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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)

VOLUNTARY ANNOUNCEMENT UPDATE IN RELATION TO THE CONVERTIBLE BONDS

This announcement is made by XJ International Holdings Co., Ltd. (the “**Company**”, together with its subsidiaries, the “**Group**”) on a voluntary basis to provide shareholders and potential investors of the Company with the latest update in relation to the Convertible Bonds.

Reference is made to the announcements of the Company dated 22 February 2021, 2 March 2021 and 3 March 2021, in relation to, among other matters, the issue of the zero coupon Convertible Bonds due 2026 (the “**CB Announcements**”). Unless otherwise defined, capitalized terms used in this announcement shall have the same meanings as those defined in the CB Announcements.

Under the terms and conditions of the Convertible Bonds, the holder of each Convertible Bonds has the right at such holder’s option, to require the Company to redeem all or some of such holder’s Convertible Bonds on 2 March 2024 (the “**Optional Redemption Date**”) at 103.04 per cent. of the principal amount (the “**Redemption Option(s)**”). However, in terms of the Company’s current financial conditions, in the event that all holders of the Convertible Bonds elect to exercise their Redemption Options on the Optional Redemption Date, the Company may have difficulty in fully redeeming all of the relevant Convertible Bonds on the Optional Redemption Date given the impact of external environment and policies.

The Company received Redemption Option notices in respect of USD315,100,000 in aggregate principal amount of the Convertible Bonds on 10 February 2024. The Company is in the process of seeking external financial resources and exploring different options to meet its potential financial commitments under the Convertible Bonds as well as preparing for discussions with the holders of the Convertible Bonds for feasible solutions, which the Company will provide an update to the market as and when appropriate.

Shareholders and potential investors should exercise caution when investing or dealing in the securities of the Company. You are recommended to consult your own professional or financial advisers if you are in any doubt as to your investment positions.

By Order of the Board
XJ International Holdings Co., Ltd.
Zhang Bing
Chairman

Hong Kong, 22 February 2024

As at the date of this announcement, the executive Directors are Mr. Xu Changjun, Mr. Wang Huiwu and Mr. Huang Zhongcai; the non-executive Directors are Mr. Zhang Bing, Mr. Tang Jianyuan and Mr. Li Tao; and the independent non-executive Directors are Mr. Xiang Chuan, Mr. Liu Zhonghui and Mr. Zhang Jin.