



**VERTEX TECHNOLOGY ACQUISITION CORPORATION LTD**

(Company Registration Number: 378671)

(incorporated in the Cayman Islands on 21 July 2021)

**Offering in respect of 11.8 million Offering Units  
(subject to the Over-allotment Option),  
Offering Price: S\$5.00 per Offering Unit**

Each Offering Unit comprising one Share and 0.3 of one Warrant per Share, which will be issued at the completion of this Offering, with an additional right to 0.2 of one Warrant per Share which will only be issued later to holders of Shares (which have not been tendered for Redemption (as defined below)) at or around the completion of the initial business combination. Persons who do not hold any Shares will not be entitled to the remaining 0.2 of one Warrant per Share.

*Prior to making a decision to purchase the Offering Units, you should carefully consider all the information contained in the Prospectus. This Product Highlights Sheet should be read in conjunction with the Prospectus. You will be subject to various risks and uncertainties, including the potential loss of your entire principal amount invested. If you are in doubt as to investing in the Offering Units, you should consult your legal, financial, tax or other professional adviser.*

This Product Highlights Sheet<sup>1</sup> is an important document.

- It highlights the key information and risks relating to the offer of the Offering Units contained in the Prospectus. It complements the Prospectus<sup>2</sup>.
- You should **not** purchase the Offering Units if you do not understand the nature of an investment in units, shares and warrants of a company, our business or are not comfortable with the accompanying risks.
- If you wish to purchase the Offering Units, you will need to make an application in the manner set out in the Prospectus. If you do not have a copy of the Prospectus, please contact us to ask for one.

<b>Issuer</b>	Vertex Technology Acquisition Corporation Ltd	<b>Place of incorporation</b>	Cayman Islands
<b>Details of this offer</b>	Total number of 11.8 million Offering Units (subject to the Over-allotment Option being exercised), comprising: (i) 11.2 million Offering Units being offered by way of an international placement to investors, including institutional and other investors in Singapore and foreign institutional and selected investors outside the United States in reliance on Regulation S; and (ii) 0.6 million Offering Units being offered by way of a public offer in Singapore.	<b>Total amount to be raised in this offer</b>	Estimated gross proceeds from the Offering and the issuance of the Cornerstone Units and Sponsor IPO Investment Units is S\$200 million (or S\$211.8 million if the Over-allotment Option is exercised in full).

<sup>1</sup> This Product Highlights Sheet does not constitute or form any part of any offer for subscription for and/or purchase, or solicitation of any offer to subscribe for and/or purchase, any securities nor shall it or any part of it form the basis of, or be relied on in connection with, any contract or commitment whatsoever. This Product Highlights Sheet shall be read in conjunction with the Prospectus.

The information in this Product Highlights Sheet is based on information found in the Prospectus dated 13 January 2022 issued by our Company. Any decision to purchase the Offering Units must be made solely on the basis of information contained in the Prospectus. Capitalised terms used in this Product Highlights Sheet, unless otherwise defined, shall bear the meanings as defined in the Prospectus.

<sup>2</sup> The Prospectus, registered by the Monetary Authority of Singapore on 13 January 2022, is available for collection during office hours, from the offices of Credit Suisse (Singapore) Limited at One Raffles Link, #03/04-01 South Lobby Singapore 039393 or DBS Bank Ltd. at 12 Marina Boulevard, Marina Bay Financial Centre Tower 3, Level 3, Singapore 018982 or Morgan Stanley Asia (Singapore) Pte. at 23 Church Street, #16-01, Capital Square, Singapore 049481, and where applicable, members of the Association of Banks in Singapore, members of the SGX-ST and merchant banks in Singapore. A copy of the Prospectus is also accessible on SGX-ST's website at <http://www.sgx.com> and the MAS OPERA website at <https://eservices.mas.gov.sg/opera/>.

<b>Issue Price</b>	S\$5.00 per Offering Unit	<b>Listing status of Issuer and the Securities</b>	An application has been made to the SGX-ST for permission to list for quotation all of our Units comprised in the Offering (including the Additional Units, if any), the Cornerstone Units, the Sponsor IPO Investment Units, as well as all our Shares, Warrants (including the Private Placement Warrants) as well as the Promote Shares on the Main Board of the SGX-ST. The Units are expected to be listed on 20 January 2022.
<b>Sponsor and Joint Issue Managers</b>	Sponsor: Vertex Venture Holdings Ltd Joint Issue Managers: Credit Suisse (Singapore) Limited and DBS Bank Ltd.	<b>Joint Global Coordinators, Joint Bookrunners and Joint Underwriters</b>	Credit Suisse (Singapore) Limited, DBS Bank Ltd. and Morgan Stanley Asia (Singapore) Pte.

**OVERVIEW**

**WHO ARE WE AND WHAT DO WE DO?**

**Our Company**

We are a new special purpose acquisition company incorporated in the Cayman Islands for the purpose of effecting an initial business combination. We have not selected any potential business combination target, initiated any substantive discussions with any potential business combination target, or entered into any written binding acquisition agreement with respect to a potential business acquisition.

We intend to identify, acquire and manage a business with a core technology focus, highly differentiated products and scalable business models, with the aim to improve people’s lives by transforming businesses, markets and economies. In identifying potential business combination targets, we intend to focus on six investment themes which we believe will be at the forefront of technological transformation, and in which our Sponsor has deep domain expertise within its ecosystem: (i) cyber security and enterprise solutions; (ii) artificial intelligence; (iii) consumer internet and technologies; (iv) financial technologies; (v) autonomous driving and new-energy vehicles; and (vi) biomedical technologies and digital healthcare.

**Our Sponsor**

Our Sponsor, Vertex Venture Holdings Ltd, is a Singapore-based global venture capital platform, which provides anchor funding and operational support to a proprietary global network of venture capital funds, through a master fund structure.

As at 31 December 2021, our Sponsor manages over US\$5.1 billion of assets (including those already divested) with an active portfolio of over 200 companies through the Vertex ecosystem comprising: (i) 18 Vertex Network Funds that are managed by various independent general partners through a partnership model and grouped under Vertex Ventures Israel, Vertex Ventures USA, Vertex Ventures China, Vertex Ventures SEA & India and Vertex Growth, with total AUM of approximately US\$3.7 billion (including those already divested); and (ii) 10 wholly-owned and managed funds with total AUM of approximately US\$1.4 billion (including those already divested).

With over 30 years of experience investing in innovative technologies, our Sponsor has a strong track record in building and divesting reputable portfolio companies through multiple exit routes such as stake sales or public listings on key capital markets in the U.S., Europe, Singapore, Hong Kong, China and Taiwan.

With the breadth of our Sponsor’s global venture capital platform and depth of its local expert teams, we believe we have a unique ability to help support our target company scale and grow faster, as it transitions into the next phase of its life cycle.

We do not have any subsidiaries as at the date of the Prospectus.

Refer to “Offering Summary” on page 11 and “Proposed Business – Overview” on page 102 of the Prospectus for more information.

## WHO ARE OUR DIRECTORS AND KEY EXECUTIVES?

Our Directors are Mr. Chua Kee Lock (Non-Executive Chairman), Mr. Jiang Honghui (Executive Director and Chief Executive Officer), Ms. Anupama Sawhney (Non-Executive Director), Dr. Steve Lai Mun Fook (Independent Director), Mr. Low Seow Juan (Independent Director) and Mr. Tan Hup Foi (Independent Director).

Our Executive Officers are Mr. Jiang Honghui (Executive Director and Chief Executive Officer) and Mr. Sito Tuck Wai (Chief Financial Officer).

Refer to “*Management and Corporate Governance*” on pages 127 and 139 of the Prospectus for more information.

## WHO ARE OUR CONTROLLING SHAREHOLDERS AND SPONSORS?

Our Controlling Shareholders’ shareholding as a percentage of our Company’s total share capital immediately before and after the Offering is set out below:

	Immediately before the Offering		Immediately after the Offering	
	Direct interest (%)	Indirect interest <sup>(1)</sup> (%)	Direct interest (%)	Indirect interest <sup>(1)</sup> (%)
Vertex SPV <sup>(2)</sup>	100.0	–	15.0	0.0
Venezio <sup>(3)</sup>	–	–	15.0	0.0

### Notes:

- (1) “Indirect Interest” shall for the purposes of this section, refer to an interest under Section 4 of the SFA.
- (2) Vertex SPV, an indirect wholly-owned subsidiary of Temasek, will be our Substantial Shareholder immediately after completion of the Offering and issue and sale of the Cornerstone Units. Vertex SPV is wholly-owned by Vertex Master Fund I Pte. Ltd., which is in turn wholly-owned by the Sponsor. For completeness, Vertex Venture Management Pte. Ltd., a wholly-owned subsidiary of the Sponsor, holds one (1) preference share in Vertex SPV. The Sponsor is an indirect wholly-owned subsidiary of Ellensburg Holding Pte. Ltd., which is in turn wholly-owned by Fullerton (Private) Limited. Fullerton (Private) Limited is a wholly-owned subsidiary of Temasek. For the purposes of Section 4 of the SFA, Temasek is deemed interested in the Units directly or indirectly held by its subsidiaries (namely, Fullerton, Venezia and Vertex SPV). Each of Fullerton, Venezia and Vertex SPV is an independently-managed Temasek portfolio company. Temasek is not involved in their business or operational decisions. Temasek’s sole shareholder is the Singapore Minister of Finance. Under the Minister for Finance (Incorporation) Act 1959 of Singapore, the Minister for Finance is a body corporate. The Singapore Government is not involved in Temasek’s business and operational decisions.
- (3) Venezia, an indirect wholly-owned subsidiary of Temasek, will be our Substantial Shareholder immediately after completion of the Offering and issue and sale of the Cornerstone Units. Venezia is a wholly-owned subsidiary of Napier Investments Pte. Ltd., which is in turn a wholly-owned subsidiary of Tembusu Capital Pte. Ltd.. Tembusu Capital Pte. Ltd. is a wholly-owned subsidiary of Temasek. Please refer to footnote (2) for details on Temasek’s deemed interest.

Refer to “*Share Capital and Shareholders*” on page 149 of the Prospectus for more information.

## HOW WAS OUR HISTORICAL FINANCIAL PERFORMANCE AND WHAT IS OUR CURRENT FINANCIAL POSITION?

We are a new company incorporated on 21 July 2021 for the purpose of effecting an initial business combination. We have not been engaged in any operations since our date of incorporation.

Please refer to our audited financial statements for the period from 21 July 2021 (our date of incorporation) to 30 September 2021 at “Appendix A – Independent Auditor’s Report and the Financial Statements for the Period from 21 July 2021 to 30 September 2021” of the Prospectus for information on our current financial position.

Refer to “*Management’s Discussion and Analysis of Financial Condition and Results of Operations*” on page 94 of the Prospectus for more information.

## INVESTMENT HIGHLIGHTS

### WHAT ARE OUR BUSINESS STRATEGIES AND FUTURE PLANS?

Upon completion of the initial business combination, we seek to create long-term value for our target company and stakeholders by leveraging Vertex’s global network, which brings: (i) access to a global venture capital platform; (ii) deep localised knowledge supported by Vertex’s global independent network fund model; and (iii) strategic innovation partnership with global corporates and industry-leading companies to invest and grow disruptive and transformational technologies.

Our goal is to identify and collaborate with a technology company that has the potential to improve people’s lives by transforming businesses, markets and economies. We seek to work with our target company to help the company grow through the following strategies:

- (a) **Targeting best-in-class disruptive and transformational technologies:** We seek to identify and back a company which has a core technological focus with highly-differentiated products in its market and which is ready to take its business to the next stage of its life cycle. In identifying potential business combination targets, we intend to focus on six investment themes: (i) cyber security and enterprise solutions; (ii) artificial intelligence; (iii) consumer internet and technologies; (iv) financial technologies; (v) autonomous driving and new-energy vehicles; and (vi) biomedical technologies and digital healthcare. We believe that these sectors are part of the evolving global trends are shaping the world today and therefore represent the best universe of opportunities.
- (b) **Scalable business:** We intend to focus our search on high-growth targets having a proven business model that can be scaled regionally and globally.
- (c) **Value creation beyond capital:** We expect to generate value by acquiring a target company that is well-placed to benefit from having access to our Sponsor’s global network of industry-leading companies and investor ecosystem.

Refer to “*Offering Summary – Business Strategies and Future Plans*” on page 11, and “*Proposed Business – Business Strategies and Future Plans*” on pages 107 to 110 of the Prospectus for more information.

### WHAT ARE THE KEY TRENDS, UNCERTAINTIES, DEMANDS, COMMITMENTS OR EVENTS WHICH ARE REASONABLY LIKELY TO HAVE A MATERIAL EFFECT ON US?

We are a new company incorporated on 21 July 2021 for the purpose of effecting an initial business combination. We have not been engaged in any operations since our date of incorporation. Accordingly, we have not observed any known trends, factors, demands, commitments, events or uncertainties that are reasonably likely to have a material effect on us.

Refer to “*Proposed Business – Trend Information*” on page 126 of the Prospectus for more information.

**WHAT ARE THE KEY RISKS WHICH HAD MATERIALLY AFFECTED OR COULD MATERIALLY AFFECT US AND YOUR INVESTMENT IN OUR SECURITIES?**

We consider the following to be the most important key risks which may materially affect our business, financial condition, results of operations and prospects, and your investment in our Securities:

**We are a recently incorporated company with no operating history and no revenues and there is no basis on which to evaluate our ability to achieve our business objective**

We are a recently incorporated company, incorporated as an exempted company under the laws of the Cayman Islands with no operating results. We will not commence operations until obtaining funding through this Offering. As we lack an operating history, you have no basis upon which to evaluate our ability to achieve our business objective of completing our initial business combination with one or more target businesses. We have no plans, arrangements or understandings with any prospective target business concerning an initial business combination and may be unable to complete our initial business combination. If we fail to complete our initial business combination, we will never generate any operating revenues.

**Past performance by our Sponsor, Management Team or their respective affiliates may not be indicative of future performance of an investment in us**

Information regarding performance by, or businesses associated with, our Sponsor, members of our Management Team or their respective affiliates is presented for informational purposes only. Any past experience of and performance by our Sponsor, members of our Management Team or their respective affiliates is not a guarantee of either (i) our ability to successfully identify a suitable candidate for our initial business combination or (ii) success with respect to any business combination that we may consummate. You should not rely on the historical record of our Sponsor, our Management Team or any of their respective affiliates' or managed funds' performance as indicative of the future performance of an investment in us or the returns we will, or are likely to, generate going forward. An investment in us is not an investment in our Sponsor. Our Management Team has no experience in operating special purpose acquisition companies.

**We may not be able to consummate an initial business combination within 24 months from the Listing Date (or such period as may be extended pursuant to approvals from SGX-ST and our Shareholders, such extension up to no more than 12 months and subject to an overall maximum time frame of 36 months from Listing Date), in which case we may have to cease all operations except for the purpose of winding up and we would redeem our Shares and liquidate**

We may not be able to find a suitable target business and consummate an initial business combination within 24 months from the Listing Date (or such period as may be extended pursuant to approvals from SGX-ST and our Shareholders, up to an overall maximum time frame of 36 months from Listing Date). Our ability to complete our initial business combination may be negatively impacted by general market conditions, volatility in the debt and equity markets and the other risks described in the Prospectus. If we have not consummated an initial business combination within such applicable time period and do not qualify for an extension or receive approval for an extension, we will have to: (i) cease all operations except for the purpose of winding up; (ii) as promptly as reasonably possible but not more than ten business days thereafter, redeem the Shares, at a per Share price, payable in cash, equal to the aggregate amount then on deposit in: (a) the Escrow Account, including interest earned on the funds held in the Escrow Account and not previously released to us to pay our income taxes or operating expenses, if any (less any liquidation expenses); and (b) such other bank accounts held by us, divided by the number of the then-outstanding Shares, which redemption will completely extinguish Shareholders' rights as Shareholders (including the right to receive further liquidation distributions, if any); and (iii) as promptly as reasonably possible following such redemption, subject to the approval of our remaining Shareholders and our Directors, liquidate and dissolve.

Refer to "*Risk Factors*" on page 45 of the Prospectus for more information.



**As we have not selected any specific business combination targets with which to pursue our initial business combination, you will be unable to ascertain the merits or risks of any particular target business' operations**

As we have not yet selected any specific business combination target, there is no basis to evaluate the possible merits or risks of any particular target business' operations, results of operations, cash flows, liquidity, financial condition or prospects. To the extent we complete our initial business combination, we may be affected by numerous risks inherent in the business operations with which we combine. Although our Executive Officers and Directors will endeavour to evaluate the risks inherent in a particular target business, we cannot assure you that we will properly ascertain or assess all of the significant risk factors or that we will be able to uncover all significant risks upon the completion of due diligence. Furthermore, some of these risks may be outside of our control and leave us with no ability to control or reduce the chances that those risks will adversely impact a target business. We also cannot assure you that an investment in our Units will ultimately prove to be more favourable to investors than a direct investment in a business combination target. Accordingly, any holders who choose to retain their securities following the initial business combination could suffer a reduction in the value of their securities. Such holders are unlikely to have a remedy for such reduction in value.

**Because we are incorporated under the laws of the Cayman Islands, you may face difficulties in protecting your interests, and your ability to protect your rights through the Singapore courts may be limited**

We are an exempted company incorporated under the laws of the Cayman Islands. As a result, it may be difficult for investors to effect service of process within Singapore upon our Directors or Executive Officers, or enforce judgments obtained in the Singapore courts against our Directors or Executive Officers.

Our corporate affairs are governed by our Memorandum and Articles of Association, the Cayman Islands Companies Act and the common law of the Cayman Islands. The rights of our Shareholders and the fiduciary responsibilities of our Directors under Cayman Islands law are different from what they would be under Singapore law. As a result, Shareholders may have more difficulty in protecting their interests in the face of actions taken by the Management Team, the Directors or Controlling Shareholders than they would as Shareholders of a Singapore company.

**Our Executive Officers and Directors presently have, and any of them in the future may have, additional, fiduciary or contractual obligations to other entities and, accordingly, may have conflicts of interest in determining to which entity a particular business opportunity should be presented**

Each of our Executive Officers and Directors presently has, and any of them in the future may have, additional fiduciary or contractual obligations to other entities pursuant to which they are or will be required to present an initial business combination opportunity to such entity, subject to their fiduciary duties under applicable law. Accordingly, they may have conflicts of interest in determining to which entity a particular business opportunity should be presented. These conflicts may not be resolved in our favour and a potential target business may be presented to another entity before its presentation to us.

**Our Sponsor will contribute S\$25,000 for the Promote Shares and, accordingly, you will experience immediate and substantial dilution on your purchased Shares when Promote Shares are allotted and issued 12 months after the completion of the initial business combination**

We are offering our Units at an Offering Price of S\$5.00 per Unit and the amount in our Escrow Account is initially anticipated to be S\$5.00 per Unit. However, our Sponsor, through Vertex SPV, will contribute S\$25,000 in total and will be allotted and issued the Promote Shares pursuant to certain vesting conditions, with certain of such Promote Shares allotted and issued 12 months after the completion of our initial business combination. The NAV per Share will, as a result of our Sponsor, through Vertex SPV receiving the Promote Shares at a nominal price, face significant dilution. Further to the vesting of the Promote Shares but not including effects on Share capital arising from the initial business combination, and assuming no value is ascribed to the Warrants included in the Offering Units or the Private Placement Warrants prior to their vesting, you and the other Shareholders will incur an immediate and substantial dilution, the difference between the adjusted NAV per Share arising from the vesting and issuance of Promote Shares and the NAV per Share just before such vesting and issuance.

**Investors may experience a dilution of their percentage ownership if they do not exercise their Warrants or if other investors exercise their Warrants**

The terms of the Warrants provide, among others, for the issue of Shares in our Company upon any exercise of the Warrants, in each case in accordance with their respective terms. The maximum number of Shares that may be required to be issued by our Company pursuant to the terms of the Warrants (including the Private Placement Warrants), subject to adjustment in accordance with the Warrant Agreement, is 41.18 million (assuming the Over-allotment Option is exercised in full). Based on the number of Units in issue on the Listing Date assuming the Over-allotment Option is not exercised, if all underlying Warrants (including the Private Placement Warrants) were exercised, this would result in a maximum dilution of approximately 44.4% of the Company’s share capital. Notwithstanding that investors may choose not to exercise their Warrants, their proportionate ownership and voting interest in our Company could in any case be reduced by the issue of Shares pursuant to the terms of the Warrants.

The exercise of the Warrants, including by other Warrantholders, will result in a dilution of the value of such investors’ interests if the value of a Share exceeds the Exercise Price at the relevant time. The potential for the issue of additional Shares pursuant to exercise of the Warrants could have an adverse effect on the market price of the Shares. Please refer to “*Dilution*” on pages 85 to 93 of the Prospectus for more information.

**Investors may experience dilution resulting from the exercise of Redemption rights by other Shareholders in connection with our initial business combination**

Prior to our initial business combination’s completion, we will not know how many Shareholders will exercise their Redemption rights. If a significant number of Shares are submitted for Redemption, there may be a risk that Shareholders that remain invested in us (or the Resulting Issuer) will experience dilution, such dilution being the difference between the adjusted NAV per Share arising from the Redemption and the NAV per Share just before such Redemption. Please refer to “*Dilution*” on pages 85 to 93 of the Prospectus for more information.

**The issuance of additional Securities may have a negative impact on investors in our Securities**

If we were to raise funds in the future by way of a placement of Shares, rights issue or other equity-linked securities to, among others, effect or consummate the initial business combination, any Shareholders who are unable or unwilling to participate in such fundraising may experience dilution in the value of their shareholdings. Separately, Shareholders may also experience a dilution in their ownership of our Shares as a result of adjustments from rights offerings, certain issuances of new Shares (including under share option or award plans which we may adopt from time to time) and certain other actions we may take to modify our capital structure. There can be no assurance that we will not take any of the foregoing actions, and such actions in the future may adversely affect the market price of our Shares. Please refer to “*Dilution*” on pages 85 to 93 of the Prospectus for more information.

**The above are not the only risk factors that could have a material effect on our business operations, financial position and results, and your Securities. Please refer to “*Risk Factors*” on pages 45 to 76 of the Prospectus for a discussion on other risk factors and for more information on the above risk factors. Prior to making a decision to invest in our Securities, you should consider all the information contained in the Prospectus.**

**WHAT ARE THE RIGHTS ATTACHED TO THE SECURITIES OFFERED?**

**Offering Units**

Each Offering Unit has an offering price of S\$5.00 and consists of one Share and 0.3 of one Warrant per Share, which will be issued at the completion of this Offering, with an additional right to 0.2 of one Warrant per Share which will only be issued later to holders of Shares (which have not been tendered for Redemption) at or around the completion of the initial business combination. Such additional 0.2 of one Warrant per Share is expected to be credited into the Securities Accounts of the relevant Shareholders after the initial business combination.

The Shares and Warrants comprising the Units are expected to begin separate trading automatically on separate counters on the Separate Trading Date. The quotation for Units on the SGX-ST will cease on the trading date prior to the Separate Trading Date. Fractional Warrants will be disregarded upon separation of the Units. Only whole Warrants will be issued and traded. The Securities Accounts of holders of Units will be credited with Shares and Warrants underlying such Units prior to market opening on the Crediting Date. We will make an announcement on SGXNET five Market Days prior to the Separate Trading Date to remind Shareholders of the impending Separate Trading Date and of the Crediting Date.

Refer to “*Share Capital and Shareholders*” on page 149, and “*Description of our Securities*” on pages 167 to 169 and 170 to 173 of the Prospectus for more information.

**Shares**

As of the date of the Prospectus, our issued and paid-up share capital is S\$0.0001 consisting of 1 Share.

We have only one class of Shares, namely ordinary Shares, and the Shares offered will carry the same voting rights as the Shares constituting the Offering Units. Save for the lock-up to be given by each of us, Vertex SPV, our Sponsor, Venezia and Tembusu Capital Pte. Ltd. there are no restrictions on the transfer of fully paid-up Shares except where required by law, the Listing Manual or the by-laws and rules governing any securities exchange upon which our Shares are listed or as provided in our Memorandum and Articles of Association.

**Warrants**

Each whole Warrant, when countersigned by the Warrant Agent, shall entitle the Warrantholder to purchase one Share at a price of S\$5.75 per share, subject to the adjustments, terms and limitations as described in the Prospectus, at any time commencing on the later of 12 months from the close of the Offering or 30 days after the completion of our initial business combination. A Warrantholder may exercise its Warrants only for a whole number of Shares. Fractional Warrants will be disregarded and as such, no fractional Warrants will be issued upon separation of the Units. The Warrants will expire five years after the completion of our initial business combination, at 5:00 p.m., Singapore time, or earlier upon Liquidation.

The Warrants are issued in registered form. Title to the Warrants shall be transferable in accordance with certain terms and conditions as detailed in the Warrant Agreement. Please refer to “Appendix E – Terms and Conditions of the Warrants” of the Prospectus for more information.

**HOW WILL THE PROCEEDS OF THE OFFER BE USED?**

Based on the Offering Price of S\$5.00 for each Offering Unit, the estimated gross proceeds from the Offering and the issuance of the Cornerstone Units and Sponsor IPO Investment Units will be approximately S\$200 million. 100% of such gross proceeds raised will be placed in the Escrow Account. Should the Over-allotment Option be exercised, we will receive additional gross proceeds of S\$11.8 million, 100% of which will also be placed in the Escrow Account.

We will not be permitted to withdraw any of the principal or interest held in the Escrow Account, except with respect to interest earned on the funds held in the Escrow Account that may be released to us to pay our income taxes and operating expenses, if any, until the earliest of (i) the completion of our initial business combination, (ii) the redemption of our Shares prior to our Liquidation if we have not consummated an initial business combination within 24 months from the Listing Date (or such period as may be extended pursuant to approvals from SGX-ST and our Shareholders up to an overall maximum time frame of 36 months from Listing Date), subject to applicable law.

The gross proceeds raised from the issue of 16.0 million Private Placement Warrants in conjunction with the Offering will be S\$8.0 million based on the subscription price of S\$0.50 per Warrant. Up to a further 4.0 million Private Placement Warrants may be issued in one or more tranches at any time during the period commencing on the date of the close of the Offering to the date of the initial business combination, at a consideration of S\$0.50 per Warrant. Such gross proceeds will not be placed in the Escrow Account and will instead be used to pay for expenses incurred by us in connection with the Offering as set out below and any Remaining Amounts, together with interest or other income earned on the escrowed funds from permitted investments, will be applied for general working capital expenses and for the purpose of identifying and completing an initial business combination. We expect that the net proceeds from the sale of the Private Placement Warrants as well as interests and other income earned on the funds from permitted investments in the Escrow Account will be sufficient to pay our operating expenses.

Refer to “Use of Proceeds and Listing Expenses” on page 80 of the Prospectus for more information.

Estimated Offering expenses including applicable GST	Without Over-allotment Option (S\$'000)	Over-allotment Option exercised in full (S\$'000)
Underwriting commission	2,996	3,249
Professional fees & expenses	1,075	1,075
Listing fees	128	128
Miscellaneous	1,578	1,578
<b>Total Offering expenses</b>	<b>5,777</b>	<b>6,030</b>
<b>Net proceeds from issue of 16.0 million Private Placement Warrants</b>	<b>2,223</b>	<b>1,970</b>

If our initial business combination is paid for using equity or debt, or not all of the funds released from the Escrow Account are used for payment of the consideration in connection with our initial business combination or the Redemption of our Shares, we may apply the balance of the cash released from the Escrow Account for general corporate purposes.



## WILL WE BE PAYING DIVIDENDS AFTER THE OFFER?

We do not have a fixed dividend policy. We have not paid any dividends on our Shares to date and do not intend to pay cash dividends before the completion of our initial business combination. The payment of dividends in the future will be dependent upon our revenues and earnings, if any, capital requirements and general financial condition after completion of our initial business combination, and will be within the discretion of our Board of Directors at such time. Further, if we incur any indebtedness in connection with an initial business combination, our ability to declare dividends may be limited by restrictive covenants we may agree to in connection therewith.

We cannot assure you that dividends will be paid in the future or as to the timing of any dividends that are to be paid in the future. No inference should or can be made from any of the foregoing statements as to our actual future profitability or ability to pay dividends.

Refer to the “*Dividend Policy*” on page 84 of the Prospectus for more information.

## DEFINITIONS

<b>Additional Units</b>	:	An aggregate of 2.36 million Units that may be issued pursuant to the Over-allotment Option
<b>Controlling Shareholder</b>	:	As defined in the Listing Manual, a person who (a) holds directly or indirectly 15.0% or more of the total voting rights in our Company. The SGX-ST may determine that a person who satisfies this paragraph is not a controlling shareholder; or (b) in fact exercises control over our Company, or may have the meaning ascribed to it in the Securities and Futures (Offer of Investments) (Securities and Securities-based Derivative Contracts) Regulations 2018 (“SFR”) as the context so requires
<b>Cornerstone Units</b>	:	The aggregate of 22.2 million Units which the Cornerstone Investors have agreed to subscribe for at the Offering Price pursuant to the Cornerstone Subscription Agreements (as defined in the Prospectus)
<b>Crediting Date</b>	:	Two Market Days after the Separate Trading Date
<b>Directors</b>	:	The directors of our Company, as at the date of the Prospectus unless otherwise stated
<b>Escrow Account</b>	:	The escrow account maintained with the Escrow Agent
<b>Escrow Agent</b>	:	Citibank, N.A., Singapore Branch
<b>Executive Director</b>	:	The executive Director of our Company as at the date of the Prospectus
<b>Executive Officer</b>	:	The executive officer of our Company, as at the date of the Prospectus, who is also a key executive as defined under the SFR
<b>Exercise Price</b>	:	S\$5.75 payable for each whole Share on exercise of a Warrant, subject to the adjustments as described in the Prospectus
<b>Fullerton</b>	:	Fullerton Fund Management Company Ltd.
<b>Joint Global Coordinators, Joint Bookrunners and Joint Underwriters</b>	:	Credit Suisse (Singapore) Limited, DBS Bank Ltd. and Morgan Stanley Asia (Singapore) Pte.
<b>International Placement</b>	:	The international placement of 11.2 million Offering Units to investors, including institutional and other investors in Singapore and outside the United States in reliance on Regulation S

<b>Liquidation</b>	:	An event wherein if the Company has not consummated an initial business combination within 24 months from the Listing Date (or such period as may be extended pursuant to approvals from SGX-ST and our Shareholders, such extension up to no more than 12 months and subject to an overall maximum time frame of 36 months from Listing Date), the Company will: (i) cease all operations except for the purpose of winding up; (ii) to afford the Company with sufficient time for liaison with the Escrow Agent and the Share Registrar and in accordance with applicable law, as promptly as reasonably possible but not more than ten business days thereafter, redeem the Shares, at a per Share price, on a pro-rata basis, payable in cash, equal to the aggregate amount then on deposit in: (a) the Escrow Account, including interest earned on the funds held in the Escrow Account and not previously released to us to pay the Company's income taxes or operating expenses, if any (less any liquidation expenses); and (b) such other bank accounts held by the Company, divided by the number of the then-outstanding Shares, which redemption will completely extinguish Shareholders' rights as Shareholders (including the right to receive further liquidation distributions, if any); and (iii) as promptly as reasonably possible following such redemption, subject to the remaining Shareholders and the Directors, liquidate and dissolve, subject in the case of clauses (ii) and (iii), to the Company's obligations under applicable law to provide for claims of creditors and the requirements of other applicable law and in accordance with the Memorandum and Articles of Association
<b>Listing Date</b>	:	The date of commencement of dealing in the issued Units (including the Additional Units, if any), the Offering Units and the Cornerstone Units, as well as all our Shares and our Warrants on the SGX-ST
<b>Listing Manual</b>	:	The Listing Manual of the SGX-ST
<b>Management Team</b>	:	The Executive Officer and Executive Director of the Company as at the date of the Prospectus
<b>Market Day</b>	:	A day on which the SGX-ST is open for securities trading
<b>NAV</b>	:	Net asset value
<b>Offering</b>	:	The International Placement and the Public Offer
<b>Offering Price</b>	:	The offering price of S\$5.00 per Offering Unit
<b>Offering Units</b>	:	11.8 million Units to be issued and offered by our Company in the Offering
<b>Over-allotment Option</b>	:	An over-allotment option granted by the Company in connection with the Offering to the Joint Global Coordinators, Joint Bookrunners and Joint Underwriters to subscribe for up to an aggregate of 2.36 million new Units (representing not more than 20% of the total number of Offering Units) at the Offering Price
<b>Private Placement Warrants</b>	:	The 20.0 million Warrants to be subscribed by Vertex SPV from our Company pursuant to the Private Placement Warrants Purchase Agreement
<b>Private Placement Warrants Purchase Agreement</b>	:	The private placement warrants purchase agreement dated 6 January 2022 entered into between our Company and the Sponsor in relation to the purchase of the Private Placement Warrants by Vertex SPV
<b>Promote Shares</b>	:	The 10.0 million Shares (or up to 10.59 million Shares, if the Over-allotment Option is exercised in full) to be allotted and issued by our Company to Vertex SPV, upon the completion of our initial business combination, subject to certain vesting conditions, pursuant to the Promote Shares Deed of Undertaking (as defined in the Prospectus)
<b>Public Offering</b>	:	The offer of 0.6 million Offering Units to the public in Singapore for subscription at the Offering Price, subject to and on the terms and conditions set out in the Prospectus

<b>Redemption</b>	:	An event wherein our Shareholders (save for Vertex SPV and Venezia Investments Pte. Ltd.) may redeem all or a portion of their Shares upon the Company's initial business combination's completion at a per Share price, on a pro-rata basis, payable in cash, equal to the aggregate amount then on deposit in the Escrow Account calculated as of two (2) business days before the closing of the initial business combination, including interest earned on the funds held in the Escrow Account and not previously released to the Company to pay the Company's income taxes or operating expenses, if any, divided by the number of then-outstanding Shares (which for the avoidance of doubt, includes the Shares held by Temasek and its associates as well as the Shares held by the Sponsor but not the Promote Shares)
<b>Regulation S</b>	:	Regulation S under the U.S. Securities Act
<b>Resulting Issuer</b>	:	The resultant entity that trades on the SGX-ST upon the completion of an initial business combination by a special purpose acquisition company
<b>Securities</b>	:	Shares, Units and Warrants
<b>Securities Account</b>	:	A securities account maintained by a depositor with the depository but not including a securities sub-account maintained with a depository agent
<b>Separate Trading Date</b>	:	The 45 <sup>th</sup> calendar day from the Listing Date, provided this is a market trading day, failing which the next trading day, where the Shares and Warrants comprising the Units shall begin separate trading
<b>SFA</b>	:	Securities and Futures Act 2001 of Singapore, as amended, supplemented or otherwise modified from time to time
<b>SGX-ST</b>	:	Singapore Exchange Securities Trading Limited
<b>Share Registrar</b>	:	Boardroom Corporate & Advisory Services Pte. Ltd.
<b>Shares</b>	:	Shares in the capital of our Company
<b>Shareholders</b>	:	The registered holders of the Units, except where the registered holder is CDP, the term "Shareholders" shall, in relation to such Units, mean the Depositors (as defined in the SFA) whose Securities Accounts with CDP are credited with Shares and Warrants underlying such Units
<b>Sponsor or Vertex</b>	:	Vertex Venture Holdings Ltd
<b>Sponsor IPO Investment Units</b>	:	The 6.0 million Units to be allotted and issued by our Company to Vertex SPV at the Offering Price, at the same time but separate from the Offering pursuant to the Sponsor Subscription Agreement
<b>Sponsor Subscription Agreement</b>	:	The securities subscription agreement dated 6 January 2022 entered into between our Company and our Sponsor in relation to the issue and allotment of the Sponsor IPO Investment Units to Vertex SPV
<b>Substantial Shareholder</b>	:	A person who has an interest in not less than 5.0% of the total votes attached to all voting shares (excluding treasury shares) in our Company
<b>Temasek</b>	:	Temasek Holdings (Private) Limited
<b>Units</b>	:	Units in our Company
<b>U.S. Securities Act</b>	:	U.S. Securities Act of 1933, as amended, supplemented or otherwise modified from time to time
<b>Venezio</b>	:	Venezio Investments Pte. Ltd.
<b>Vertex Network Funds</b>	:	The 18 global network funds managed by Vertex Ventures Israel, Vertex Ventures USA, Vertex Ventures China, Vertex Ventures SEA & India and Vertex Growth (each as defined in the Prospectus) through a partnership model
<b>Vertex SPV</b>	:	Vertex Co-Investment Fund Pte. Ltd.
<b>Warrants</b>	:	Warrants in registered form to be issued by our Company and, where the context so admits, such additional warrants as may be required or permitted to be issued by our Company pursuant to the terms and conditions of the Warrant Agreement, each such warrant entitling its holder to subscribe for one Converted Share (as defined in the Prospectus) at the Exercise Price during the Exercise Period (as defined in the Prospectus), subject to the terms and conditions of the Warrants as set out in the Warrant Agreement

<b>Warrantholders</b>	:	The registered holders of the Warrants except that where the registered holder is CDP, the term “Warrantholders” shall mean the Depositors whose Securities Accounts with CDP are credited with the Warrants
<b>Warrant Agreement</b>	:	The warrant agency agreement and deed poll dated 6 January 2022 appointing, amongst others, the Warrant Agent (as defined in the Prospectus), as the same may be modified from time to time by the parties thereto, and includes any other agreement (whether made pursuant to the terms of the Warrant Agreement or otherwise) appointing further or other warrant agents or amending or modifying the terms of any such appointment

**CONTACT INFORMATION**

**WHO CAN YOU CONTACT IF YOU HAVE ENQUIRIES RELATING TO OUR OFFER?**

**HOW DO YOU CONTACT US?**

The Issuer: Vertex Technology Acquisition Corporation Ltd

Our principal place of business is located at 250 North Bridge Road, #11-01, Raffles City Tower, Singapore 179101. Our telephone number is +65 6828 8088 and our facsimile number is +65 6828 8090. Our website is <https://www.vertexspac.com> and our corporate email address is [info@vertexspac.com](mailto:info@vertexspac.com).

\* Information contained in our website does not constitute part of the Prospectus.

Joint Global Coordinators, Joint Bookrunners and Joint Underwriters:

(1) Credit Suisse (Singapore) Limited

Address: One Raffles Link, #03/04-01 South Lobby, Singapore 039393

Telephone No.: +65 6212 2000

(2) DBS Bank Ltd.

Address: 12 Marina Boulevard, Marina Bay Financial Centre Tower 3, Level 3, Singapore 018982

Telephone No.: 1800 111 1111

(3) Morgan Stanley Asia (Singapore) Pte.

Address: 23 Church Street, #16-01, Capital Square, Singapore 049481

Telephone No.: +65 6834 6888