CAPALLIANZ HOLDINGS LIMITED
(Incorporated in the Republic of Singapore)
(Company Registration No. 199905693M)

PROPOSED PLACEMENT OF AN AGGREGATE OF 3,002,310,000 NEW ORDINARY SHARES IN THE CAPITAL OF THE COMPANY AT S$0.0011 PER SHARE (THE "PROPOSED PLACEMENT")

- ENTRY INTO SUPPLEMENTAL AGREEMENTS

---

*Unless otherwise defined, all capitalized terms used and not defined herein shall have the same meanings ascribed to them in the announcement dated 15 September 2025 (the "**Announcement**") issued by CapAllianz Holdings Limited (the "**Company**").*

1. INTRODUCTION

1.1. The Board of Directors ("**Board**" or "**Directors**") of the Company refers to the Announcement in relation to the Proposed Placement, and the share subscription agreements (each a "**Placement Agreement**", and collectively, the "**Placement Agreements**") entered into by the Company with the Placees on 10 September 2025.

1.2. The Board wishes to announce that the Company had, on 22 September 2025, entered into separate supplemental agreements (each a "**Supplemental Agreement**", and collectively, the "**Supplemental Agreements**") with two (2) of the Placees, namely, Hoon Wei Ern ("**HWE**") and Deng BaiLin ("**DBL**") respectively to vary certain terms and conditions of their Placement Agreements as follows:

(a) HWE and DBL are also Creditors pursuant to their loan extended to the Company bearing interest at the rate of 8% per annum (the "**Loan Amount**");

(b) For the purpose of subscribing and paying for the Placement Shares under the Proposed Placement, the entire placement consideration payable by each of HWE and DBL as Creditors will be set-off against the Loan Amount due to him/her by the Company; and

(c) Save that (i) there is no need for representation on financial resources as the entire placement consideration to be received from each of HWE and DBL will be set-off against the respective Loan Amount due to him/her by the Company; and (ii) the business relationship as a Creditor of the Company, the representations and warranties of HWE and DBL remain substantially the same as the rest of the Placees under the Proposed Placement for cash.

Save for the foregoing, all principal terms and conditions of the Placement Agreements of HWE and DBL and the Proposed Placement remain unchanged. Please refer to the Announcement for more details on the Placement Agreements and the Proposed Placement. For the avoidance of doubt, there is no change to the aggregate number of Placement Shares under the Proposed Placement, the number of Placement Shares subscribed for by each of the Placees, or the total placement consideration payable to the Company (or set-off against, where applicable) for the subscription of the Placement Shares by each of the Placees under the Proposed Placement.

1.3. The Board is of the view that the set-off of the entire placement consideration payable by HWE and DBL against their respective Loan Amount will reduce the liabilities of the Company, and accordingly, the entry into the Supplemental Agreements is in the best interests of the Company and its Shareholders.

1.4. For the avoidance of doubt, notwithstanding the entry into the Supplemental Agreements, details of HWE's and DBL's respective subscription for the Placement Shares, as well as their respective shareholdings in the Company before and after the Proposed Placement remain unchanged. Such information has been set out under the category of "Placement to pay creditors", instead of the category of "Placement for cash", as set out below.

			% shareholding in the Company[2]	
Name of Placee[1]	**Number of Placement Shares subscribed for**	**Placement consideration payable (S$)**	**As at the date of the Placement Agreements and before completion of the Proposed Placement[3]**	**After completion of the Proposed Placement [4]**
Placement to pay creditors ("**Creditors**")				
Hoon Wei Ern	318,181,818	350,000	0.07%	2.66%
Deng, BaiLin	318,181,818	350,000	0%	2.61%

Notes:

(1) Please refer to section 2 of this announcement for further information on the two (2) Placees.
(2) Including deemed interests (if any).
(3) Based on Existing Share Capital of 9,203,398,760 Shares.
(4) Based on Enlarged Share Capital of 12,205,708,760 Shares.

2. INFORMATION ON THE PLACEES - UPDATE

2.1. The updated brief background information on HWE and DBL are set out below:

Name of Placee	**Information on Placee[1]**
Placement to pay Creditors	
Hoon Wei Ern	Private investor and a business owner in Artificial Intelligence automation industry Creditor of the Company pursuant to a loan extended to the Company bearing interest at the rate of 8% per annum. For purpose of subscribing and paying for the Placement Shares under the Proposed Placement, the entire placement consideration payable by the Creditor

[1] Shareholders should note that the information relating to the Placees were provided by the respective Placees. The Company and the Directors have not independently verified the accuracy and correctness of such information.

Name of Placee	Information on Placee[1]
	will be set-off against the Loan Amount due to him by the Company An existing Shareholder holding 6,001,000 Shares (direct, indirect and/or deemed) as at the date of the Placement Agreement
Deng, BaiLin	Private investor Creditor of the Company pursuant to a loan extended to the Company bearing interest at the rate of 8% per annum. For purpose of subscribing and paying for the Placement Shares under the Proposed Placement, the entire placement consideration payable by the Creditor will be set-off against the Loan Amount due to her by the Company

2.2. The Company confirms that, save as set out in the Announcement and in this announcement, the Proposed Placement will not result in any material conflict of interest as there are no other material relationships between the Placees and the Company. Each Placee has no intention of influencing the management of, or exercising control over, the Company, and is not acting in concert with any persons to obtain or consolidate control of the Company.

2.3. To the best of the Company's knowledge and save as disclosed in the Announcement and in this announcement, none of the Placees has any connection (including business relationships) with any other Placee(s), the Company, its Directors and substantial Shareholders.

3. RATIONALE FOR THE PROPOSED PLACEMENT AND USE OF PROCEEDS – UPDATE

3.1. Based on the Issue Price, the estimated net proceeds raised by the Company from the Proposed Placement (after deducting professional fees and estimated expenses in relation to the Proposed Placement of approximately S$56,000 (equivalent to approximately US$44,000 based on the exchange rate of US$1 : S$1.28)) will amount to approximately S$3.25 million (equivalent to approximately US$2.54 million based on the exchange rate of US$1 : S$1.28) (the "**Net Proceeds**"). An aggregate amount of S$881,541 will be set off against the respective Outstanding Amount or Loan Amount due to each of the Creditors by the Company and the balance of the Net Proceeds will be received in cash by the Company. Accordingly, the Company expects to receive Net Proceeds in cash of approximately S$2.37 million (equivalent to approximately US$1.85 million based on the exchange rate of US$1 : S$1.28) (the "**Revised Net Cash Proceeds**") from the Proposed Placement.

3.2. The Company's intended purposes for the utilisation of the Revised Net Cash Proceeds remain unchanged as follows:

Use of Revised Net Cash Proceeds	Percentage of Revised Net Cash Proceeds
Funding of the Group's businesses (including acquisitions)	0% to 30%

Use of Revised Net Cash Proceeds	Percentage of Revised Net Cash Proceeds
General working capital of the Group (including general overheads, financing requirements and other operating expenses)	70% to 100%

Please refer to the Announcement for more details on the proposed utilisation of the Revised Net Cash Proceeds for the Proposed Placement.

4. FINANCIAL EFFECTS OF THE PROPOSED PLACEMENT - UPDATE

The *pro forma* financial effects of the Proposed Placement in the Announcement was prepared based on the latest audited consolidated financial statements of the Group for the financial year ended 30 June 2024 ("**FY2024**") subject to, amongst others, the following assumptions:

(a) the expenses to be incurred in respect of the Proposed Placement amounted to approximately US$44,000.

Save for the above, there is no change to the assumptions used for the computation of the *pro forma* financial effects and the resulting *pro forma* financial effects of the Proposed Placement in the Announcement.

5. CONFIRMATION BY THE BOARD - UPDATE

Following the entry into the Supplemental Agreements, the Revised Net Cash Proceeds to be raised by the Company from the Proposed Placement will reduce by S$700,000 and the liabilities of the Company will also reduce by S$700,000 because of the set-off against the respective Loan Amount of HWE and DBL by the Company.

Notwithstanding the aforementioned reduction of the Revised Net Cash Proceeds, the Directors are of the opinion that, as at the date of this announcement, after taking into consideration:

(a) the Group's present loan facilities, internal resources and operating cash flows, the working capital available to the Group is sufficient to meet its present requirements; and

(b) the Group's present loan facilities, internal resources and operating cash flows, and the Revised Net Cash Proceeds, the working capital available to the Group is sufficient to meet its present requirements.

The Company has decided to undertake the Proposed Placement to strengthen the Group's financial position and flexibility to capitalise on growth opportunities. The Proposed Placement will result in an injection of funds into the Company for general working capital purposes and to fund the growth of the Company's business. Please refer to section 4 of the Announcement for more information on the rationale for the Proposed Placement. The Directors maintain their view that the Proposed Placement is beneficial for the Group and is in the best interests of the Company and its Shareholders for the aforementioned reasons.

6. DOCUMENT(S) AVAILABLE FOR INSPECTION

Copies of the Supplemental Agreements are available for inspection during normal business hours at the Company's registered office at 380 Jalan Besar, #07-10 ARC 380, Singapore 209000 for a period of three (3) months from the date of this announcement.

7. FURTHER ANNOUNCEMENTS

The Company will make further announcements to update Shareholders on the Proposed Placement as and when appropriate.

8. INTERESTS OF DIRECTORS AND SUBSTANTIAL SHAREHOLDERS

None of the Directors and substantial Shareholders or their respective associates has any interest, whether direct or indirect, in the Supplemental Agreements (other than through their respective direct and indirect shareholdings and/or directorships in the Company).

9. DIRECTORS' RESPONSIBILITY STATEMENT

The Directors collectively and individually accept full responsibility for the accuracy of the information given in this announcement and confirm after making all reasonable enquiries, that to the best of their knowledge and belief, the Announcement and this announcement constitutes full and true disclosure of all material facts about the Proposed Placement, the Company and its subsidiaries, and the Directors are not aware of any facts the omission of which would make any statement in this announcement misleading. Where information in this announcement has been extracted from published or otherwise publicly available sources or obtained from a named source, the sole responsibility of the Directors has been to ensure that such information has been accurately and correctly extracted from those sources and/or reproduced in this announcement in its proper form and context.

10. CAUTIONARY STATEMENT

Shareholders and potential investors are advised to exercise caution in trading their Shares. The Proposed Placement is subject to certain conditions. There is no certainty or assurance as at the date of this announcement that the Proposed Placement will be completed or that no changes will be made to the terms thereof. The Company will make the necessary announcements when there are further material developments. Shareholders and potential investors are advised to read this announcement and any further announcements by the Company carefully. Shareholders and potential investors should consult their stockbrokers, bank managers, solicitors or other professional advisors if they have any doubt about the actions they should take.

BY ORDER OF THE BOARD

Liu Qiang
Executive Director and Chief Executive Officer
22 September 2025

---

*This announcement has been reviewed by the Company's sponsor, ZICO Capital Pte. Ltd. (the "**Sponsor**").*

*This announcement has not been examined or approved by the Singapore Exchange Securities Trading Limited (the "**SGX-ST**") and the SGX-ST assumes no responsibility for the contents of this announcement including the correctness of any of the statements or opinions made or reports contained in this announcement.*

The contact person for the Sponsor is Ms Goh Mei Xian, ZICO Capital Pte. Ltd. at 77 Robinson Road #06-03 Robinson 77, Singapore 068896, telephone (65) 6636 4201.