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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)

DISCLOSURE UNDER RULE 13.09 OF THE LISTING RULES AND INSIDE INFORMATION

This announcement is made by XJ International Holdings Co., Ltd. (the “**Company**”) pursuant to Rule 13.09 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) and the Inside Information Provisions under Part XIVA of the Securities and Futures Ordinance (Chapter 571 of the laws of Hong Kong).

Reference is made to the announcements of the Company dated 22 February 2021, 2 March 2021, 3 March 2021 and 22 February 2024, 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.

The Board wishes to update the Shareholders that, despite the Company’s principle to honor covenants and continuous effort, due to the impact of external environment and the Company’s current financial conditions, the Company is experiencing difficulty in redeeming the Convertible Bonds on the Optional Redemption Date.

The Company is in the process of evaluating its capital structure and liquidity and engaging professional consultants to explore and formulate viable solutions in the mutual interests of the Company and the Bondholders in relation to the redemption of the Convertible Bonds. The Company would like to stress that the business operation of the Company and its schools remains normal and the onshore financial institutions remain supportive of the future development of the Company’s schools. The Company will continue to seek external financial resources while discussing with Bondholders for

feasible resolutions and as to the redemption schedule of the Convertible Bonds. Further announcement(s) in relation to any other material developments in connection with the redemption of the Convertible Bonds will be made 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, 29 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.