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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 WINDING-UP PETITION**

This announcement is made by XJ International Holdings Co., Ltd. (the “**Company**”) under Rule 13.09(2)(a) and Rule 13.25(1)(b) 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 the announcement of the Company dated 6 March 2024 in relation to the receipt of the Statutory Demand from the creditors of the Relevant Bonds (the “**Inside Information Announcement**”). Unless otherwise defined, capitalized terms used in this announcement shall have the same meanings as those defined in the Inside Information Announcement.

## WINDING-UP PETITION

It has come to the attention of the Company that a winding-up petition (the “**Petition**”) dated 27 March 2024 was filed by The Bank of New York Mellon, London Branch (the “**Petitioner**”) with the Court of First Instance of the High Court of the Hong Kong Special Administrative Region (the “**High Court**”) for the winding-up of the Company under the provisions of the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Chapter 32 of the Laws of Hong Kong) (the “**Companies (WUMP) Ordinance**”). In the Petition, the Petitioner claims for the outstanding amount of US\$324,706,096.59 in aggregate under the Relevant Bonds (comprising the outstanding principal of the Relevant Bonds in the amount of US\$324,679,040 and the accrued interest in the amount of US\$27,056.59 as at the date of the Statutory Demand). The Petition is scheduled to be heard before the High Court at 9:30 a.m. on Wednesday, 19 June 2024.

## EFFECTS OF THE PETITION

Pursuant to section 182 of the Companies (WUMP) Ordinance, in the event that the Company is ultimately wound up as a result of the Petition, any disposition of the property of the Company, including things in action, and any transfer of shares of the Company (the “**Shares**”), or alteration in the status of the members of the Company, made after the commencement date of the winding up, namely the date of the presentation of the Petition (i.e. 27 March 2024) (the “**Commencement Date**”), shall, unless the court otherwise orders, be void.

The Company wishes to remind its shareholders and potential investors of the risk that transfer(s) of the Shares may be restricted as the deposits of the Shares into Central Clearing and Settlement System (“**CCASS**”) may be suspended due to the Petition. Pursuant to the circular dated 28 December 2016 issued by the Hong Kong Securities Clearing Company Limited (“**HKSCC**”) in relation to the transfer of the shares of listed issuers after a winding up petition has been presented, in view of these restrictions and the uncertainties that may arise in relation to the transfer of Shares, HKSCC may at any time, and without notice, exercise its powers under the General Rules of CCASS to temporarily suspend any of its services in respect of the Shares for participant(s) who conduct share transfers through HKSCC (the “**Participant(s)**”). This may include the suspension of acceptance of deposits of share certificates of the Company into CCASS. The share certificates of the Company received by HKSCC but not yet re-registered in HKSCC Nominee Limited’s name will also be returned to the relevant Participant and HKSCC shall reserve the right to reverse any credit granted to such Participant by debiting the relevant securities from its CCASS account accordingly. These measures would generally cease to apply from the date when the Petition has been struck out, dismissed or permanently stayed, or the Company has obtained the necessary validation order from the High Court.

## **ACTIONS TO BE TAKEN BY THE COMPANY**

The Company is currently seeking legal advice as to the appropriate course of action in respect of the Petition and will take all necessary actions to protect the rights and interests of the Company and other stakeholders. Despite the Company's principle to honor its obligations with respect to the Relevant Bonds and its continuous effort made therein, due to the impact of external environment, industry policies and the Company's current financial conditions, the Company is experiencing difficulty in redeeming the Relevant Bonds. The Company understands the concerns of the Petitioner and holders of the Relevant Bonds and would concurrently endeavour to maintain communications with them with a view to reaching an amicable settlement of the Petition.

## **IMPACT OF THE PETITION ON THE COMPANY**

As at the date of this announcement, to the best of the directors' knowledge, information and belief, the Petition has had no material impact to the business operation of the Company and its subsidiaries and the operation of the Company and its schools remain normal.

The Company will keep its shareholders and investors informed of any significant development in respect of the Petition and issue further announcement(s) as and when appropriate or as required under the Listing Rules.

**Shareholders and potential investors of the Company are advised to exercise caution when dealing in the shares of the Company.**

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

Hong Kong, 28 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.*