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Vision Deal HK Acquisition Corp.

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 7827)

(Warrant Code: 4827)

NOTICE TO HOLDERS OF LISTED WARRANTS AMENDMENT OF LISTED WARRANT INSTRUMENT

Reference is made to the announcement of Vision Deal HK Acquisition Corp. (“**Vision Deal**”) dated December 8, 2023 (the “**De-SPAC Announcement**”). Unless otherwise defined, capitalized terms in this announcement shall have the same meanings as those defined in the De-SPAC Announcement.

As disclosed in the De-SPAC Announcement, pursuant to condition 11.2(a)(iv) of the terms and conditions of the SPAC Listed Warrant Instrument, the Vision Deal Board has resolved to add the following new clause 5A to the SPAC Listed Warrant Instrument (the “**Amendment**”):

“5A. Exchange of Listed Warrants for Successor Company Listed Warrants and Termination of This Instrument

In the event that the Successor Company which is listed on the Stock Exchange upon the completion of a De-SPAC Transaction is the De-SPAC Target and not the Company:

- (a) each Listed Warrant may by a resolution of the board of directors of the Company be cancelled in exchange for an equivalent listed warrant in the Successor Company on substantially the same terms and conditions as the Listed Warrants; and
- (b) this Instrument may by a resolution of the board of directors of the Company be terminated upon the Successor Company executing a warrant instrument with substantially similar terms and conditions as this Instrument.”

The Vision Deal Board has deemed the Amendment (a) to be necessary or desirable to give effect to the arrangements of the De-SPAC Transaction with respect to the SPAC Listed Warrants, and (b) would not adversely affect the rights of the holders of the SPAC Listed Warrants in any material respect on the basis that each SPAC Listed Warrant will be exchanged for an equivalent Successor Company Listed Warrant on substantially similar terms and conditions, and the Successor Company will assume each such SPAC Listed Warrant in accordance with its terms.

Based on the above, the Amendment does not require the consent of any holder of the SPAC Listed Warrants pursuant to the terms of the SPAC Listed Warrant Instrument but is subject to the approval of the Stock Exchange under Listing Rule 15.06, the approval of which has been granted.

Vision Deal has executed a deed of amendment and restatement for the Amendment and the amended and restated SPAC Listed Warrant Instrument is effective from December 8, 2023. Save for the Amendment, all existing terms and conditions of the SPAC Listed Warrant Instrument remain unchanged and the SPAC Listed Warrant Instrument (as amended and restated) shall continue to have full force and effect.

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

Hong Kong, December 8, 2023

As at the date of this announcement, the Vision Deal Board consists of Mr. Zhe WEI (chairman), Mr. Lin FENG (chief executive officer) and Mr. Lishu LOU (chief strategy officer) as the executive directors of Vision Deal, Mr. Juan Christian GRAF THUN-HOHENSTEIN, Mr. Shu Fun Francis Alvin LAI and Mr. Wai Hung CHEUNG as the non-executive directors of Vision Deal, and Mr. Michael WARD, Mr. Shengwen RONG, Dr. Weiru CHEN and Dr. Shirley Ze YU as the independent non-executive directors of Vision Deal.