



Monthly Return for Equity Issuer and Hong Kong Depositary Receipts listed under Chapter 19B of the Exchange Listing Rules on Movements in Securities

For the month ended: 29 February 2024

Status: New Submission

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer: HK Acquisition Corporation

Date Submitted: 05 March 2024

I. Movements in Authorised / Registered Share Capital

1. Class of shares	Ordinary shares	Type of shares	A	Listed on SEHK (Note 1)	Yes	
Stock code	07841	Description	Class A ordinary share			
	Number of authorised/registered shares	Par value		Authorised/registered share capital		
Balance at close of preceding month	1,000,000,000	HKD	0.0001	HKD	100,000	
Increase / decrease (-)				HKD		
Balance at close of the month	1,000,000,000	HKD	0.0001	HKD	100,000	

2. Class of shares	Ordinary shares	Type of shares	B	Listed on SEHK (Note 1)	No	
Stock code	N/A	Description	Class B ordinary share			
	Number of authorised/registered shares	Par value		Authorised/registered share capital		
Balance at close of preceding month	100,000,000	HKD	0.0001	HKD	10,000	
Increase / decrease (-)				HKD		
Balance at close of the month	100,000,000	HKD	0.0001	HKD	10,000	

Total authorised/registered share capital at the end of the month: HKD 110,000

II. Movements in Issued Shares

1. Class of shares	Ordinary shares	Type of shares	A	Listed on SEHK (Note 1)	Yes	
Stock code	07841	Description	Class A ordinary share			
Balance at close of preceding month			100,050,000			
Increase / decrease (-)						
Balance at close of the month			100,050,000			

2. Class of shares	Ordinary shares	Type of shares	B	Listed on SEHK (Note 1)	No	
Stock code	N/A	Description	Class B ordinary share			
Balance at close of preceding month			25,012,500			
Increase / decrease (-)			0			
Balance at close of the month			25,012,500			

III. Details of Movements in Issued Shares

(A). Share Options (under Share Option Schemes of the Issuer) Not applicable

(B). Warrants to Issue Shares of the Issuer which are to be Listed

1. Class of shares issuable	Ordinary shares	Type of shares	A	Shares issuable to be listed on SEHK (Note 1)	Yes	
Stock code of shares issuable (if listed on SEHK) (Note 1)		07841				
Description of Warrants	Currency	Nominal value at close of preceding month	Movement during the month	Nominal value at close of the month	No. of new shares of issuer issued during the month pursuant thereto (B)	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
1). SPAC warrants	HKD			0	0	25,012,500
Stock code of the Warrant (if listed on SEHK) (Note 1)	04841					
Subscription price	HKD	0				
Date of expiry						
General Meeting approval date (if applicable)						

2. Class of shares issuable	Ordinary shares	Type of shares	A	Shares issuable to be listed on SEHK (Note 1)	Yes	
Stock code of shares issuable (if listed on SEHK) (Note 1)		07841				
Description of Warrants	Currency	Nominal value at close of preceding month	Movement during the month	Nominal value at close of the month	No. of new shares of issuer issued during the month pursuant thereto (B)	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
1). Promoter warrants	HKD			0	0	15,700,000
Stock code of the Warrant (if listed on SEHK) (Note 1)						
Subscription price	HKD	1				
Date of expiry						
General Meeting approval date (if applicable)						

Total B (Ordinary shares A): _____ 0

Remarks:

As disclosed in the listing document of the Company dated 9 August 2022 (the "Listing Document"), the SPAC warrants and promoter warrants of the Company will expire at 5:00p.m. (Hong Kong time) on the date falling five years after the completion of the De-SPAC Transaction or earlier upon (i) redemption (in accordance with the mechanism set out above); (ii) de-listing of the Company; or (iii) liquidation or winding up of the Company. In addition, the SPAC warrants and promoter warrants of the Company will expire worthless if any of the following events occurs: (a) we fail to obtain the requisite approvals in respect of the continuation of our Company following a Material Change Event; or (b) we fail to make an announcement of the terms of a De-SPAC Transaction within 24 months from the Listing Date (or such other extension period approved by the Shareholders and the Stock Exchange), or complete the De-SPAC Transaction within 36 months from the Listing Date (or such other extension period approved by the Shareholders and the Stock Exchange).

The above number of new shares which maybe issued is based on the maximum number of shares to be issued upon the exercise of one warrant on a cashless basis, which is one-half of the share.

For details of the exercise price and period of the 50,025,000 SPAC warrants and the 31,400,000 promoter warrants, please refer to the Listing Document.

(C). Convertibles (i.e. Convertible into Issue Shares of the Issuer which are to be Listed) Not applicable

(D). Any other Agreements or Arrangements to Issue Shares of the Issuer which are to be listed, including Options (other than Share Options Schemes) Not applicable

(E). Other Movements in Issued Share Not applicable

Total increase / decrease (-) in Ordinary shares A during the month (i.e. Total of A to E) _____ 0

IV. Information about Hong Kong Depositary Receipt (HDR) Not applicable

V. Confirmations

We hereby confirm to the best knowledge, information and belief that, in relation to each of the securities issued by the issuer during the month as set out in Part III and IV which has not been previously disclosed in a return published under Main Board Rule 13.25A / GEM Rule 17.27A, it has been duly authorised by the board of directors of the listed issuer and, insofar as applicable:

(Note 2)

- (i) all money due to the listed issuer in respect of the issue of securities has been received by it;
- (ii) all pre-conditions for listing imposed by the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited under "Qualifications of listing" have been fulfilled;
- (iii) all (if any) conditions contained in the formal letter granting listing of and permission to deal in the securities have been fulfilled;
- (iv) all the securities of each class are in all respects identical (Note 3);
- (v) all documents required by the Companies (Winding Up and Miscellaneous Provisions) Ordinance to be filed with the Registrar of Companies have been duly filed and that compliance has been made with other legal requirements;
- (vi) all the definitive documents of title have been delivered/are ready to be delivered/are being prepared and will be delivered in accordance with the terms of issue;
- (vii) completion has taken place of the purchase by the issuer of all property shown in the listing document to have been purchased or agreed to be purchased by it and the purchase consideration for all such property has been duly satisfied; and
- (viii) the trust deed/deed poll relating to the debenture, loan stock, notes or bonds has been completed and executed, and particulars thereof, if so required by law, have been filed with the Registrar of Companies.

Submitted by: CHAN Tak Lam Norman

Title: Director

(Director, Secretary or other Duly Authorised Officer)

Notes

1. SEHK refers to Stock Exchange of Hong Kong.
2. Items (i) to (viii) are suggested forms of confirmation which may be amended to meet individual cases. Where the issuer has already made the relevant confirmations in a return published under Main Board Rule 13.25A / GEM Rule 17.27A in relation to the securities issued, no further confirmation is required to be made in this return.

3. "Identical" means in this context:
 - . the securities are of the same nominal value with the same amount called up or paid up;
 - . they are entitled to dividend/interest at the same rate and for the same period, so that at the next ensuing distribution, the dividend/interest payable per unit will amount to exactly the same sum (gross and net); and
 - . they carry the same rights as to unrestricted transfer, attendance and voting at meetings and rank pari passu in all other respects.
4. If there is insufficient space, please submit additional document.
5. In the context of repurchase of shares:
 - . "shares issuable to be listed on SEHK" should be construed as "shares repurchased listed on SEHK"; and
 - . "stock code of shares issuable (if listed on SEHK)" should be construed as "stock code of shares repurchased (if listed on SEHK)"; and
 - . "class of shares issuable" should be construed as "class of shares repurchased"; and
 - . "issue and allotment date" should be construed as "cancellation date"
6. In the context of redemption of shares:
 - . "shares issuable to be listed on SEHK" should be construed as "shares redeemed listed on SEHK"; and
 - . "stock code of shares issuable (if listed on SEHK)" should be construed as "stock code of shares redeemed (if listed on SEHK)"; and
 - . "class of shares issuable" should be construed as "class of shares redeemed"; and
 - . "issue and allotment date" should be construed as "redemption date"