
NOTICE OF EGM

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)

NOTICE OF EXTRAORDINARY GENERAL MEETING

Notice is hereby given that an extraordinary general meeting (“EGM”) of HK Acquisition Corporation (the “Company”) will be held at [address] on [REDACTED] for the purpose of considering and, if thought fit, passing, with or without modifications, the following resolutions of the Company:

ORDINARY RESOLUTIONS

1. “**THAT**, conditional upon the Listing Committee granting the listing of, and permission to deal in, the Successor Shares and Successor SPAC Warrants on the Main Board of the Stock Exchange:
 - (A) the Business Combination Agreement dated June 28, 2024 (a copy of which marked “A” has been tabled before the EGM and signed by the chairman of the EGM for the purpose of identification), and the De-SPAC Transaction contemplated thereunder, as more particularly described in the Circular issued by the Company on [date] (the “**Circular**”), be and are hereby approved, confirmed and ratified;
 - (B) the PIPE Investment Agreements each dated June 28, 2024 (a copy of which marked [“B1” to “B[11]”], have been tabled before the EGM and signed by the chairman of the EGM for the purpose of identification), and the PIPE Investments contemplated thereunder, as more particularly described in the Circular, be and are hereby approved, confirmed and ratified;
 - (C) from the date of the Business Combination Agreement until the Effective Time, the Company be and is authorized to enter into agreements (the “**Permitted Equity Financing Agreements**”) for the subscription of Successor Shares on substantially the same terms as the PIPE Investment Agreements by, or the placing of Successor Shares to, one or more investors at HK\$10.00 per Successor Share on terms for an aggregate amount of proceeds to be funded to the Successor Company of up to HK\$500 million;

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- (D) the Promoter Earn-Out Right granted to the Promoters under the Promoter Earn-out and Lock-up Agreement dated June 28, 2024 (a copy of which marked "C" has been tabled before the EGM and signed by the chairman of the EGM for the purpose of identification) pursuant to which the Successor Company will issue to the Promoters [•] new Successor Shares (subject to adjustment), as more particularly described in the Circular, be and are hereby approved and ratified;
- (E) the Target Company Founder Earn-Out Right granted to the Target Company Founders under the Target Company Founder Earn-out Agreement dated June 28, 2024 (a copy of which marked "D" has been tabled before the EGM and signed by the chairman of the EGM for the purpose of identification) pursuant to which the Successor Company will issue to the Target Company Founders [•] new Successor Shares (subject to adjustment), as more particularly described in the Circular, be and are hereby approved;
- (F) the issue of the Consideration Shares, the PIPE Investment Shares, the Permitted Equity Financing Shares, the Promoter Earn-out Shares and the Target Company Founder Earn-out Shares be and are hereby approved, and the Directors be and are hereby granted a specific mandate to issue the Consideration Shares, the PIPE Investment Shares, the Permitted Equity Financing Shares, the Promoter Earn-out Shares and the Target Company Founder Earn-out Shares in accordance with the terms of the Business Combination Agreement, PIPE Investment Agreements, the Permitted Equity Financing Agreements, the Promoter Earn-out and Lock-up Agreement and the Target Company Founder Earn-out Agreement provided that this specific mandate shall be in addition to, and shall not prejudice nor revoke any existing or such other mandates which may from time to time be granted to the Directors prior to the passing of this resolution; and
- (G) any Director be and is hereby authorized to take all such steps, do all such acts and to sign, execute, seal (where required) and deliver all such documents which he/she may in his/her absolute discretion, consider necessary, appropriate, desirable or expedient in connection with or to implement or give effect to this Resolution and all of the transactions contemplated thereunder."

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2. “**THAT**, conditional upon the Listing Committee granting the listing of, and permission to deal in, the Successor Shares (including the Successor Shares which may be issued pursuant to the Successor ESOP (a copy of the rules of which marked “E” has been tabled before the EGM and signed by the chairman of the EGM for the purpose of identification)) and Successor SPAC Warrants on the Main Board of the Stock Exchange and subject to the passing of Resolution No. 1 and the Closing:
- (a) the Successor ESOP be and is hereby approved and adopted with effect at the Effective Time; and
 - (b) any Director be and is hereby authorized to take all such steps, do all such acts and to enter into all such transactions, arrangements and agreements as may be necessary, appropriate, desirable or expedient in order to give full effect to the Successor ESOP, including without limitation:
 - (i) to administer the Successor ESOP under which awards will be granted to eligible persons thereunder to subscribe for Shares;
 - (ii) to modify and/or amend the Successor ESOP from time to time provided that such modification and/or amendment is effected in accordance with the provisions thereof relating to modification and/or amendment and subject to Chapter 17 of the Listing Rules;
 - (iii) to issue from time to time such number of Shares as may be required to be issued pursuant to the Successor ESOP and subject to the Listing Rules;
 - (iv) to make application at the appropriate time or times to the Stock Exchange for the listing of, and permission to deal in any Successor Shares which may thereafter from time to time be issued pursuant to the awards under the Successor ESOP; and
 - (v) to consent, if he/she deems fit and expedient, to such conditions, modifications and/or variations as may be required or imposed by the relevant authorities in relation to the Successor ESOP.”

Resolution No. 3 below will be voted as separate resolutions and can only be voted by holders of the Promoter Shares⁽⁴⁾

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3. “**THAT**, subject to the passing of Resolution No. 1 and the Closing:
- (a) Mr. Clement Lee be and is hereby appointed as an executive Successor Director with effect at the Effective Time;
 - (b) Ms. Olive Tai be and is hereby appointed as an executive Successor Director with effect at the Effective Time;
 - (c) Dr. Wong Shue Ngar Sheila be and is hereby re-elected and re-designated as a non-executive Successor Director with effect at the Effective Date;
 - (d) Mr. Chong Tian Taum be and is hereby appointed as a non-executive Successor Director with effect at the Effective Time;
 - (e) Mr. Jin Qin be and is hereby appointed as a non-executive Successor Director with effect at the Effective Time;
 - (f) Mr. Selva Bryan Ratnam be and is hereby appointed as an independent non-executive Successor Director with effect at the Effective Time;
 - (g) Mr. Chow Andrew Heng Cheong be and is hereby appointed as an independent non-executive Successor Director with effect at the Effective Time;
 - (h) Mr. Siek Wei Ting be and is hereby appointed as an independent non-executive Successor Director with effect at the Effective Time; and
 - (i) the Board be and is hereby authorized to fix the remuneration of each of the aforesaid Successor Directors.”
4. “**THAT**, subject to the passing of Resolution No. 1 and the Closing:
- (a) Deloitte & Touche LLP be and is hereby appointed as the auditor of the Successor Company to fill the vacancy following the resignation of KPMG with effect at the Effective Time and to hold office until the conclusion of the next annual general meeting of the Successor Company; and
 - (b) the Board be and is hereby authorized to fix their remuneration.”

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SPECIAL RESOLUTIONS

5. “**THAT**, subject to the passing of Resolution No. 1 and the Closing:
- (a) the Successor Memorandum and Articles (a copy of which is marked “A” and tabled before the EGM and initialled by the chairman of the EGM for identification purpose) be and are hereby approved and adopted with effect at the Effective Time as the new memorandum and articles of association of the Successor Company in substitution for and to the exclusion of the existing Memorandum and Articles in effect immediately before the Effective Time;
 - (b) the Share Re-designation be and are hereby approved with effect at the Effective Time, and all of the Shares in the share capital of the Company, which comprises class A ordinary shares and the class B ordinary shares of HK\$0.0001 each, whether issued or unissued, will be re-designated to ordinary shares of the Company, each ranking *pari passu* in all respects with each other;
 - (c) any Director or company secretary of the Company be and is hereby authorized to take all such steps, do all such acts and to sign, execute, seal (where required) and deliver all such documents which he/she may in his/her absolute discretion, consider necessary, appropriate, desirable or expedient in connection with or to implement or give effect to the adoption of the Successor Memorandum and Articles and the Share Re-designation, including without limitation, attending to the necessary filings with the Registrar of Companies in Hong Kong and the Cayman Islands.”
6. “**THAT**, subject to the passing of Resolution No. 1 and the Closing:
- (a) the English name of the Company be changed from “HK Acquisition Corporation” to “Synagistics Ltd” and the Chinese name of “獅騰有限公司” be adopted as the new dual foreign name of the Company with effect at the Effective Time; and

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- (b) any Director or company secretary of the Company be and is hereby authorized to take all such steps, do all such acts and to sign, execute, seal (where required) and deliver all such documents which he/she may in his/her absolute discretion, consider necessary, appropriate, desirable or expedient in connection with or to implement or give effect to the aforesaid change of name and adoption of new dual foreign name of the Company, including without limitation, attending to the necessary filings with the Registrar of Companies in Hong Kong and the Cayman Islands.”

By order of the Board
HK ACQUISITION CORPORATION
CHAN Tak Lam Norman
Chairman of the Board and Executive Director

Hong Kong, [•], 2024

Registered office:

PO Box 309, Ugland House
Grand Cayman
KY1-1104
Cayman Islands

Principal place of business in Hong Kong:

Suites 4310-11
Tower One, Times Square
1 Matheson Street
Causeway Bay Hong Kong

Notes:

1. Unless otherwise indicated, capitalized used in this notice shall have the same meanings as those defined in the Circular.
2. All resolutions at the EGM will be taken by poll (except where the chairman in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands) pursuant to the Listing Rules. The results of the poll will be published on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.hkacquisition.com) in accordance with the Listing Rules.
3. Any Shareholder entitled to attend and vote at the EGM is entitled to appoint a proxy to attend and vote instead of him. A proxy need not be a Shareholder. If more than one proxy is appointed, the number of Shares in respect of which each such proxy so appointed must be specified in the relevant proxy form. Every Shareholder present in person or by proxy shall be entitled to one vote for each Share held by him.
4. Pursuant to Article 27.1 of the Articles, only Promoter Shareholders are entitled to vote on Resolution No. 3 above. Please refer to the Circular for further details.
5. In order to be valid, Shareholders who intend to appoint a proxy or proxies to attend the EGM shall complete the proxy form(s) in accordance with the instructions printed thereon and return the proxy form(s), together with the power of attorney or other authority (if any) under which it is signed or a certified copy of that power of attorney or authority, 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 the EGM (i.e. not later than [REDACTED]) or the adjourned meeting (as the case may be).

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Completion and return of the proxy form(s) shall not preclude Shareholders from attending, speaking and voting in person at the EGM (or any adjournment thereof) if they so wish and in such event, the proxy form(s) shall be deemed to be revoked.

6. For determining Shareholders’ eligibility to attend, speak and vote at the EGM, the register of members of the Company will be closed from [REDACTED] to [REDACTED], both dates inclusive, during which period no transfer of Shares will be effected and the record date will be on [REDACTED]. In order to be eligible to attend, speak and vote at the EGM, unregistered Shareholders shall ensure that all transfer documents accompanied by the relevant share certificates must be lodged with the Company’s Hong Kong share registrar, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration no later than 4:30 p.m. on [REDACTED].
7. If tropical cyclone warning signal number 8 or above or “extreme conditions” caused by super typhoon, or a black rainstorm warning signal is in effect any time and remains in force 2 hours before the time of the EGM, the meeting will be postponed or adjourned. The Company will publish an announcement on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.hkacquisition.com) to notify Shareholders of the date, time and place of the adjourned meeting.
8. References to time and dates in this notice are to Hong Kong time and dates.

As at the date of this notice, the Board comprises Dr. Chan Tak Lam Norman, Ms. Tsang King Suen Katherine, Dr. Wong Shue Ngar Sheila and Mr. Tsang Hing Shun Thomas as executive Directors and Mr. Hui Chiu Chung, Mr. Wong See Ho, Prof. Tang Wai King Grace and Mr. Zhang Xiaowei as independent non-executive Directors.