

รายงานข่าวสารสำคัญที่เกี่ยวข้องกับบริษัทผู้ออกหุ้นกู้ ฉบับที่ 2

วันที่ 11 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

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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 STATUTORY DEMAND

This announcement is made by XJ International Holdings Co., Ltd. (the “**Company**”) pursuant to Rule 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 (as defined under the Listing Rules) 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, 29 February 2024, 4 March 2024 and 5 March 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 of directors of the Company would like to announce that on 5 March 2024, the Company received a statutory demand (the “**Statutory Demand**”) from the legal representatives acting on behalf of the creditor of the Convertible Bonds (the “**Creditor**”) pursuant to Sections 178(1)(a) or 327(4)(a) of the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Chapter 32), demanding the Company to pay the total amount of US\$324,706,096.59, being the principal amount of a bond subscribed by the Creditor together with interest accrued thereon (the “**Sum**”).

The Statutory Demand requested the Company to repay the Sum within three weeks from the date of service of the Statutory Demand, failing which the Creditor may present a winding-up petition against the Company.

The Company is seeking legal advice in respect of the Sum under the Statutory Demand. In the meantime, the Company will discuss with the Creditor with a view to reaching an amicable solution in the mutual interest of the Creditor and the Company.

Further announcement(s) relating to the Statutory Demand will be made by the Company as and when appropriate or as required under the Listing Rules.

Stakeholders and potential investors of the Company are advised to exercise caution when dealing in the securities of the Company.

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

Hong Kong, 6 March 2024

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

As at the date of this announcement, the director of the Issuer is Mr. Wang Huiwu.