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XJ International Holdings Co., Ltd.

希教國際控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1765)

**(I) TERMINATION OF THE RIGHTS ISSUE PROPOSED ON
10 JULY 2025; AND
(II) REVISED PROPOSED RIGHTS ISSUE ON THE BASIS OF
ONE (1) RIGHTS SHARE FOR EVERY TWELVE (12) EXISTING
SHARES HELD ON THE RECORD DATE ON
A NON-UNDERWRITTEN BASIS WITHOUT THE NEED FOR THE
WHITEWASH WAIVER**

Financial Adviser to the Company



**DILIGENT
CAPITAL**

Diligent Capital Limited

Placing Agent to the Company



**東方滙財證券有限公司
ORIENT SECURITIES LIMITED**

Orient Securities Limited

TERMINATION OF THE ORIGINAL RIGHTS ISSUE

The Board is pleased to announce that, following the publication of the Announcement, the Company has received feedback from Shareholders (excluding Mr. Wang, Hope Education Investment Limited, Tequ Group (Hong Kong) Company Limited, and Maysunshine Holdings Limited) expressing concerns about the potential dilution of their shareholdings if they do not fully subscribe to their pro-rata rights shares. In light of these concerns, these Shareholders have indicated their intention to vote against the relevant resolutions at the extraordinary general meeting.

To encourage participation in the rights issue while minimising any unacceptable dilution of shareholdings, the Board decided to revise the terms of the rights issue. This adjustment reflects the Board's commitment to balancing the interests of the Company and its Shareholders.

To meet the specified objectives, the Company signed termination agreements with both Hope Education Investment Limited and the Placing Agent on 30 July 2025, effectively ending both the Underwriting Agreement and the Original Placing Agreement (the “**Terminations**”). The Terminations take immediate effect, and neither party will have any further obligations or liabilities to each other concerning the Underwriting Agreement and the Original Placing Agreement.

Following the effective date of the Terminations, the Directors have amended the terms and re-proposed the Rights Issue.

PROPOSED RIGHTS ISSUE

The Board proposes to raise gross proceeds of up to approximately HK\$137.08 million before expenses by way of the Rights Issue of 685,414,558 Rights Shares at the Subscription Price of HK\$0.2 per Rights Share on the basis of one (1) Rights Share for every twelve (12) existing Shares held by the Qualifying Shareholders on the Record Date. The Rights Issue is only available to the Qualifying Shareholders and will not be available to Non-Qualifying Shareholders.

Assuming that there will be no change to the total issued share capital of the Company on or before the Record Date and full acceptance of the Rights Issue, the maximum net proceeds from the Rights Issues (after deducting the estimated expenses) are estimated to be approximately HK\$135.51 million.

The Rights Shares (when allotted, issued, and fully paid) will rank *pari passu* in all respects with the existing Shares in issue. Holders of the Rights Shares will be entitled to receive all future dividends and distributions, which may be declared, made, or paid on or after the date of allotment and issue of the fully-paid Rights Shares.

Subject to the fulfilment of the conditions of the Rights Issue, the Rights Issue will proceed on a non-underwritten basis, irrespective of the level of acceptances of the provisionally allotted Rights Shares.

The Irrevocable Undertakings

As of the date of this announcement, (i) Mr. Wang, the chief executive officer of the Company and an executive Director, holds 81,162,586 Shares, representing approximately 0.99% of the total issued share capital of the Company as at the date of this announcement; (ii) Hope Education Investment Limited holds 3,717,553,240 Shares, representing approximately 45.20% of the total issued share capital of the Company as at the date of this announcement; (iii) Tequ Group (Hong Kong) Company Limited holds 42,242,703 Shares, representing approximately 0.51% of the total issued share capital of the Company as at the date of this announcement; and (iv) Maysunshine Holdings Limited holds 89,609,414 Shares, representing approximately 1.09% of the total issued share capital of the Company as at the date of this announcement.

In accordance with the terms of the Irrevocable Undertakings, Mr. Wang, Hope Education Investment Limited, Tequ Group (Hong Kong) Company Limited and Maysunshine Holdings Limited have collectively provided irrevocable and unconditional undertakings to the Company that:

- (i) Mr. Wang, Hope Education Investment Limited, Tequ Group (Hong Kong) Company Limited and Maysunshine Holdings Limited will either subscribe for or procure subscriptions of 6,763,548 Rights Shares, 309,796,103 Rights Shares, 3,520,225 Rights Shares, and 7,467,451 Rights Shares, respectively, which represents their full provisional entitlements related to the total of 327,547,327 Shares that are beneficially owned by Mr. Wang, Hope Education Investment Limited, Tequ Group (Hong Kong) Company Limited, and Maysunshine Holdings Limited;
- (ii) Mr. Wang, Hope Education Investment Limited, Tequ Group (Hong Kong) Company Limited and Maysunshine Holdings Limited agrees not to dispose of, or make arrangements to dispose of, any of the Shares currently held. These Shares will continue to be beneficially owned by each of them up to and including the Record Date; and
- (iii) Mr. Wang, Hope Education Investment Limited, Tequ Group (Hong Kong) Company Limited and Maysunshine Holdings Limited will submit or ensure the submission of applications for 6,763,548 Rights Shares, 309,796,103 Rights Shares, 3,520,225 Rights Shares, and 7,467,451 Rights Shares, which represent the number of Rights Shares provisionally allotted (on a nil-paid basis) to them under the Rights Issue, to the Registrar.

LISTING RULES IMPLICATIONS

The Company has not conducted any rights issue or open offer within the 12 months prior to the date of this announcement, and the Rights Issue will not increase the total issued share capital or market capitalisation of the Company by more than 50%. Therefore, the Rights Issue is not subject to the minority Shareholders' approval under Rule 7.19A of the Listing Rules.

WHITEWASH WAIVER NOT REQUIRED

Assuming that: (i) there is no change to the total issued share capital of the Company on or before the Record Date; (ii) none of the Unsubscribed Rights Shares are taken up by independent placees under the Unsubscribed Arrangements; and (iii) none of the Qualifying Shareholders (other than Mr. Wang, Hope Education Investment Limited, Tequ Group (Hong Kong) Company Limited, and Maysunshine Holdings Limited) will take up their entitlements under the Rights Issue, the maximum number of Rights Shares to be issued will be 327,547,327.

Under these circumstances, upon Completion, the total number of Shares held by Hope Education Investment Limited and parties acting in concert with it (including Mr. Wang, Tequ Group (Hong Kong) Company Limited, and Maysunshine Holdings Limited), would increase from 3,930,567,943 Shares, representing approximately 47.79% of the total issued share capital of the Company as of the date of this announcement, to 4,258,115,270 Shares, representing approximately 49.79% of the total issued share capital of the Company, as enlarged by the Rights Shares.

The lowest aggregate shareholding percentage of Hope Education Investment Limited and parties acting in concert with it (including Mr. Wang, Tequ Group (Hong Kong) Company Limited, and Maysunshine Holdings Limited), in the 12-month period ended on and inclusive of the date of this announcement is 47.79%. Given that the increase in their aggregate shareholding percentage upon Completion will not exceed 2%, Hope Education Investment Limited and parties acting in concert with it (including Mr. Wang, Tequ Group (Hong Kong) Company Limited, and Maysunshine Holdings Limited) will not be required to make a mandatory general offer for all the issued shares not already owned or agreed to be acquired by them, in accordance with Rule 26 of the Takeovers Code. Therefore, there is no need for the Whitewash Waiver.

GENERAL

Subject to the fulfilment of certain conditions of the Rights Issue, the Company will despatch the Prospectus Documents containing, among other matters, details of the Rights Issue to the Qualifying Shareholders.

The Company will despatch the Prospectus to the Non-Qualifying Shareholders for their information only, but the Company will not send the PAL to the Non-Qualifying Shareholders.

WARNING OF THE RISK OF DEALINGS IN THE SHARES AND RIGHTS SHARES IN NIL-PAID FORM

The Rights Issue is subject to the fulfilment of conditions, including, among other things, the Stock Exchange granting the listing of, and permission to deal in, the Rights Shares in their nil-paid and fully-paid forms. Please refer to the section headed “Conditions of the Rights Issue” in this announcement.

Shareholders and potential investors of the Company should note that if the conditions of the Rights Issue are not satisfied, the Rights Issue will not proceed. Any dealings in the Shares from the date of this announcement up to the date on which all the conditions of the Rights Issue are fulfilled, and any Shareholders dealing in the Rights Shares in nil-paid form will accordingly bear the risk that the Rights Issue may not become unconditional or may not proceed.

Subject to the fulfilment of conditions, the Rights Issue will proceed on a non-underwritten basis irrespective of the level of acceptance of provisionally allotted Rights Shares. Accordingly, if the Rights Issue is undersubscribed, the size of the Rights Issue will be reduced. Qualifying Shareholders who do not take up their assured entitlements in full and Non-Qualifying Shareholders, if any, should note that their shareholdings in the Company may be diluted, the extent of which will depend in part on the size of the Rights Issue.

Shareholders and potential investors of the Company are advised to exercise caution when dealing in the Shares and/or the Rights Shares. Any Shareholders or other persons contemplating any dealings in the Shares and/or Rights Shares in nil-paid form are recommended to consult their professional advisers.

TERMINATION OF THE ORIGINAL RIGHTS ISSUE

Reference is made to the Announcement in relation to, among other things, the Original Rights Issue, the Original Placing and the Underwriting.

The Board is pleased to announce that, following the publication of the Announcement, the Company has received feedback from Shareholders (excluding Mr. Wang, Hope Education Investment Limited, Tequ Group (Hong Kong) Company Limited, and Maysunshine Holdings Limited) expressing concerns about the potential dilution of their shareholdings if they do not fully subscribe to their pro-rata rights shares. In light of these concerns, these Shareholders have indicated their intention to vote against the relevant resolutions at the extraordinary general meeting.

To encourage participation in the rights issue while minimising any unacceptable dilution of shareholdings, the Board decided to revise the terms of the rights issue. This adjustment reflects the Board’s commitment to balancing the interests of the Company and its Shareholders.

To meet the specified objectives, the Company signed termination agreements with both Hope Education Investment Limited and the Placing Agent on 30 July 2025, effectively ending both the Underwriting Agreement and the Original Placing Agreement (the “**Terminations**”). The Terminations take immediate effect, and neither party will have any further obligations or liabilities to each other concerning the Underwriting Agreement and the Original Placing Agreement.

Following the effective date of the Terminations, the Directors have amended the terms and re-proposed the Rights Issue. Detailed information regarding this matter is provided below.

PROPOSED RIGHTS ISSUE

The Board proposes to raise gross proceeds of up to approximately HK\$137.08 million before expenses by way of the Rights Issue of 685,414,558 Rights Shares at the Subscription Price of HK\$0.2 per Rights Share on the basis of one (1) Rights Share for every twelve (12) existing Shares held by the Qualifying Shareholders on the Record Date. The Rights Issue is only available to the Qualifying Shareholders and will not be available to Non-Qualifying Shareholders.

Subject to the fulfillment of the conditions of the Rights Issue, the Rights Issue will proceed on a non-underwritten basis irrespective of the level of acceptance of the provisionally allotted Rights Shares.

Further details of the Rights Issue are set out below:

Rights Issue statistics

Basis of the Rights Issue:	One (1) Rights Share for every twelve (12) existing Shares held by the Qualifying Shareholders as the close of business on the Record Date
Subscription Price:	HK\$0.2 per Rights Share
Net Subscription Price (after expenses):	HK\$0.198 per Rights Share
Number of Shares in issue as at the date of this announcement:	8,224,974,706 Shares

Number of Rights Shares:

Assuming there is no change to the total issued share capital of the Company on or before the Record Date, the maximum number of Rights Shares will be 685,414,558.

Assuming (i) the full conversion of the Convertible Bonds on or before the Record Date; (ii) all share options granted under the 2018 Pre-IPO Share Option Scheme and the 2022 Share Option Scheme are exercised; and (iii) there are no changes to the total issued share capital of the Company (other than the issuance of Shares related to the Convertible Bonds and the Share Options) on or before the Record Date, the maximum number of Rights Shares will be 792,521,323.

Gross proceeds from the Rights Issue:

Assuming (i) there is no change to the total issued share capital of the Company on or before the Record Date; and (ii) the Qualifying Shareholders take up all Rights Shares, the maximum gross proceeds from the Rights Issue will be HK\$137.08 million.

Assuming (i) the full conversion of the Convertible Bonds on or before the Record Date; (ii) all share options granted under the 2018 Pre-IPO Share Option Scheme and the 2022 Share Option Scheme are exercised; (iii) there are no changes to the total issued share capital of the Company (other than the issuance of Shares related to the Convertible Bonds and the Share Options) on or before the Record Date; and (iv) the Qualifying Shareholders take up all Rights Shares, the maximum gross proceeds from the Rights Issue will be HK\$158.50 million.

As of the date of this announcement, there are (i) 230,287,254 outstanding share options under the 2018 Pre-IPO Share Option Scheme entitling the holders thereof to subscribe for up to an aggregate of 230,287,254 Shares; (ii) 509,054,852 outstanding share options under the 2022 Share Option Scheme entitling the holders thereof to subscribe for up to an aggregate of 509,054,852 Shares; and (iii) Convertible Bonds with an outstanding aggregate principal amount of US\$271,100,000 under the CB Subscription Agreement entitling the holders thereof to convert into an aggregate of 545,939,067 Shares. No Share Option was granted to a substantial shareholder of the Company or an associate of

any of them under the 2018 Pre-IPO Share Option Scheme and 2022 Share Option Scheme since the adoption of the 2018 Pre-IPO Share Option Scheme and 2022 Share Option Scheme.

Save as disclosed above, the Company does not have any other derivatives, options, warrants, other securities, conversion rights, or similar rights that are convertible or exchangeable into Shares.

Assuming there is no change to the total issued capital of the Company on or before the Record Date, 685,414,558 Rights Shares to be issued pursuant to the terms of the Rights Issue represents (i) 8.33% of the total issued share capital of the Company as at the date of this announcement; and (ii) approximately 7.69% of the total issued share capital of the Company as enlarged by the allotment and issuance of the Rights Shares immediately upon Completion.

The Irrevocable Undertakings

As of the date of this announcement, (i) Mr. Wang, the chief executive officer of the Company and the executive Director, holds 81,162,586 Shares, representing approximately 0.99% of the total issued share capital of the Company as at the date of this announcement; (ii) Hope Education Investment Limited holds 3,717,553,240 Shares, representing approximately 45.20% of the total issued share capital of the Company as at the date of this announcement; (iii) Tequ Group (Hong Kong) Company Limited holds 42,242,703 Shares, representing approximately 0.51% of the total issued share capital of the Company as at the date of this announcement; and (iv) Maysunshine Holdings Limited holds 89,609,414 Shares, representing approximately 1.09% of the total issued share capital of the Company as at the date of this announcement.

In accordance with the terms of the Irrevocable Undertakings, Mr. Wang, Hope Education Investment Limited, Tequ Group (Hong Kong) Company Limited and Maysunshine Holdings Limited have collectively provided irrevocable and unconditional undertakings to the Company that:

- (i) Mr. Wang, Hope Education Investment Limited, Tequ Group (Hong Kong) Company Limited and Maysunshine Holdings Limited will either subscribe for or procure subscriptions of 6,763,548 Rights Shares, 309,796,103 Rights Shares, 3,520,225 Rights Shares, and 7,467,451 Rights Shares, respectively, which represents their full provisional entitlements related to the total of 327,547,327 Shares that are beneficially owned by Mr. Wang, Hope Education Investment Limited, Tequ Group (Hong Kong) Company Limited, and Maysunshine Holdings Limited;

- (ii) Mr. Wang, Hope Education Investment Limited, Tequ Group (Hong Kong) Company Limited and Maysunshine Holdings Limited agrees not to dispose of, or make arrangements to dispose of, any of the Shares currently held. These Shares will continue to be beneficially owned by each of them up to and including the Record Date; and
- (iii) Mr. Wang, Hope Education Investment Limited, Tequ Group (Hong Kong) Company Limited and Maysunshine Holdings Limited will submit or ensure the submission of applications for 6,763,548 Rights Shares, 309,796,103 Rights Shares, 3,520,225 Rights Shares, and 7,467,451 Rights Shares, which represent the number of Rights Shares provisionally allotted (on a nil-paid basis) to them under the Rights Issue, to the Registrar.

Qualifying Shareholders

The Rights Issue is only available to the Qualifying Shareholders. The Company will send (i) the Prospectus Documents to the Qualifying Shareholders and (ii) the Prospectus (without the PAL), for information only, to the Non-Qualifying Shareholders (if any).

To qualify for the Rights Issue, the Shareholders must at the close of business on the Record Date: (i) be registered on the registers of members of the Company; and (ii) not be the Non-Qualifying Shareholders.

In order to be registered as members of the Company on the Record Date, the Shareholders must lodge any transfer of the Shares (with the relevant share certificates) for registration with the Registrar by 4:30 p.m. on Wednesday, 13 August 2025.

Closure of register of members

The register of members will be closed from Thursday, 14 August 2025 to Wednesday, 20 August 2025 (both days inclusive) for determining the entitlements to the Rights Issue during which period no transfer of Shares will be registered.

Subscription Price

The Subscription Price of HK\$0.2 per Rights Share is payable in full by a Qualifying Shareholder upon acceptance of the relevant provisional allotment of the Rights Shares and, where applicable, when a transferee of the nil-paid Rights Shares subscribes for the Rights Shares.

The Subscription Price represents:

- (i) a discount of approximately 1.96% to the closing price of HK\$0.2040 per Share as quoted on Stock Exchange on the Last Trading Day;

- (ii) a discount of approximately 0.50% to the average closing price of approximately HK\$0.2010 per Share as quoted on the Stock Exchange for the last five (5) consecutive trading days up to and including the Last Trading Day;
- (iii) a discount of approximately 0.79% to the average closing price of approximately HK\$0.2016 per Share as quoted on the Stock Exchange for the last ten (10) consecutive trading days up to and including the Last Trading Day;
- (iv) a discount of approximately 1.82% to the theoretical ex-rights price of approximately HK\$0.2037 per Share as adjusted for the effect of the Rights Issue, based on the closing price of HK\$0.2040 per Share as quoted on the Stock Exchange on the Last Trading Day;
- (v) a theoretical dilution effect (as defined under Rule 7.27B of the Listing Rules) represented by a discount of approximately 0.15%, which is calculated based on the theoretical diluted price of approximately HK\$0.2037 per Share (as defined under Rule 7.27B of the Listing Rules, taking account the higher of (i) the closing price of the Shares as quoted on the Stock Exchange on the Last Trading Day; and (ii) the average of the closing prices of the Shares as quoted on the Stock Exchange for the five (5) previous consecutive trading days prior to the date of this announcement);
- (vi) a discount of approximately 83.61% to the audited net asset value per Share of approximately HK\$1.22 based on the audited consolidated net asset value of the Group of approximately RMB9,154.5 million (equivalent to approximately HK\$10,068.1 million) as at 31 August 2024 and the number of Shares in issue as at the date of this announcement (i.e. 8,224,974,706 Shares); and
- (vii) a discount of approximately 83.74% to the unaudited net asset value per Share of approximately HK\$1.23 based on the latest unaudited consolidated net asset value Group of approximately RMB9,451.7 million (equivalent to approximately HK\$10,092.53 million) as at 28 February 2025 and the number of Shares in issue as at the date of this announcement (i.e. 8,224,974,706 Shares).

The Subscription Price was arrived at after an arm's length negotiation, based on, among other things, the prevailing market price of the Shares and the Group's financial conditions. Each Qualifying Shareholder is entitled to subscribe for the Rights Shares at the same price in proportion to his/her/its existing shareholding in the Company. The Directors consider the Subscription Price to be fair and reasonable and in the interests of the Company and the Shareholders as a whole.

Status of the Rights Shares

The Rights Shares (when allotted, issued, and fully paid) will rank *pari passu* in all respects with the existing Shares in issue on the date of allotment and issue of the Rights Shares. Holders of the Rights Shares will be entitled to receive all future dividends and distributions, which may be declared, made, or paid on or after the date of allotment and issue of the fully-paid Rights Shares.

Basis of provisional allotments

The basis of the provisional allotment shall be one (1) Rights Share (in nil-paid form) for every twelve (12) existing Shares held by the Qualifying Shareholders as at the close of business on the Record Date.

Qualifying Shareholders may apply for all or any part of their respective provisional allotment by lodging a duly completed PAL(s) and a cheque or a banker's cashier order for the sum payable for the Rights Shares being applied for with the Registrar on or before the Latest Time for Acceptance.

Rights of the Overseas Shareholders (if any)

Based on the register of members of the Company as of the date of this announcement, there is no Shareholder with registered addresses situated in overseas.

If, at the close of business on the Record Date, a Shareholder's address on the Company's register of members is in a place outside Hong Kong, such Shareholder may not be eligible to take part in the Rights Issue. The Prospectus Documents will not be filed or registered under the applicable securities legislation of any jurisdiction other than Hong Kong.

The Company notes the requirements specified in the notes to Rule 13.36(2)(a) of the Listing Rules, and is in the process of making reasonable enquiries regarding the feasibility of extending the Rights Issue to Overseas Shareholders present on the Record Date. If, after such enquiries, the Company is of the opinion that it would be necessary or expedient, on account of the legal restrictions or prohibitions under the laws of the relevant jurisdictions or any requirements of the relevant regulatory body or stock exchange in such jurisdictions, not to offer the Rights Shares to the relevant Overseas Shareholders, no provisional allotment of nil-paid Rights Shares or allotment of fully-paid Rights Shares will be made to such Overseas Shareholders. Such Overseas Shareholders will be regarded as Non-Qualifying Shareholders and will not qualify for the Rights Issue. The basis of exclusion of Non-Qualifying Shareholders, if any, will be disclosed in the Prospectus.

The Company reserves the right to treat as invalid any acceptance of or application for Rights Shares where it believes that such acceptance or application would violate the applicable securities or other laws or regulations of any territory or jurisdiction.

The Rights Issue does not constitute or form part of any offer or invitation to sell or issue, or any solicitation of any offer to acquire, nil-paid Rights Shares or fully paid Rights Shares or to take up any entitlements to nil-paid Rights Shares or fully-paid Rights Shares in any jurisdiction in which such an offer or solicitation is unlawful.

Arrangements will be made for the Rights Shares, which would otherwise have been provisionally allotted to the Non-Qualifying Shareholders, to be sold in the market in their nil-paid form as soon as practicable after dealings in the nil-paid Rights Shares commence and before dealings in the nil-paid Rights Shares end, if a premium (net of expenses) can be obtained. The proceeds from such sale, less expenses, of more than HK\$100 will be paid on a pro-rata basis to the relevant Non-Qualifying Shareholders. In view of administrative costs, the Company will retain individual amounts of HK\$100 or less for its own benefit.

Any unsold entitlement of Non-Qualifying Shareholders to the Rights Shares and any Rights Shares provisionally allotted but not accepted by the Qualifying Shareholders will, if possible, be placed by the Placing Agent under the Unsubscribed Arrangements to investors who (or as the case may be, their ultimate beneficial owner(s)) are not Shareholders and are otherwise Independent Third Parties.

Overseas Shareholders should note that they may or may not be entitled to the Rights Issue. Accordingly, Overseas Shareholders should exercise caution when dealing in the securities of the Company.

Fractional entitlement to the Rights Shares

The Company will not provisionally allot fractions of Rights Shares. All fractions of Rights Shares will be aggregated, rounded down to the nearest whole number and will be disposed by the Company in the open market if a premium (net of expenses) can be obtained.

Application for listing

The Company will apply to the Listing Committee of the Stock Exchange for the listing of, and permission to deal in, the Rights Shares in both their nil-paid and fully-paid forms to be issued and allotted pursuant to the Rights Issue. No part of the securities of the Company is listed or dealt in, and no listing of or permission to deal in any such securities is being or is proposed to be sought on any other stock exchanges.

Dealing in the Rights Shares in both their nil-paid and fully-paid forms will be in the board lots of 2,000 Rights Shares.

Odd lot arrangement

No odd lot matching services will be provided by the Company in respect of the Rights Issue.

Rights Shares will be eligible for admission into CCASS

Subject to the granting of the listing of, and permission to deal in, the Rights Shares in both their nil-paid and fully-paid forms on the Stock Exchange as well as compliance with the stock admission requirements of HKSCC, the Rights Shares in both their nil-paid and fully-paid forms will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the respective commencement dates of dealings in the Rights Shares in both their nil-paid and fully-paid forms on the Stock Exchange or such other dates as determined by HKSCC.

Settlement of transactions between participants of the Stock Exchange on any trading day is required to take place in CCASS on the second trading day thereafter. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time. Shareholders should seek advice from their licensed securities dealer(s) or other professional adviser(s) for details of those settlement arrangements and how such arrangements will affect their rights and interests.

Procedures in respect of the Unsubscribed Rights Shares and the Unsubscribed Arrangements

Pursuant to Rule 7.21(1)(b) of the Listing Rules, the Company must make arrangements to dispose of the Unsubscribed Rights Shares by offering the Unsubscribed Rights Shares to independent placees for the benefit of the Shareholders to whom they were offered by way of the rights. There will be no excess application arrangements in relation to the Rights Issue as stipulated under Rule 7.21(1)(a) of the Listing Rules.

On 30 July 2025, the Company entered into the Placing Agreement with the Placing Agent in relation to the placing of the Unsubscribed Rights Shares to independent placees on a best effort basis. Pursuant to the Placing Agreement, the Company has appointed the Placing Agent to place the Unsubscribed Rights Shares during the Placing Period to independent placees on a best effort basis, and any premium over the Subscription Price for those Rights Shares that is realised will be paid to those No Action Shareholders and Non-Qualifying Shareholders on a pro-rata basis. The Placing Agent will, on a best-effort basis, procure, by not later than 4:00 p.m. on Monday, 15 September 2025, acquirers for all (or as many as possible) of those Unsubscribed Rights Shares. Any Unsubscribed Rights Shares that are not placed will not be issued by the Company, and the size of the Rights Issue will be reduced accordingly.

Net Gain (if any) will be paid (without interest) to the No Action Shareholders and Non-Qualifying Shareholders as set out below on a pro-rata basis (but rounded down to the nearest cent):

- A. the relevant Qualifying Shareholders (or such persons who hold any nil-paid rights at the time such nil-paid rights are lapsed) whose nil-paid rights are not validly applied for in full, by reference to the extent that Shares in his/her/its nil-paid rights are not validly applied for; and

- B. the relevant Non-Qualifying Shareholders with reference to their shareholdings in the Company on the Record Date.

If and to the extent in respect of any Net Gain, any No Action Shareholders or Non-Qualifying Shareholders become entitled on the basis described above to an amount of HK\$100 or more, such amount will be paid to the relevant No Action Shareholder(s) and Non-Qualifying Shareholders in Hong Kong Dollars only and the Company will retain individual amounts of less than HK\$100 for its own benefit.

Stamp duty and other applicable fees

Dealings in the Rights Shares in both their nil-paid and fully-paid forms will be subject to the payment of (i) stamp duty, (ii) the Stock Exchange trading fee, (iii) SFC transaction levy and (iv) any other applicable fees and charges in Hong Kong.

Share certificates and refund cheques for Rights Issue

Subject to the fulfilment of the conditions of the Rights Issue as set out below, share certificates for all fully-paid Rights Shares are expected to be posted to those entitled thereto by ordinary post to their registered address, at their own risks, on or before Wednesday, 24 September 2025.

If the Rights Issue does not become unconditional, refund cheques are expected to be despatched on or before Wednesday, 24 September 2025 by ordinary post at the respective Shareholders' own risk.

Non-underwritten basis

Subject to the fulfillment of the conditions of the Rights Issue, the Rights Issue will proceed on a non-underwritten basis irrespective of the level of acceptances of the provisionally allotted Rights Shares.

In the event the Rights Issue is not fully subscribed, any Rights Shares not taken up by the Qualifying Shareholders will be placed to independent placees, who are independent of, and not acting in concert with, Hope Education Investment Limited and parties acting in concert with it, under the Unsubscribed Arrangements. Any Unsubscribed Rights Shares that remain not placed under the Unsubscribed Arrangements will not be issued by the Company and the size of the Rights Issue will be reduced accordingly. There is no minimum amount to be raised under the Rights Issue.

As the Rights Issue will proceed on a non-underwritten basis, the Shareholder who applies to take up all or part of his/her/its entitlements under the PAL(s) may unwittingly incur an obligation to make a general offer for the Shares under the Takeovers Code. Accordingly, the Rights Issue will be made on terms that the Company will provide for the Shareholders to apply on the basis that if the Rights Shares are not fully taken up, the application of any Shareholder (except for HKSCC Nominees Limited) for his/her/its

assured entitlement under the Rights Issue will be scaled down to a level which does not trigger an obligation on part of the relevant Shareholder to make a general offer under the Takeovers Code in accordance with the note to Rule 7.19(5) of the Listing Rules.

The Placing Agreement

Principal terms of the Placing Agreement are summarized as below.

Date : 30 July 2025

Issuer : The Company

Placing Agent : Orient Securities Limited was appointed as the placing agent to place, or procure the placing of, a maximum of 464,973,996 Unsubscribed Rights Shares (being all the Rights Shares other than the 327,547,327 Rights Shares that have been undertaken to be subscribed by Mr. Wang, Hope Education Investment Limited, Tequ Group (Hong Kong) Company Limited and Maysunshine Holdings Limited pursuant to the Irrevocable Undertakings), on a best effort basis, to the Placee(s).

The Placing Agent has confirmed that it is independent of, and not acting in concert with, Hope Education Investment Limited and parties acting in concert with it.

Placing Period : The period from Monday, 8 September 2025 up to 4:00 p.m. on Monday, 15 September 2025, or such other dates as the Company may announce, being the period during which the Placing Agent will seek to effect the Unsubscribed Arrangements.

Placing Price : The placing price of the Unsubscribed Rights Shares shall be at least equal to the Subscription Price and the final price determination will depend on the demand for and the market conditions of the Unsubscribed Rights Shares during the placement process.

- Placing commission : Subject to the completion of the Placing, the Company shall pay the Placing Agent a placing commission equivalent to (i) being 0.5% of the amount which is equal to the Placing Price multiplied by the total number of the Unsubscribed Rights Shares which are successfully placed by the Placing Agent; or (ii) a fixed fee of HK\$50,000, whichever is higher.
- Placees : The placees shall be professional, institutional and other investors. The Placing Agent shall ensure that the placees, and whose ultimate beneficial owner(s), shall be third party(ies) independent of the directors, chief executive or substantial shareholders of the Company or any of its subsidiaries or any of their respective associates, and independent of, and not acting in concert with, Hope Education Investment Limited and parties acting in concert with it.
- Ranking of the Unsubscribed Rights Shares : The placed Unsubscribed Rights Shares (when allotted, issued and fully paid, if any) shall rank *pari passu* in all respects among themselves and with the existing Shares in issue as at the date of completion of the Placing.
- Conditions Precedent of the Placing Agreement : The obligations of the Placing Agent under the Placing Agreement are conditional upon the following conditions being fulfilled:
- i) the Stock Exchange granting the approval for the listing of, and the permission to deal in, the Rights Shares;
 - ii) all necessary consents and approvals to be obtained on the part of each of the Placing Agent and the Company in respect of the Placing Agreement and the transactions contemplated thereunder having been obtained; and
 - iii) the Placing Agreement not having been terminated in accordance with the provisions thereof, including provisions regarding the force majeure events.

None of the above conditions precedent are capable of being waived by the parties to the Placing Agreement. For the avoidance of doubt, if all the Rights Shares are fully subscribed under the Rights Issue, the Placing will not proceed.

Termination

: If any of the following events occur at any time prior to the Placing Long Stop Date, the Placing Agent may (after such consultation with the Company and/or its advisers as the circumstances shall admit or be necessary), by giving a written notice to the Company, at any time prior to the date of completion of the Placing provided that such notice is received by the Company prior to 6:00 p.m. on the Placing Long Stop Date, terminate the Placing Agreement without liability to the other parties and, subject to clauses in the Placing Agreement which survives termination, the Placing Agreement shall thereupon cease to have effect and none of the parties to the Placing Agreement shall have any rights or claims by reason thereof save for any rights or obligations which may accrue under the Placing Agreement prior to such termination:

- (a) in the reasonable opinion of the Placing Agent there shall have been since the date of the Placing Agreement such a change in national or international financial, political or economic conditions or taxation or exchange controls as would be likely to prejudice materially the consummation of the Placing; or
- (b) the introduction of any new law or regulation or any change in existing law or regulation (or the judicial interpretation thereof) or other occurrence of any matter whatsoever which may adversely affect the business or the financial or trading position or prospects of the Group as a whole; or

- (c) any material breach of any of the representations and warranties by the Company comes to the knowledge of the Placing Agent or any event occurs or any matter arises on or after the date of the Placing Agreement and prior to the date of completion of the Placing which if it had occurred or arisen before the date of the Placing Agreement would have rendered any of such representations and warranties untrue or incorrect in any material respect or there has been a material breach by the Company of any other provision of the Placing Agreement; or
- (d) any moratorium, suspension or restriction on trading in shares or securities generally on the Stock Exchange due to exceptional financial circumstances; or
- (e) there is any adverse change in the financial position of the Company which in the reasonable opinion of the Placing Agent is material in the context of the Placing.

The Unsubscribed Arrangements are in compliance with the requirements under Rule 7.21(1)(b) under which the No Action Shareholders may be compensated even if they do nothing (i.e. neither subscribe for Rights Shares nor sell their nil-paid rights) given that the Unsubscribed Rights Shares will be first offered to Independent Third Parties and any premium over the Subscription Price will be paid to the No Action Shareholders. The commission payable to the Placing Agent and the related fees and expenses in relation to such placing will be borne by the Company.

The Placing Agent confirms that it is an Independent Third Party. The terms of the Placing Agreement, including the placing commission, were determined after an arm's length negotiation between the Placing Agent and the Company with reference to the prevailing market rate and the Company considers the terms to be normal commercial terms.

The Company considers that the Unsubscribed Arrangements will provide a compensatory mechanism for the No Action Shareholders, protect the interest of the Non-Qualifying Shareholders, and are fair and reasonable and in the interests of the Company and the Shareholders as a whole.

Given that the Company has put in place the Unsubscribed Arrangements as required by Rule 7.21(1)(b) of the Listing Rules, there will be no excess application arrangements in relation to the Rights Issue as stipulated under Rule 7.21(1)(a) of the Listing Rules.

Conditions of the Rights Issue

The Rights Issue is conditional upon the following conditions:

- (1) the delivery to the Stock Exchange and the filing and registration with the Registrar in Hong Kong respectively one duly certified copy of each of the Prospectus Documents duly signed by two Directors (or by their agents duly authorised in writing) as having being approved by resolution of the Directors (and all other documents required to be attached thereto) and otherwise in compliance with the Listing Rules and the Companies (Winding Up and Miscellaneous Provisions) Ordinance not later than the Posting Date;
- (2) following registration, the posting of the Prospectus Documents to the Qualifying Shareholders (and where applicable, the posting of the Prospectus to the Non-Qualifying Shareholders, if any, for information purposes only) and the publication of the Prospectus Documents on the website of the Stock Exchange on or before the Posting Date;
- (3) the Stock Exchange granting or agreeing to grant (subject to allotment) and not having withdrawn or revoked the listing of, and permission to deal in, the Rights Shares (in their nil-paid and fully paid forms) by no later than the first day of their dealings;
- (4) the Placing Agreement not being terminated pursuant to the terms thereof and remain in full force and effect; and
- (5) all other necessary waivers, consents and approvals (if required) from the relevant governmental or regulatory authorities for the Rights Issue and the transactions contemplated thereunder having been obtained and fulfilled.

None of the above conditions precedent can be waived. If any of the conditions referred to above are not fulfilled at or before 4:00 p.m. on Thursday, 18 September 2025 (or such later date as the Company may determine), the Rights Issue will not proceed.

As the proposed Rights Issue is subject to the above conditions, it may or may not proceed.

REASONS FOR THE RIGHTS ISSUE AND THE USE OF PROCEEDS

Assuming that the Rights Issue is fully accepted and no new shares will be allotted or issued on or before the Record Date, the net proceeds of the Rights Issue (the “**Net Proceeds**”) to be received by the Company, after deducting all estimated expenses payable for the Rights Issue, are estimated to be up to approximately HK\$135.51 million. The Directors plan to use such proceeds to redeem the outstanding Convertible Bonds, as part of the Group’s restructuring proposal, as disclosed in the Company’s announcement dated 1 June 2025.

As of the date of this announcement, there are Convertible Bonds with an outstanding aggregate principal amount of US\$271,100,000 under the CB Subscription Agreement entitling the holders thereof to convert into an aggregate of 545,939,067 Shares.

As disclosed in the Company's announcement dated 1 June 2025, the Company announced that following discussions with the beneficial holders of the Convertible Bonds, it is considering a complete and final settlement of all outstanding amounts associated with the Convertible Bonds. This proposed settlement will be pursued through a consent solicitation process to facilitate implementation by way of the following method:

- i) Early Redemption: redemption of all outstanding Convertible Bonds by paying to holders of the Convertible Bonds in cash an amount equal to US\$610 for every US\$1,000 in principal amount of the outstanding Convertible Bonds ("**Early Redemption**"); and
- ii) Consent fee: payment of a consent fee in cash to each eligible holder of the Convertible Bonds who votes in favour of the extraordinary resolution(s) approving the requisite amendments to effect the Early Redemption on or before the deadline designated by the Issuer or the Company, in an amount equal to US\$10 for every US\$1,000 in principal amount of the outstanding Convertible Bonds held by each such holder.

As of the date of this announcement, the Company has already obtained electronic consent from the beneficial owners on the definitive terms of the above proposal, and the eligibility condition was also satisfied. For details, please refer to the announcement of the Company dated 18 July 2025.

Apart from the Rights Issue, the Directors have considered other debt/equity fund raising alternatives such as bank borrowings, placing, or an open offer. The Directors noted that bank borrowings will carry interest costs and may require the provision of security, and creditors will rank before the Shareholders, and placings will dilute the interests of Shareholders without allowing them to take part in the exercise. Unlike an open offer, the Rights Issue enables the Shareholders to sell the nil-paid rights in the market. The Rights Issue will allow the Qualifying Shareholders to maintain their respective pro-rata shareholding interests in the Company and to continue to participate in the future development of the Company.

Considering the abovementioned alternatives, the Directors consider that the Rights Issue will enable the Company to improve its liquidity position and enhance its financial position while allowing the Qualifying Shareholders to maintain their proportional shareholdings in the Company.

Based on the above, the Board considers that raising capital through the Rights Issue is in the interests of the Company and the Shareholders as a whole. In addition, having considered the capital needs of the Group, the terms of the Rights Issue and the

Subscription Price, the Board also considers that it is in the interests of the Company to proceed with the Rights Issue on a non-underwritten basis. However, those Qualifying Shareholders who do not take up the Rights Shares to which they are entitled and Non-Qualifying Shareholder(s), if any, should note that their shareholdings will be diluted.

Conclusion

The Board is currently evaluating the need for additional working capital. According to the Company's interim report for the six months ended 28 February 2025, as of 28 February 2025, the Group's estimated cash and cash equivalent was approximately RMB1,616.38 million, a portion of which will be arranged for operating funds for the schools and is therefore not sufficient to fully settle all outstanding amounts associated with the Convertible Bonds. Considering this, the Board is contemplating the possibility of raising further funds and has considered various fund raising alternatives, as set out in the paragraph headed "REASONS FOR THE RIGHTS ISSUE AND THE USE OF PROCEEDS", which they believe would be in the best interest of the Company and its shareholders to meet imminent financial commitments.

In the event that the proceeds raised by the Rights Issue is less than the aforesaid estimated net proceeds of approximately HK\$135.51 million, the Company will further evaluate options including, amongst others, reducing the proposed settlement amount relating to the Convertible Bonds or exploring other financing and/or fund-raising alternatives.

FUNDRAISING ACTIVITIES IN THE PAST TWELVE MONTHS

The Company has not conducted any equity fundraising activities in the past twelve months immediately prior to the date of this announcement.

EFFECTS ON THE SHAREHOLDING STRUCTURE OF THE COMPANY

The following table sets out the possible changes in the Company's shareholding structure arising from the Rights Issue, which are for illustrative purposes only. Below is the illustration of the Company's shareholding structure, including

- (i) as of the date of this announcement;
- (ii) immediately after Completion, assuming (a) all Qualifying Shareholders will take up their respective entitlements of the Rights Issue in full; and (b) there is no change to the total issued share capital of the Company on or before the Record Date ("**Scenario 1**");
- (iii) immediately after Completion, assuming (a) other than the 327,547,327 Rights Shares that have been undertaken to be subscribed by Mr. Wang, Hope Education Investment Limited, Tequ Group (Hong Kong) Company Limited, and Maysunshine Holdings Limited pursuant to the Irrevocable Undertakings, none of the Qualifying

Shareholders will take up their respective entitlements of the Rights Shares; (b) none of the Unsubscribed Rights Shares are taken up by independent placee(s) under the Unsubscribed Arrangements; and (c) there is no change to the total issued share capital of the Company on or before the Record Date (“**Scenario 2**”);

- (iv) immediately after Completion, assuming (a) other than the 327,547,327 Rights Shares that have been undertaken to be subscribed by Mr. Wang, Hope Education Investment Limited, Tequ Group (Hong Kong) Company Limited, and Maysunshine Holdings Limited pursuant to the Irrevocable Undertakings, none of the Qualifying Shareholders will take up their respective entitlements of the Rights Shares; (b) all the Unsubscribed Rights Shares are taken up by independent placee(s) under the Unsubscribed Arrangements; and (c) there is no change to the total issued share capital of the Company on or before the Record Date (“**Scenario 3**”); and
- (v) immediately after Completion, assuming (a) the full conversion of the Convertible Bonds on or before the Record Date; (b) all share options granted under the 2018 Pre-IPO Share Option Scheme and the 2022 Share Option Scheme are exercised; other than the 327,547,327 Rights Shares that have been undertaken to be subscribed by Mr. Wang, Hope Education Investment Limited, Tequ Group (Hong Kong) Company Limited, and Maysunshine Holdings Limited pursuant to the Irrevocable Undertakings, none of the Qualifying Shareholders will take up their respective entitlements of the Rights Shares; (c) none of the Unsubscribed Rights Shares are taken up by independent placee(s) under the Unsubscribed Arrangements; and (d) there is no change to the total issued share capital of the Company on or before the Record Date (other than the issuance of Shares related to the Convertible Bonds and the Share Options) (“**Scenario 4**”).

Shareholders	As of the date of this announcement		Scenario 1		Scenario 2		Scenario 3		Scenario 4	
	Number of Shares	Approximately Shareholding percentage	Number of Shares	Approximately Shareholding percentage	Number of Shares	Approximately Shareholding Percentage	Number of Shares	Approximately Shareholding Percentage	Number of Shares	Approximately Shareholding Percentage
Hope Education Investment Limited (<i>Note 1</i>)	3,717,553,240	45.20%	4,027,349,343	45.20%	4,027,349,343	47.09%	4,027,349,343	45.20%	4,027,349,343	40.94%
Maysunshine Holdings Limited (<i>Note 1</i>)	89,609,414	1.09%	97,076,865	1.09%	97,076,865	1.14%	97,076,865	1.09%	97,076,865	0.99%
Tequ Group (Hong Kong) Company Limited	42,242,703	0.51%	45,762,928	0.51%	45,762,928	0.54%	45,762,928	0.51%	45,762,928	0.45%
Director										
Mr. Wang (<i>Note 1</i>)	81,162,586	0.99%	87,926,134	0.99%	87,926,134	1.03%	87,926,134	0.99%	87,926,134	0.89%
The Placees	—	—	—	—	—	—	357,867,231	4.02%	—	—
Other public Shareholders	4,294,406,763	52.21%	4,652,273,994	52.21%	4,294,406,763	50.20%	4,294,406,763	48.19%	5,579,687,936	56.73%
Total	8,224,974,706	100.00%	8,910,389,264	100.00%	8,552,522,033	100.00%	8,910,389,264	100.00%	9,837,803,206	100.00%

Note:

- Hope Education Investment Limited, a BVI company, is owned as to 43.19% by Maysunshine Limited, 38.30% by Tequ Group A Limited and 18.51% by Tequ Group Limited* (特驅集團有限公司).

Maysunshine Limited is owned as to 94.946% by Maysunshine Holdings Limited, 2.527% by Wang Degen (王德根) and 2.527% by Fu Wenge (付文革). Maysunshine Holdings Limited is wholly-owned by Cantrust (Far East) Limited, whilst Cantrust (Far East) Limited is serving as the trustee of Maysunshine Trust.

The Maysunshine Trust is an irrevocable family trust established by Mr. Wang in July 2020. The initial trustee was Credit Suisse Trust Limited (Singapore) (“**Credit Suisse**”). After that, Credit Suisse was sold, and Mr. Wang re-appointed Intertrust Trustee (BVI) Limited as the new family trustee of the Maysunshine Trust in March 2024. Cantrust (Far East) Limited is the trust holder under the Intertrust Trustee (BVI) Limited group.

Mr. Wang, being a director of the Company, is deemed to be interested in 3,807,162,654 Shares of the issued capital of the Company owned by Cantrust (Far East) Limited and beneficially owned 81,162,586 Shares.

Tequ Group A Limited is a wholly-owned subsidiary of Tequ Group (Hong Kong) Company Limited. Tequ Group (Hong Kong) Company Limited is wholly-owned by Shanghai Yi Zeng Enterprise Management Co., Ltd.* (上海乙增企業管理有限公司). Shanghai Yi Zeng Enterprise Management Co., Ltd.* (上海乙增企業管理有限公司) is wholly-owned by Sichuan Tequ Investment Group Limited* (四川特驅投資集團有限公司), which is in turn owned as to 33% by Chengdu West Hope Group Limited* (成都華西希望集團有限公司), 40.09% by Sichuan Puhua Agricultural Technology Development Limited* (四川普華農業科技發展有限公司) and 26.91% by Sichuan Dekang Holdings Group Co., Ltd.* (四川德康控股集團有限公司). Chengdu West Hope Group Limited* (成都華西希望集團有限公司) is owned as to 60% by Chen Yuxin (陳育新) and 40% by Zhao Guiqin (趙桂琴). Chen Yuxin (陳育新) and Zhao Guiqin (趙桂琴) are spouses. Sichuan Puhua Agricultural Technology Development Limited* (四川普華農業科技發展有限公司) is owned as to 52.20% by Zhang Qiang (張強). Sichuan Dekang Holdings Group Co., Ltd.* (四川德康控股集團有限公司) is wholly-owned by Wang Degen (王德根). Wang Degen (王德根) and Zhang Qiang (張強) are spouses.

Tequ Group Limited* (特驅集團有限公司) is owned as to 55% by Spring Breeze Limited, 23.49% by Puhua Limited, 13.5% by Striving Origin Co., Limited, and 8.01% by Puhua Agriculture Limited. Spring Breeze Limited is owned as to 60% by Chen Yuxin (陳育新) and 40% by Zhao Guiqin (趙桂琴). Puhua Limited is wholly-owned by Zhang Qiang (張強). Striving Origin Co., Limited is owned as to 82.96% by Tang Jianyuan (唐健源) and 17.04% by Liu Birong (劉碧容). Puhua Agriculture Limited is owned as to 50.56% by Wang Degen (王德根), 22.47% by Wang Qiang (王強), 11.24% by Lan Hai (蘭海), 5.62% by Zeng Zheng (曾正), 5.62% by Zhou Xingbang (周興幫), 1.12% by Xiao Song (肖崧), 2.25% by Wang Xiaoguo (王效國) and 1.12% by Mei Shaofeng (梅紹鋒).

EXPECTED TIMETABLE OF THE RIGHTS ISSUE

The expected timetable for the Rights Issue and the Placing set out below is for indicative purposes only, and it has been prepared on the assumption that all the conditions of the Rights Issue and the Placing will be fulfilled.

Events	Date and Time
Last day of dealings in the existing Shares on a cum-rights basis	Monday, 11 August 2025
First day of dealings in the existing Shares on an ex-rights basis relating to the Rights Issue	Tuesday, 12 August 2025
Latest time for lodging transfers of existing Shares to qualify for the Rights Issue.	4:30 p.m. on Wednesday, 13 August 2025
Closure of register of members of the Company for determination of entitlements to the Rights Issue (both dates inclusive)	Thursday, 14 August 2025 to Wednesday, 20 August 2025
Record Date for the Rights Issue	Wednesday, 20 August 2025
Register of members of the Company re-opens	Thursday, 21 August 2025
Expected despatch date of the Prospectus Documents (including the PAL and the Prospectus), and in case of the Non-Qualifying Shareholders, the Prospectus only	Thursday, 21 August 2025
First day of dealings in nil-paid Rights Shares.	Monday, 25 August 2025
Latest time for splitting of PAL	4:30 p.m. on Wednesday, 27 August 2025
Last day of dealings in nil-paid Rights Shares	Monday, 1 September 2025
Latest time for acceptance and payment for the Rights Shares	4:00 p.m. on Thursday, 4 September 2025
Latest time for lodging transfer documents of nil-paid Rights Shares to qualify for the payment of Net Gain	4:00 p.m. on Thursday, 4 September 2025

Announcement of the number of Unsubscribed Rights Shares subject to the Unsubscribed Arrangements	Friday, 5 September 2025
Commencement of the placing of Unsubscribed Rights Shares by the Placing Agent	Monday, 8 September 2025
Placing Long Stop Date	Wednesday, 17 September 2025
Announcement of the allotment results of the Rights Issue to be published on the websites of the Stock Exchange and the Company	Tuesday, 23 September 2025
Despatch of share certificates for fully-paid Rights Shares and completion of Placing to take place	Wednesday, 24 September 2025
Despatch of refund cheques, if any, if the Rights Issue is terminated.	Wednesday, 24 September 2025
Commencement of dealings in fully-paid Rights Shares	9:00 a.m. on Thursday, 25 September 2025
Payment of Net Gain to relevant No Action Shareholders (if any) or Non-Qualifying Shareholders (if any)	Thursday, 2 October 2025

All times and dates in this announcement refer to Hong Kong local times and dates. Dates or deadlines specified in the expected timetable above or other parts of this announcement are indicative only and may be extended or varied. Any changes to the expected timetable will be published or notified to the Shareholders and the Stock Exchange as and when appropriate in accordance with the Listing Rules.

EFFECT OF BAD WEATHER AND/OR EXTREME CONDITIONS ON THE LATEST TIME FOR ACCEPTANCE OF AND PAYMENT FOR THE RIGHTS SHARES

The Latest Time for Acceptance will not take place if a tropical cyclone warning signal no. 8 or above, or “extreme conditions” are caused by super typhoons as announced by the Government of the Hong Kong Special Administrative Region or a “black” rainstorm warning:

- (i) is/are in force in Hong Kong at any local time before 12:00 noon and no longer in force after 12:00 noon on the date of the Latest Time for Acceptance. Instead, the Latest Time for Acceptance will be extended to 5:00 p.m. on the same Business Day; or

- (ii) is/are in force in Hong Kong at any local time between 12:00 noon and 4:00 p.m. on the date of the Latest Time for Acceptance. Instead, the Latest Time for Acceptance will be rescheduled to 4:00 p.m. on the following Business Day, which does not have either of those warnings in force in Hong Kong at any time between 9:00 a.m. and 4:00 p.m.

If the Latest Time for Acceptance does not occur on the currently scheduled date, the dates mentioned in the section headed “Expected timetable of the Rights Issue” above may be affected. The Company will notify the Shareholders by way of announcements on any change to the expected timetable as soon as practicable.

LISTING RULES IMPLICATIONS

As the Company has not conducted any rights issue or open offer within the 12-month period prior to the date of this announcement and the Rights Issue will not increase the issued share capital or market capitalisation of the Company by more than 50.00%, the Rights Issue is not subject to the Shareholders’ approval under the Listing Rules. The Rights Issue will be carried out in compliance with Rule 7.19A of the Listing Rules.

WHITEWASH WAIVER NOT REQUIRED

Assuming that: (i) there is no change to the total issued share capital of the Company on or before the Record Date; (ii) none of the Unsubscribed Rights Shares are taken up by independent placees under the Unsubscribed Arrangements; and (iii) none of the Qualifying Shareholders (other than Mr. Wang, Hope Education Investment Limited, Tequ Group (Hong Kong) Company Limited, and Maysunshine Holdings Limited) will take up their entitlements under the Rights Issue, the maximum number of Rights Shares to be issued will be 327,547,327.

Under these circumstances, upon Completion, the total number of Shares held by Hope Education Investment Limited and parties acting in concert with it (including Mr. Wang, Tequ Group (Hong Kong) Company Limited, and Maysunshine Holdings Limited), would increase from 3,930,567,943 Shares, representing approximately 47.79% of the total issued share capital of the Company as of the date of this announcement, to 4,258,115,270 Shares, representing approximately 49.79% of the total issued share capital of the Company, as enlarged by the Rights Shares.

The lowest aggregate shareholding percentage of Hope Education Investment Limited and parties acting in concert with it (including Mr. Wang, Tequ Group (Hong Kong) Company Limited, and Maysunshine Holdings Limited), in the 12-month period ended on and inclusive of the date of this announcement is 47.79%. Given that the increase in their aggregate shareholding percentage upon Completion will not exceed 2%, Hope Education Investment Limited and parties acting in concert with it (including Mr. Wang, Tequ Group (Hong Kong) Company Limited, and Maysunshine Holdings Limited) will

not be required to make a mandatory general offer for all the issued shares not already owned or agreed to be acquired by them, in accordance with Rule 26 of the Takeovers Code. Therefore, there is no need for the Whitewash Waiver.

GENERAL

Subject to the fulfilment of certain conditions of the Rights Issue, the Company will despatch the Prospectus Documents containing, among other matters, details of the Rights Issue to the Qualifying Shareholders.

The Company will despatch the Prospectus to the Non-Qualifying Shareholders for their information only, but the Company will not send the PAL to the Non-Qualifying Shareholders.

WARNING OF THE RISK OF DEALINGS IN THE SHARES AND RIGHTS SHARES IN NIL-PAID FORM

The Rights Issue is subject to the fulfilment of conditions, including, among other things, the Stock Exchange granting the listing of, and permission to deal in, the Rights Shares in their nil-paid and fully-paid forms. Please refer to the section headed “Conditions of the Rights Issue” in this announcement.

Shareholders and potential investors of the Company should note that if the conditions of the Rights Issue are not satisfied, the Rights Issue will not proceed. Any dealings in the Shares from the date of this announcement up to the date on which all the conditions of the Rights Issue are fulfilled, and any Shareholders dealing in the Rights Shares in nil-paid form will accordingly bear the risk that the Rights Issue may not become unconditional or may not proceed.

Subject to the fulfilment of conditions, the Rights Issue will proceed on a non-underwritten basis irrespective of the level of acceptance of provisionally allotted Rights Shares. Accordingly, if the Rights Issue is undersubscribed, the size of the Rights Issue will be reduced. Qualifying Shareholders who do not take up their assured entitlements in full and Non-Qualifying Shareholders, if any, should note that their shareholders in the Company may be diluted, the extent of which will depend in part on the size of the Rights Issue.

Shareholders and potential investors of the Company are advised to exercise caution when dealing in the Shares and/or the Rights Shares. Any Shareholders or other persons contemplating any dealings in the Shares and/or Rights Shares in nil-paid form are recommended to consult their professional advisers.

DEFINITIONS

In this announcement, the following expressions have the meanings set out below unless the context requires otherwise:

“2018 Pre-IPO Share Option Scheme”	the share option scheme adopted by the Company on 18 March 2018 and expiring on the day immediately before the date on which the Shares first commence trading on the Stock Exchange
“2022 Share Option Scheme”	the share option scheme adopted by the Company on 18 March 2022 which is valid for ten years commencing from its adoption
“acting in concert”	has the same meaning ascribed thereto under the Takeovers Code
“Announcement”	the announcement of the Company dated 10 July 2025 in relation to the Original Rights Issue
“associate(s)”	has the meaning ascribed thereto under the Listing Rules
“Board”	the board of Directors
“Business Day(s)”	a day on which licensed banks in Hong Kong are generally open for business, other than a Saturday or a Sunday or a day on which a black rainstorm warning or tropical cyclone warning signal number 8 or above is issued in Hong Kong at any time between 9:00 a.m. and 12:00 noon and is not cancelled at or before 12:00 noon
“CB Subscription Agreement”	the subscription agreement entered into between the Company and Credit Suisse dated 22 February 2021 in respect of the issue of the Convertible Bonds
“CCASS”	the Central Clearing and Settlement System established and operated by HKSCC
“CCASS Operational Procedures”	the Operational Procedures of HKSCC in relation to CCASS, containing the practices, procedures and administrative requirements relating to operations and functions of CCASS, as from time to time
“Company”	XJ International Holdings Co., Ltd., a company incorporated in the Cayman Islands with limited liability and the issued Shares of which are listed on the main board of the Stock Exchange (stock code: 1765)
“Completion”	completion of the Rights Issue and the Placing

“connected person(s)”	has the meaning ascribed to it under the Listing Rules
“Convertible Bonds”	the zero coupon convertible bonds with an outstanding aggregate principal amount of US\$271,100,000 pursuant to the terms and conditions of the CB Subscription Agreement
“Director(s)”	the director(s) of the Company
“General Rules of CCASS”	the terms and conditions regulating the use of CCASS, as may be amended or modified from time to time and where the context so permits, shall include the CCASS Operational Procedures
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollar(s), the lawful currency of Hong Kong
“HKSCC”	Hong Kong Securities Clearing Company Limited
“Hong Kong”	Hong Kong Special Administrative Region of the People’s Republic of China
“Independent Third Party(ies)”	third party(ies) who, to the best of the Directors’ knowledge, information and belief having made all reasonable enquiry, are independent of and not acting in concert or connected with the Company and any of its connected persons or any of their respective associates
“Irrevocable Undertakings”	the irrevocable undertaking given by the Hope Education Investment Limited, Mr. Wang, Tequ Group (Hong Kong) Company Limited and Maysunshine Holdings Limited in favour of the Company and described in the paragraph headed “The Irrevocable Undertakings”
“Last Trading Day”	30 July 2025, being the last trading day for the Shares on the Stock Exchange immediately prior to the date of this announcement
“Latest Time for Acceptance”	4:00 p.m. on Thursday, 4 September 2025 (or such other time or date as may be determined by the Company), being the latest time for acceptance of the offer of and payment for, the Rights Shares, as described in the Prospectus Documents
“Listing Committee”	has the meaning as defined in the Listing Rules
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange

“Mr. Wang”	Mr. Wang Huiwu, the executive Director and the chief executive officer of the Company
“Net Gain”	the aggregate of any premiums (being the aggregate amount paid by the placees after deducting the aggregate amount of the Subscription Price for the Unsubscribed Rights Shares placed by the Placing Agent under the Placing Agreement) pursuant to the Unsubscribed Arrangements
“No Action Shareholder(s)”	those Qualifying Shareholders who do not subscribe for the Rights Shares (whether partially or fully) in their assured entitlements, or Non-Qualifying Shareholders (as the case may be)
“Non-Qualifying Shareholder(s)”	the Overseas Shareholder(s) whom the Directors, based on legal opinions provided by the Company’s legal advisers, consider it necessary or expedient not to offer the Rights Shares to such Shareholders on account either restrictions under the laws of the relevant place or the requirements of a relevant regulatory body or stock exchange in that place
“Original Placing”	the offer by way of private placing of rights shares under the Original Rights Issue on a best effort basis by the Placing Agent and/or its sub-placing agent(s), who and whose ultimate beneficial owners shall not be the Shareholder(s) and shall be Independent Third Party(ies), to the independent placee(s) on the terms and subject to the conditions set out in the Original Placing Agreement
“Original Placing Agreement”	the placing agreement dated 10 July 2025 and entered into between the Company and the Placing Agent in relation to the placing of rights shares under the Original Rights Issue
“Original Rights Issue”	the proposed rights issue on the basis of one (1) rights share for every eight (8) Shares held by the qualifying shareholders on the record date at the subscription price of HK\$0.2 per rights share announced by the Company on 10 July 2025
“Overseas Shareholders”	the Shareholder(s) whose name(s) appear on the register of members of the Company on the Record Date and whose address(es) as shown on such register is/are in a place(s) outside Hong Kong
“PAL(s)”	the renounceable provisional allotment letter(s) to be issued to the Qualifying Shareholders in connection with the Rights Issue

“Placee(s)”	professional, institutional, corporate or other investor(s), procured by the Placing Agent to subscribe for any of the Unsubscribed Rights Shares pursuant to the Placing Agreement
“Placing”	the offer by way of private placing of the Unsubscribed Rights Shares on a best effort basis by the Placing Agent to the independent placee(s) during the Placing Period on the terms and conditions set out in the Placing Agreement
“Placing Agent”	Orient Securities Limited, a licensed corporation carrying out type 1 (dealing in securities), type 4 (advising on securities) and type 9 (asset management) regulated activities under the SFO, being the placing agent appointed by the Company pursuant to the Placing Agreement
“Placing Agreement”	the placing agreement dated 30 July 2025 (after trading hours of the Stock Exchange) entered into between the Company and the Placing Agent in respect of the Unsubscribed Arrangements, pursuant to which the Placing Agent has agreed to procure placees on a best-effort basis to subscribe for the Unsubscribed Rights Shares
“Placing Long Stop Date”	Wednesday, 17 September 2025, or such other date as may be agreed between the Company and the Placing Agent in writing as the latest date for the satisfaction of the conditions precedent under the Placing Agreement
“Placing Period”	the period from Monday, 8 September 2025 up to Monday, 15 September 2025, or such other dates as the Company may announce, being the period during which the Placing Agent will seek to effect the Unsubscribed Arrangements
“Placing Price”	the placing price of the Unsubscribed Rights Shares shall be at least equal to the Subscription Price, and the final price determination will depend on the demand for and the market conditions of the Unsubscribed Rights Shares during the placement process
“Posting Date”	Thursday, 21 August 2025 or such other date as the Company may announce, being the date of despatch of the Prospectus Documents
“PRC”	the People’s Republic of China, which for the purpose of this announcement, excludes Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan

“Prospectus”	the prospectus to be despatched to the Shareholders by the Company containing details of the Rights Issue
“Prospectus Documents”	collectively, the Prospectus and the PAL
“Qualifying Shareholders”	Shareholder(s), whose name(s) appear(s) on the register of members of the Company as at the close of business on the Record Date, other than the Non-Qualifying Shareholder(s)
“Record Date”	Wednesday, 20 August 2025, or such other date as the Company may announce, being the date by reference to which entitlements of the Shareholders to participate in the Rights Issue will be determined
“Registrar”	the Company’s branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong
“Rights Issue”	the proposed issue of the Rights Shares on the basis of one (1) Rights Share for every twelve (12) existing Shares held by the Qualifying Shareholders on the Record Date at the Subscription Price on the terms and subject to the conditions set out in the Prospectus Documents
“Rights Share(s)”	Shares to be issued and allotted under the proposed Rights Issue on the basis of one (1) Rights Share for every twelve (12) existing Shares in issue on the Record Date, being 685,414,558 existing Shares based on the Company’s issued share capital
“RMB”	Renminbi, the lawful currency of the PRC
“SFC”	the Securities and Futures Commission of Hong Kong
“SFO”	the Securities and Futures Ordinance (Cap 571 of the laws of Hong Kong)
“Share(s)”	ordinary share(s) of US\$0.00001 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the issued Share(s)
“Share Options”	share options granted under the 2018 Pre-IPO Share Option Scheme and the 2022 Share Option Scheme
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

“Subscription Price”	HK\$0.2 per Rights Share
“substantial shareholder”	has the meaning as ascribed to it under the Listing Rules
“Takeovers Code”	the Hong Kong Code on Takeovers and Mergers
“Underwriting”	the subscription of the rights shares under the Original Rights Issue, to the extent not taken up by the Shareholders, by Hope Education Investment Limited pursuant to the Underwriting Agreement, on a fully underwritten basis and subject to the terms and conditions set out therein
“Underwriting Agreement”	the underwriting agreement dated 10 July 2025 entered into between the Company and Hope Education Investment Limited in relation to the Original Rights Issue
“Unsubscribed Arrangements”	arrangements to place the Unsubscribed Rights Shares by the Placing Agent on a best effort basis to investors who (or as the case may be, their ultimate beneficial owner(s)) are not Shareholders and are otherwise Independent Third Parties pursuant to Rule 7.21(1)(b) of the Listing Rules
“Unsubscribed Rights Shares”	those Rights Shares that are not subscribed by the Qualifying Shareholders and Rights Shares which would otherwise have been allotted to the Non-Qualifying Shareholders (as the case may be)
“US\$”	United States Dollar, the lawful currency of the United States of America
“Whitewash Waiver”	a waiver to be granted by the Executive pursuant to Note 1 on dispensations from Rule 26 of the Takeovers Code to waive the obligation of Hope Education Investment Limited to make a mandatory general offer to the Shareholders in respect of the Shares not already owned or agreed to be acquired by Hope Education Investment Limited and parties acting in concert with it as a result of the taking up of the rights shares by Hope Education Investment Limited as the underwriter pursuant to the Underwriting Agreement

“0%”

per cent.

By Order of the Board
XJ International Holdings Co., Ltd.
Zhang Bing
Chairman and non-executive Director

Hong Kong, 30 July 2025

As at the date of this announcement, the executive Directors of the Company are Mr. Deng Yi, Mr. Wang Huiwu and Ms. Wang Xiu; the non-executive Directors of the Company are Mr. Zhang Bing, Mr. Xu Changjun and Mr. Wang Xiaowu; and the independent non-executive Directors of the Company are Mr. Zhang Jin, Mr. Liu Zhonghui and Mr. Xiang Chuan.

The Directors jointly and severally accept full responsibility for the accuracy of the information contained in this announcement and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this announcement have been arrived at after due and careful consideration and there are no other facts not contained in this announcement, the omission of which would make any statement in this announcement misleading.

* *For identification purposes only*