

Vision Deal HK Acquisition Corp.

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 7827)

(Warrant Code: 4827)

Number of shares to which this form of proxy relates ^(Note 1)	Class A Share(s)
	Class B Share(s)

FORM OF PROXY FOR THE ANNUAL GENERAL MEETING TO BE HELD ON FRIDAY, 28 JUNE 2024

I/We ^(Note 2) _____

of _____

being the registered holder(s) of Class A Ordinary share(s) (the “**Class A Share(s)**”) and/or the Class B Ordinary share(s) (the “**Class B Share(s)**”) in the issued share capital of Vision Deal HK Acquisition Corp. (the “**Company**”) hereby appoint the Chairman of the meeting ^(Note 3)

or _____

of _____

as my/our proxy to attend, act and vote for me/us and on my/our behalf as directed below at the annual general meeting (the “**AGM**”) of the Company for the year 2024 to be held at Units 5906-5912, 59/F, The Center, 99 Queen’s Road Central, Hong Kong on Friday, 28 June 2024 at 4:00 p.m. (and at any adjournment thereof).

Please tick (“✓”) the appropriate boxes to indicate how you wish your vote(s) to be cast ^(Note 4).

ORDINARY RESOLUTIONS		FOR	AGAINST
1.	To receive the audited financial statements and the reports of the directors and auditors for the year ended 31 December 2023.		
2.	To consider and approve the re-appoint BDO Limited as the auditors of the Company for the year 2024 until the end of the next annual general meeting of the Company, and to authorize the board of directors of the Company to fix their remuneration.		
SPECIAL RESOLUTION			
3.	<p>“THAT:</p> <p>(i) the existing articles of association of the Company (the “Articles of Association”) be and are hereby amended in the following manner with immediate effect:</p> <p>(a) Article 47.1 of the Articles of Association be deleted in its entirety and replaced with the following new Article 47.1:</p> <p>“47.1 Notices shall be in writing and may be given by the Company to any Member in any of the following manner to the extent permitted by, and in compliance with the requirements of, the Listing Rules:</p> <p>(a) personally or by sending it by courier or by post to such Member at his address as shown in the Register of Members;</p> <p>(b) by e-mail to the Member at the e-mail address provided by such Member to the Company;</p> <p>(c) by cable, telex or fax to the Member at the address, number or website provided by such Member to the Company; or</p> <p>(d) by placing it on the Company’s website and the Hong Kong Stock Exchange’s website.”</p> <p>(b) the following sentence be added at the end of Article 47.2 of the Articles of Association:</p> <p>“Where a notice is given by being placed on the Company’s website and the Hong Kong Stock Exchange’s website, service shall be deemed to be effect at such time the notice first appears on the Company’s website and the Hong Kong Stock Exchange’s website, or at such later time as may be prescribed by the listing Rules.”</p> <p>(ii) any director of the Company be and is hereby authorized to do all things necessary to effect and record the adoption of the amendments to the Articles of Association.”</p>		

Date: _____ 2024

Signature(s) ^(Note 5) _____

Notes:

1. Please insert the number of shares to which this form of proxy relates. If no number is inserted, this form of proxy will be deemed to relate to all the shares of the Company registered in your name(s). If more than one proxy is appointed, the number of shares in respect of which each such proxy so appointed must be specified.
2. Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
3. If any proxy other than the Chairman of the meeting is preferred, please strike out the words "the Chairman of the meeting" and insert the name and address of the proxy desired in the space provided. Any shareholder of the Company entitled to attend and vote at the AGM is entitled to appoint a proxy/more than one proxy to attend and vote instead of him. A proxy need not be a shareholder of the Company. Every shareholder present in person or by proxy shall be entitled to one vote for each share held by him.
4. **IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, PLEASE TICK ("✓") THE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST A RESOLUTION, PLEASE TICK ("✓") THE BOX MARKED "AGAINST"**. If no direction is given, your proxy will vote or abstain at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the AGM other than those referred to in the notice convening the AGM.
5. This form of proxy must be signed by you or your attorney duly authorized in writing. In case of a corporation, the same must be either under its common seal or under the hand of an officer or attorney so authorized. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALLED BY THE PERSON WHO SIGNS IT**.
6. In case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of votes of the other joint holder(s) and for this purpose seniority will be determined by the order in which the names stand in the register of members of the Company.
7. In order to be valid, this form of proxy, together with the power of attorney or other authority (if any) under which it is signed or a certified copy thereof, must be deposited at the Company's branch share registrar, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong in case of Class A Shares, and or at the Company's principal share registrar, Maples Corporate Services Limited, at PO Box 309, Ugland House, Grand Cayman, KY1-1104, Cayman Islands in case of Class B Shares not less than 48 hours before the time appointed for the meeting (i.e. not later than 4:00 p.m. on Wednesday, 26 June 2024 (Hong Kong time) or the adjourned meeting (as the case may be).
8. Completion and delivery of the form of proxy will not preclude you from attending and voting at the AGM if you so wish.
9. References to time and dates in this form of proxy are to Hong Kong time and dates.

PERSONAL INFORMATION COLLECTION STATEMENT

Your supply of your and your proxy's (or proxies') name(s) and address(es) is on a voluntary basis for the purpose of processing your request for the appointment of a proxy (or proxies) and your voting instructions for the AGM of the Company (the "**Purposes**"). We may transfer your and your proxy's (or proxies') name(s) and address(es) to our agent, contractor, or third party service provider who provides administrative, computer and other services to us for use in connection with the Purposes and to such parties who are authorised by law to request the information or are otherwise relevant for the Purposes and need to receive the information. Your and your proxy's (or proxies') name(s) and address(es) will be retained for such period as may be necessary to fulfil the Purposes. Request for access to and/or correction of the relevant personal data can be made in accordance with the provisions of the Personal Data (Privacy) Ordinance and any such request should be in writing by mail to the Company.