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## **KAISUN HOLDINGS LIMITED**

### **凱順控股有限公司**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 8203)**

## **ANNOUNCEMENT REGARDING THE FULFILLMENT OF DIRECTIONS OF LISTING COMMITTEE**

This announcement is made by Kaisun Holdings Limited (the "**Company**", together with its subsidiaries, the "**Group**") pursuant to the Inside Information Provisions (as defined under the Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited (the "**GEM Listing Rules**")) under Part XIVA of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) and Rule 17.10 of the GEM Listing Rules. This announcement is also published in accordance with the direction of the GEM Listing Committee (the "**Listing Committee**") requiring the Company to confirm that all LC Directions (as hereinafter defined) have been complied with.

References are made to (i) the statement of disciplinary action published by The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**") on 10 December 2024 (the "**Statement**"), pursuant to which the Listing Committee imposed directions on the Company and its former directors for their breaches of the GEM Listing Rules (the "**LC Directions**"); and (ii) the announcement of the Company dated 22 September 2025 regarding the status of fulfilment of the LC Directions (the "**Announcement**").

### **STATUS OF FULFILLMENT OF THE LC DIRECTIONS**

As disclosed in the Announcement, the LC Directions in relation to (i) the training to be undertaken by Mr Liew Swee Yean and Dr. Wong Yun Kuen, the former independent non-executive directors of the Company, and (ii) the appointment of Ample Capital Limited as the Company's independent compliance adviser had been fulfilled. The Company subsequently fulfilled the LC Direction in relation to certain securities transactions by publishing an announcement on 28 September 2025. Accordingly, the LC Direction in relation to the retention of an internal control adviser to conduct a review of the Company's internal controls (the "**IC Review Direction**") remained the final outstanding item pursuant to the Announcement.

The board (the “**Board**”) of directors of the Company (the “**Directors**”) is pleased to announce that the IC Review Direction has been fully complied with.

## **SUMMARY OF THE FIRST INTERNAL CONTROL REVIEW REPORT**

Pursuant to the IC Review Direction, the Company appointed Zhen Sheng Advisory Limited (“**Zhen Sheng**”) as its independent internal control adviser to conduct a comprehensive review of the Company’s internal controls to ensure compliance with Chapter 19 of the GEM Listing Rules.

### **Methodology and Information Considered**

Zhen Sheng issued an internal control review report dated 26 November 2025 (the “**First Report**”). In conducting its review, Zhen Sheng's methodology included a detailed review of existing process documentation, interviews with key management personnel, and an assessment of the design and operational effectiveness of existing controls through sample testing and the validation of its findings with management. Zhen Sheng selected this approach because it is a comprehensive methodology designed to assess both the framework of the Company's internal controls policies and procedures on paper and how they function in practice.

Zhen Sheng’s considered key documents such as the Company's notifiable transaction policy, potential notifiable transaction registers and checklists, size test calculations and relevant Board minutes. Zhen Sheng also conducted interviews with the Company’s executive Directors and the Group financial controller. Zhen Sheng placed no reliance on the work of others.

### **Findings of the First Report**

The First Report identified weaknesses in the Company’s internal control framework that could impact its ability to comply with Chapter 19 of the GEM Listing Rules (the “**Findings**”). The Findings highlighted the risks of non-compliance as follows:

- (a) **Inadequate Connected Party Identification:** The inadequate process for proactively identifying and maintaining an updated register of connected persons could impact the correct application of aggregation rules under Chapter 19 of the GEM Listing Rules, potentially leading to a misclassification of transactions and a failure to meet the appropriate shareholder approval requirements.
- (b) **Unclear Transaction Classification Framework:** The unclear framework for distinguishing between notifiable transactions under Chapter 19 of the GEM Listing Rules and connected transactions under Chapter 20 of the GEM Listing Rules created risk that transactions could be incorrectly classified, which could lead to a failure to comply with the applicable reporting, disclosure and/or shareholder approval requirements.
- (c) **Insufficient Due Diligence and Documentation:** The insufficient standard of documentation supporting the commercial rationale, due diligence, and Board approval for transactions was found to potentially undermine the Board's ability to demonstrate that the terms of a notifiable transaction are fair and reasonable.

- (d) **Inadequate Disclosure and Monitoring:** The lack of specific guidance on disclosure thresholds and structured monitoring for continuing connected transactions could lead to the Company failing to identify when a continuing transaction breaches its annual cap.

### **Recommendations of the First Report**

The First Report made recommendations (the “**Recommendations**”) to address the Findings, which included the need to:

- (a) enhance the connected party identification process by implementing a formal quarterly declaration procedure;
- (b) establish a clearer transaction classification framework by enhancing the notifiable transaction checklist;
- (c) improve due diligence and documentation by implementing standardised templates and minimum documentation standards for Board approvals;
- (d) strengthen disclosure standards and reporting by updating policies to define disclosure thresholds and implementing a formal monitoring system;
- (e) develop comprehensive guidelines and provide training for relevant staff on connected person definitions and transaction classification criteria; and
- (f) implement formal procedures for documenting, reviewing, and verifying the rationale supporting all transaction classification and disclosure decisions.

### **SUMMARY OF THE FOLLOW-UP INTERNAL CONTROL REVIEW REPORT**

Following the implementation of the Recommendations by the Company, Zhen Sheng conducted a follow-up review and issued a report dated 30 January 2026 (the “**Follow-Up Report**”). The Follow-up Report detailed the remedial actions taken by the Company to enhance its internal control framework, which included, among others,

- (a) the implementation of a formal quarterly connected party declaration process for all Directors and senior management;
- (b) the enhancement of the Company’s notifiable transaction checklist;
- (c) the introduction of standardised due diligence templates and Board approvals;
- (d) the development of comprehensive guidelines and the establishment of a formal, documented review and verification process for all compliance decisions; and
- (e) the completion of training sessions to Directors and relevant staff on their respective duties and responsibilities under Chapters 19 and 20 of the GEM Listing Rules.

The Board, having reviewed the findings of the First Report and the subsequent work undertaken to implement all Recommendations, hereby confirms that following the completion of the internal control review and the full implementation of all Recommendations, the

Company maintains appropriate and effective internal controls to comply with Chapter 19 of the GEM Listing Rules, and the IC Review Direction has been fully complied with.

Accordingly, the Board confirms that all LC Directions set out in the Statement have now been fully complied with.

By Order of the Board  
**Kaisun Holdings Limited**  
**Ching Ho Tung Philip**  
*Executive Director*

Hong Kong, 13 February 2026

As of the date of this announcement, the executive Directors are Mr. Chen Chun Long and Mr. Ching Ho Tung Philip, the non-executive Director is Ms. Liu Chenzi, and the independent non-executive Directors are Mr. Ng Ping Yuen and Mr. Leung Kim Hung, Andy.

This announcement, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief, the information contained in this announcement is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this announcement misleading.

This announcement will remain on the “Latest Listed Company Information” page of the website of The Stock Exchange of Hong Kong Limited ([www.hkexnews.hk](http://www.hkexnews.hk)) for at least seven days after the date of its publication and on the website of the Company ([www.kaisun.hk](http://www.kaisun.hk)).

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