

รายงานข่าวสารสำคัญที่เกี่ยวข้องกับบริษัทผู้ออกหุ้นกู้

วันที่ **07 มีนาคม 2567**

ธนาคารกรุงศรีอยุธยา จำกัด (มหาชน) ("ธนาคาร" หรือ "ผู้แทนผู้ถือหุ้นกู้") ในฐานะผู้แทนผู้ถือหุ้นกู้ของหุ้นกู้ "The Guaranteed Debentures of Hope Education Group Co., Ltd. No. 1/2566 (2023) Due B.E. 2569 (2026)" (HEG269A) ("หุ้นกู้") ขอรายงานข่าวสารสำคัญที่เกี่ยวข้องกับบริษัทผู้ออกหุ้นกู้ XJ INTERNATIONAL HOLDING CO., LTD. (ชื่อเดิม คือ HOPE EDUCATION GROUP CO., LTD.) โดยมีรายละเอียดในหน้าถัดไป และหากมีความคืบหน้าประการใด ผู้แทนผู้ถือหุ้นกู้จะรายงานให้กับผู้ถือหุ้นกู้ทุกท่านทราบต่อไป

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.

TEQU MAYFLOWER LIMITED

(incorporated in the Cayman Islands as an exempted company with limited liability)
(the “Issuer”)

US\$350,000,000 ZERO COUPON GUARANTEED CONVERTIBLE BONDS DUE 2026
(Stock Code: 40600) (the “Convertible Bonds”)
unconditionally and irrevocably guaranteed by



XJ International Holdings Co., Ltd.

希教國際控股有限公司

(Incorporated in the Cayman Islands with limited liability)
(the “Guarantor”)
(Stock Code: 1765)

INSIDE INFORMATION
UPDATES IN RELATION TO THE CONVERTIBLE BONDS

This announcement is made by XJ International Holdings Co., Ltd. (the “Company”) pursuant to Rules 13.09, 37.47, 37.47A, 37.47B(a) and 37.47E of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”) and the Inside Information Provisions under Part XIVA of the Securities and Futures Ordinance (Chapter 571 of the laws of Hong Kong).

Reference is made to (i) the announcements of the Company dated 22 February 2021, 2 March 2021, 3 March 2021, 22 February 2024 and 29 February 2024, in relation to, among other matters, the issue of the Convertible Bonds by the Issuer, a subsidiary of the Company (the “CB Announcements”); (ii) the principal terms of the Convertible Bonds as disclosed in the CB Announcements; and (iii) the Redemption Option notices received by the Company in respect of USD315,100,000 in aggregate principal amount of the Convertible Bonds (the “Relevant Bonds”) on 10 February 2024. Unless otherwise defined, capitalized terms used in this announcement shall have the same meanings as those defined in the CB Announcements.

The Board wishes to update the stakeholders that, for the reasons previously stated in the CB Announcements, despite the Company's efforts to comply with the redemption requirements of the Convertible Bonds relating to the Relevant Bonds, due to the impact of external environment and the Company's current financial conditions, the Company is experiencing difficulty in redeeming the Convertible Bonds on the Optional Redemption Date, and did not make payments for the Relevant Bonds pursuant to the Redemption Options on the Optional Redemption Date. As a result, an event of default occurred in respect of the Convertible Bonds on 2 March 2024.

The Company is in the process of seeking viable solutions from its professional consultants and continues to liaise with the Bondholders therein. Further announcement(s) in relation to any other material developments in connection with the redemption of the Convertible Bonds will be made as and when appropriate.

Stakeholders and potential investors should exercise caution when investing or dealing in the securities of the Company. You are recommended to consult your own professional or financial advisers if you are in any doubt as to your investment positions.

By Order of the Board
XJ International Holdings Co., Ltd.
Zhang Bing
Chairman

Hong Kong, 4 March 2024

As at the date of this announcement, the executive Directors are Mr. Xu Changjun, Mr. Wang Huiwu and Mr. Huang Zhongcai; the non-executive Directors are Mr. Zhang Bing, Mr. Tang Jianyuan and Mr. Li Tao; and the independent non-executive Directors are Mr. Xiang Chuan, Mr. Liu Zhonghui and Mr. Zhang Jin.