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Cocoon Holdings Limited **中國天弓控股有限公司**

(Incorporated in the Cayman Islands with limited liability and continued in Bermuda with limited liability)
(Stock Code: 428)

VOLUNTARY ANNOUNCEMENT **MEMORANDUM OF UNDERSTANDING**

This announcement is made by Cocoon Holdings Limited (the “**Company**” and together with its subsidiaries, the “**Group**”) on a voluntary basis to provide the shareholders and potential investors of the Company with latest updates on the Group’s business development.

MEMORANDUM OF UNDERSTANDING

The board (the “**Board**”) of directors (the “**Directors**”) of the Company is pleased to announce that, the Group has entered into a non-legally binding memorandum of understanding (“**MOU**”) with JPEX Technical Support Co. Pty Ltd (“**JPEX**”). Pursuant to the MOU, JPEX will seek to utilise its artificial intelligence program trading and arbitrage trading technologies for securities trading and other forms of transactions within 6 months with the Company to expand its business using blockchain technology in the hope of achieving a mutually beneficial win-win situation. Subject to further negotiation and agreement between the Company and JPEX (the “**Parties**”) in good faith on the details and terms of the specific cooperation, the Parties will enter into a detailed and legally binding agreement covering the provision by JPEX to the Company with technical personnel and advice on the artificial intelligence program trading and blockchain technologies. The Parties aim to explore investments of up to US\$10 million in various areas of blockchain technology, including but not limited to non-homogenised tokens, trading marketplaces, decentralised autonomous organisations and others.

This MOU is a preliminary agreement reached by the Parties on the above matters, and is not intended to be legally binding. Further terms of cooperation are subject to further negotiations and the signing of formal agreements between the Parties. If no formal agreement is entered into by the Parties within 6 months from the date of such MOU, the MOU shall terminate and have no further effect unless the Parties have agreed in writing to extend such period.

INFORMATION ON JPEX

JPEX is a company incorporated in Australia specialising in decentralised application development, artificial intelligence program trading, arbitrage trading technology, cryptocurrency trading platforms and core blockchain research and development. To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, JPEX and its ultimate beneficial owners are independent of, and not connected with, the Company and its connected persons.

REASONS FOR AND BENEFITS OF ENTERING INTO THE MOU

The Board is of the view that blockchain technology and artificial intelligence is a major trend in the future and the Group's involvement in the relevant industries will help the Group to expand the diversity of its capital investment and is expected to enhance the return on investment and therefore the entering into of the MOU is in the interests of the Group and its shareholders as a whole. The Board wishes to emphasise that the MOU may not necessarily result in the entering into of the definitive agreement and the transactions contemplated thereunder may not necessarily materialise, and the Company will make further announcements (if necessary) in compliance with the Listing Rules in a timely manner if the definitive agreement is entered into.

By Order of the Board
Cocoon Holdings Limited
Wu Ming Gai
Chairman

Hong Kong, 11th March, 2022

As at the date hereof, the Board of directors of the Company comprises three executive Directors, namely Mr. Wu Ming Gai, Ms. Chan Carman Wing Yan and Mr. Chau Wai Hing; two non-executive Directors, namely Mr. William Keith Jacobsen and Mr. Wong Chung Yan Sammy; and three independent non-executive Directors, namely Ms. Chan Man Yi, Ms. Leung Yin Ting and Mr. Wong Sze Lok.