

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



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)

(1) RESULTS OF THE VALID ACCEPTANCES OF THE RIGHTS SHARES; AND (2) NUMBER OF UNSUBSCRIBED RIGHTS SHARES SUBJECT TO THE UNSUBSCRIBED ARRANGEMENTS

Reference is made to the prospectus (the “**Prospectus**”) of XJ International Holdings Co., Ltd. (the “**Company**”) dated 21 August 2025 in relation to the Rights Issue. Unless otherwise defined, capitalised terms used herein shall have the same meanings as those defined in the Prospectus.

RESULTS OF THE VALID APPLICATIONS AND ACCEPTANCES OF THE RIGHTS SHARES

As at the Record Date, the total number of issued Shares was 8,224,974,706 and the maximum number of Rights Shares to be issued pursuant to the Rights Issue is 685,414,558.

The Board announces that as at 4:00 p.m. on Thursday, 4 September 2025, being the Latest Time for Acceptance, a total of 15 valid acceptances for a total of 444,792,885 Rights Shares had been received, representing approximately 64.9% of all the Rights Shares. Accordingly, the Rights Issue was undersubscribed by 240,621,673 Rights Shares, representing approximately 35.1% of all the Rights Shares, which will be subject to the Unsubscribed Arrangements.

Pursuant to the Irrevocable Undertakings, Hope Education Investment Limited, Tequ Group (Hong Kong) Company Limited, and Maysunshine Holdings Limited have respectively subscribed for 309,796,103 Rights Shares, 3,520,224 Rights Shares, and 7,467,451 Rights Shares.

THE UNSUBSCRIBED ARRANGEMENTS

Pursuant to Rule 7.21(1)(b) of the Listing Rules, the Company has made arrangements to dispose of the 240,621,673 Unsubscribed Rights Shares by offering such Unsubscribed Rights Shares to independent placees for the benefit of the Shareholders to whom they were offered by way of the Rights Issue. It was disclosed in the Prospectus that 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.

An announcement of the results of the Rights Issue is expected to be published on the website of the Stock Exchange (www.hkexnews.hk) and the website of the Company (www.hopeedu.com) on Tuesday, 23 September 2025.

WARNINGS OF THE RISKS OF DEALING IN THE SHARES

Shareholders and potential investors of the Company should note that: (a) the Rights Issue is subject to the fulfilment of certain conditions (as set out in the paragraph headed “Letter from the Board — Rights Issue — Conditions of the Rights Issue” in the Prospectus) and the Rights Issue may or may not proceed; and (b) 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 the Placees under the Unsubscribed Arrangements. Any Unsubscribed Rights Shares which 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.

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

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

Hong Kong, 5 September 2025

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