

## THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt about this circular or as to the action to be taken, you should consult your licensed securities dealer or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional advisor.

If you have sold or transferred all your shares or warrants in HK Acquisition Corporation, you should at once hand this circular with the enclosed form of proxy to the purchaser or transferee or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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This circular is for information purposes only and is being provided to you solely for the purposes of considering the resolutions to be voted upon at the EGM, the Warrantholder Meeting and the SPAC Warrantholder Meeting to be held on [REDACTED]. This circular also constitutes the listing document of the Successor Company resulting from the completion of the De-SPAC Transaction. This circular does not constitute an invitation or offer to acquire, purchase or subscribe for the securities of the Company.

## HK ACQUISITION CORPORATION

### 香港匯德收購公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 7841)

(Warrant Code: 4841)

- (1) DE-SPAC TRANSACTION INVOLVING
- (A) BUSINESS COMBINATION WITH SYNAGISTICS PTE. LTD.;
- (B) VERY SUBSTANTIAL ACQUISITION, REVERSE TAKEOVER INVOLVING NEW LISTING APPLICATION AND CONNECTED TRANSACTION IN RELATION TO THE DE-SPAC TRANSACTION;
- (C) PIPE INVESTMENTS;
- (D) PERMITTED EQUITY FINANCING;
- (E) GRANT OF PROMOTER EARN-OUT RIGHT; AND
- (F) GRANT OF TARGET COMPANY FOUNDER EARN-OUT RIGHT;
- (2) PROPOSED WARRANT AMENDMENTS AND SPAC WARRANT REDEMPTION;
- (3) PROPOSED ADOPTION OF SUCCESSOR MEMORANDUM AND ARTICLES AND SHARE RE-DESIGNATION;
- (4) PROPOSED APPOINTMENT OF SUCCESSOR DIRECTORS;
- (5) PROPOSED APPOINTMENT OF AUDITOR OF THE SUCCESSOR COMPANY;
- (6) PROPOSED ADOPTION OF THE SUCCESSOR ESOP;
- (7) PROPOSED CHANGE OF COMPANY NAME OF THE SUCCESSOR COMPANY;
- (8) NOTICE OF EXTRAORDINARY GENERAL MEETING;
- (9) NOTICE OF WARRANTHOLDER MEETING; AND
- (10) NOTICE OF SPAC WARRANTHOLDER MEETING

Target Company

SYNAGISTICS PTE. LTD.

Joint Sponsors to the new listing application of the Successor Company and [REDACTED] for [REDACTED] and [REDACTED]



Independent Financial Adviser to the Independent Board Committee and the Independent Shareholders

ALTUS CAPITAL LIMITED

浩德融資有限公司

Unless the context otherwise requires, capitalized terms used in this cover page shall have the same meanings as those defined in the section headed “Definitions” in this circular.

A letter from the Board is set out on pages [•] to [•] of this circular. An important notice and the actions to be taken by the Shareholders and the Warrantholders are set out on pages [•] to [•] of this circular.

The notices convening the EGM, the Warrantholder Meeting and the SPAC Warrantholder Meeting to be held at [address] on [REDACTED], [REDACTED] (or as soon as the EGM to be convened at the same date and place at [REDACTED] shall conclude or adjourn) and [REDACTED] (or as soon as the Warrantholder Meeting to be convened at the same date and place at [REDACTED] shall conclude or adjourn) respectively are set out on pages [•] to [•] of this circular. The forms of proxy for use at the EGM, the Warrantholder Meeting and the SPAC Warrantholder Meeting are also enclosed with this circular and published on the websites of the Stock Exchange at [www.hkexnews.hk](http://www.hkexnews.hk) and the Company at [www.hkacquisition.com](http://www.hkacquisition.com). Whether or not you intend to attend the EGM, the Warrantholder Meeting and the SPAC Warrantholder Meeting, if you are a registered Shareholder and/or Warrantholder, you are requested to complete and sign the enclosed forms of proxy in accordance with the instructions printed thereon and return it to the Company's Hong Kong Share Registrar, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for holding the relevant meetings or any adjournment thereof (as the case may be). Completion and return of the forms of proxy will not preclude you from attending and voting in person at the EGM, the Warrantholder Meeting and the SPAC Warrantholder Meeting if you so wish.

If you are a beneficial owner whose the SPAC Shares and/or the SPAC Warrants are deposited in CCASS and registered under the name of HKSCC Nominees Limited, you should, unless you are admitted to participate in CCASS as a HKSCC participant, contact your broker, custodian, nominee or other relevant person who is, or has in turn deposited such SPAC Shares and/or SPAC Warrants with, other HKSCC participant regarding voting instructions to be given to such persons.

If the De-SPAC Transaction is not approved by the SPAC Shareholders at the EGM or completed for any reason, (i) the Company will not redeem any SPAC Shares and SPAC Warrants and all Share Redemption and Warrant Redemption requests will be canceled; and (ii) subject to the deadlines under the Listing Rules, the listings of the SPAC Shares and the SPAC Warrants on the Stock Exchange will be maintained; however, the Company may not have sufficient time to identify another de-SPAC target and negotiate a de-SPAC transaction before it is required to wind up as provided for in the Listing Rules. Therefore, SPAC Shareholders are strongly recommended to vote FOR the resolutions to be proposed at the EGM, EVEN IF you intend to elect to redeem some or all of your SPAC Shares.