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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)

- (1) MAJOR TRANSACTION IN RELATION TO THE PROVISION OF FINANCIAL ASSISTANCE;**
- (2) DISCLOSEABLE TRANSACTIONS IN RELATION TO THE ACQUISITION OF LISTED SECURITIES;**
- AND**
- (3) PAST NON-COMPLIANCE WITH GEM LISTING RULES**

THE 2015 LOAN AGREEMENTS

The Board announces that, during the period from 22 September 2015 to 11 December 2015, the Company (as lender) entered into the 2015 Loan Agreements with Up Energy (as borrower), pursuant to which the Company provided unsecured loans to Up Energy in an aggregate principal amount of HK\$15,000,000.

THE FUNDING AGREEMENT

The Board further announces that, on 22 August 2017, the Company entered into the Funding Agreement with Up Energy, which was then in provisional liquidation for restructuring purposes and the Joint Provisional Liquidators, pursuant to which the Company agreed to provide a credit facility of up to HK\$50,000,000 for a term of 36 months to fund professional fees and other costs in relation to the proposed debt restructuring of Up Energy. All amounts advanced under the Funding Agreement were unsecured and carried an interest rate of 18% per annum.

Between August 2017 and December 2019, the Professional Fees advanced by the Company pursuant to the terms and conditions of the Funding Agreement amounted to approximately HK\$22,000,000 in aggregate.

THE 2018 LOAN

In addition to the 2015 Loans, on 31 May 2018, the Company further advanced the 2018 Loan to Up Energy, being an unsecured loan in the principal amount of HK\$1,500,000 for the payment of professional fees incurred by Up Energy.

THE ACQUISITIONS

The EJE Shares Acquisitions

Between 5 December 2019 and 14 January 2020, the Company carried out 18 transactions to acquire a total of 98,000,000 EJE Shares for an aggregated consideration of approximately HK\$14,000,000 (exclusive of transaction costs and representing an average price of approximately HK\$0.143 per EJE Share). The closing prices of the EJE Shares on the respective acquisition dates ranged from HK\$0.116 to HK\$0.145. The acquisitions of EJE Shares were funded by internal resources of the Group.

Immediately after the acquisitions of EJE Shares on 14 January 2020, the Group held 98,000,000 EJE Shares, representing approximately 3.39% of the then issued share capital of EJE, according to publicly available information.

The Tesson Holdings Shares Acquisitions

On 9 September 2020, the Company acquired 13,215,000 Tesson Holdings Shares for an aggregated consideration of approximately HK\$6,199,305 (exclusive of transaction costs and representing an average price of approximately HK\$0.469 per Tesson Holding Share). The closing price of the Tesson Holdings Shares on 9 September 2020 was HK\$0.475. The acquisitions of Tesson Holdings Shares were funded by internal resources of the Group.

Immediately after the acquisition of Tesson Holdings Shares on 9 September 2020, the Group held 13,215,000 Tesson Holdings Shares, representing approximately 1.10% of the then issued share capital of Tesson Holdings, according to publicly available information.

PAST NON-COMPLIANCE WITH GEM LISTING RULES

Up Energy Loans/ Payments

The provision of the Up Energy Loans/ Payments was then considered to be financial assistance by the Company to Up Energy under Rule 19.04(1)(e) of the GEM Listing Rules.

Pursuant to Rule 19.22 of the GEM Listing Rules, the Stock Exchange will aggregate a series of transactions and treat them as if there were one transaction if they are all completed within a 12-month period or are otherwise related. The Up Energy Loans/Payments constituted financial assistance provided by the Company to Up Energy, the Up Energy Loans/Payments were required to be aggregated pursuant to Rule 19.22 of the GEM Listing Rules.

As one or more of the applicable percentage ratios in respect of Up Energy Loans/Payments on an aggregated basis exceeded 25% but were less than 100%, the provision of the Up Energy Loans/Payments constituted a major transaction of the Company and was subject to the reporting, announcement, and shareholders' approval requirements under Chapter 19 of the GEM Listing Rules.

The non-compliance was primarily due to an inadvertent oversight and a misunderstanding by the former Board of the Company regarding the application of Chapter 19 of the GEM Listing Rules and the failure to discharge their responsibilities under the GEM Listing Rules. As the matter was not identified and reported to the Board for consideration at the material time, the Company did not make timely disclosure on the Up Energy Loans/Payments as required and therefore inadvertently breached the GEM Listing Rules.

To the best of the knowledge, information and belief of the former Board of the Company, having made all reasonable enquiries, Up Energy and its ultimate beneficial owners are Independent Third Parties.

The Acquisitions

As one or more of the applicable percentage ratio(s) in respect of the series of Acquisitions exceeded 5% but all were less than 25%, the series of Acquisitions constituted three discloseable transactions of the Company, giving rise to three separate occasions on which the Company failed to comply with the relevant reporting and announcement requirements under Chapter 19 of the GEM Listing Rules.

As the Acquisitions were conducted through the open market, the Company is not aware of the identities of the counterparties to the transactions. To the best of the knowledge, information and belief of the former Board of the Company, having made all reasonable enquiries, each of the counterparties and their ultimate beneficial owner(s) in respect of the acquired EJE Shares and Tesson Holdings Shares are Independent Third Parties.

The non-compliance in respect of the Acquisitions was similarly due to an inadvertent oversight by the former Board of the Company regarding the aggregation requirements under the Chapter 19 of the GEM Listing Rules.

THE LOAN AGREEMENTS

Set out below are the principal terms of the 2015 Loan Agreements.

No.	Date	Principal Amount (HK\$)
1.	22 September 2015	1,000,000
2.	23 September 2015	1,600,000
3.	25 September 2015	3,000,000
4.	29 September 2015	1,400,000
5.	30 September 2015	1,500,000
6.	2 October 2015	1,500,000
7.	11 December 2015	5,000,000

Total amount of 2015 Loans: 15,000,000

Set out below are common terms of the 2015 Loan Agreements.

Lender	:	The Company
Borrower	:	Up Energy
Interest rate	:	17% per annum
Final repayment date	:	One (1) year from the date of the respective loan agreements
Repayment	:	Up Energy shall repay the outstanding principal amounts of the respective loans in full in one lump sum on the final repayment date

THE FUNDING AGREEMENT

Set out below are the principal terms of the Funding Agreement.

Date	:	22 August 2017
Parties	:	(1) The Company as funder (2) Up Energy as borrower (3) The Joint Provisional Liquidators
Funding amount	:	A credit facility for a total sum of up to HK\$50,000,000 used for the following purposes: (1) the payment of professional fees and future provisional liquidation expenses, including the daily operational costs of the Up Energy; (2) the expenses pre-approved by the Company for the purpose of restructuring the Up Energy's debt and for the resumption of trading of Up Energy's shares; and

(3) the payment of any other costs and expenses agreed between the Company and the Joint Provisional Liquidators

Interest rate : 1.5% per month, equivalent to an annual rate of 18% per annum, calculated on the outstanding drawdown amount from time to time

Drawdown : The Joint Provisional Liquidators, on behalf of Up Energy, shall submit written drawdown requests to the Funders. The Funders have the sole discretion whether to approve any specific drawdown of the Funding.

Repayment : Repayment of the principal amounts drawn down, together with all accrued interest, shall be by Up Energy no later than thirty-six (36) months from the date of the Funding Agreement.

Furthermore, upon termination of the Funding Agreement, the Company has the right to demand immediate repayment of all outstanding principal and interest upon twenty-one (21) days' notice.

Priority : Subject to the approval of the Supreme Court of Bermuda, the Funding, together with the interest thereof, will have senior priority over all existing liabilities and debts of Up Energy, save for certain accrued fees and disbursements of the Joint Provisional Liquidators and their agents.

THE 2018 LOAN

Set out below are the principal terms of the 2018 Loan.

Date: : 31 May 2018
Lender : The Company
Borrower : Up Energy
Principal amount : HK\$1,500,000
Interest rate : 17% per annum
Repayment : Up Energy shall repay the outstanding principal amount of the 2018 Loan, together with any accrued and unpaid interest, upon written demand by the Company
Security : Unsecured

Funding of the Up Energy Loans/Payments

The Up Energy Loans/Payments were financed by the internal resources of the Group.

REASONS FOR AND BENEFITS OF THE PROVISION OF THE UP ENERGY LOANS/PAYMENTS

The terms of the 2015 Loan Agreements, the Funding Agreement, and the 2018 Loan were negotiated on an arm's length basis between the Company and Up Energy (and its Joint Provisional Liquidators, where applicable). The former Directors considered that the advance of the Up Energy Loans/Payments was financial assistance provided by the Company within the meaning of the GEM Listing Rules and were of the view that the terms were entered into on normal commercial terms.

The former Board of the Company considered the 2015 Loan Agreements addressed a situation where Up Energy required immediate short-term capital to facilitate a proposed fundraising exercise. The former Board's decision to provide this financing was a commercial one, based on a credit assessment of the information available at the time. The assessment concluded that Up Energy, despite its short-term liquidity issues, was a viable going concern with positive long-term prospects, based on its substantial and diversified asset portfolio, which included the ownership of three major mines in Xinjiang (namely the Xiaohuangshan, Shizhuangou, and the Quanshuigou coal mines), significant auxiliary facilities such as an operational coking plant and the acquisition of the Baicheng Mine in Xinjiang and the GCC Mine in Alberta, Canada between 2013 to 2025. A key factor in this assessment was the disclosure in Up Energy's 2015 Annual Report dated 23 June 2015, which stated that the estimated time for commencement of operations for the three major Xinjiang mines was the third and fourth quarters of 2015. Furthermore, the auditors' report which the former Board reviewed before entering into the 2015 Loan Agreements, gave no indication that its bankers or major shareholders might withdraw financial support. The interest rate of 17% per annum was determined with reference to the prevailing market rates for unsecured loans of a similar risk profile, and the financing was also seen as a strategic investment to strengthen the symbiotic business relationship between the two groups, which were both active in the Xinjiang mining sector.

By 22 August 2017, the commercial circumstances had materially changed. The Company's initial investment was at risk, with the full principal amount of HK\$15 million under the 2015 Loans outstanding. Following a deterioration in Up Energy's financial position, it had entered into provisional liquidation for restructuring purposes. The former Directors were of the view that, in the event of a winding-up of Up Energy, the prospect of recovering the outstanding debt would be significantly diminished for the Company as an unsecured creditor.

The Company was subsequently invited by the Joint Provisional Liquidators and principal financial creditors of Up Energy to act as a coordinator to assist in coordinating communications and discussions among stakeholders, including the local government in Xinjiang. The former Board determined that entering into the Funding Agreement to facilitate a creditor-led restructuring represented the most viable path to maximise the potential recovery of the 2015 Loans. This commercial judgment was based on a number of positive factors at the time, including, (i) the former Board's view that Up Energy remained a substantial company with a total asset value significantly higher than its liabilities, (ii) a strong prospect that a successful debt-to-equity swap among creditors could be achieved, and (iii) a significant and rapid improvement in the market price for coking coal during 2016, which enhanced the viability of Up Energy's core assets.

Therefore, the terms of the Funding Agreement, including the 18% per annum interest rate and its senior priority status (subject to court approval), were considered by the former Board as necessary commercial measures intended to provide protection for the new funds being advanced to facilitate this promising restructuring. The 2018 Loan was subsequently advanced on a similar arm's length basis as part of this ongoing restructuring support. Based on the above reasons, the former Directors considered the provision of the Up Energy Loans/Payments, while carrying inherent risks, were entered into on commercial terms, were fair and reasonable and in the interests of the Company and its Shareholders as a whole.

As part of the broader creditor-led restructuring framework, the Company supported the development of a proposed debt-to-equity conversion plan involving all major creditors. This plan was approved by the shareholders of Up Energy at a general meeting. A licensed placing agent had also been engaged to arrange a placement of new shares to recapitalize the restructured entity and provide working capital. These steps were taken with the intention of restoring the financial viability of Up Energy and maximizing recoveries to stakeholders including the Company.

Despite the progress made, including obtaining shareholder approval and arranging financial support, the restructuring could not proceed to completion as the Stock Exchange subsequently decided to delist Up Energy.

As disclosed in the annual report of the Company published on 30 April 2025, the Up Energy Loans/Payments have been fully impaired by 2020.

PAST NON-COMPLIANCE WITH GEM LISTING RULES

The provision of the Up Energy Loans/ Payments was then considered to be financial assistance by the Company to Up Energy under Rule 19.04(1)(e) of the GEM Listing Rules.

Pursuant to Rule 19.22 of the GEM Listing Rules, the Stock Exchange will aggregate a series of transactions and treat them as if there were one transaction if they are all completed within a 12-month period or are otherwise related. The Up Energy Loans/Payments constituted financial assistance provided by the Company to Up Energy, the Up Energy Loans/Payments were required to be aggregated pursuant to Rule 19.22 of the GEM Listing Rules.

As one or more of the applicable percentage ratios in respect of Up Energy Loans/Payments on an aggregated basis exceeded 25% but were less than 100%, the provision of the Up Energy Loans/Payments constituted a major transaction of the Company and was subject to the reporting, announcement, and shareholders' approval requirements under Chapter 19 of the GEM Listing Rules.

The non-compliance was primarily due to an inadvertent oversight and a misunderstanding by the former Board of the Company regarding the application of Chapter 19 of the GEM Listing Rules and the failure to discharge their responsibilities under the GEM Listing Rules. As the matter was not identified and reported to the Board for consideration at the material time, the Company did not make timely disclosure on the Up Energy Loans/Payments as required and therefore inadvertently breached the GEM Listing Rules.

To the best of the knowledge, information and belief of the former Board of the Company, having made all reasonable enquiries, Up Energy and its ultimate beneficial owners are Independent Third Parties.

THE ACQUISITIONS

The EJE Shares Acquisitions

Between 5 December 2019 and 14 January 2020, the Company carried out 18 transactions to acquire a total of 98,000,000 EJE Shares for an aggregated consideration of approximately HK\$14,000,000 (exclusive of transaction costs and representing an average price of approximately HK\$0.143 per EJE Share). The closing prices of the EJE Shares on the respective acquisition dates ranged from HK\$0.116 to HK\$0.145. The acquisitions of EJE Shares were funded by internal resources of the Group.

Immediately after the acquisitions of EJE Shares on 14 January 2020, the Group held 98,000,000 EJE Shares, representing approximately 3.39% of the then issued share capital of EJE, according to publicly available information.

Set out below is a summary of certain audited consolidated financial information of EJE for the two financial years ended 31 March 2018 and 2017 as extracted from the annual report of EJE dated 22 June 2018:

	For the year ended 31 March 2018	For the year ended 31 March 2017
	HK\$'000	HK\$'000
	(audited)	(audited)
(Loss)/Profit Before Income Tax	(378,838)	144,720
(Loss)/Profit Attributable to Equity Holders of the Company	(369,586)	116,820

Based on the annual report of EJE dated 22 June 2018, the audited consolidated net assets attributable to equity holders of EJE as at 31 March 2018 were approximately HK\$334,205,000.

The Tesson Holdings Shares Acquisitions

On 9 September 2020, the Company acquired 13,215,000 Tesson Holdings Shares for an aggregated consideration of approximately HK\$6,199,305 (exclusive of transaction costs and representing an average price of approximately HK\$0.469 per Tesson Holding Share). The closing price of the Tesson Holdings Shares on 9 September 2020 was HK\$0.475. The acquisitions of Tesson Holdings Shares were funded by internal resources of the Group.

Immediately after the acquisition of Tesson Holdings Shares on 9 September 2020, the Group held 13,215,000 Tesson Holdings Shares, representing approximately 1.10% of the then issued share capital of Tesson Holdings, according to publicly available information.

Set out below is a summary of certain audited consolidated financial information of Tesson Holdings for the two financial years ended 31 December 2019 and 2018 as extracted from the annual report of Tesson Holdings dated 17 July 2020:

	For the year ended 31 December 2019	For the year ended 31 December 2018
	HK\$'000	HK\$'000
	(audited)	(audited)
Loss Before Tax	(93,761)	(217,252)
(Loss)/Profit Attributable to Equity Holders of the Company	(104,331)	59,163

Based on the annual report of Tesson Holdings dated 17 July 2020, the audited consolidated net assets attributable to equity holders of Tesson Holdings as at 31 December 2019 were approximately HK\$976,740,000.

REASONS FOR AND BENEFITS OF THE ACQUISITIONS

The Acquisitions were made as part of the Group's strategy for managing its financial resources, with the objective of diversifying the Group's investment portfolio and generating returns on its available capital. The former Board's rationale for selecting EJE and Tesson Holdings, as compared with other available investment opportunities, was based on its assessment of the potential for capital appreciation in their respective business sectors at the time, notwithstanding their recent financial performance.

The investment in EJE was made to gain exposure to the property investment sector. The decision was approved by the former investment committee of the Company, which considered, among other things, technical analysis and the fact that the EJE Shares were trading at a relatively low level compared to prior periods. The committee's assessment focused on the company's substantial audited net asset value of approximately HK\$334.2 million, which was primarily comprised of property assets, viewing the investment as a timely opportunity to acquire a stake in a tangible asset-backed company with a stable business outlook.

The investment in Tesson Holdings was considered a strategic opportunity to invest in the high-growth lithium-ion battery sector. The decision was also supported by the former investment committee of the Company following an internal discussion of the company's business development prospects. The committee's decision was based on the long-term growth potential of this industry and Tesson Holdings' strong financial position, as evidenced by its significant audited net asset value of approximately HK\$976.7 million; the investment was considered to have reasonable return potential and was aligned with the Group's strategy of identifying selective opportunities in emerging technology sectors.

Having considered the rationale above, and that the Acquisitions were made at prevailing market prices, the former Board considered the Acquisitions were fair and reasonable, on normal commercial terms and in the interests of the Company and its Shareholders as a whole.

PAST NON-COMPLIANCE WITH GEM LISTING RULES

As one or more of the applicable percentage ratio(s) in respect of the series of Acquisitions exceeded 5% but all were less than 25%, the series of Acquisitions constituted three discloseable transactions of the Company, giving rise to three separate occasions on which the Company failed to comply with the relevant reporting and announcement requirements under Chapter 19 of the GEM Listing Rules.

As the Acquisitions were conducted through the open market, the Company is not aware of the identities of the counterparties to the transactions. To the best of the knowledge, information and belief of the former Board of the Company, having made all reasonable enquiries, each of the counterparties and their ultimate beneficial owner(s) in respect of the acquired EJE Shares and Tesson Holdings Shares are Independent Third Parties.

The non-compliance in respect of the Acquisitions was similarly due to an inadvertent oversight by the former Board of the Company regarding the aggregation requirements under the Chapter 19 of the GEM Listing Rules.

INFORMATION ON THE GROUP

The Group is principally engaged in investment holding, with business operations in the mineral and mining sector.

INFORMATION ON UP ENERGY

Up Energy was principally engaged in the mining of coking coal and the production and sale of raw coking coal, clean coking coal, coking and chemical products. At the relevant time of Up Energy Loans/Payments, the ultimate beneficial owners of Up Energy were a family group through a discretionary trust, comprising Mr. Wang Mingquan (the founder), Ms. Liu Huihua (spouse of the founder), Mr. Qin Jun (spouse of the daughter of the founder and beneficiary), and Ms. Wang Jue (daughter of the founder and beneficiary). To the best of the knowledge, information and belief of the former Board of the Company, having made all reasonable enquiries, Up Energy and its ultimate beneficial owners are Independent Third Parties.

INFORMATION ON EJE

EJE is a company incorporated in the Cayman Islands with limited liability, the shares of which were listed on the GEM of the Stock Exchange. EJE and its subsidiaries were principally engaged in investment holdings and property investment. At the relevant time of the acquisition of EJE Shares, the ultimate beneficial owners of EJE were Mr. Chang Tin Duk, Victor and Mr. Qin Yuquan, who held their interests through their respective controlled corporations, their respective spouses, Ms. Tong Shing Ann, Sharon and Ms. Lai Yongmei, were also deemed to be interested in the same shares.

INFORMATION ON TESSON HOLDINGS

Tesson Holdings is a company incorporated in Bermuda with limited liability, the shares of which were listed on the Main Board of the Stock Exchange. Tesson Holdings and its subsidiaries are principally engaged in lithium ion motive battery and property and cultural business. At the relevant time of the acquisition of Tesson Holdings Shares, the ultimate beneficial owner of Tesson Holdings was Ms. Cheng Hung Mui, who held her interest through her wholly-owned controlled corporation, Double Key International Limited.

REMEDIAL ACTIONS

Upon becoming aware of the past non-compliance with the GEM Listing Rules, the former Board took immediate actions which included conducting an urgent internal review of the Group's existing investment and financial assistance portfolio to ensure no other similar non-compliance existed, and issuing an internal directive requiring all senior management and personnel responsible for the Group's investment and finance function to report any potential new transactions to the company secretary for compliance clearance before any commitment is made.

In addition to these immediate steps, the current Board has also resolved to strengthen the Group's internal control framework on a long-term basis, by implementing the following measures:

- (i) **Independent Internal Control Review:** The Company will engage to the satisfaction of the Stock Exchange, an independent external internal control consultant to conduct a comprehensive review of the Group's internal control systems. The scope of this review will specifically focus on ensuring compliance with Chapter 19 of the GEM Listing Rules and will include a comprehensive assessment of the Group's investment evaluation, due diligence, and risk assessment processes. In accordance with the timeline agreed with the Stock Exchange, the Company will submit the internal control reviewer's written report to the Stock Exchange by 5 November 2025, and a subsequent report on the full implementation of the reviewer's recommendations to the Stock Exchange by 5 January 2026. Following this review, the Company will establish and implement a formal internal control policy for notifiable transactions. This policy will include a pre-transaction checklist to ensure that all proposed investments and financial assistance arrangements are assessed for their implications under the GEM Listing Rules.
- (ii) **Management and Director Training:** The Company will arrange for all current Directors and relevant senior management to attend comprehensive training on regulatory and legal topics and GEM Listing Rules compliance. This training will be conducted by professional advisers and will cover, at a minimum, directors' duties, the Corporate Governance Code, and the requirements for notifiable transactions under Chapter 19 of the GEM Listing Rules. This training for the current Directors is scheduled to be completed within three months from the date of this announcement. The Board also confirms that the former independent non-executive directors, Mr. Liew Swee Yean and Dr. Wong Yun Kuen, completed their 21 hours of training on regulatory and legal topics and Listing Rule compliance, including specific modules on directors' duties, the Corporate Governance Code, and notifiable transaction requirements under the GEM Listing Rules on 5 March 2025.

- (iii) **Strengthening Board and Audit Committee Oversight:** The Board will take direct responsibility for overseeing the implementation of the recommendations from the internal control reviewer. This oversight function will be formally delegated to the audit committee of the Company upon its reconstitution. Furthermore, the Board will conduct regular reviews of the Group's investment and financial assistance portfolio at its board meetings to monitor ongoing compliance, performance, and any cumulative effects under the aggregation rules under Chapter 19 of the GEM Listing Rules. This enhanced oversight by the Board will be implemented with immediate effect.
- (iv) **Enhanced Role of the Company Secretary:** The Company will strengthen its internal reporting procedures to ensure that the company secretary is informed of all potential transactions at an early stage to allow for timely compliance review and advice to the Board.

The Board confirms that, save for the matters disclosed in this announcement which are being rectified by the remedial actions detailed above, it is not aware of any other material deficiencies in the Company's internal control systems.

The Company regrets such unintentional breaches of the GEM Listing Rules and will endeavour to carry out all necessary measures for full compliance with the GEM Listing Rules on an ongoing basis.

DEFINITIONS

In this announcement, unless the context requires otherwise, the following expressions shall have the meanings set out below:

“2015 Loan Agreements”	collectively, the seven loan agreements entered into between the Company as lender and Up Energy as borrower dated 22 September 2015, 23 September 2015, 25 September 2015, 29 September 2015, 30 September 2015, 2 October 2015, and 11 December 2015 respectively
“2015 Loans”	the aggregate principal amount of HK\$15,000,000 advanced by the Company to Up Energy subject to and upon the terms and conditions of the 2015 Loan Agreements;
“2018 Loan”	the principal amount of HK\$1,500,000 advanced by the Company to Up Energy;
“Acquisitions”	collectively, the acquisitions of the EJE Shares between 5 December 2019 and 14 January 2020 and the acquisition of the Tesson Holdings Shares on 9 September 2020;
“Board”	the board of Directors;

“Company”	Kaisun Holdings Limited, a company incorporated in Cayman Islands with limited liability, whose issued shares are listed on the GEM of the Stock Exchange (Stock Code: 8203);
“Director(s)”	the director(s) of the Company;
“EJE”	EJE (Hong Kong) Holdings Limited (EJE), a company incorporated in the Cayman Islands with limited liability, the shares of which were previously listed on the GEM of the Stock Exchange (Stock Code: 8101);
“EJE Share(s)”	ordinary share(s) in the share capital of EJE;
“Funding”	the credit facility for a total sum of up to HK\$50,000,000 made available by the Company pursuant to the terms of the Funding Agreement;
“Funding Agreement”	the funding agreement entered into between the Company, Up Energy and the Joint Provisional Liquidators dated 22 August 2017 in relation to the provision of the Funding;
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM;
“Group”	the Company and its subsidiaries;
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong;
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC;
“Independent Third Party(ies)”	third party(ies) independent of and not connected with the Company and its connected persons;
“Joint Provisional Liquidators”	collectively, Osman Mohammed Arab and Lai Wing Lun both of RSM Corporate Advisory (Hong Kong) Limited of 29th Floor, Lee Garden Two, 28 Yun Ping Road, Causeway Bay, Hong Kong, and Roy Bailey of EY Bermuda Ltd. of 3 Bermudiana Road, Hamilton, HM08, Bermuda, who were appointed as the joint and several provisional liquidators of Up Energy for restructuring purposes;
“PRC”	the PRC;

“Professional Fees”	the aggregate amount of approximately HK\$22,000,000 advanced by the Company on behalf of Up Energy pursuant to the Funding Agreement;
“Share(s)”	the ordinary share(s) of HK\$0.001 each in the share capital of the Company;
“Shareholder(s)”	the holder(s) of the Share(s); and
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Tesson Holdings”	Tesson Holdings Limited, a company incorporated in Bermuda with limited liability, the issued Shares of which are listed on the Main Board of the Stock Exchange (Stock Code: 1201);
“Tesson Holdings Share(s)”	ordinary share(s) in the share capital of Tesson Holdings;
“Up Energy”	Up Energy Development Group Limited, a company incorporated in Bermuda with limited liability, the shares of which were previously listed on the Main Board of the Stock Exchange (Stock Code: 307); and
“Up Energy Loans/Payments”	collectively, the 2015 Loans, the Professional Fees, and the 2018 Loan

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

Hong Kong, 28 September 2025

As at the date of this announcement, the executive Directors are Mr. Chen Chun Long and Mr. Ching Ho Tung Philip, and the non-executive Director is Ms. Liu Chenzi.

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 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 website of the Stock Exchange at <http://www.hkexnews.hk> on the “Latest Listed Company Information” page for at least 7 days from the date of its posting and on the website of the Company at www.kaisun.hk.