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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)**

- (1) APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR;**
- (2) RE-DESIGNATION FROM EXECUTIVE DIRECTOR TO NON-EXECUTIVE DIRECTOR;**
- (3) RE-DESIGNATION FROM NON-EXECUTIVE DIRECTOR TO EXECUTIVE DIRECTOR; AND**
- (4) CHANGE IN COMPOSITION OF BOARD COMMITTEES**

The board (the “**Board**”) of directors (each a “**Director**”) of XJ International Holdings Co., Ltd. (the “**Company**”, together with its subsidiaries, the “**Group**”) hereby announces the following changes with effect from 27 February 2026.

#### **APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR**

The Board is pleased to announce that Mr. Wang Shunhong (“**Mr. Wang**”) has been appointed as the independent non-executive Director with effect from 27 February 2026.

The biographical details of Mr. Wang are set out as follows:

Mr. Wang, aged 62, holds a doctoral degree in Management Science and Engineering from Southwest Jiaotong University (西南交通大學) and has over 40 years of working experience in the education industry. Mr. Wang is currently a professor and doctoral supervisor at Southwest Jiaotong University and a president of Deyang College of Urban Rail Transit (德陽城市軌道交通職業學院). Mr. Wang has worked in Southwest Jiaotong University since July 1984 and served as, among others, the Party Committee secretary from September, deputy Party Committee secretary and discipline inspection commission secretary at Southwest Jiaotong University. Mr. Wang is also presently a member of the 13th Sichuan Provincial Committee of the Chinese People’s Political Consultative Conference (CPPCC) (中國人民政治協商會議四川省第十三屆委員會), the 3rd Advisory

Committee of Sichuan Provincial Committee and Government (四川省委省政府第三屆決策諮詢委員會) and the National Committee for the Evaluation of College and University Setup (全國高等學校設置評議委員會), vice chairman of the Teaching Steering Committee for Marxism Theory Majors under the Ministry of Education (教育部馬克思主義理論類專業教學指導委員會) and chairman of the Teaching Steering Committee for Marxism Theory Majors in Sichuan Province (四川省馬克思主義理論類專業教學指導委員會).

Mr. Wang has entered into an appointment letter with the Company as independent non-executive Director for a term of three years with effect from 27 February 2026 and will be subject to retirement by rotation and re-election at the first annual general meeting of the Company after his appointment pursuant to the Rules Governing the Listing of Securities on the Stock Exchange (the “**Listing Rules**”), the articles of association of the Company and other applicable regulations and laws, until either Mr. Wang or the Company issues a notice in writing to the other party or pursuant to other terms in the appointment letter for termination of service. Mr. Wang is entitled to the directors’ fees of HK\$180,000 per annum, which were determined by the Board with reference to Mr. Wang’s qualifications and experience, duties and responsibilities, prevailing market conditions and remuneration benchmarks in the industry.

Save as disclosed above, as at the date of this announcement, Mr. Wang (i) has not held any directorships in any public companies, the securities of which are listed on any securities market in Hong Kong or overseas in the last three years immediately preceding the date of this announcement; (ii) does not hold any other positions with the Company or any other member of the Group; and (iii) does not have any relationships with any directors, senior management or substantial shareholders or controlling shareholders (as defined in the Listing Rules) of the Company nor any interests in any shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

Mr. Wang has confirmed to the Company (a) his independence as regards each of the factors referred to in Rules 3.13(1) to (8) of the Listing Rules; (b) that he has no past or no present financial or other interest in the business of the Company or its subsidiaries or any connection with any core connected person (as defined in the Listing Rules) of the Company; and (c) that there are no other factors that may affect his independence at the time of his appointment. The Board also considers that Mr. Wang satisfies the independence requirements as set out in Rule 3.13 of the Listing Rules.

Save as disclosed above, the Board is not aware of any other matters concerning the appointment of Mr. Wang that need to be brought to the attention of the shareholders of the Company and the Stock Exchange and there is no additional information relating to Mr. Wang that is required to be disclosed pursuant to paragraphs (h) to (v) of Rule 13.51(2) of the Listing Rules.

The Board would like to express its warmest welcome to Mr. Wang for joining the Board.

## **RE-DESIGNATION FROM EXECUTIVE DIRECTOR TO NON-EXECUTIVE DIRECTOR**

The Board hereby announces that as Ms. Wang Xiu (“**Ms. Wang**”) does not have sufficient time to participate in the daily operation and management of the Company due to her personal commitments, Ms. Wang has been re-designated from an executive Director to a non-executive Director with effect from 27 February 2026.

The biographical details of Ms. Wang are set out as follows:

Ms. Wang, aged 33, has been appointed as an executive Director since 29 November 2024. Ms. Wang served as an assistant to the chief of student finance office of Mayflower Technician College (四川五月花技師學院) from March 2018 to October 2018 and the international project manager at Sichuan TOP IT Vocational Institute (四川托普信息技術職業學院). Ms. Wang served at Sichuan Hope Education Industry Group Limited (四川希望教育產業集團有限公司) as the head of the development department from July 2020 up to now. Ms. Wang is the niece of Mr. Wang Huiwu, an executive Director and the chief executive officer of the Company. Ms. Wang and Mr. Wang Xiaowu, an executive Director of the Company, are cousins.

Ms. Wang received her bachelor’s degree in Economics and Management from Sichuan University (四川大學) in June 2021.

Ms. Wang has entered into a service agreement with the Company for a term of three years commencing on 27 February 2026, and will be subject to retirement by rotation and re-election at the first annual general meeting of the Company after her appointment pursuant to the Listing Rules, the articles of association of the Company and other applicable regulations and laws, until either Ms. Wang or the Company issues a notice in writing to the other party or pursuant to other terms in the service agreement for termination of service. Pursuant to the service agreement, Ms. Wang is entitled to an annual Director’s remuneration of HK\$200,000, which has been determined by the Board with reference to Ms. Wang’s qualifications and experience, duties and responsibilities, prevailing market conditions, and industry remuneration benchmarks.

After making all reasonable enquiries by the Board and save as disclosed above, as at the date of this announcement, Ms. Wang has confirmed that she does not (i) hold any directorship in other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years immediately preceding the date of this announcement; (ii) hold any other major appointments or professional qualifications, or any other positions with the Company or other members of the Group; and (iii) have any relationships with any Directors, senior management, substantial shareholders (as defined in the Listing Rules) or controlling shareholders (as defined in the Listing Rules) of the Company.

As at the date of this announcement, Ms. Wang does not have, and is not deemed to have, any interests or short positions in the securities of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

Save as disclosed above, to the best of the knowledge, information and belief of the Directors and having made all reasonable enquiries, there are no other matters relating to the appointment of Ms. Wang which need to be brought to the attention of the shareholders of the Company, and there is no other information concerning Ms. Wang that is required to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules.

## **RE-DESIGNATION FROM NON-EXECUTIVE DIRECTOR TO EXECUTIVE DIRECTOR**

The Board hereby announces that, due to work adjustment, each of Mr. Zhang Bing (“**Mr. Zhang**”) and Mr. Wang Xiaowu have been re-designated from a non-executive Director to an executive Director with effect from 27 February 2026.

The biographical details of Mr. Zhang and Mr. Wang Xiaowu are set out as follows:

Mr. Zhang, aged 56, has been appointed as a non-executive Director and the chairman of the Board since 5 January 2024. Mr. Zhang has served as the executive director of Sichuan Meihao Jiayuan Trade Co., Ltd. (四川美好家園商貿有限公司) since 23 April 2004; a director and general manager at Wuzhishan Huawurenjian Tourism Investment Co., Ltd. (五指山花舞人間旅遊投資有限公司) since 2 September 2011; the manager of Sichuan Meihao Jiayuan Investment Development Co., Ltd. (四川美好家園投資發展有限公司) since 28 March 2012; the general manager of Sichuan Meihao Jiayuan Investment Co., Ltd. (四川美好家園投資有限公司), a subsidiary of Chengdu West Hope Group Limited (成都華西希望集團有限公司), since 28 March 2012, and has been promoted to the vice president of Chengdu West Hope Group Limited (成都華西希望集團有限公司) since 28 June 2012; a supervisor of Panzhihua Huawurenjian Tourist Attractions Development Co., Ltd. (攀枝花花舞人間旅遊景區開發有限公司) since 3 December 2014; a director and manager of Baotou Hope Huawu Renwen Ecological Agricultural Park Co., Ltd. (包頭市希望花舞人間生態農業園有限公司) since 4 May 2016; a director of Chengdu Tequ Jenny Trade Co., Ltd. (成都特驅珍妮商貿有限公司) since 18 August 2016; the chairman of the board of Sichuan Hope Huawu Agricultural Tourism Development Co., Ltd. (四川希望花舞農業旅遊開發有限公司) since 15 December 2016; a manager at Sichuan Desheng Ronghe Industrial Group Co., Ltd. (四川德盛榮和實業集團有限公司) since 8 June 2017; a director of Panzhihua Huawurenjian Industry Co., Ltd. (攀枝花花舞人間實業有限公司) since 17 April 2018; the executive director of Guangan Meihao Jiayuan Supermarket Chain Co., Ltd. (廣安美好家園連鎖超市有限公司) since 31 May 2018; the chairman of the board of Chengdu Huizong Landscaping Engineering Co., Ltd. (成都慧宗園林綠化工程有限公司) since 26 March 2019; the chairman of the board of Chengdu Hope Huawu Cultural Tourism Industry Group Co., Ltd. (成都希望花舞文化旅遊產業集團有限公司) since 29 April 2019; a director of Sichuan Hope Walnut Industrial Development Co., Ltd. (四川希望沃野實業發展有限公司) since 8 October 2019; an

executive director and manager of Sichuan Hope Huawu Industrial Development Group Co., Ltd. (四川希望花舞實業發展集團有限公司) since 12 November 2019; a director of Dazhou Tequ Datai Real Estate Development Co., Ltd. (達州特驅達泰房地產開發有限責任公司) since 29 March 2021; the general manager of Sichuan Tequ Investment Group Limited (四川特驅投資集團有限公司), one of the controlling shareholders of the Company, since 21 June 2022; a director of Sichuan Special Drive Agricultural and Animal Husbandry Technology Group Co., Ltd. (四川特驅農牧科技集團有限公司) since 13 July 2022; the vice chairman of the board of Hainan Hope Huawu Investment Co., Ltd. (海南希望花舞投資有限公司) since 19 July 2023; and a director of Chengdu Jinchengxiang Investment Co., Ltd. (成都錦城祥投資有限公司) since 9 November 2023.

Mr. Zhang obtained a master's degree in economics from Cheung Kong Graduate School of Business (長江商學院) in July 2013.

Mr. Zhang has entered into a service agreement with the Company for a term of three years commencing on 27 February 2026, and will be subject to retirement by rotation and re-election at the first annual general meeting of the Company after his appointment pursuant to the Listing Rules, the articles of association of the Company and other applicable regulations and laws, until either Mr. Zhang or the Company issues a notice in writing to the other party or pursuant to other terms in the service agreement for termination of service. Pursuant to the service agreement, Mr. Zhang is entitled to a director's remuneration of HK\$1,500,000 per annum, which has been determined by the remuneration committee of the Company and the Board with reference to his performance, duties and responsibilities with the Company and prevailing market condition.

As at the date of this announcement, Mr. Zhang was deemed to be interested in 5,001,484 Shares within the meaning of Part XV of the Securities and Futures Ordinance.

After making all reasonable enquiries by the Board and save as disclosed above, as at the date of this announcement, Mr. Zhang has confirmed that he does not (i) hold any directorship in other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years immediately preceding the date of this announcement; (ii) hold any other major appointments or professional qualifications, or any other positions with the Company or other members of the Group; and (iii) have any relationships with any Directors, senior management, substantial shareholders (as defined in the Listing Rules) or controlling shareholders (as defined in the Listing Rules) of the Company.

Save as disclosed above, to the best of the knowledge, information and belief of the Directors and having made all reasonable enquiries, there are no other matters relating to the appointment of Mr. Zhang which need to be brought to the attention of the shareholders of the Company, and there is no other information concerning Mr. Zhang that is required to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules.

Mr. Wang Xiaowu, aged 27, has been a non-executive Director since January 2025 and served as the head of the overseas school projects department of Sichuan Hope Education Industry Group Limited (四川希望教育產業集團有限公司) from September 2023 to January 2025. He served as the head of the overseas school projects department of INTI International University of Malaysia from February 2021 to February 2022, and was mainly responsible for inter-school cooperation and school-enterprise cooperation for all schools of INTI University in Australia. Mr. Wang Xiaowu and Mr. Wang Huiwu, an executive Director and the chief executive officer of the Company, are related as son and father, while Mr. Wang Xiaowu and Ms. Wang are related as cousins.

Mr. Wang Xiaowu received his bachelor's degree in commerce from the Australian National University in November 2022, and received his master's degree in commerce from the University of New South Wales in August 2023.

Mr. Wang Xiaowu has entered into a service agreement with the Company for a term of three years commencing on 27 February 2026, and will be subject to retirement by rotation and re-election at the first annual general meeting of the Company after his appointment pursuant to the Listing Rules, the articles of association of the Company and other applicable regulations and laws, until either Mr. Wang Xiaowu or the Company issues a notice in writing to the other party or pursuant to other terms in the service agreement for termination of service. Pursuant to the service agreement, Mr. Wang Xiaowu is entitled to an annual Director's remuneration of HK\$200,000, which has been determined by the Board with reference to Mr. Wang Xiaowu's qualifications and experience, duties and responsibilities, prevailing market conditions, and industry remuneration benchmarks.

After making all reasonable enquiries by the Board and save as disclosed above, as at the date of this announcement, Mr. Wang Xiaowu has confirmed that he does not (i) hold any directorship in other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years immediately preceding the date of this announcement; (ii) hold any other major appointments or professional qualifications, or any other positions with the Company or other members of the Group; and (iii) have any relationships with any Directors, senior management, substantial shareholders (as defined in the Listing Rules) or controlling shareholders (as defined in the Listing Rules) of the Company.

As at the date of this announcement, Mr. Wang Xiaowu does not have, and is not deemed to have, any interests or short positions in the securities of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

Save as disclosed above, to the best of the knowledge, information and belief of the Directors and having made all reasonable enquiries, there are no other matters relating to the appointment of Mr. Wang Xiaowu which need to be brought to the attention of the shareholders of the Company, and there is no other information concerning Mr. Wang Xiaowu that is required to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules.

## **CHANGE IN COMPOSITION OF BOARD COMMITTEES**

The Board hereby announces that, with effect from 27 February 2026:

- (i) Mr. Wang has been appointed as a member of the audit committee of the Board (the “**Audit Committee**”) and a member of the nomination and remuneration committee of the Board (the “**Nomination and Remuneration Committee**”);
- (ii) Mr. Wang Xiaowu has ceased to be a member of the Audit Committee;
- (iii) Mr. Xu Changjun has been appointed as a member of the strategy and development committee of the Board;
- (iv) Mr. Wang Huiwu has ceased to be a member of the Nomination and Remuneration Committee;
- (v) Mr. Zhang has been appointed as a member of the Nomination and Remuneration Committee; and
- (vi) Ms. Wang has ceased to be a member of the strategy and development committee and has been appointed as a member of the Audit Committee.

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

Hong Kong, 27 February 2026

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