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Announcement of the results of the Electronic Consent in relation to

**outstanding zero coupon guaranteed convertible bonds due 2026
(Stock Code: 40600) (the “Convertible Bonds”)
(ISIN: XS2307183694; Common Code: 230718369)**

issued by

Tequ Mayflower Limited

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

(the “Issuer”)

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 as an exempted company with limited liability)

(the “Company” or the “Guarantor”)

Reference is made to the consent solicitation memorandum in respect of the Convertible Bonds (the “**Consent Solicitation Memorandum**”), the notice of the Circulating Resolution by Electronic Consent and the Meeting in respect of the Convertible Bonds (the “**Notice**”) and the announcement of the Issuer in relation to the Consent Solicitation (the “**Announcement**”), each dated 3 July 2025.

Capitalised terms used in this announcement but not defined have the meanings given to them in the Consent Solicitation Memorandum, the Notice and the Announcement.

RESULTS OF THE ELECTRONIC CONSENT

The Issuer is pleased to announce that, as at the Electronic Consent Deadline (being 4:00 p.m. (London time), 17 July 2025), the Information and Tabulation Agent has received valid Consent Instructions from Eligible Bondholders representing 95.94 per cent. of the aggregate principal amount of the Convertible Bonds outstanding voting in favour of the Extraordinary Resolution. Therefore, Electronic Consent was granted, and the Eligibility Condition was also satisfied.

Accordingly, the Extraordinary Resolution took effect at the Electronic Consent Deadline as a Circulating Resolution by Electronic Consent, as if the Extraordinary Resolution was passed at the Meeting and shall be binding on all Bondholders whether or not they participated in the Electronic Consent, and the Extraordinary Resolution will not be tabled for consideration at the Meeting (to be held at 10:30 a.m. (Hong Kong time) on 25 July 2025).

AMENDMENT DATE

Following the passing of the Extraordinary Resolution and the satisfaction of the Eligibility Condition, the Amendment Documents will be executed and (where relevant) delivered by the parties thereto on or around 30 July 2025 (being the Amendment Date). The Amendment Documents will only be effective on the Restructuring Effective Date subject to the conditions provided in the Amendment Documents.

The Issuer and the Company would like to express their deepest gratitude to the Bondholders for their support.

FURTHER DETAILS

For a detailed statement of the terms and conditions of the Consent Solicitation and the Proposed Amendments, Withdrawals, Waivers and Releases, Bondholders should refer to the Consent Solicitation Memorandum and the Notice. The Consent Solicitation Memorandum is available to the Eligible Bondholders via the Consent Website (<https://clients.dfkingltd.com/xjinternational>).

The Company has engaged D.F. King Ltd. to act as the Information and Tabulation Agent for the Consent Solicitation.

Should Bondholders have any questions please contact the Information and Tabulation Agent for the Consent Solicitation, D.F. King Ltd. (telephone: +44 20 7920 9700 (London) or +852 3953 7208 (Hong Kong); email: xjinternational@dfkingltd.com; Consent Website: <https://clients.dfkingltd.com/xjinternational>).

Unless stated otherwise, all announcements in connection with the Consent Solicitation including the settlement of the Consent Solicitation will be made by the Issuer through the Clearing Systems for communication to Direct Participants, the Consent Website and the website of the SEHK. Significant delays may be experienced in respect of notices delivered to the Clearing Systems and Bondholders are urged, therefore, to contact the Information and Tabulation Agent.

Tequ Mayflower Limited

18 July 2025

DISCLAIMER

This announcement must be read in conjunction with the Consent Solicitation Memorandum, the Notice and the Announcement. The Consent Solicitation Memorandum contains important information which should be read carefully before any decision is made with respect to the Consent Solicitation. If any Bondholder is in doubt about any aspect of the Proposed Amendments, Withdrawals, Waivers and Releases and/or the Extraordinary Resolution and/or the action it should take, it is recommended to seek independent legal advice as to the contents of the Consent Solicitation Memorandum, the Notice and the Announcement, and to seek independent financial and legal advice from its stockbroker, bank manager, solicitor, accountant or other appropriately authorised independent financial or other adviser as to the action it should take. Any individual or company whose Convertible Bonds are held on its behalf by a broker, dealer, bank, custodian, trust company or other nominee must contact such person if it wishes to participate in the Consent Solicitation. None of the Issuer, the Company, the Information and Tabulation Agent, the Trustee, the Agents, their respective directors, employees, officers, advisers, consultants, agents or affiliates, or any person who controls any of them, has made or will make any assessment of the merits of the Consent Solicitation or of the impact of the Consent Solicitation on the interests of the Bondholders either as a class or as individuals or makes any recommendation as to whether a Bondholder should consent to the Proposed Amendments, Withdrawals, Waivers and Releases.

The distribution of this announcement in certain jurisdictions may be restricted by law. Persons who come into possession of this announcement are required to inform themselves about, and to observe, any such restrictions. Nothing in this announcement constitutes or contemplates an offer of, an offer to purchase or the solicitation of an offer to sell any security in any jurisdiction and participation in the Consent Solicitation by a Bondholder in any circumstances in which such participation is unlawful will not be accepted. In addition to the representations in respect of the solicitation and distribution restrictions in the Consent Solicitation Memorandum, each Bondholder participating in the Consent Solicitation will be deemed to represent that it is an Eligible Bondholder as of the Record Date. Any Consent Instruction from a Bondholder that is unable to make these representations will not be accepted. Each of the Issuer, the Company, the Trustee, the Agents and the Information and Tabulation Agent reserves the right, in its absolute discretion, to investigate, in relation to any submission of Consent Instructions, whether any such representation given by a Bondholder is correct and, if such investigation is undertaken and as a result the Issuer determines (for any reason) that such representation is not correct, such Consent Instruction may be rejected.

Forward-looking statements in the Consent Solicitation Memorandum, the Notice, the Announcement and this announcement, including, among others, statements relating to the Consent Solicitation, are based on current expectations. These statements are not guarantees of future events or results. Future events and results involve risks, uncertainties and assumptions and are difficult to predict with any precision. Actual events and results could vary materially from the description contained therein due to many factors including changes in the business and financial condition of the Group and changes in the financial and capital markets in general.