

**CAPALLIANZ HOLDINGS LIMITED**  
(Formerly known as CWX Global Limited)  
(Incorporated in the Republic of Singapore)  
(Company Registration No. 199905693M)

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**ENTRY INTO NON-BINDING MEMORANDUM OF UNDERSTANDING FOR PROPOSED  
BUSINESS COLLABORATION**

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**Introduction**

The board of directors (the “**Board**”) of CapAllianz Holdings Limited (formerly known as CWX Global Limited) (the “**Company**”, together with its subsidiaries, the “**Group**”) wishes to announce that the Company had, on 6 December 2021, entered into a non-binding memorandum of understanding (the “**MOU**”) with each of Wolot Foundation Ltd. (“**Wolot**”) and Deer Network Pte. Ltd. (“**Deer**”, and together with Wolot and the Company, the “**Parties**” and each, a “**Party**”). Pursuant to the MOU, the Parties thereto will collaborate and jointly engage in research and development projects in consumer blockchain / nonfungible tokens (“**NFT**”) technologies and applications (the “**Proposed Business Collaboration**”).

**Information on Wolot and Deer**

Wolot is a public company limited by guarantee and incorporated in Singapore. It is a non-profit organisation and it aims to create a self-governed business ecosystem to help all small-to-medium enterprises worldwide to achieve a low-costs and effective mean of digital upgrading and user acquisition that allows businesses and users to benefit from data sharing and data value appreciation by using big data, blockchain and cloud computing technology. Deer is a private company limited by shares and incorporated in Singapore. It provides a decentralised infrastructure network that aims to transform cloud storage and computing into an algorithmic market. Its vision is to build a future metaverse blockchain infrastructure.

**Rationale for the Proposed Business Collaboration**

The Proposed Business Collaboration is part of the strategy of the Group to identify and invest in promising businesses with the objective of improving their business operations and maximise investment returns for its portfolio of investments. The Board believes that the Proposed Business Collaboration will provide the Group with new revenue streams and improve its prospects, so as to enhance shareholders’ value.

**Salient Terms of the MOU**

In accordance with the terms of the MOU, the responsibilities for each Parties are as follows:

- (i) The Company will provide project funding to Wolot faculties and researchers, and share in the data, intellectual properties and revenue that may be produced from this effort;
- (ii) Deer will provide the infrastructure support for the metaverse applications including decentralised storage systems and related technology support; and
- (iii) Wolot will commit its world-wide community and blockchain technology resources to the building of these NFT technology and application platform.

All Parties will meet periodically to negotiate and conclude specific programmes of cooperation, including the terms for their financing and no Parties shall have the power to bind the other Parties without such Parties’ consent in writing. Each of the projects under the Proposed Business

Collaboration will be governed by separate definitive agreements (the “**Definitive Agreements**”) to be entered into between the Parties.

The MOU has been entered into by the Parties to record their common understanding relating to the Proposed Business Collaboration. The MOU is non-exclusive and non-binding, and does not intend to create any legally binding nor enforceable obligations on the Parties, save in respect of provisions pertaining to, among others, governing law, legal effect, confidentiality and cost and expenses. All Parties shall bear their own costs and expenses incurred in connection with the performance of their respective obligations under the MOU.

The MOU will remain in force until 30 June 2022 unless terminated by any Party by giving three months’ prior written notice to the other Parties or unless it is extended by mutual agreement of all Parties in writing. The termination of the MOU shall not prejudice any programmes of cooperation or projects which are already undertaken pursuant to the MOU prior to such termination.

The Company’s entry into the MOU is not expected to have any material impact on the net tangible assets per share and earnings per share of the Company and the Group for the current financial year ending 30 June 2022.

### **Interests of Directors and Substantial Shareholders**

None of the Directors and substantial shareholders of the Company or their respective associates has any interest, whether direct or indirect, in the MOU (other than through their respective direct and indirect shareholdings (if any) and/or directorships in the Company) or is related to Wolot and Deer.

### **Cautionary Statement**

**Shareholders and potential investors of the Company should note that the Proposed Business Collaboration is in the preliminary stage and there is no certainty or assurance as at the date of this announcement that the Proposed Business Collaboration will materialise or the Company will enter into any Definitive Agreement. The Company will make such announcements as may be necessary or appropriate to update its shareholders as and when there are any material updates in relation to the Proposed Business Collaboration.**

**Shareholders and potential investors of the Company are advised to read this announcement and any further announcements made by the Company carefully. Shareholders and potential investors of the Company are advised to refrain from taking any action with respect to their securities in the Company which may be prejudicial to their interests, and to exercise caution when dealing in the securities of the Company. Shareholders and potential investors of the Company should consult their stockbrokers, bank managers, solicitors or other professional advisers if they have any doubt about the actions they should take.**

By Order of the Board

Pang Kee Chai, Jeffrey

Executive Director and Chief Executive Officer  
6 December 2021

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*This announcement has been prepared by CapAllianz Holdings Limited (the “**Company**”) and its contents have been reviewed by the Company’s sponsor (the “**Sponsor**”), ZICO Capital Pte. Ltd., in*

*accordance with Rule 226(2)(b) of the Singapore Exchange Securities Trading Limited (the “SGX-ST”) Listing Manual Section B: Rules of Catalist.*

*This announcement has not been examined or approved by 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, Associate Director, ZICO Capital Pte. Ltd. at 8 Robinson Road #09-00 ASO Building, Singapore 048544, telephone (65) 6636 4201.*