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DASHAN EDUCATION HOLDINGS LIMITED

大山教育控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 9986)

PROPOSED ISSUE OF BONDS

This announcement is made by the Company pursuant to Rule 13.09(2)(a) of the Listing Rules and the Inside Information Provisions under Part XIVA of the Securities and Futures Ordinance (Chapter 571, Laws of Hong Kong).

The Company is pleased to announce that it proposes to issue the Bonds to investors which are Independent Third Parties.

As no binding agreement in relation to the proposed issue of the Bonds has been entered into as at the date of this announcement, the proposed issue of the Bonds may or may not materialise. Investors and shareholders of the Company are urged to exercise caution when dealing in the securities of the Company. Further announcement(s) in respect of the Bonds will be made by the Company as and when appropriate.

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The Company is pleased to announce that it proposes to issue the Bonds to investors which are Independent Third Parties. None of the Bonds will be offered to the public in Hong Kong or be placed to connected persons of the Company.

As at the date of this announcement, the final terms and conditions of the Bonds have yet to be determined. The final terms and conditions of the Bonds will be determined by the Board subject to market conditions and investors' interests. The indicative principal terms of the Bonds are set out below and are subject to change:

Issuer:	The Company	
Issue size of the Bonds:	The aggregate principal amount of the Bonds proposed to be issued will not exceed HK\$150,000,000	
Issue method:	The Bonds may be issued in one or more series	
Maturity date:	4-Year Bonds:	48 months from the date(s) of issue of the 4-Year Bonds
	8-Year Bonds:	96 months from the date(s) of issue of the 8-Year Bonds
Issue price:	100% of the principal amount of the Bonds	
Interest rate:	4-Year Bonds:	Expected to be 6% per annum
	8-Year Bonds:	Expected to be 6.5% per annum
Status of the Bonds:	The Bonds will constitute direct, unconditional, unsubordinated and unsecured obligations of the Company and shall at all times rank <i>pari passu</i> and without any preference among themselves	
Non-listing:	The Bonds will not be listed on the Stock Exchange or any other stock exchange	
Placing agent:	China Sunrise Securities (International) Limited	

The Company may, from time to time, enter into certain agreement(s) and/or document(s) in connection with the proposed offering and issue of the Bonds. Further announcement(s) in respect of the proposed issue of the Bonds will be made by the Company as and when appropriate.

The net proceeds from the proposed issue of the Bonds are intended to be utilised to develop the existing overseas education consulting service business and explore new business opportunities (including but not limited to brand operation and management consulting business) and for general working capital.

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DEFINITIONS

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

“4-Year Bonds”	the Bonds due 48 months from the date(s) of issue
“8-Year Bonds”	the Bonds due 96 months from the date(s) of issue
“Board”	the board of Directors
“Bonds”	the Hong Kong dollar denominated Bonds proposed to be issued by the Company
“Company”	Dashan Education Holdings Limited, a company incorporated in the Cayman Islands with limited liability, whose issued shares are listed on the Main Board of the Stock Exchange with stock code of 9986
“connected person”	has the meaning ascribed to it under the Listing Rules
“Directors”	the director(s) of the Company
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC

“Independent Third Party(ies)”	third party(ies) who is/are independent of and not connected with the Company and its connected persons and not a connected person of the Company
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“PRC”	the People’s Republic of China which for the purpose of this announcement, shall exclude Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“United States” or “US”	the United States of America
“HK\$”	Hong Kong dollars, the lawful currency for the time being of Hong Kong

By order of the Board
Dashan Education Holdings Limited
Chan Kwong On
Company Secretary

Hong Kong, 8 October 2024

As at the date of this announcement, the executive Directors are Mr. Zhang Hongjun, Mr. Li Jing and Mr. Shan Jingchao; and the independent non-executive Directors are Dr. Xie Xiangbing, Ms. Wang Yanxiao and Mr. You Huanyu.