAC Transaction up to the date that is five years after the date on which the Company completes the De-SPAC Transaction.

The Listed Warrants will expire on the date that is five years after the date on which the Company completes the De-SPAC Transaction or earlier upon redemption or liquidation.

The Promoter Warrants may not be transferred except in the very limited circumstances permitted by the rules governing the listing of securities on the Stock Exchange (the “**Listing Rules**”) and subject to compliance with the requirements thereof. The Promoter Warrants are not exercisable until 12 months after the completion of the De-SPAC Transaction as required by the Listing Rules. Except as described above, the Promoter Warrants have terms and provisions that are identical to those of the Listed Warrants.

The gross proceeds of HK\$1,001,000,000 from the Listing are placed in an escrow account (the “**Escrow Account**”). Except for interest and other income earned from the funds held in the Escrow Account that may be released to the Company to pay its expenses, the proceeds from the Listing will not be released from the Escrow Account other than to:

- (i) complete of the De-SPAC Transaction; in connection with which the funds held in the Escrow Account will be used to pay (in order of priority), amounts due to the holders of Class A Shares (the “**Class A Shareholders**”) who exercise their redemption rights, all or a portion of the consideration payable to the De-SPAC Target or owners of the De-SPAC Target, and other expenses associated with completing the De-SPAC Transactions;
- (ii) meet redemption requests of Class A Shareholders in connection with a shareholder’s vote to (i) approve the continuation of the Company following a material change referred to in Rule 18B.32 of the Listing Rules, or in any of joint largest promoters who, together with their close associates (including their respective Promoters special purpose vehicles (the “**Promoters SPVs**”), hold an equal number of Class B Shares; or (ii) modify the timing of the Company’s undertakings to announce a De-SPAC Transaction within 18 months from 10 June 2022 (the “**Listing Date**”) or complete the De-SPAC Transaction within 30 months of the Listing Date, respectively (or, if these time limits are extended pursuant to Class A Shareholders’ vote and in accordance with the Listing Rules and the De-SPAC Transaction is not announced or completed, as applicable, within such extended time limits);
- (iii) 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 in any of our joint largest promoters who, together with their close associates (including their respective Promoter SPVs), hold an equal number of Class B Shares; 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 Listing Date or; (ii) complete a De-SPAC Transaction within 30 months of the Listing Date or; (iii) return funds to Class A Shareholders; or
- (iv) return funds to Class A Shareholders upon the liquidation or winding up of the Company.

The Class A Shareholders will be entitled to redeem their Class A Shares for a pro rata portion of the amount then in the Escrow Account of an amount not less than HK\$10.00 per Class A Shares, plus any pro rata interest then in the Escrow Account, net of taxes payable. Both the Listed Warrants and Promoter Warrants have no redemption right.

Under the Listing Rules, at the time of the Company's entry into a binding agreement for a De-SPAC Transaction, a De-SPAC Target must have a fair market value representing at least 80% of the funds raised by the Company from the Listing (prior to any redemptions). If less than 100% of the equity interests or assets of a De-SPAC Target is acquired by the Company, the portion of such De-SPAC Target that is acquired will be taken into account for the purposes of the 80% of proceeds test described above, provided that in the event that the De-SPAC Transaction involves more than one De-SPAC Target, the 80% of proceeds test will be applied to each of the De-SPAC Targets being acquired. However, the Company will only complete a De-SPAC Transaction if the post-transaction company owns or acquires 50% or more of the outstanding voting securities of the De-SPAC Target. There is no assurance that the Company will be able to successfully effect a De-SPAC Transaction.

The Company has only 30 months from the Listing (the "**De-SPAC Period**") to complete the De-SPAC Transaction. If the Company is unable to complete the De-SPAC Transaction within the De-SPAC Period (or within the extension period, if any), the Company will:

- (i) cease all operations except for the purpose of winding up of the Company;
- (ii) suspend the trading of the Class A Shares and Listed Warrants, and as promptly as reasonably possible but no more than one month thereafter, distribute the amounts held in the Escrow Account to the Class A Shareholders on a pro rata basis, provided that the amount per Class A Share must be not less than HK\$10.00; and
- (iii) liquidate and dissolve, subject in the case of clauses (ii), to the Company's obligations under Cayman Islands law to provide for claims of creditors and in all cases subject to the other requirements of applicable laws.

There will be no redemption rights or liquidating distributions with respect to the Listed Warrants and Promoter Warrants, which will expire worthless if the Company fails to complete its De-SPAC Transaction within the De-SPAC Period, or if the Company 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 in any of its joint largest promoters who, together with their close associates (including their respective Promoters SPVs), hold an equal number of Class B Shares.

The Joint Promoters have agreed to waive their rights to liquidating distributions from the Escrow Account with respect to their Class B Shares in all circumstances.

The underwriters have agreed to waive their rights to their deferred underwriting commission payable upon the completion of a De-SPAC Transaction in the event that (i) the Company does not announce a De-SPAC Transaction within 18 months of the Listing Date or is unable to complete the De-SPAC Transaction within 30 months of the Listing Date (or within the extension period (if any)), or (ii) the Company 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 in any of its joint largest promoters who, together with their respective Promoters SPVs, hold an equal number of Class B Shares.

2. BASIS OF PREPARATION AND PRESENTATION

(a) Basis of preparation and statement of compliance

The financial statements for the period from 20 January 2022 (date of incorporation) to 31 December 2022 (the “**Financial Statements**”) have been prepared in accordance with the applicable disclosures required by the International Financial Reporting Standards (the “**IFRSs**”), issued by the International Accounting Standards Board (“**IASB**”).

For the purpose of preparation of the Financial Statements, information is considered material if such information is reasonably expected to influence decisions made by primary users. In addition, the Financial Statements include applicable disclosures required by the Listing Rules on the Stock Exchange and by the Hong Kong Companies Ordinance.

(b) Application of amendments to IFRSs

In the current period, the Company has adopted all the new and revised IFRSs issued by the IASB that are relevant to its operations and effective for the accounting period beginning on 1 January 2022. The adoption of these new and revised IFRSs did not result in significant changes to the Company’s accounting policies, presentation of the Company’s financial statements and amounts reported for the current period.

(c) New and amendments to IFRSs in issue but not yet effective

The following new or revised IFRSs, potentially relevant to the Company’s financial statements, have been issued, but are not yet effective and have not been early adopted by the Company. The Company’s current intention is to apply these changes on the date they become effective.

Amendments to IAS 8	Definition of Accounting Estimates ¹
Amendments to IAS 1 and IFRS Practice Statement 2	Disclosure of Accounting Policies ¹
Amendments to IAS 1	Classification of Liabilities as Current or Non-current ²

¹ Effective for annual periods beginning on or after 1 January 2023.

² Effective for annual periods beginning on or after 1 January 2024.

The directors of the Company do not anticipate that the applications of the amendments and revision in the future will have significant impacts on the Financial Statements.

(d) Going concern basis

As at 31 December 2022, the Company had net current liabilities and net liabilities of HK\$1,058,006,000 and HK\$57,006,000 respectively. The Company incurred loss of HK\$153,604,000 and expects to continue to incur significant costs in pursuit of effecting the De-SPAC Transaction, and the Company's cash and working capital as of 31 December 2022 are not sufficient for this purpose. Management plans to address this through the loan facility that are provided by the Joint Promoters. Based on a working capital forecast prepared by management for 24 months after the end of the reporting period, the Company would have sufficient financial resources to identify the suitable De-SPAC Target. However, the announcement of De-SPAC Targets and the completion of the De-SPAC Transaction substantially depends upon the ability and insight of the Joint Promoters to identify the suitable target for the De-SPAC Transaction, successfully negotiate the completion of the De-SPAC Transaction and obtain the approval from the Stock Exchange. There is no assurance that the Company could consummate the De-SPAC Transaction within the De-SPAC Period as detailed in note 1 to the Financial Statements.

These indicate the existence of a material uncertainty that may cast significant doubt about the Company's ability to continue as a going concern and, therefore, it may be unable to discharge its liabilities in the normal course of business. Nevertheless, the Financial Statements are prepared on the basis that the Company will continue as a going concern. These Financial Statements do not include any adjustments that would have to be made to provide for any further liabilities which might arise and to reclassify non-current assets as current assets should the Company be unable to continue as a going concern.

(e) Functional and presentation currency

The Financial Statements are presented in Hong Kong dollars ("HK\$") which is also the functional currency of the Company and all amounts are rounded to the nearest thousand ("HK\$'000") except otherwise indicated.

3. SEGMENT INFORMATION

The Company does not have separately reportable segments. The Company is incorporated for the purpose of effecting the De-SPAC Transaction.

4. REVENUE AND OTHER INCOME AND LOSS

(a) Revenue

The Company did not generate any revenue during the period from 20 January 2022 (date of incorporation) to 31 December 2022.

(b) Other income and loss

**For the period
from 20 January
2022 (date of
incorporation)
to 31 December
2022
HK\$'000**

Bank interest income	6,944
Exchange loss, net	(103)
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	6,841
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5. LOSS BEFORE INCOME TAX EXPENSE

**For the period
from 20 January
2022 (date of
incorporation)
to 31 December
2022
HK\$'000**

Loss before income tax expense is arrived at after charging:

Auditor's remuneration	452
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Staff costs:	
Share-based payment expenses (<i>note 11</i>)	61,403
Directors' remuneration	312
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	61,715
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6. INCOME TAX EXPENSE

No income tax has been recognised as the Company is not currently subject to income tax in the Cayman Islands and in opinion of the directors, the Company has no assessable profits in any other jurisdictions.

7. LOSS PER SHARE

The basic loss per share was calculated by dividing the loss for the period of approximately HK\$153,604,000, by the weighted average number of 23,574,275 Class B Shares outstanding during the period.

Diluted loss per share is calculated by adjusting the weighted average number of Class B Shares outstanding to assume conversion of all dilutive potential shares. For the period from 20 January 2022 (date of incorporation) to 31 December 2022, the redeemable Class A Shares, Listed Warrants and Promoter Warrants outstanding were not included in the calculation of diluted loss per share, as their inclusion would be anti-dilutive. Accordingly, diluted loss per share is the same as the basic loss per share for the period.

8. DIVIDEND

No dividend was paid or proposed during the period from 20 January 2022 (date of incorporation) to 31 December 2022, nor any dividend has been proposed since the end of the reporting period.

9. RESTRICTED BANK DEPOSITS

Restricted bank deposits consist of the gross proceeds of HK\$1,001,000,000 from the Listing which are deposited in a ring-fenced Escrow Account domiciled in Hong Kong. The proceeds held in the Escrow Account are held in the form of cash or cash equivalents. Except for certain condition as mentioned in note 1, the proceeds from the Listing will not be released from the Escrow Account (including all interest and other income earned from the funds held in the Escrow Account). The completion of the De-SPAC Transaction within the next 12 months is uncertain and therefore the proceeds deposited on the Escrow Account have been classified as non-current assets.

10. FINANCIAL LIABILITIES

The Company issued 100,100,000 Class A Shares together with 50,050,000 Listed Warrants for an aggregate price of HK\$10 per share on 9 June 2022.

(a) Redeemable Class A Shares

The movements of the redeemable Class A Shares are as follows:

	For the period from 20 January 2022 (date of incorporation) to 31 December 2022 HK\$'000
Proceeds from the issuance of redeemable Class A Shares	1,001,000
Less: Transaction costs attributable to the issuance of redeemable Class A Shares*	<u>(60,224)</u>
Net amounts at initial recognition of redeemable Class A Shares	940,776
Amortisation of transaction costs on redeemable Class A Shares	<u>60,224</u>
Balances at 31 December 2022	<u><u>1,001,000</u></u>

* Total listing expenses (including underwriting commissions payable upon completion of the Listing and deferred underwriting commissions payable upon completion of a De-SPAC Transaction) were approximately HK\$64,285,000, of which (i) HK\$4,061,000 was attributable to the issuance of Listed Warrants and Promoter Warrants and was charged to the statement of profit or loss, and (ii) the remaining amount of HK\$60,224,000 was attributable to the issuance of Class A Shares.

(b) Warrant liabilities

Each Listed Warrant entitles its holder to subscribe for one Class A Share at an exercise price of HK\$11.50. Redemption threshold price of HK\$18.00 and fair value market cap of HK\$23.00 have been applied on the Listed Warrants. The Listed Warrants are only exercisable on a cashless basis, subject to customary anti-dilution adjustments.

Listed Warrants will become exercisable 30 days after the completion of the De-SPAC Transaction. Listed Warrants expire five years from the date of the De-SPAC Transaction, or earlier upon redemption or liquidation. The Company may redeem Listed Warrants upon at least 30 days' notice at a redemption price of HK\$0.01 per Listed Warrant if the closing price of the Class A Shares equals to or exceeds HK\$18.00 for any 20 out of the 30 consecutive trading days ending on the third trading day immediately prior to the date on which the notice of redemption is sent. Holders of Listed Warrant may exercise them after the redemption notice is given. A warrant holder has no right to participate in any distributions and/or offer of further securities made by the Company.

On initial recognition, the Listed Warrants are recognised as derivative liabilities and measured at fair value. The fair value of Listed Warrants was estimated to be approximately HK\$80,806,000 using the Monte Carlo simulation model for which involved unobservable inputs. The day-one loss, which represented the difference between the transaction price and the fair value of the Listed Warrants at the issue date, was not recognised in the Statement of Profit or Loss and Other Comprehensive Income immediately but deferred.

The deferred day-one loss was released to the Statement of Profit or Loss and Other Comprehensive Income when the fair value of Listed Warrants are determined using market observable inputs.

As at 31 December 2022, the fair value of Listed Warrants was approximately HK\$30,030,000 which is determined based on its quoted market price, resulting in the recognition of fair value gain of HK\$50,776,000.

The total fair value loss of HK\$30,030,000 as shown in the Statement of Profit or Loss and Other Comprehensive Income consists of the recognition of the deferred day-one loss of HK\$80,806,000 and the fair value gain of HK\$50,776,000 during the period.

The movements of Listed Warrants, together with the transfers between level of its fair value hierarchy during the reporting period are as follows:

	Level 1 <i>HK\$'000</i>	Level 3 <i>HK\$'000</i>	Deferred day-one loss <i>HK\$'000</i>
Fair value at the issue date	–	80,806	(80,806)
Transfer out of Level 3 [#] and recognition of loss in profit or loss	80,806	(80,806)	80,806
Change in fair value	<u>(50,776)</u>	<u>–</u>	<u>–</u>
As at 31 December 2022	<u><u>30,030</u></u>	<u><u>–</u></u>	<u><u>–</u></u>

[#] Transfer between Level 1 and Level 3

Upon the Listing, quoted prices in active markets are available for the warrant liabilities. Therefore, warrant liabilities were transferred from a Level 3 measurement to Level 1 fair value measurement at the end of the reporting period.

Avista Valuation Advisory Limited, an independent valuation firm, is engaged to determine the fair value of the Listed Warrants at the issuing date.

The fair value was estimated as HK\$1.6145 per Listed Warrant based on Monte Carlo simulation model. Under the valuation model, multiple scenarios were used to arrive a probability-weighted value per Listed Warrant. The key inputs into the valuation model were as follows at initial measurement:

Key inputs	Ranged between
Expected De-SPAC date	December 2022–December 2023
Expected term	5 years
Exercise price	HK\$11.50
Redemption threshold price	HK\$18.00
Fair market value cap	HK\$23.00
Expected volatility	21.78%–23.43%
Risk-free rate	2.63%–2.69%
Dividend yield	0%
De-SPAC probability	5%–95%

A Monte Carlo simulation model is often used when modeling systems with a large number of inputs and where there is significant uncertainty in the future value of inputs and where the movement of the inputs can be independent of each other. In view of the complicated features of the Listed Warrants, the directors of the Company consider that the application of Monte Carlo simulation model is reasonable.

11. SHARE-BASED PAYMENT

Upon the Listing, the Company has issued 25,025,000 of Class B Shares and 35,000,000 of Promoter Warrants at the aggregated subscription price of HK\$195,000 and HK\$35,000,000 respectively. The conversion right of the Class B Shares and Promoter Warrants are classified as share-based payment.

The difference between the fair value of the conversion right of the Class B Shares and the Promoter Warrants and the subscription price paid by the Joint Promoters are expensed on a straight-line basis over the vesting period. The directors of the Company identified the completion of a De-SPAC Transaction as the vesting condition. Therefore, the conversion right in the Class B Shares and Promoter Warrants can only vest upon successful De-SPAC Transaction within 30 months after the Listing.

Valuation of share-based payment

Equity-settled share-based payment expenses from the conversion right of the Class B Shares and Promoter Warrants of approximately HK\$55,933,000 and HK\$5,470,000 respectively were recognised during the period.

The Company determined the grant date fair value of conversion right in the Class B shares and Promoter Warrants on the Listing Date based on valuation performed by Avista Valuation Advisory Limited, an independent valuation firm.

(a) *Conversion right of the Class B Shares*

Movements of the number of conversion right of the Class B Shares outstanding during the period are as follows:

	Period from 20 January 2022 (date of incorporation) to 31 December 2022 Number of conversion right of the Class B
Outstanding at the beginning of the period	–
Granted during the period	<u>25,025,000</u>
Outstanding at the end of the period	<u>25,025,000</u>

The fair value of the conversion right of Class B Shares was estimated to be HK\$10.0 each, which was determined based on the unit issue price of the Class A Share at HK\$10.0 each. The valuation has taken into consideration that Class B Shares are convertible into Class A Shares on a one-for-one basis at or following the completion of the De-SPAC Transaction.

(b) *Promoter Warrants*

Movements of the number of Promoter Warrants outstanding during the period are as follows:

Movements of the number of Promoter Warrants outstanding during the period and their weighted average exercises prices are as follows:

	Period from 20 January 2022 (date of incorporation) to 31 December 2022	Number of Promoter Warrant
	Weighted average exercise price (HK\$)	
Outstanding at the beginning of the period	N/A	–
Granted during the period	11.5	<u>35,000,000</u>
Outstanding at the end of the period	11.5	<u>35,000,000</u>
Exercisable at the end of the period	N/A	<u>–</u>

The Promoter Warrants outstanding at 31 December 2022 had an exercise price of HK\$11.5 and a weighted average remaining contractual life of 1.9 years.

The fair value was estimated as HK\$1.6987 per Promoter Warrant based on Monte Carlo simulation model. Under the valuation model, multiple scenarios were used to arrive a probability-weighted value per Promoter Warrant. The key inputs into the valuation model were as follows:

Key inputs	Ranged between
Expected De-SPAC date	December 2022–December 2023
Expected term	5 years
Exercise price	HK\$11.50
Redemption threshold price	HK\$18.00
Fair market value cap	HK\$23.00
Expected volatility	21.78%–23.43%
Risk-free rate	2.63%–2.69%
Dividend yield	0%

A Monte Carlo simulation model is often used when modeling systems with a large number of inputs and where there is significant uncertainty in the future value of inputs and where the movement of the inputs can be independent of each other. In view of the complicated features of the Promoter Warrants, the directors of the Company consider that the application of Monte Carlo simulation model is reasonable.

12. FINANCIAL INSTRUMENTS

(a) Financial instruments not measured at fair value

Financial instruments not measured at fair value include restricted bank deposit, cash and cash equivalents and accruals, and other payables, amount due to a promoter and redeemable Class A Shares.

Due to their short-term nature or redemption features, the carrying value of cash and cash equivalents, accruals and other payables, amount due to a promoter and redeemable Class A Shares approximates fair value.

The carrying amounts of the restricted bank deposits approximate its fair values as the interest rate will adjust periodically and is close to market interest rate.

(b) Financial instruments measured at fair value

The following table provides an analysis of financial instruments measured at fair value by level of fair value hierarchy:

Level 1: Quoted prices in active markets for identical items (unadjusted);

Level 2: Observable direct or indirect inputs other than Level 1 inputs; and

Level 3: Unobservable inputs (i.e. not derived from market data).

	As at 31 December 2022		
	Level 1	Level 2	Level 3
	HK\$'000	HK\$'000	HK\$'000
Financial liabilities at FVTPL			
Warrant liabilities	30,030	–	–

Details of warrant liabilities are disclosed in note 10(b).

MANAGEMENT DISCUSSION AND ANALYSIS BUSINESS REVIEW

The Company is a special purpose acquisition company, or SPAC, formed to effect a business combination with one or more businesses. The Class A Shares and Listed Warrants were listed on the Main Board of the Stock Exchange on 10 June 2022, and the offering of the Class A Shares and Listed Warrants raised gross proceeds of HK\$1,001.0 million.

During the Relevant Period, the Company did not enter into any revenue generating transactions. The Company reported loss and total comprehensive loss of approximately HK\$153.6 million during the Relevant Period, which was mainly attributable to the listing expenses, amortisation of transaction costs on redeemable Class A Shares and change in fair value of warrant liabilities.

De-SPAC Transaction

While the Company may pursue a business combination target in any business, industry or geographical region, in addition to the general characteristics for evaluating prospective targets and the quality of De-SPAC Target mentioned below, it intends to focus on high-quality companies in China that (i) specialize in smart car technologies, or (ii) possess supply chain and cross-border ecommerce capabilities that position them to benefit from domestic consumption upgrading trends.

The Company has taken into account the following business strategies and developed the following general characteristics for evaluating prospective De-SPAC Targets: (i) proven market leaders; (ii) possess competitive product or service offerings with market potential; (iii) solid financials underlying reasonable valuations; (iv) ethical, professional and visionary executives and senior management ready to undertake financial reporting and corporate governance obligations under the Listing Rules; and (v) consumer or smart car technology companies with the ability to leverage and benefit from the Company's expertise and experience, a public profile and increased access to capital. These criteria are not exhaustive, and any evaluation relating to the merits of a particular initial business combination may be based, to the extent relevant, on these general guidelines as well as other considerations, factors and criteria that the management team may deem relevant.

During the Relevant Period and as at the date of this announcement, the Company has not identified any specific De-SPAC Target and the Company has not, nor has anyone on its behalf, engaged in any substantive discussions with any De-SPAC Target with respect to a De-SPAC Transaction. Furthermore, as of the date of this announcement, the Company has not entered into any binding agreement with respect to a potential De-SPAC Transaction. The Company undertakes to announce and complete the De-SPAC Transaction within a shorter timeframe as stipulated in the Listing Rules, and if the Company is not able to meet these deadlines, it will seek approval from the Shareholders and the Stock Exchange for an extension of these deadlines.

Please refer to the section headed “The De-SPAC Transaction” of the Offering Document for details.

Escrow Account

The Escrow Account is operated by the Trustee, which is a qualified trustee under the requirements of Chapter 4 of the Code on Unit Trusts and Mutual Funds issued by the SFC. Pursuant to the Trust Deed, the monies held in the Escrow Account are held on trust for the Company and the Class A Shareholders and must not be released to any person other than to:

- (a) meet redemption requests of holders of Class A Shares in accordance with Rule 18B.59 of the Listing Rules;
- (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 in any of the joint largest promoters who, together with their close associates, hold an equal number of Class B Shares; 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 Listing Date, or (ii) complete a De-SPAC Transaction within 30 months of the Listing Date; or
- (d) return funds to the Class A Shareholders upon the liquidation or winding up of the Company.

Upon completion of the De-SPAC Transaction, the funds held in the Escrow Account will be released and used to pay (in order of priority), amounts due to Class A Shareholders who exercise their redemption rights, all or a portion of the consideration payable to the De-SPAC Target or owners of the De-SPAC Target, any loans drawn under the Loan Facility, and other expenses associated with completing the De-SPAC Transaction. Please refer to the section headed “Use of Proceeds and Escrow Account — Escrow Account” of the Offering Document for details.

Outlook

As one of the handful of publicly listed SPACs in Hong Kong and in line with the Company’s business strategy, the Company aims to generate attractive returns for the Shareholders by selecting high-quality De-SPAC Target(s), negotiating favourable acquisition terms at an attractive valuation, and creating the foundation to improve the operating and financial performance of the Successor Company.

After China announced a nationwide loosening of COVID-19 control measures in December 2022 and re-opened borders in January 2023, a gradual resumption of normal economic activities in China in the aftermath of COVID-19 pandemic is expected. However, the Company still expects the global equity market to be full of uncertainties and unprecedented challenges in the near future. The Federal Reserve System's interest rate is expected to remain high in 2023 and with the tightened monetary policy, it will be more difficult for the global economy to recover. The geo-political risks brought by the Russian-Ukrainian war, unstable political situation along the Taiwan strait, coupled with the wrestling between China and the United States also caused the equity market to fluctuate. The Company will closely monitor the development of the global economic and market conditions, continue to explore potential De-SPAC Targets cautiously with prudent risk management and internal control measures, assess the impact of the economy on the operational and financial performance of the possible De-SPAC Targets, so as to maximize returns for the Shareholders.

The Company expects to attract opportunities on account of the reputation and track record of the Promoters, the Directors and the senior management of the Company. The Company anticipates that potential De-SPAC Targets will be identified by various affiliated and unaffiliated sources. Such sources include the Promoters, the Directors and the senior management of the Company, investment bankers and private investment funds. The Company will conduct thorough due diligence review for the introduced potential De-SPAC Targets. If the Company decides to further pursue after a particular De-SPAC Target subsequent to the due diligence review, further negotiations will be conducted to structure the terms of the De-SPAC Transaction.

In evaluating potential De-SPAC Targets and in negotiating and executing a De-SPAC Transaction, the Company expects to incur significant costs. The Company intends to consummate the De-SPAC Transaction using (i) proceeds of the Offering; (ii) proceeds from the issuance of the Class B Shares and the Promoter Warrants; (iii) proceeds from independent third party investments; (iv) funds from any backstop agreements it may enter into; (v) loans from the Promoters or their affiliates under the Loan Facility or other arrangements; (vi) shares issued to the owners of the De-SPAC Target; and (vii) any other equity or debt financing, or a combination of the foregoing.

As required under the Listing Rules, the terms of a De-SPAC Transaction must include investment in the shares of the Successor Company by third party investors who (a) are Professional Investors and (b) meet certain independence requirements as stipulated in the Listing Rules. Such investment must include significant investment from sophisticated investors (as defined by the Stock Exchange from time to time). The Listing Rules also require that the investments made by the independent third party investors in the De-SPAC Transaction must result in their beneficial ownership of the listed shares in the Successor Company, and while obtaining such independent third party investments, the Company will be required to issue additional securities. The Company will continue to locate and obtain investment from independent third party investors for the De-SPAC Transaction.

The Company may also have to obtain additional financing to complete the De-SPAC Transaction, either because the transaction requires more cash than is available from the proceeds held in the Escrow Account and from independent third party investments or that the Company becomes obligated to redeem a significant number of the Class A Shares upon completion of the De-SPAC Transaction, in which case the Company may issue additional securities or incur extra debts in connection with the De-SPAC Transaction.

Financial Review

The Company reported loss and total comprehensive loss for the period of approximately HK\$153.6 million during the Relevant Period, which was mainly attributable to the listing expenses, amortisation of transaction costs on redeemable Class A Shares and change in fair value of warrant liabilities.

The non-current assets of the Company as at 31 December 2022 were approximately HK\$1,001 million which was entirely attributable to the proceeds received from the Offering held in the Escrow Account. The current assets of the Company as at 31 December 2022 were approximately HK\$8.9 million which consisted of approximately HK\$8.0 million of cash and cash equivalents. The cash and cash equivalent are denominated in Hong Kong dollars.

During the Relevant Period, the Company incurred listing expenses of approximately HK\$4.0 million and administrative expenses of approximately HK\$66.1 million, which was mainly attributable to the completion of the Offering and expenses relating to the administration of the SPAC related items.

The Company has not commenced any operations and did not generate any revenue since 20 January 2022, its date of incorporation. All activities from the date of incorporation of the Company are related to the Company's formation and the Listing. The Company is not expected to generate any operating revenue until after the completion of the De-SPAC Transaction, at the earliest. The Company will generate non-operating income in the form of interest income on cash and cash equivalents from the proceeds of the Offering.

Liquidity and Financial Resources

During the Relevant Period, the Company received gross proceeds of HK\$1,001.0 million from the Offering.

The Company has been monitoring its expenses on an ongoing basis and endeavors to keep the costs within the Company's primary sources of liquidity other than the funds deposited in the Escrow Account, including the proceeds from the sale of Class B Shares and the Promoter Warrants and the Loan Facility. By leveraging the business insights, investment advisory experience, deal sourcing and execution expertise of the Promoters, Directors and senior management of the Company, the Company believes that it is well positioned to manage the operating expenses when conducting negotiations and performing due diligence review on potential De-SPAC Targets.

Prior to the completion of the De-SPAC Transaction, the following primary sources of liquidity will be utilized to satisfy the Company's capital requirements and the funds from these sources will be held outside the Escrow Account:

- approximately HK\$35.2 million in proceeds from the issuance of the Class B Shares and the Promoter Warrants; and
- the Loan Facility (if the proceeds from the issuance of the Class B Shares and the Promoter Warrants described above and the interest and other income from the funds held in the Escrow Account are insufficient).

With the amount of liquid assets on hand which are held outside the Escrow Account, the Company is of the view that it has sufficient financial resources to meet its ongoing capital requirements prior to the completion of the De-SPAC Transaction.

Due to the Company's business nature, there is no ageing analysis of accounts receivable and accounts payable.

Indebtedness

During the Relevant Period, the Company incurred no indebtedness. The Loan Facility provides the Company with a working capital credit line of up to HK\$10.0 million that it may draw upon if required. Any loans drawn under the Loan Facility will not bear any interest and will not be held in the Escrow Account. No amount had been drawn from the Loan Facility during the Relevant Period.

Treasury Policies

The Company continues to adopt a prudent financial management approach towards its treasury policy.

The Board will closely monitors the liquidity position to ensure that the liquidity structure of the Company's assets, liabilities and other commitments to meet the funding requirements from time to time.

Gearing Ratio

As the shareholder's equity attributable to owners of the Company was a deficiency of approximately HK\$57 million, the calculation of gearing ratio as at 31 December 2022 was not applicable.

Capital Structure

The capital of the Company comprises 100,100,000 Class A Shares and 25,025,000 Class B Shares, and 50,050,000 Listed Warrants and 35,000,000 Promoter Warrants.

The Class B Shares are identical to the Class A Shares, except that (i) holders of Class B Shares have the specific right to appoint Directors to the Board prior to the completion of the De-SPAC Transaction; (ii) the Class B Shares are convertible into an aggregate of 25,025,000 Class A Shares on a one-for-one basis at or following the completion of the De-SPAC Transaction, subject to customary anti-dilution adjustments; and (iii) the Class B Shares are not traded on the Stock Exchange and the Promoters must remain as beneficial owners of the Class B Shares except in the very limited circumstances permitted by the Listing Rules and subject to compliance with those requirements.

Each Listed Warrant and Promoter Warrant is exercisable for one Class A Share at an exercise price of HK\$11.50. The Listed Warrants and Promoter Warrants (i) will become exercisable 30 days after the completion of the De-SPAC Transaction; (ii) are only exercisable when the average reported closing price of the Class A Shares for the ten trading days immediately prior to the date on which the notice of exercise is received by the Hong Kong Share Registrar is at least HK\$11.50 per Class A Share; and (iii) are only exercisable on a cashless basis and subject to adjustment. The Listed Warrants and Promoter Warrants will expire at 5:00 p.m. (Hong Kong time) on the date falling five years after the completion of the De-SPAC Transaction or earlier upon redemption in accordance with the terms described in the Offering Document or liquidation. If the Company does not announce a De-SPAC Transaction within 18 months of the Listing Date (or within the extended time limits) or complete the De-SPAC Transaction within 30 months of the Listing Date (or within the extended time limits), the Listed Warrants and Promoter Warrants will expire worthless.

For details of the Company's securities, please refer to the section headed "Description of the Securities" of the Offering Document.

Material Acquisitions and Disposals

During the Relevant Period, the Company did not make any material acquisition or disposal of subsidiaries, associates and joint ventures.

Significant Investments

The Company did not hold any significant investments as at 31 December 2022.

Pledge of Assets

As at 31 December 2022, the Company did not pledge any assets.

Future Plans for Material Investments or Capital Assets

As at 31 December 2022, save as identifying the potential De-SPAC Target for the purpose of completing the De-SPAC Transaction, the Company did not have any concrete plans for making other material investments or capital assets.

Employees and Remuneration Policy

As at 31 December 2022, the Company had no employee. The executive Directors and non-executive Directors are not entitled to any remuneration from the Company. The Company has not adopted any share scheme or long-term incentive scheme during the Relevant Period. The remuneration package (including bonus (if any)) and the training scheme of the independent non-executive Directors as well as other corporate executives of the Company (if any) are benchmarked against the remuneration and training scheme for similar positions in the market.

Charges on Assets

As at 31 December 2022, no charges had been created on the Company's assets.

Foreign Currency Exposure

The Company's business is not exposed to any significant foreign exchange risk as there are no significant financial assets or liabilities of the Company denominated in the currencies other than the respective functional currencies of the Company's entities. The Company has not used any financial instrument for hedging purpose during the Relevant Period.

Contingent Liabilities

As at 31 December 2022, the Company did not have any contingent liabilities.

OTHER INFORMATION

Final Dividend

The Company has not adopted a dividend policy. The Company will not pay any dividends prior to the completion of the De-SPAC Transaction. Hence, no final dividend was proposed by the Board for the Relevant Period.

Corporate Governance

The Board strives to uphold the principles of corporate governance set out in the CG Code, and will continue to review and improve the quality of corporate governance practices with reference to local and international standards.

Since the Listing Date and up to 31 December 2022, the Company complied with the applicable code provisions as set out in Part 2 of the CG Code.

Model Code for Securities Transactions

The Company has adopted the Model Code as its own code governing securities transactions of the Directors. Further, pursuant to the Listing Rules, the Company and the Promoters and their respective directors and employees, and each of their close associates, are prohibited from dealing in any of the listed securities of the Company (including the Class A Shares and Listed Warrants) prior to the completion of a De-SPAC Transaction.

Specific enquiries have been made to all Directors and all Directors have confirmed that they have fully complied with the required standard of dealings as set out in the Model Code during the Relevant Period.

Review of Results by Audit Committee

The Audit Committee was established on 9 June 2022 with written terms of reference in compliance with Rule 3.21 of the Listing Rules and the CG Code.

The Audit Committee has reviewed the accounting principles and practices adopted by the Company and discussed with the management of the Company on financial reporting matters including a review of the audited financial statements of the Company for the Relevant Period.

The results announcement is based on the Company's audited financial statements for the period from 20 January 2022 (date of incorporation) to 31 December 2022 as agreed with the auditor of the Company.

Sufficiency of Public Float

According to the information disclosed publicly and as far as the Directors are aware, upon the Listing and up to the date of this announcement, the Company maintained the amount of public float as required under the Listing Rules.

Events After the Relevant Period

The Company did not have any material event since the end of the Relevant Period and up to the date of this announcement.

Purchases, Sale or Redemption of the Company's Listed Securities

Upon Listing and up to 31 December 2022, neither the Company nor any of its subsidiaries had purchased, sold or redeemed any of the Company's listed securities.

Use of Proceeds from the Offering

The Company received gross proceeds (after deduction of underwriting commissions and related costs and expenses) from the Offering of approximately HK\$1,001.0 million. The gross proceeds from the Offering were held in the Escrow Account in the form of cash or cash equivalents in compliance with the Listing Rules and guidance letters published by the Stock Exchange. There has been no change in the intended use of gross proceeds. For the avoidance of doubt, the proceeds from the Offering held in the Escrow Account do not include the proceeds from the sale of Class B Shares and the Promoter Warrants.

Upon the completion of the De-SPAC Transaction within 30 months of the Listing Date, the funds held in the Escrow Account will be released and used to pay (in order of priority), amounts due to Class A Shareholders who exercise their redemption rights, all or a portion of the consideration payable to the De-SPAC Target or owners of the De-SPAC Target, any loans drawn under the Loan Facility, and other expenses associated with completing the De-SPAC Transaction. 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, provided that the funds held in the Escrow Account not reduced to below the amount necessary to meet redemption requests by Class A Shareholders. Details of the use of proceeds are set out in the section headed "Use of Proceeds and Escrow Account" in the Offering Document.

Annual General Meeting and Closure of Register of Members

The annual general meeting of the Company (the "AGM") is expected to be held on Friday, 23 June 2023. In order to determine the Shareholders who will be qualified for attending and voting at the AGM, the register of members of the Company will be closed from Monday, 19 June 2023 to Friday, 23 June 2023, both days inclusive, during which period no transfer of shares will be effected. In order to be eligible to attend and vote at the AGM, all completed transfer document(s) together with the relevant share certificate(s) must be lodged with the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong no later than 4:30 p.m. (Hong Kong time) on Friday, 16 June 2023 for registration.

Publication of the Annual Results and Annual Report

This announcement is published on the website of the Stock Exchange (www.hkexnews.hk) and the Company's website (www.visiondeal.hk). The annual report for the Relevant Period containing all the information required by the Listing Rules will be despatched to the Shareholders and available on the respective websites of the Stock Exchange and the Company in due course.

Forward-Looking Statements

This announcement contains certain statements that are forward-looking or which use certain forward-looking terminologies. These forward-looking statements are based on the current beliefs, assumptions and expectations of the Board. These forward-looking statements are subject to risks, uncertainties and other factors beyond the Company's control which may cause actual results or performance to differ materially from those expressed or implied in such forward-looking statements.

DEFINITIONS

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

“associate(s)”	has the meaning ascribed to it under the Listing Rules
“Audit Committee”	the audit committee of the Board
“Board”	the board of Directors
“CG Code”	the Corporate Governance Code set out in Appendix 14 to the Listing Rules
“Class A Share(s)”	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, the Class A ordinary shares of the Successor Company or such other ordinary shares of the Successor Company that the Class A Shares convert into or are exchanged for
“Class B Share(s)”	Class B ordinary shares in the share capital of the Company with a par value of HK\$0.0001 each
“Company”	Vision Deal HK Acquisition Corp., an exempted company incorporated under the laws of the Cayman Islands with limited liability on 20 January 2022
“DealGlobe”	DealGlobe Limited, a company incorporated in the United Kingdom on 12 December 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
“De-SPAC Target(s)”	the target(s) 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
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Listed Warrants”	subscription warrants issued to investors of the Class A Shares which upon exercise entitles the holder to subscribe for one Class A Share per Listed Warrant at HK\$11.50 per Class A Share
“Listing”	the listing of the Class A Shares and the Listed Warrants on the Main Board of the Stock Exchange
“Listing Date”	10 June 2022, the date on which the Class A Shares and the Listed Warrants are listed and dealings in the Class A Shares and the Listed Warrants first commence on the Main Board of the Stock Exchange
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Loan Facility”	the HK\$10.0 million unsecured loan facility in relation to the loan agreement dated 2 June 2022 entered into by the Company and the Promoters
“Model Code”	the Model Code for Securities Transactions by Directors of Listed Issuers as set out in Appendix 10 to the Listing Rules
“Mr. Wei”	Mr. Zhe Wei (衛哲), one of the Promoters, chairman of the Board and an executive Director
“Offer Securities”	the Class A Shares and the Listed Warrants offered pursuant to the Offering
“Offering”	the offer of the Offer Securities by the Company to Professional Investors as described in the Offering Document

“Offering Document”	the offering document of the Company dated 6 June 2022 in relation to the Offering and the Listing
“Opus Capital”	Opus Capital Limited, a company incorporated in Hong Kong on 9 January 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 purpose of this announcement only, except where the context requires, references in this document to the PRC or China exclude Hong Kong, Macau and Taiwan
“Professional Investors”	has the meaning given to it in section 1 of Part 1 of Schedule 1 to the SFO
“Promoter Warrants”	subscription warrants issued to the Promoters at the issue price of HK\$1.00 per Promoter Warrant which upon exercise entitles the holder to subscribe for one Class A Share per Promoter Warrant at HK\$11.50 per Class A Share
“Promoters”	Mr. Wei, DealGlobe and Opus Capital
“Relevant Period”	the period from 20 January 2022 (the Company’s date of incorporation) to 31 December 2022
“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
“Shareholder(s)”	holder(s) of the Share(s)
“Shares”	Class A Shares and Class B Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“subsidiary(ies)”	has the meaning ascribed to it under the Listing Rules, unless the context otherwise requires
“Successor Company”	the company which is listed on the Stock Exchange upon the completion of a De-SPAC Transaction

“Trust Deed”	the Deed of Trust dated 2 June 2022 entered into between the Company and the Trustee relating to the establishment and operation of the Escrow Account
“Trustee”	CCB (Asia) Trustee Company Limited, acting as the independent trustee of the Escrow Account
“%”	per cent

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

Hong Kong, 30 March 2023

As at the date of this announcement, the Board 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.