
THIS PROSPECTUS IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this Prospectus or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in XJ International Holdings Co., Ltd., you should at once hand the Prospectus Documents to the purchaser(s) or the transferee(s), or to the bank manager, licensed securities dealer, registered institution in securities or other agent through whom the sale was effected for transmission to the purchaser(s) or transferee(s).

A copy of each of the Prospectus Documents, together with the documents specified in the paragraph headed "15. Documents delivered to the Registrar of Companies in Hong Kong" in Appendix III to this Prospectus have been registered with the Registrar of Companies in Hong Kong as required by section 342C of the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Chapter 32 of the Laws of Hong Kong). The Registrar of Companies in Hong Kong, the Stock Exchange and the Securities and Futures Commission of Hong Kong take no responsibility for the contents of any of the Prospectus Documents.

The attention of Shareholders with registered addresses in, and investors who are located or residing in, any of the jurisdictions outside Hong Kong or holding Shares on behalf of beneficial owners of Shares with such addresses is drawn to the paragraph headed "Non-Qualifying Shareholders" in the "Letter from the Board" in this Prospectus.

Subject to the granting of listing of, and permission to deal in, the Rights Shares in both 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 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 their nil-paid and fully-paid forms on the Stock Exchange or such other dates as determined by HKSCC and you should consult your stockbroker, a licensed dealer in securities, bank manager, solicitor, professional accountant or other professional adviser for details of those settlement arrangements and how such arrangements may affect your rights and interests. Settlement of transactions between participants of the Stock Exchange on any trading day is required to take place in CCASS on the second settlement day thereafter. All activities under CCASS are subject to the General Rules of HKSCC and HKSCC Operational Procedures in effect from time to time.

Hong Kong Exchanges and Clearing Limited, The Stock Exchange of Hong Kong Limited, and the Hong Kong Securities Clearing Company Limited take no responsibility for the contents of any of the Prospectus Documents, make no representation as to their 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 the Prospectus Documents.



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)

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

Financial adviser to the Company



**DILIGENT
CAPITAL**

Placing Agent to the Company



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

Unless the context requires otherwise, capitalised terms used in this cover shall have the same meanings as those defined in this Prospectus.

The Rights Issue is on a non-underwritten basis. Pursuant to the Company's constitutional documents, the applicable laws in Hong Kong and the Cayman Islands and the Listing Rules, there is no requirement for a minimum subscription level in respect of the Rights Issue. Nevertheless, the Rights Issue is subject to fulfilment of the conditions of the Rights Issue as set out in the section headed "Letter from the Board — Conditions of the Rights Issue" in this Prospectus at or prior to the latest time for the Rights Issue to become unconditional (which is currently expected to be Thursday, 18 September 2025). If the conditions of the Rights Issue are not fulfilled at or prior to the latest time for the Rights Issue to become unconditional, the Rights Issue will not proceed.

Dealings in the Shares have been on dealt in an ex-rights basis from Tuesday, 12 August 2025. Dealings in the Rights Shares in their nil-paid form will take place from Monday, 25 August 2025 to Monday, 1 September 2025 (both days inclusive).

Any Shareholder or other person dealing in Shares and/or nil-paid Rights Shares up to the date when the conditions of the Rights Issue are fulfilled will accordingly bear the risk that the Rights Issue may not become unconditional and may not proceed. Shareholders or other persons contemplating any dealing in the Shares and/or nil-paid Rights Shares are recommended to consult their professional advisers.

The Latest Time for Acceptance of and payment for the Rights Shares is 4:00 p.m. on Thursday, 4 September 2025. The procedures for acceptance and payment and/or transfer are set out on pages 19 to 21 of this Prospectus.

21 August 2025

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DEFINITIONS

In this Prospectus, unless the context otherwise requires, the following words and expressions shall have the following meanings:

“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 meaning ascribed to it under the Takeovers Code
“Announcement”	the announcement of the Company dated 30 July 2025 in relation to, among other things, the Rights Issue
“associate(s)”	has the meaning ascribed thereto under the Listing Rules
“Board”	the board of Directors
“Business Day(s)”	a day (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) on which licensed banks in Hong Kong are generally open for business
“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
“China Clear”	China Securities Depository and Clearing Corporation Limited
“close associate(s)”	has the meaning ascribed thereto under the Listing Rules
“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
“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

DEFINITIONS

“CSRC”	the China Securities Regulatory Commission
“CSRC Notice”	the notice of the CSRC “Filing Requirements for Hong Kong Listed Issuers Making Rights Issues to Mainland Shareholders through Mainland-Hong Kong Stock Connect”* (關於港股通下香港上市公司向境內原股東配售股份的備案規定) (Announcement [2016] No. 21)
“Director(s)”	the director(s) of the Company
“General Rules of HKSCC”	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 HKSCC Operational Procedures
“Group”	the Company and the subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“HKSCC”	Hong Kong Securities Clearing Company Limited
“HKSCC 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 in effect
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“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 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 the Announcement
“Latest Practicable Date”	18 August 2025, being the latest practicable date prior to the publication of this Prospectus for the purpose of ascertaining certain information contained herein

DEFINITIONS

“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 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, a PRC resident and 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
“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

DEFINITIONS

“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), as supplemented by the side letter dated 21 August 2025, 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 Prospectus, excludes Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan
“PRC Southbound Trading Investor(s)”	the PRC investor(s) who hold Shares through China Clear as nominee under the Shenzhen-Hong Kong Stock Connect and/or the Shanghai-Hong Kong Stock Connect
“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

DEFINITIONS

“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 as at the Latest Practicable Date
“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 Option(s)”	share option(s) 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

DEFINITIONS

“Takeovers Code”	the Hong Kong Code on Takeovers and Mergers
“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 Independent Third Parties and not acting in concert with Hope Education Investment Limited and parties acting in concert with it pursuant to Rule 7.21(1)(b) of the Listing Rules
“Unsubscribed Rights Share(s)”	the Rights Share(s) that are not subscribed by the Qualifying Shareholders and the Non-Qualifying Shareholders (if any)
“US\$”	United States Dollar, the lawful currency of the United States of America
“%”	per cent.

* *For identification purpose only*

EXPECTED TIMETABLE

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

Events	Time and Date
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 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

EXPECTED TIMETABLE

Events	Time and Date
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 Prospectus refer to local times and dates in Hong Kong. Dates or deadlines specified in the expected timetable above or other parts of this Prospectus 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 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” 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 take place on the currently scheduled date, the dates mentioned in this section headed “Expected timetable” above may be affected. The Company will notify the Shareholders through announcements on any change to the expected timetable as soon as practicable.



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)

Executive Directors:

Mr. Wang Huiwu
Ms. Wang Xiu
Mr. Deng Yi

Registered office:

PO Box 309, Ugland House
Grand Cayman, KY1-1104
Cayman Islands

Non-executive Directors:

Mr. Zhang Bing
Mr. Xu Changjun
Mr. Wang Xiaowu

*Head office and principal place of
business in PRC:*

5/F, Administrative Building
Sichuan TOP IT Vocational Institute
2000 Xi Qu Avenue, Pidun District
Chengdu, PRC

Independent non-executive Directors:

Mr. Xiang Chuan
Mr. Liu Zhonghui
Mr. Zhang Jin

Principal place of business in Hong Kong:
40th Floor, Dah Sing Financial Centre
No.248 Queen's Road East
Wanchai, Hong Kong

21 August 2025

To the Shareholders

Dear Sir/Madam,

**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**

INTRODUCTION

References are made to the announcement dated 10 July 2025, and the Announcement in relation to, among other things, the Rights Issue.

LETTER FROM THE BOARD

The purpose of this Prospectus is to provide you with further information on, among other things, the Rights Issue, including procedures for acceptance, transfer and splitting of provisional allotments of the Rights Shares and certain financial information and other information in respect of the Group.

RIGHTS ISSUE

The terms 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 of the Latest Practicable Date:	8,224,974,706 Shares
Number of Rights Shares:	<p>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.</p> <p>Assuming (i) the full conversion of the Convertible Bonds on or before the Record Date; (ii) all Share Options 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.</p>
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.

LETTER FROM THE BOARD

Assuming (i) the full conversion of the Convertible Bonds on or before the Record Date; (ii) all Share Options 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 Latest Practicable Date, 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. The Share Options were granted exclusively to eligible employees of the Company under the 2018 Pre-IPO Share Option Scheme and the 2022 Share Option Scheme. 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 Latest Practicable Date; 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 Latest Practicable Date, (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 Latest Practicable Date; (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 Latest Practicable Date; (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 Latest Practicable Date; 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 Latest Practicable Date.

LETTER FROM THE BOARD

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 agree 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.

Save for the Irrevocable Undertakings, the Company has not received any information or irrevocable undertaking from any other Shareholders of their intention in relation to the Rights Shares to be allotted to them under the Rights Issue as at the Latest Practicable Date.

As of the Latest Practicable Date, the Irrevocable Undertakings provided by Mr. Wang, Hope Education Investment Limited, Tequ Group (Hong Kong) Company Limited, and Maysunshine Holdings Limited remain valid and effective. However, having considered the legal advice obtained from the PRC legal adviser, the Directors are of the view that it is necessary and expedient, for the purpose of the Rights Issue, to exclude Mr. Wang from participating in the Rights Issue. For details, please refer to the section headed “Letter from the Board — Rights of Overseas Shareholders” in this Prospectus. Given Mr. Wang’s practical inability to participate in the Rights Issue, he shall be released from the relevant obligations under the Irrevocable Undertaking solely to the extent relating to the subscription of the Rights Shares. All other undertakings therein provided by Mr. Wang shall remain fully binding and enforceable.

Accordingly, assuming (i) there is no change to the total issued share capital of the Company on or before the Record Date, and (ii) Mr. Wang, Hope Education Investment Limited, Tequ Group (Hong Kong) Company Limited, and Maysunshine Holdings Limited

LETTER FROM THE BOARD

agree not to dispose of, or make arrangements to dispose of, any of the Shares currently held, the minimum number of Rights Shares to be subscribed under the Rights Issue will be 320,783,779 Shares.

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.

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 the 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 premium of approximately 7.53% over the closing price of HK\$0.186 per Share as quoted on the Stock Exchange on the Latest Practicable Date;
- (v) 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;

LETTER FROM THE BOARD

- (vi) 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 to the benchmarked price of approximately HK\$0.204 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 the Announcement);
- (vii) 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 Latest Practicable Date (i.e. 8,224,974,706 Shares); and
- (viii) 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 of the 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 Latest Practicable Date (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 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.

LETTER FROM THE BOARD

Rights of PRC Southbound Trading Investors

According to the “Stock Connect Southbound Shareholding Search” available on the Stock Exchange’s website, as at the Latest Practicable Date, China Clear held 2,472,658,200 Shares, representing approximately 30.05% of the total issued Shares.

The PRC Southbound Trading Investors may participate in the Rights Issue through China Clear. China Clear will provide nominee services for the PRC Southbound Trading Investors to (a) sell their nil-paid Rights Shares on the Stock Exchange; and/or (b) subscribe for their pro-rata entitlement in respect of Shares held on the Record Date at the Subscription Price under the Rights Issue in accordance with the relevant laws and regulations.

In addition, the PRC Southbound Trading Investors (or the relevant China Clear participants as the case may be) whose stock accounts in China Clear are credited with nil-paid Rights Shares can only sell those nil-paid Rights Shares through the Shanghai-Hong Kong Stock Connect and/or the Shenzhen-Hong Kong Stock Connect if such nil-paid Rights Shares are listed on the Stock Exchange but cannot purchase any nil-paid Rights Shares or transfer such nil-paid Rights Shares to other PRC Southbound Trading Investors.

The Company will file the Prospectus Documents with the CSRC in accordance with the CSRC Notice and after the Company completes such filing, the PRC Southbound Trading Investors may participate in the Rights Issue through China Clear.

The PRC Southbound Trading Investors should consult their intermediary (including brokers, custodians, nominees or China Clear participants) and/or other professional advisers for details of the logistical arrangements as required by China Clear, and provide instructions to such intermediary in relation to the acceptance and/or sale of the nil-paid Rights Shares. Such instructions should be given in advance of the relevant dates set out in the Prospectus and otherwise in accordance with the requirements of the intermediary of the PRC Southbound Trading Investors and/or China Clear in order to allow sufficient time to ensure that such instructions are given effect.

Rights of the Overseas Shareholders

Save for Mr. Wang who is the PRC Shareholder, based on the register of members of the Company as of the Latest Practicable Date, there is no Shareholder with registered addresses situated outside Hong Kong.

As at the Record Date, Mr. Wang, the PRC Shareholder, who beneficially held 81,162,586 Shares, amounting to approximately 0.99% of the issued share capital of the Company.

The Company notes that PRC laws may impose certain restrictions on the PRC Shareholder. In compliance with Rule 13.36(2)(a) of the Listing Rules, the Company has consulted its PRC legal adviser regarding the feasibility of extending the Rights Issue to the PRC Shareholder. The Company is of the view that, due to legal restrictions or prohibitions

LETTER FROM THE BOARD

under the laws of the relevant jurisdictions, or any requirements imposed by the relevant regulatory authorities or stock exchanges in such jurisdictions, it would be necessary or expedient not to offer the Rights Shares to such PRC Shareholder. Accordingly, extending the Rights Issue to the PRC Shareholder without compliance with the relevant registration, exemption or other legal formalities would result in a breach of PRC laws and regulations by the Company. Therefore, Mr. Wang is a Non-Qualifying Shareholder and the Rights Issue will not be extended to him.

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 with the Company's securities.

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.

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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 HKSCC and HKSCC 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

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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 by ordinary post on or before Wednesday, 24 September 2025 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.

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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. There are no applicable statutory requirements under the laws of the Cayman Islands regarding minimum subscription levels in respect of the Rights Issue. Subject to fulfillment of the conditions precedent of the Rights Issue, the Rights Issue shall proceed regardless of the ultimate subscription level.

By conducting the Rights Issue on a non-underwritten basis, the Company aims to encourage shareholder participation while minimising any unacceptable dilution of shareholdings. The Board has also considered other debt and equity fundraising alternatives, details of which are set out in the section headed “Reasons for the Rights Issue and the Intended Use of Proceeds”. Having taken these factors into account, the Board considers that the Rights Issue on a non-underwritten basis is fair and reasonable and in the interests of the Company and its shareholders as a whole.

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.

Procedures for acceptance, splitting of provisional allotment and payment and/or transfer of the Rights Shares

Qualifying Shareholders will find enclosed with this Prospectus a PAL which entitles the Qualifying Shareholder(s) to whom it is addressed to subscribe for the number of Rights Shares shown therein.

If the Qualifying Shareholders wish to accept all the Rights Shares provisionally allotted to them as specified in the PALs, they must lodge the PALs in accordance with the instructions printed thereon, together with a remittance for the full amount payable on acceptance, with the Registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong by no later than 4:00 p.m. on Thursday, 4 September 2025 (or, under bad weather and/or extreme conditions, such later date and/or time as mentioned in the section headed “Expected Timetable — Effect of Bad Weather and/or Extreme Conditions on the Latest Time for Acceptance of and Payment for the Rights Shares” in this Prospectus). All remittances must be made in Hong Kong dollars by cheques which must be drawn on an

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account with, or by cashier's orders which must be issued by, a licensed bank in Hong Kong and made payable to "XJ INTERNATIONAL HOLDINGS CO., LTD. — PAL" and crossed "ACCOUNT PAYEE ONLY". Such payment will constitute acceptance of the provisional allotment of Rights Shares on the terms of the Prospectus Documents and subject to the memorandum and articles of association of the Company. Any payments for the Rights Shares should be rounded up to nearest cent.

It should be noted that unless the duly completed PAL, together with the appropriate remittance, has been lodged with the Registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong by no later than 4:00 p.m. on Thursday, 4 September 2025 (or, under bad weather and/or extreme conditions, such later date and/or time as mentioned in the section headed "Expected Timetable — Effect of Bad Weather and/or Extreme Conditions on the Latest Time for Acceptance of and Payment for the Rights Shares" in this Prospectus), whether by the original allottee or any person in whose favour the provisional allotment has been validly transferred, that provisional allotment and all rights and entitlement thereunder will be deemed to have been declined and will be cancelled.

If the Qualifying Shareholders wish to accept only part of the provisional allotment or transfer part of their rights to subscribe for the Rights Shares provisionally allotted to them under the PAL or transfer all or part of their rights to more than one person (not as joint holders), the original PAL must be surrendered for cancellation by no later than 4:30 p.m. on Wednesday, 27 August 2025 to the Registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong who will cancel the original PAL and issue new PALs in the denominations required. The new PALs will be available for collection from the Registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong after 9:00 a.m. on the second Business Day after the surrender of the original PAL. It should be noted that Hong Kong ad valorem stamp duty is payable in connection with the transfer of your rights to subscribe for the relevant Rights Shares to the transferee(s) and the acceptance by the transferee(s) of such rights.

The Company is not obliged to but may (at its sole and absolute discretion) treat PAL(s) as valid and binding on the person(s) by whom or on whose behalf it is lodged even if the PAL is not completed in accordance with the relevant instructions. The Company may require the relevant person(s) to complete such incomplete PAL(s) at a later stage.

The PAL contains further information regarding the procedures to be followed for acceptance and/or transfer of the whole or part of the provisional allotment of the Rights Shares by the Qualifying Shareholders.

The Company reserves the right to refuse to register any transfer in favour of any person in respect of which the Company believes such transfer may violate applicable legal or regulatory requirements.

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All cheques or cashier's orders accompanying completed PALs will be presented for payment immediately following receipt and all interest earned on such monies (if any) will be retained for the benefit of the Company. Completion and return of the PAL with a cheque or a cashier's order in payment for the Rights Shares whether by a Qualifying Shareholder or any nominated transferee, will constitute a warranty by such person that the cheque or the cashier's order will be honoured on first presentation. Without prejudice to the other rights of the Company in respect thereof, the Company reserves the right to reject any PAL in respect of which the accompanying cheque or cashier's order is dishonoured on first presentation, and in that event the relevant provisional allotment and all rights and entitlements thereunder will be deemed to have been declined and will be cancelled. Qualifying Shareholders must pay the exact amount payable upon application for Rights Shares, and any underpaid application will be rejected. In the event of an overpaid application, a refund cheque, without interest, will be made out to such applicant only if the overpaid amount is HK\$100 or above.

No receipt will be given in respect of any PAL and/or relevant application monies received. If any of the conditions of the Rights Issue as set out in the section headed "Letter from the Board — The Rights Issue — Conditions of the Rights Issue" is 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. Under such circumstances, the remittance received in respect of acceptances of the Rights Shares will be returned to the Qualifying Shareholders or such other persons to whom the Rights Shares in the nil-paid form have been validly transferred or, in the case of joint acceptances, to the first-named person, without interest, by means of cheques despatched by ordinary post at the risk of such Qualifying Shareholders or such other persons to their registered addresses by the Registrar, Computershare Hong Kong Investor Services Limited, on or before Wednesday, 24 September 2025.

THE PLACING AGREEMENT

Based on the legal advice obtained from the PRC legal adviser, the Directors are of the view that, for the purpose of the Rights Issue, it is necessary and expedient to exclude Mr. Wang from participating in the Rights Issue.

Accordingly, the Company and the Placing Agent executed a side letter on 21 August 2025, pursuant to which the parties to the Placing Agreement agreed to revise the maximum number of Unsubscribed Rights Shares from 464,973,996 to 471,737,544. The revised figure represents all the Rights Shares other than the 320,783,779 Rights Shares that have been undertaken to be subscribed by Hope Education Investment Limited, Tequ Group (Hong Kong) Company Limited, and Maysunshine Holdings Limited pursuant to the Irrevocable Undertakings.

This side letter constitutes a supplemental agreement to the Placing Agreement and shall be read in conjunction with it. Save as amended by the side letter, all other terms and conditions of the Placing Agreement remain unchanged and in full force and effect.

LETTER FROM THE BOARD

The principal terms of the Placing Agreement are summarized 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 471,737,544 Unsubscribed Rights Shares (being all the Rights Shares other than the 320,783,779 Rights Shares that have been undertaken to be subscribed by 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.

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- 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 Shares in issue as at the date of completion of the Placing.
- Conditions 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.

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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

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- (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) of the Listing Rules 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 interests of the Independent Shareholders, and be fair and reasonable, 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 fulfilment of each of the following conditions:

- (1) the delivery to the Stock Exchange and the filing and registration with the Registrar of Companies 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

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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 Prospectus Documents having been made available to the Qualifying Shareholders (and where applicable, the Prospectus having been made available 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 at the Latest Practicable Date, none of the above conditions has been fulfilled.

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

REASONS FOR THE RIGHTS ISSUE AND THE INTENDED 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 Latest Practicable Date, there are Convertible Bonds with an outstanding aggregate principal amount of US\$271.1 million under the CB Subscription Agreement entitling the holders thereof to convert into an aggregate of 545,939,067 Shares.

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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 Tequ Mayflower Limited 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 Latest Practicable Date, 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. The supplemental agency agreement and the supplemental trust deed were executed on 30 July 2025. For details, please refer to the announcements of the Company dated 18 July 2025 and 30 July 2025.

Below is the expected timeline for the Early Redemption and payment of the consent fee:

Events	Expected Date
<i>Payment Date</i>	
Payment of the Consent Fee	15 September 2025
<i>Restructuring Effective Date</i>	
The time when the Issuer may redeem the Convertible Bonds pursuant to the Early Redemption	16 September 2025
<i>Settlement Date</i>	
Payment of settlement amount pursuant to the Early Redemption	30 September 2025

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In addition to the Rights Issue, the Company intends to utilize (i) approximately RMB820 million received up to the Latest Practicable Date, and (ii) an estimated RMB319 million expected to be received by the end of September 2025, from the disposals of certain educational institutions, to fulfill its payment obligations in respect of the remaining outstanding Convertible Bonds.

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 on a non-underwritten basis 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 INTENDED 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.

LETTER FROM THE BOARD

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 Latest Practicable Date.

LISTING RULES IMPLICATIONS

As the Company has not conducted any rights issue or open offer within the 12-month period prior to the Latest Practicable Date 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.

EFFECTS ON THE SHAREHOLDING STRUCTURE OF THE COMPANY

Based on the legal advice obtained from the PRC legal adviser, the Directors are of the view that it is necessary and expedient, for the purpose of the Rights Issue, to exclude Mr. Wang from the Rights Issue.

Accordingly, Mr. Wang is practically unable to perform his obligations under the Irrevocable Undertaking and shall be released and discharged from all obligations under the Irrevocable Undertaking.

As at the Latest Practicable Date, Mr. Wang beneficially held 81,162,586 Shares, amounting to approximately 0.99% of the issued share capital of the Company. The Board confirms that Mr. Wang's inability to perform his obligations under the Irrevocable Undertaking will not have any material impact 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 Latest Practicable Date;
- (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 320,783,779 Rights Shares that have been undertaken to be subscribed by 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

LETTER FROM THE BOARD

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 320,783,779 Rights Shares that have been undertaken to be subscribed by 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 are exercised; other than the 320,783,779 Rights Shares that have been undertaken to be subscribed by 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**”).

	As of the Latest Practicable Date		Scenario 1		Scenario 2		Scenario 3		Scenario 4	
	Number of Shares	Approximate Shareholding Percentage	Number of Shares	Approximate Shareholding Percentage	Number of Shares	Approximate Shareholding Percentage	Number of Shares	Approximate Shareholding Percentage	Number of Shares	Approximate Shareholding Percentage
Shareholders										
Hope Education Investment Limited (Note 1)	3,717,553,240	45.20%	4,027,349,343	45.23%	4,027,349,343	47.13%	4,027,349,343	45.20%	4,027,349,343	40.97%
Maysunshine Holdings Limited (Note 1)	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 (Note 1)	81,162,586	0.99%	81,162,586	0.91%	81,162,586	0.95%	81,162,586	0.91%	81,162,586	0.83%
The Placees	—	—	—	—	—	—	364,630,779	4.09%	—	—
Other public Shareholders	4,294,406,763	52.21%	4,652,273,994	52.26%	4,294,406,763	50.24%	4,294,406,763	48.20%	5,579,687,936	56.76%
Total	8,224,974,706	100.00%	8,903,625,716	100.00%	8,545,758,485	100.00%	8,910,389,264	100.00%	9,831,039,658	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).

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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).

ADDITIONAL INFORMATION

Your attention is also drawn to the additional information set out in the appendices to this Prospectus.

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 letter.

LETTER FROM THE BOARD

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 the 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.

Yours faithfully,
For and on behalf of the Board
XJ International Holdings Co., Ltd.
Mr. Zhang Bing
Chairman and non-executive Director

I. FINANCIAL INFORMATION OF THE GROUP

The financial information of the Group for the three years ended 31 August 2022, 2023 and 2024, and the six months ended 28 February 2025 are disclosed in the annual reports of the Company for the three years ended 31 August 2022, 2023 and 2024 and the interim report of the Company for the six months ended 28 February 2025, which have been published on the Stock Exchange's website (<http://www.hkexnews.hk>) and the Company's website (<http://www.hopeedu.com>) as follows:

- annual report of the Group for the year ended 31 August 2022 (pages 120 to 258); (<https://www1.hkexnews.hk/listedco/listconews/sehk/2022/1230/2022123003200.pdf>)
- annual report of the Group for the year ended 31 August 2023 (pages 128 to 275); (<https://www1.hkexnews.hk/listedco/listconews/sehk/2023/1215/2023121501550.pdf>)
- annual report of the Group for the year ended 31 August 2024 (pages 118 to 265); and (<https://www1.hkexnews.hk/listedco/listconews/sehk/2024/1231/2024123102050.pdf>)
- interim report of the Company for the six months ended 28 February 2025 (pages 27 to 74). (<https://www1.hkexnews.hk/listedco/listconews/sehk/2025/0530/2025053001288.pdf>)

II. STATEMENT OF INDEBTEDNESS

At the close of business on 30 June 2025, being the latest practicable date for the purpose of ascertaining this indebtedness statement prior to the printing of this Prospectus, the details of the Group's indebtedness and contingent liabilities were as follows:

Borrowings*RMB' million*

Bank borrowings	
Secured with guarantee	633
Secured without guarantee	15
Unsecured with guarantee	574
Unsecured without guarantee	20
Medium term notes	
Unsecured with guarantee	278
Other borrowings	
Secured with guarantee	1,117
Unsecured with guarantee	65
Unsecured without guarantee	<u>218</u>
Total	<u><u>2,920</u></u>

The aforesaid secured borrowings were secured by (a) certain assets owned by the Group and an independent third party; (b) the equity interests of certain subsidiaries of the Group; and (c) the rights to tuition and accommodation fees owned by certain colleges of the Group.

Convertible bonds

As at 30 June 2025, the Group had outstanding Convertible Bonds in an aggregate principal amount of approximately US\$271 million (equivalent to approximately RMB1,941 million).

Lease liabilities

The Group had lease liabilities totaling approximately RMB115 million, which were unsecured and unguaranteed.

Contingent liabilities

As at 30 June 2025, the Group had no contingent liabilities and guarantees.

Save as those disclosed above or elsewhere in this Prospectus and except for the inter-group liabilities during the ordinary course of business and normal trade payables, as at 30 June 2025, the Group did not have any loan capital issued and outstanding or agreed to be issued, bank overdrafts, loans or other similar indebtedness, liabilities under acceptances or acceptance credits, debentures, mortgages, charges, finance leases commitments, guarantees or other contingent liabilities.

III. SUFFICIENCY OF WORKING CAPITAL

The Directors are of the opinion that, after taking into account:

- (i) the existing cash and cash equivalents of approximately RMB1,547.4 million as at 30 June 2025;
- (ii) the maximum net proceeds raised from the Right Issue in the amount of HK135.51 million;
- (iii) available existing financing facilities;
- (iv) significant progress in the restructuring of the Convertible Bonds, including obtaining electronic consent from the beneficial owners on the definitive terms of the proposal, satisfying the eligibility conditions, and the execution of the supplemental agency agreement and the supplemental trust deed on 30 July 2025; and
- (v) the multiple disposals of subsidiaries of the Group by the Company,

and assuming that the Group is able to:

- (i) implement its operational plans to generate adequate cash flows from operation;
- (ii) implement its plans to control administrative costs and capital expenditures and successfully negotiate with the vendors to manage payment schedules;
- (iii) obtain additional new financing resources ; and
- (iv) dispose of its equity interests in certain subsidiaries in order to generate additional cash inflows;

the liquidity needs of the Group will be managed, the financial position of the Group will be improved and the Group will have sufficient working capital to finance its operations and meet its financial obligations if they fall due within twelve months from the date of publication of this Prospectus in the absence of unforeseen circumstances.

The Company has obtained the relevant confirmation as required under Rule 14.66(12) of the Listing Rules.

IV. MATERIAL ADVERSE CHANGE

The Directors confirm that, as at the Latest Practicable Date, there was no material adverse change in the financial or trading position of the Group since 31 August 2024, being the date to which the latest published audited consolidated financial statements of the Group were made up.

V. FINANCIAL AND TRADING PROSPECTS

As disclosed in the annual report of the Group for the year ended 31 August 2024 (“**2024 Annual Report**”), the Company’s auditors expressed a disclaimer of opinion on the Company’s financial statements relating to going concern (the “**Disclaimer of Opinion**”). The Directors would like to provide the following updates with regard to the various plans and measures implemented by the Group to enhance its liquidity and financial position:

- (i) Reference is made to the announcement of the Company dated 7 March 2025. To effectively address the issue of the convertible bonds, safeguard the interest of all stakeholders, and strengthen the Group’s sustainable operations, the Board has formed a special work group for the Bonds (“**Special Work Group**”). The Special Work Group comprises (i) Mr. Yang Wen, the chief financial officer, as group leader; and (ii) Mr. Tan Li, the joint company secretary and chief investment officer and Mr. Zhou Xing, the head of legal department, as members.

The Special Work Group has gathered comprehensive key information of the investors and in-depth understanding of their major concerns. Adhering to the principles of transparency and openness, the Special Work Group maintains frequent engagement with investors, promptly addressing inquiries and providing clarifications. Meanwhile, it collaborates with professional advisors to dynamically optimize the restructuring plan, with the aim to develop an optimal solution that balances the interests of all stakeholders, ensuring the steady implementation of the restructuring process of the Bonds.

- (ii) The Company has engaged in constructive and pragmatic discussions with the guarantor of the medium-term notes, which was issued by INTI Universal Holdings Sdn Bhd, a wholly-owned subsidiary of the Group, with aggregate principal amount of RM\$165 million (equivalent to approximately RMB266.95 million) with a maturity date on 2 November 2028. The Group is currently fulfilling the relevant conditions as required and remains on track for completion by the third quarter of 2025.

- (iii) From February 2025 to the date of the 2024 Annual Report, the Group has entered into the following agreements in relation to disposals in order to generate additional cash inflows:

On 13 February 2025, the Company entered into an equity transfer agreement in relation to the disposal of 100% equity interest in Baiyin Mingde Education Co., Ltd.* (白銀明德教育有限責任公司). On 24 April 2025, the Company entered into an equity transfer agreement in relation to the disposal of 80% equity interest in Nanchang Dongmei Education Technology Co., Ltd.* (南昌東美教育科技有限公司). For further details, please refer to the Company's announcements dated 13 February 2025, 10 April 2025, 24 April 2025 and 19 May 2025.

- (iv) To finance the settlement of the existing financial obligations and future operating and capital expenditures, the Company has proactively expanded its financing channels and introduced new funds to address outstanding debt, and has engaged in active communication with existing banks to seek loan renewals and extensions. From September 2024 to February 2025, the Company obtained new credit facilities totaling RMB619 million and drew down RMB440 million in new borrowings.
- (v) The Company has adopted proactive measures to control administrative and capital expenditures, including strict internal approval processes for administrative expenses. The Company has also suspended and scaled down certain new projects while ensuring the normal operation of the existing campuses of the Company.

Guided by the mission to elevate education quality and nurture high-caliber talent, the Group has steadily increased its investment in academic development. It enhanced the composition of its teaching team by recruiting over 500 new instructors and introducing more than 100 faculty members with titles of vice-senior or above. Practical training facilities were expanded to support major-specific teaching needs, while interdisciplinary program development gained traction, enabling students to acquire versatile skills tailored to evolving industry demands. At the same time, a more robust teacher training system was established, fostering improvements in both instructional capabilities and international exchange. The Group actively applies scientific research outcomes to drive integration across industry, academia, and research, boosting institutional innovation and its service to society.

In addition, the colleges promoted the integration of industry and education, as well as school-enterprise cooperation, to better equip students for employment. The Group ranks at the top among similar institutions in terms of graduate employment rates, which has led to favorable employment prospects and attracted more student enrollments. In the upcoming 2024–2025 school year, the number of enrolled students has reached a record high.

During the year ended 31 August 2024, the Group's overseas colleges also achieved significant milestones in student enrollments and academic rankings. INTI International University in Malaysia improved its QS ranking by 40 places, reaching 516th globally. Enrollments in overseas schools grew by 15% year-on-year. The Group actively promoted the sharing of quality educational resources between domestic and overseas institutions, with three Sino-Foreign cooperation projects progressing steadily and partnerships established with over 110 universities across more than 40 countries.

Looking ahead, the Group remains committed to expanding its specialized institutions, enlarging individual school capacity, and enriching degree offerings for society. Operational stability is ensured through compliance with national regulations and market-driven approaches to risk resolution. Through lean management and optimized asset allocation, the Group safeguards the sustainable and healthy development of its schools and corporate operations. Rising enrollment and top-tier graduate employment rates reflect its momentum, while the Group continues to cultivate both educational excellence and strategic resilience for long-term growth.

**A. UNAUDITED PRO FORMA STATEMENT OF ADJUSTED CONSOLIDATED
NET TANGIBLE ASSETS OF THE GROUP**

The unaudited pro forma statement of adjusted consolidated net tangible assets of the Group attributable to owners of the Company (the “**Unaudited Pro Forma Financial Information**”) has been prepared by the Directors in accordance with paragraph 29 of Chapter 4 of the Listing Rules to illustrate the effect of the Rights Issue on the unaudited consolidated net tangible assets of the Group attributable to owners of the Company as if the Rights Issue had taken place on 28 February 2025.

The Unaudited Pro Forma Financial Information has been prepared for illustrative purposes only, and because of its hypothetical nature, it may not give a true picture of the unaudited consolidated net tangible assets of the Group attributable to owners of the Company immediately had the Rights Issue been completed as at 28 February 2025 or at any future dates.

Unaudited consolidated net tangible assets of the Group attributable to owners of the Company as at 28 February 2025	Estimated net proceeds from the Rights Issue	Unaudited pro forma adjusted consolidated net tangible assets of the Group attributable to owners of the Company as at 28 February 2025	Unaudited consolidated net tangible assets per existing share before completion of the Rights Issue	Unaudited pro forma adjusted consolidated net tangible assets per adjusted share after completion of the Rights Issue
RMB'000 (Note 1)	RMB'000 (Note 2)	RMB'000 (Note 3)	RMB (Note 4)	RMB (Note 5)
Based on 685,414,558 Rights Shares to be issued at the Subscription Price of HK\$0.2 per Rights Share				
6,163,532	125,022	6,288,554	0.75	0.71

Notes:

- (1) The unaudited consolidated net tangible assets of the Group attributable to owners of the Company as at 28 February 2025 is calculated based on the consolidated net tangible assets of the Group attributable to owners of the Company as at 28 February 2025 of approximately RMB9,448,265,000 after deducting other intangible assets and goodwill of approximately RMB1,237,533,000 and RMB2,047,200,000, respectively, as at 28 February 2025, as set out in the published interim report of the Group for the six months ended 28 February 2025 dated 30 May 2025.
- (2) The estimated net proceeds from the Rights Issue of approximately RMB125,022,000 are based on 685,414,558 Rights Shares to be issued at the subscription price of HK\$0.20 per Rights Share, after deduction of the estimated related expenses of approximately RMB1,448,000 (equivalent to approximately HK\$1,570,000).

- (3) The unaudited pro forma adjusted consolidated net tangible assets of the Group attributable to owners of the Company as at 28 February 2025 represents the unaudited consolidated net tangible assets of the Group attributable to owners of the Company as at 28 February 2025 plus the estimated net proceeds from the Rights Issue.
- (4) The calculation of the unaudited consolidated net tangible assets per existing share before completion of the Rights Issue is based on the unaudited consolidated net tangible assets of the Group attributable to owners of the Company as at 28 February 2025 of approximately RMB6,163,532,000 as set out in Note 1, divided by 8,224,974,706 shares in issue.
- (5) The unaudited pro forma adjusted consolidated net tangible assets per adjusted share after completion of the Rights Issue is determined based on the unaudited pro forma adjusted consolidated net tangible assets of the Group attributable to owners of the Company after the completion of the Rights Issue of approximately RMB6,288,554,000 as set out in Note 3, divided by 8,910,389,264 shares which represents: (i) 8,224,974,706 shares in issue before the Rights Issue; and (ii) 685,414,558 Rights Shares to be issued under the Rights Issue assuming the Rights Share had been fully subscribed, as if the Rights Issue had been completed on 28 February 2025.
- (6) For the purpose of this Unaudited Pro Forma Financial Information, the amounts stated in RMB are converted into Hong Kong dollars at an exchange rate of RMB0.9226 to HK\$1.00.
- (7) No adjustment has been made to the unaudited pro forma adjusted consolidated net tangible assets of the Group attributable to owners of the Company to reflect any trading results or other transactions of the Group entered into subsequent to 28 February 2025.

**B. INDEPENDENT REPORTING ACCOUNTANTS' ASSURANCE REPORT ON
THE COMPILATION OF UNAUDITED PRO FORMA FINANCIAL
INFORMATION**

To the Directors of XJ International Holdings Co., Ltd.

We have completed our assurance engagement to report on the compilation of unaudited pro forma financial information of XJ International Holdings Co., Ltd. (the “**Company**”) and its subsidiaries (hereinafter collectively referred to as the “**Group**”) by the directors of the Company (the “**Directors**”) for illustrative purposes only. The unaudited pro forma financial information consists of the unaudited pro forma consolidated net tangible assets as at 28 February 2025, and related notes as set out on pages II-1 to II-2 of Appendix II to the prospectus dated 21 August 2025 (the “**Prospectus**”) issued by the Company (the “**Unaudited Pro Forma Financial Information**”). The applicable criteria on the basis of which the Directors have compiled the Unaudited Pro Forma Financial Information are described in Part A of Appendix II to the Prospectus.

The Unaudited Pro Forma Financial Information has been compiled by the Directors to illustrate the impact of the Rights Issue of the Company on the Group’s unaudited consolidated net tangible assets attributable to owners of the Company as at 28 February 2025 as if the transaction had taken place at 28 February 2025. As part of this process, information about the Group’s unaudited consolidated net tangible assets attributable to owners of the Company has been extracted by the Directors from the Group’s unaudited condensed consolidated financial statements for the six months ended 28 February 2025, on which an interim report has been published.

Directors’ responsibility for the Unaudited Pro Forma Financial Information

The Directors are responsible for compiling the Unaudited Pro Forma Financial Information in accordance with paragraph 4.29 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) and with reference to Accounting Guideline (“**AG**”) 7 *Preparation of Pro Forma Financial Information for Inclusion in Investment Circulars* issued by the Hong Kong Institute of Certified Public Accountants (the “**HKICPA**”).

Our independence and quality management

We have complied with the independence and other ethical requirements of the *Code of Ethics for Professional Accountants* issued by the HKICPA, which is founded on fundamental principles of integrity, objectivity, professional competence and due care, confidentiality and professional behavior.

Our firm applies Hong Kong Standard on Quality Management 1 *Quality Management for Firms that Perform Audits or Reviews of Financial Statements, or Other Assurance or Related Services Engagements* which requires the firm to design, implement and operate a system of quality management including policies or procedures regarding compliance with ethical requirements, professional standards and applicable legal and regulatory requirements.

Reporting accountants' responsibilities

Our responsibility is to express an opinion, as required by paragraph 4.29(7) of the Listing Rules, on the Unaudited Pro Forma Financial Information and to report our opinion to you. We do not accept any responsibility for any reports previously given by us on any financial information used in the compilation of the Unaudited Pro Forma Financial Information beyond that owed to those to whom those reports were addressed by us at the dates of their issue.

We conducted our engagement in accordance with Hong Kong Standard on Assurance Engagements 3420 *Assurance Engagements to Report on the Compilation of Pro Forma Financial Information Included in a Prospectus* issued by the HKICPA. This standard requires that the reporting accountants plan and perform procedures to obtain reasonable assurance about whether the Directors have compiled the Unaudited Pro Forma Financial Information in accordance with paragraph 4.29 of the Listing Rules and with reference to AG 7 issued by the HKICPA.

For purposes of this engagement, we are not responsible for updating or reissuing any reports or opinions on any historical financial information used in compiling the Unaudited Pro Forma Financial Information, nor have we, in the course of this engagement, performed an audit or review of the financial information used in compiling the Unaudited Pro Forma Financial Information.

The purpose of the Unaudited Pro Forma Financial Information included in the Prospectus is solely to illustrate the impact of the Rights Issue of the Company on unadjusted financial information of the Group as if the transaction had been undertaken at an earlier date selected for purposes of the illustration. Accordingly, we do not provide any assurance that the actual outcome of the transaction would have been as presented.

A reasonable assurance engagement to report on whether the Unaudited Pro Forma Financial Information has been properly compiled on the basis of the applicable criteria involves performing procedures to assess whether the applicable criteria used by the Directors in the compilation of the Unaudited Pro Forma Financial Information provide a reasonable basis for presenting the significant effects directly attributable to the transaction, and to obtain sufficient appropriate evidence about whether:

- the related pro forma adjustments give appropriate effect to those criteria; and
- the Unaudited Pro Forma Financial Information reflects the proper application of those adjustments to the unadjusted financial information.

The procedures selected depend on the reporting accountants' judgment, having regard to the reporting accountants' understanding of the nature of the Group, the transaction in respect of which the Unaudited Pro Forma Financial Information has been compiled, and other relevant engagement circumstances.

The engagement also involves evaluating the overall presentation of the Unaudited Pro Forma Financial Information.

We believe that the evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Opinion

In our opinion:

- (a) the Unaudited Pro Forma Financial Information has been properly compiled on the basis stated;
- (b) such basis is consistent with the accounting policies of the Group; and
- (c) the adjustments are appropriate for the purpose of the Unaudited Pro Forma Financial Information as disclosed pursuant to paragraph 4.29(1) of the Listing Rules.

Ernst & Young
Certified Public Accountants

Hong Kong

21 August 2025

1. RESPONSIBILITY STATEMENT

This Prospectus, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief, the information contained in this Prospectus is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this Prospectus misleading.

2. SHARE CAPITAL

The authorised and issued share capital of the Company (i) as at the Latest Practicable Date; (ii) immediately after Completion, assuming no further issue or repurchase of the Shares on or before Completion; and (iii) immediately after Completion, assuming (a) the full conversion of the Convertible Bonds on or before the Record Date; (b) the exercise of all the Share Options on or before Completion; and (c) no further issue or repurchase of the Shares on or before Completion, will be as follows:

(i) As at the Latest Practicable Date

<i>Authorised share capital:</i>		<i>USD</i>
<u>10,000,000,000</u>	Shares of USD0.00001 each	<u>100,000</u>
<i>Issued and paid-up share capital:</i>		<i>USD</i>
<u>8,224,974,706</u>	Shares of USD0.00001 each	<u>82,249.75</u>

(ii) Immediately after Completion, assuming no further issue or repurchase of the Shares on or before Completion

<i>Authorised share capital:</i>		<i>USD</i>
<u>10,000,000,000</u>	Shares of USD0.00001 each	<u>100,000</u>
<i>Issued and paid-up share capital:</i>		<i>USD</i>
8,224,974,706	Shares of USD0.00001 each	82,249.75
685,414,558	Rights Shares to be allotted and issued upon completion of the Rights Issue of USD0.00001 each	6,854.15
<u>8,910,389,264</u>		<u>89,103.90</u>

- (iii) **Immediately after Completion, assuming (a) the full conversion of the Convertible Bonds on or before the Record Date; (b) the exercise of all the Share Options on or before Completion; and (c) no further issue or repurchase of the Shares on or before Completion**

<i>Authorised share capital:</i>		USD
<u>10,000,000,000</u>	Shares of USD0.00001 each	<u>100,000</u>
<i>Issued and paid-up share capital:</i>		USD
8,224,974,706	Shares of USD0.00001 each	82,249.75
792,521,323	Rights Shares to be allotted and issued upon completion of the Rights Issue of USD0.00001 each	7,925.21
1,285,281,173	(a) the Convertible Bonds to be fully converted on or before the Record Date; and (b) all the Share Options to be exercised on or before Completion	12,852.81
<u>10,302,777,202</u>		<u>103,027.77</u>

All Shares rank *pari passu* with each other in all respects including the rights as to dividends, voting and return of capital. The Company had not issued any Shares since 31 August 2024, being the end of the last financial year of the Company, and up to the Latest Practicable Date.

The Rights Shares, when allotted and issued, shall rank *pari passu* in all respects with the Shares then in issue. Holder of the Rights Shares in their fully-paid form will be entitled to receive all future dividends and distributions which are declared, made or paid on or after the date of allotment and issue of the fully-paid Rights Shares.

As at the Latest Practicable Date, there were no arrangements under which future dividends are waived or agreed to be waived.

As at the Latest Practicable Date, the Company did not have any treasury shares.

As at the Latest Practicable Date, save for (i) 230,287,254 outstanding share options under the 2018 Pre-IPO Share Option Scheme; (ii) 509,054,852 outstanding share options under the 2022 Share Option Scheme; 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, the Company had no outstanding options, warrants or other securities in issue which are convertible into or giving rights to subscribe for, convert or exchange into, any Shares, as the case may be. The Company had no intention to issue or grant any convertible securities, warrants and/or options on or before the Record Date.

The Rights Shares to be issued will be listed on the Stock Exchange. No part of the share capital or any other securities of the Company is listed or dealt in on any stock exchange other than the Stock Exchange and no application is being made or is currently proposed or sought for the Shares or the Rights Shares or any other securities of the Company to be listed or dealt in on any other stock exchange.

3. DISCLOSURE OF INTERESTS

(a) Directors' and chief executives' interests or short positions in the Shares, underlying Shares and debentures of the Company or its associated corporations

As at the Latest Practicable Date, the interests and short positions of the Directors or chief executives of the Company and their associates in the shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO), which were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which the Directors or chief executive of the Company were deemed or taken to have under such provisions of the SFO) or which were required, pursuant to section 352 of the SFO, to be recorded in the register therein, or were required to be notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers as set out in Appendix C3 to the Listing Rules ("Model Code") were as follows:

Long positions in Shares and underlying Shares

Name of Director/ Chief Executive	Nature of interest	Number of Shares interested	Approximate percentage of issued share capital of the Company (Note 1)
Mr. Wang (Note 2)	Founder of a discretionary trust who can influence how the trustee exercises his/her discretion	3,717,553,240	
	Beneficial interest	<u>170,772,000</u>	
		3,888,325,240	47.27%
Zhang Bing (Note 3)	Beneficial interest	5,001,484	0.06%
Xu Changjun (Note 3)	Beneficial interest	5,000,000	0.06%

Notes:

- The shareholding percentage in the Company is calculated on the basis of 8,224,974,706 Shares in issue as at the Latest Practicable Date.

2. As at the Latest Practicable Date, Mr. Wang holds 100% interest in Maysunshine Trust Limited (Cantrust (Far East) Limited as trustee), Maysunshine Trust Limited holds 100% interest in Maysunshine Holdings Limited, Maysunshine Holdings Limited hold 94.946% interest in Maysunshine Limited, Maysunshine Limited hold 43.19% interest in Hope Education Investment Limited (希望教育投資有限公司), and Hope Education Investment Limited (希望教育投資有限公司) holds 45.20% interest in the Company. Accordingly, Mr. Wang is deemed as holding interest in the Company through Hope Education Investment Limited (希望教育投資有限公司).

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.

3. These underlying Shares represent the interests in share options granted to each of the relevant grantees under the 2018 Pre-IPO Share Option and 2022 Share Option Scheme to subscribe for Shares.

Zhang Bing was granted share options in 18 March 2018 under the 2018 Pre-IPO Share Option Scheme, when he was serving as vice president of Chengdu West Hope Group Limited* (成都華西希望集團有限公司), the substantial shareholder of the Company.

Save as disclosed above, none of the Directors or chief executive of the Company had any interests or short positions in the shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) as at the Latest Practicable Date as recorded in the register required to be kept under Section 352 of the SFO, or as otherwise notified to the Company and the SFC under the Model Code.

(b) Substantial Shareholders and other persons' interests in Shares and underlying Shares

Based on the register kept by the Company, as at the Latest Practicable Date, so far as known to the Directors or chief executive of the Company, the following persons or corporations (other than Directors or chief executive of the Company) who had interests and/or short positions in the Shares or underlying Shares of the Company which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO, or which were recorded in the register required to be kept by the Company under Section 336 of the SFO were as follow:

Long positions in Shares

Name of Shareholder	Nature of interest	Number of Shares interested	Approximate percentage of issued share capital of the Company (Note 1)
Hope Education Investment Limited (Note 2)	Beneficial interest	3,717,553,240	45.20%
Maysunshine Limited (Note 2)	Interest in controlled corporation	3,717,553,240	45.20%
Maysunshine Holdings Limited (Note 2)	Interest in controlled corporation	3,717,553,240	45.20%
	Beneficial interest	<u>89,609,414</u>	<u>1.09%</u>
		3,807,162,654	46.29%
Maysunshine Trust (Note 2)	Interest in controlled corporation	3,807,162,654	46.29%
Cantrust (Far East) Limited (Note 2)	Trustee	3,807,162,654	46.29%
Tequ Group A Limited (Note 2)	Interest in controlled corporation	3,717,553,240	45.20%
Tequ Group (Hong Kong) Company Limited (Note 2)	Interest in controlled corporation	3,717,553,240	45.20%
	Beneficial interest	<u>42,242,703</u>	<u>0.51%</u>
		3,759,795,943	45.71%

Name of Shareholder	Nature of interest	Number of Shares interested	Approximate percentage of issued share capital of the Company (Note 1)
Shanghai Yi Zeng Enterprise Management Co., Ltd. (上海乙增企業管理有限公司) (Note 2)	Interest in controlled corporation	3,759,795,943	45.71%
Sichuan Tequ Investment Group Limited (四川特驅投資集團有限公司) (Note 2)	Interest in controlled corporation	3,759,795,943	45.71%
Chengdu West Hope Group Limited (成都華西希望集團有限公司) (Note 2)	Interest in controlled corporation	3,759,795,943	45.71%
Sichuan Puhua Agricultural Technology Development Limited (四川普華農業科技發展有限公司) (Note 2)	Interest in controlled corporation	3,759,795,943	45.71%
Zhang Qiang (張強) (Note 2)	Interest in controlled corporation	3,759,795,943	45.71%
Wang Degen (王德根) (Note 2)	Interest of spouse	3,759,795,943	45.71%
Chen Yuxin (陳育新) (Note 2)	Interest in controlled corporation	3,759,795,943	45.71%
Zhao Guiqin (趙桂琴) (Note 2)	Interest in controlled corporation	3,759,795,943	45.71%

Notes:

- The shareholding percentage in the Company is calculated on the basis of 8,224,974,706 Shares in issue as at the Latest Practicable Date.
- 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, which is in turn 100% beneficially held by Maysunshine Trust and Cantrust (Far East) Limited as trustee of Maysunshine Trust, 2.527% by Wang Degen (王德根) and 2.527% by Fu Wenge (付文革).

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 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).

Save as disclosed above, as at the Latest Practicable Date, the Company was not notified by any persons (other than Directors or chief executive of the Company as discussed above) who had interests or short positions in the Shares or underlying Shares which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO, or which were recorded in the register required to be kept by the Company under Section 336 of the SFO.

4. COMPETING INTERESTS

As at the Latest Practicable Date, none of the Directors, controlling Shareholders of the Company nor their respective close associates (as defined in the Listing Rules) had any interest in a business, which competes or may compete, either directly or indirectly, with the business of the Group or any other conflict of interest which any such person has or may have with the Group which would be required to be disclosed pursuant to the Listing Rules.

5. DIRECTORS' SERVICE CONTRACTS

As at the Latest Practicable Date, none of the Directors had any existing or proposed service contract with any member of the Group which will not expire or be determinable by the Group within one year without payment of compensation, other than statutory compensation.

6. DIRECTORS' INTERESTS IN CONTRACTS OR ASSETS

As at the Latest Practicable Date:

- (i) there was no contract or arrangement entered into by any member of the Group subsisting in which any Director was materially interested and which was significant in relation to any business of the Group; and
- (ii) none of the Directors had any direct or indirect interest in any assets which had been, since 31 August 2024 (being the date to which the latest published audited financial statements of the Group were made up), acquired or disposed of by or leased to any member of the Group, or were proposed to be acquired or disposed of by or leased to any member of the Group.

7. EXPERT AND CONSENT

The following sets out the qualification of the expert who has given opinions or advice which are contained or referred to in this Prospectus:

Name	Qualifications
Ernst & Young	Certified Public Accountants

As at the Latest Practicable Date, the above expert did not have any shareholding, directly or indirectly, in any member of the Group or any right (whether legally enforceable or not) to subscribe for or to nominate persons to subscribe for securities in any member of the Group.

As at the Latest Practicable Date, the above expert did not have any direct or indirect interest in any asset which had been acquired, or disposed of by, or leased to any member of the Group, or was proposed to be acquired, or disposed of by, or leased to any member of the Group since 31 August 2024, being the date to which the latest published audited financial statements of the Group were made up.

As at the Latest Practicable Date, the above expert has given and has not withdrawn its written consent to the issue of this Prospectus, with the inclusion of the references to its name and/or its opinion in the form and context in which they are included.

8. MATERIAL LITIGATION

On 22 February 2021, the Company, as guarantor, and its wholly-owned subsidiary, as the issuer, entered into an agreement to issue convertible bonds (“**Convertible Bonds**”) with an aggregate principal amount of US\$350 million, maturing in 2026. On 5 March 2024, the Company received a statutory demand from the legal representatives acting on behalf of the creditor of the Convertible Bonds, demanding the Company to pay the total amount of approximately US\$324.7 million. On 27 March 2024, a winding-up petition (the “**Petition**”) was filed by The Bank of New York Mellon, London Branch (the “**Petitioner**”) with the Court of First Instance of the High Court of the Hong Kong Special Administrative Region (the “**High Court**”) to wind up the Company, claiming an outstanding amount of approximately US\$324.7 million, which includes the principal of US\$324.7 million and accrued interest of US\$27,056.59. On 28 August 2024, an order was made by the High Court that the Petition be dismissed. On 16 September 2024, the Petitioner appealed the High Court’s dismissal of the Petition, with the appeal hearing scheduled for 17 April 2025.

Subsequent to the hearing of the appeal on 17 April 2025, a judgment was handed down by the Court of Appeal on 18 June 2025 that the abovementioned appeal be dismissed.

Save as disclosed above, as at the Latest Practicable Date, neither the Company nor any of its subsidiaries was engaged in any litigation or arbitration of material importance and, no litigation or claims of material importance is pending or threatened by or against the Company or any of its subsidiaries.

9. MATERIAL CONTRACTS

During the two years preceding the date of the Announcement and up to the Latest Practicable Date, the Group entered into the following contracts, not being contracts entered into in the ordinary course of business of the Group carried on or intended to be carried on by the Group, and which are, or may be, material:

- (i) the Placing Agreement;
- (ii) termination agreements dated 30 July 2025 entered into between the Company and both Hope Education Investment Limited and the Placing Agent in respect of the termination of the rights issue proposed on 10 July 2025;
- (iii) the underwriting agreement dated 10 July 2025 entered into between the Company and Hope Education Investment Limited in relation to the rights issue proposed on 10 July 2025;
- (iv) the placing agreement dated 10 July 2025 entered into between the Company and the Placing Agent in relation to the rights issue proposed on 10 July 2025;
- (v) the equity transfer agreement dated 11 August 2025 entered into between Chengdu Dingtaiheng Enterprise Management Co., Ltd.* (成都鼎泰亨企業管理有限公司) (“**Chengdu Dingtaiheng**”) (as vendor), a wholly-owned subsidiary of the

Group, and Guilin Shanshui No.1 Hotel Management Co., Ltd.* (桂林山水壹號酒店管理有限公司) (“**Guilin Shanshui No.1 Hotel**”) (as purchaser), pursuant to which, (i) Chengdu Dingtaiheng has conditionally agreed to transfer and Guilin Shanshui No.1 Hotel has conditionally agreed to purchase Xi'an Changdian Education Management Co., Ltd.* (西安長電教育管理有限公司), a wholly-owned subsidiary of the Group, and its subsidiary entities (the “**Target Subjects**”); and (ii) Guilin Shanshui No.1 Hotel has conditionally agreed to make repayment of the Shareholder's Debt to Chengdu Dingtaiheng and its related parties on behalf of the Target Subjects, at the consideration of RMB72.28 million;

- (vi) the equity transfer agreement dated 12 June 2025 entered into between Chengdu Dingtaiheng (as vendor), a wholly-owned subsidiary of the Group, Hainan Aifusheng Technology Co., Ltd.* (海南愛福生科技有限公司) (“**Hainan Aifusheng**”) (as purchaser), and Mr. Gu Liwei (as guarantor), pursuant to which, Chengdu Dingtaiheng agreed to transfer and Hainan Aifusheng agreed to acquire 100% equity interest in Zhangshu City Yude Education Management Co., Ltd.* (樟樹市育德教育管理有限公司) and its subsidiary entities at the total consideration of RMB368.4 million;
- (vii) the equity transfer agreement dated 24 April 2025 entered into between Sichuan Shurui Enterprise Management Service Co., Ltd.* (四川署瑞企業管理服務有限公司) (“**Sichuan Shurui**”) (as vendor), a wholly-owned subsidiary of the Group, Hunan Zhongxie Education Management Group Co., Ltd.* (湖南中協教育管理集團有限公司) (“**Hunan Zhongxie Education**”) (as purchaser), and the ultimate beneficial owner of Hunan Zhongxie Education (as purchaser's guarantor), pursuant to which, Sichuan Shurui has conditionally agreed to transfer and Hunan Zhongxie Education has conditionally agreed to acquire 80% equity interests in the Nanchang Dongmei Education Technology Co., Ltd.* (南昌東美教育科技有限公司) and interests in its subsidiary entities at the total consideration of RMB226.5 million;
- (viii) the equity pledge agreement dated 24 February 2025 entered into between the Company and Lanzhou Hengwen Middle School New Campus Co., Ltd.* (蘭州衡文中學新校區有限責任公司) (“**Lanzhou Hengwen**”) (as purchaser), pursuant to which, Lanzhou Hengwen agreed to responsible for the entire operational expenses of Baiyin Mingde Education Co., Ltd.* (白銀明德教育有限責任公司) (“**Baiyin Mingde**”) following its acquisition of 60% equity interest of Baiyin Mingde;
- (ix) the equity transfer agreement dated 13 February 2025 entered into between Sichuan Hope Education Industry Group Limited* (四川希望教育產業集團有限公司) (“**Sichuan Hope Education**”) (as vendor), one of the consolidated affiliated entities of the Company, Lanzhou Hengwen (as purchaser) and Mr. Ma Tianmin (as purchaser's guarantor), pursuant to which, (1) Sichuan Hope Education agreed to transfer and Lanzhou Hengwen agreed to acquire 100% equity interest in Baiyin Mingde and the affiliated entity of Baiyin Mingde, at the consideration

of RMB109.89 million; and (2) Lanzhou Hengwen undertook the Shareholders' loan owed by Baiyin Mingde to Sichuan Hope Education in the principal amount of RMB200 million;

- (x) the equity transfer agreement dated 29 November 2024 entered into between Laike Holdings Co., Ltd.* (萊克控股有限公司) (“**Laike Holdings**”) and Nanfeng Zhiwoyi (Beijing) Education Technology Co., Ltd.* (南風知我意(北京)教育科技有限公司) (“**Nanfeng Zhiwoyi**”) (collectively, as purchasers), Mr. Liu Wenxian (as purchasers' guarantor), and Sichuan Hope Education, one of the consolidated affiliated entities of the Company, and Chengdu Jinyuhua Enterprise Management Co., Ltd.* (成都瑾育華企業管理有限公司) (“**Chengdu Jinyuhua**”) (collectively, as vendors), pursuant to which, Sichuan Hope Education and Chengdu Jinyuhua have conditionally agreed to transfer and Laike Holdings and Nanfeng Zhiwoyi have conditionally agreed to acquire (i) 100% equity interest in Weixian Giant Education Technology Co., Ltd. (“**Giant Education**”), a wholly-owned subsidiary of Sichuan Hope Education and Hebei Wuhu Property Development Co., Ltd., a wholly-owned subsidiary of Chengdu Jinyuhua; and (ii) the entire operation rights and interest in the Xingtai Vocational College of Applied Technology owned by Giant Education, at the consideration of RMB540 million; and
- (xi) the transfer agreement dated 31 January 2024 entered into between Jiangxi Cultural Performance Investment Management Company Limited* (江西文演投資管理有限公司) (as purchaser) and Chengdu Maysun Education Management Company Limited* (成都五月陽光教育管理有限公司) (as vendor), one of the consolidated affiliated entities of the Company, in relation to the disposal of 100% equity interest in Jiangxi Changzhen Industrial Co., Ltd.* (江西昌振實業有限公司) and Gongqing College of Nanchang University Backend Services Company Limited* (南昌大學共青學院後勤服務有限公司) at a consideration of RMB500 million.

Save for the above contracts, there was no contract (not being contracts entered into in the ordinary course of business) entered into by any member of the Group within the two years immediately preceding the Latest Practicable Date, which is or may be material.

10. EXPENSES

The expenses payable by the Company in connection with the Rights Issue, and the Placing Agreement, including printing, registration, translation, legal, financial advisory, accounting and other professional fees, are estimated to be approximately HK\$1.57 million.

11. DIRECTORS AND SENIOR MANAGEMENT OF THE COMPANY

Name	Address
<i>Executive Directors</i>	
Mr. Wang	40th Floor, Dah Sing Financial Centre No. 248 Queen's Road East Wanchai, Hong Kong
Ms. Wang Xiu	40th Floor, Dah Sing Financial Centre No. 248 Queen's Road East Wanchai, Hong Kong
Mr. Deng Yi	40th Floor, Dah Sing Financial Centre No. 248 Queen's Road East Wanchai, Hong Kong
<i>Non-executive Directors</i>	
Mr. Zhang Bing	40th Floor, Dah Sing Financial Centre No. 248 Queen's Road East Wanchai, Hong Kong
Mr. Xu Changjun	40th Floor, Dah Sing Financial Centre No. 248 Queen's Road East Wanchai, Hong Kong
Mr. Wang Xiaowu	40th Floor, Dah Sing Financial Centre No. 248 Queen's Road East Wanchai, Hong Kong
<i>Independent non-executive Directors</i>	
Mr. Xiang Chuan	40th Floor, Dah Sing Financial Centre No. 248 Queen's Road East Wanchai, Hong Kong
Mr. Liu Zhonghui	40th Floor, Dah Sing Financial Centre No. 248 Queen's Road East Wanchai, Hong Kong
Mr. Zhang Jin	40th Floor, Dah Sing Financial Centre No. 248 Queen's Road East Wanchai, Hong Kong

Name	Address
<i>Senior management</i>	
Mr. Jiang Lin	40th Floor, Dah Sing Financial Centre No. 248 Queen's Road East Wanchai, Hong Kong
Ms. Lou Qunwei	40th Floor, Dah Sing Financial Centre No. 248 Queen's Road East Wanchai, Hong Kong
Mr. Yang Wen	40th Floor, Dah Sing Financial Centre No. 248 Queen's Road East Wanchai, Hong Kong
Mr. Yuan Junmin	40th Floor, Dah Sing Financial Centre No. 248 Queen's Road East Wanchai, Hong Kong

Executive Directors**Mr. Wang**

Mr. Wang, aged 51, has been appointed as an executive Director of the Company since 13 March 2017 and chief executive officer and president of the Company since 2 February 2018.

Mr. Wang served as a director and the president of Sichuan Hope Education since October 2007; a director of Ziyang Maysunshine Education Investment Limited since November 2012; and the chairman of the council of Sichuan Hope Automotive Technical College since January 2017.

Mr. Wang served as the principal and managing director of Chengdu Mayflower Computer Science Professional College* (成都五月花計算機專業學校) from March 1999 to September 2007; and a supervisor of Sichuan Hope Education from January 2005 to October 2007.

Mr. Wang graduated from Sichuan Normal University with a bachelor's degree in education in June 2013; obtained a master's degree from Vitebsk State University, Belarus in teaching and educational theory and methodology in November 2022.

Ms. Wang Xiu ("Ms. Wang")

Ms. Wang, aged 32, is an executive Director. Ms. Wang has been appointed as an executive Director of the Company 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 as 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 received her bachelor's degree in Economics and Management from Sichuan University* (四川大學) in June 2021.

Mr. Deng Yi (“Mr. Deng”)

Mr. Deng, aged 40, is an executive Director. Mr. Deng has been appointed as an executive Director of the Company since 27 September 2024.

Mr. Deng worked as an auditor of KPMG Huazhen Certified Public Accountants LLP from September 2006 to December 2008. Mr. Deng has also successively served in Honghua Group (stock code: 0196) as the manager of the audit department, the financial manager of Dubai Honghua Golden Coast Equipment Limited* (迪拜宏華金海岸設備有限公司), the finance director of Hong Kong Honghua Oil & Gas Engineering Services Company Limited* (香港宏華油氣工程服務有限公司) and the finance director of the oil and gas engineering division of the Honghua Group from December 2008 to March 2017. He has served as the executive director of Guanghe Kunji Business Operation Management Co., Ltd.* (光合鯤驥商業運營管理公司) since 2020. He has served as the chairman of Hainan Hope Huawu Investment Co. Ltd* (海南希望花舞投資有限公司) since 2023. He has served as a non-independent director of Dingli Corp., Ltd (300050.SZ) since November 2024.

Mr. Deng graduated from Shanghai International Studies University* (上海外國語大學) International Economic Law School with a bachelor's degree in law in June 2006.

Non-executive Directors

Mr. Zhang Bing (“Mr. Zhang”)

Mr. Zhang, aged 54, is a non-executive Director and chairman. Mr. Zhang has been appointed as non-executive Director and chairman 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 as 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 in July 2013.

Mr. Xu Changjun (“Mr. Xu”)

Mr. Xu, aged 67, is a non-executive Director. Mr. Xu has been redesignated as non-executive Director of the Company since 27 September 2024. Mr. Xu has served as chairman of the Company from 2 February 2018 to 18 February 2022 and has been appointed as an executive Director of the Company from 13 March 2017 to 27 September 2024. Mr. Xu has been a director of Sichuan Hope Education since April 2012, the chairman of Sichuan Hope Education from September 2016 to June 2022.

Mr. Xu was the chief auditor and director of financial supplies of Xihua University (formerly known as Chengdu Normal College* (成都師範高等專科學校)) from 1989 to 1997, during which he was also the vice president of Sichuan Accounting Association of Colleges* (四川省高校會計學會). From March 1997 to June 2010, he served as the director of the finance department, the supervision and audit department and the investment department of East Hope Group Co., Limited. The main businesses

of East Hope Group are agriculture and heavy chemical industry; heavy chemical industry involves power, non-ferrous metals, bio-chemicals, coal chemical, chlor-alkali chemical, petrochemical, mining and building materials.

Mr. Xu received his master's education in statistics at Southwestern University of Finance and Economics in June 1989 and was qualified as a certified accountant in June 2000. He was selected as "Outstanding CFO in China" by Xin Li Cai Magazine* (《新理財》) in April 2009 and was chosen to be featured on the cover page of CFO World in April 2010.

Mr. Wang Xiaowu

Mr. Wang Xiaowu, aged 26, is a non-executive Director. Mr. Wang Xiaowu has been appointed as non-executive Director since 23 January 2025.

Mr. Wang Xiaowu has been the head of 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) since September 2023, and is fully responsible for inter-school cooperation and school-enterprise cooperation for overseas schools. He served as the head of overseas school 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 are related as son and father, while Mr. Wang Xiaowu and Ms. Wang Xiu, an executive Director of the Company, 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.

Independent non-executive Directors

Mr. Xiang Chuan ("Mr. Xiang")

Mr. Xiang, aged 66, is an independent non-executive Director. Mr. Xiang has been appointed as an independent non-executive Director of the Company since 1 January 2023.

Mr. Xiang served as the deputy head of factory operation of Lixin Iron Factory of Da County of Sichuan Province* (四川達縣立新鐵廠); the head of Qinjiaba Iron Factory of Da County* (達縣覃家壩鐵廠), the deputy division head of the general office of the people's government of Da County, the deputy director of the planning commission of Da County, the director of economic coordination commission of Da County, the chairman of the board of directors of Haikou Xinda Industrial and Trading Company* (海口鑫達工貿公司), a director and the secretary to the board of directors of Tongwei Co., Ltd.* (通威股份) (a company listed on Shanghai Stock Exchange, stock code: 600438); the chairman of the board of directors of Henan Tongwei* (河南通威), the vice president and the secretary to the board of directors of New Hope Agriculture* (新希望農業股份) (a company listed on Shenzhen Stock

Exchange, stock code: 000876) and an independent director of Xi'an Triangle Defense* (西安三角防務) (a company listed on Shenzhen Stock Exchange, stock code: 300775). Currently, he is an independent director of Tianqi Lithium* (天齊鋰業) (a company listed on Shenzhen Stock Exchange and Hong Kong Stock Exchange, stock code: 002466 and 09696, respectively) and Shanghai Menon Animal* (上海美農生物) (a company listed on Shenzhen Stock Exchange, stock code: 301156), and a legal representative of Chengdu Shucui Business* (成都蜀采商務). He has been awarded various honours, including but not limited to the Golden-plated Secretary to the Board* (金牌董秘) and the Advanced (Excellent) Staff, and he is a member of the New Fortune Hall of Fame of Golden-plated Secretaries to the Board* (新財富金牌董秘名人堂).

Mr. Xiang obtained a master's degree in business and economics from the Graduate School of Chinese Academy of Social Sciences* (中國社科院) in July 1998.

Mr. Liu Zhonghui ("Mr. Liu")

Mr. Liu, aged 66, is an independent non-executive Director. Mr. Liu has been appointed as an independent non-executive Director of the Company since 1 January 2023.

Mr. Liu has extensive experience in teaching. He has been the head of the language teaching and research team and deputy director of the academic affairs office of Jianyang Normal College* (簡陽師範學校), deputy head of the joint language teaching and research team of the Neijiang Normal system* (內江市師範系統), deputy director of the general office of the Ziyang municipal commission, deputy secretary general of the municipal commission, director of the party research office of the municipal commission, director of the political research office of the municipal commission and the secretary of party committee and the head of the education bureau of Ziyang City and has retired since 2018.

Mr. Liu graduated from Neijiang Normal University* (內江師範學院) with major in Chinese language in April 1980.

Mr. Zhang Jin ("Mr. Zhang")

Mr. Zhang, aged 66, is an independent non-executive Director. Mr. Zhang has been appointed as an independent non-executive Director of the Company since 14 July 2018.

Mr. Zhang is a chief senior accountant. He worked at the Family Planning Commission of Sichuan Province till April 1998, being responsible for financial operation. He served as the finance minister of West China Hospital of Sichuan University* (四川大學華西醫院) from June 1998 to April 2011, and the chief accountant of West China Second Hospital of Sichuan University from March 2015 to August 2019. Mr. Zhang has served as a senior accountant review expert of Sichuan Province since February 2003; a review expert in government procurement bidding of the Ministry of Finance since January 2013; currently the vice chairman of the Health

Accounting Branch of China Health Economics Association since December 2015 and served as a hospital management consulting and training expert in PRC. Currently, he has served as the vice president of the Health Accounting Branch of the China Association of Chief Accountants since October 2018. He has served as an internal control consulting expert in Sichuan Province since June 2017; and he served as a senior accountant reviewer in Sichuan Province from June 2018 to December 2023.

Mr. Zhang obtained a master's degree in economics from Southwestern University of Finance and Economics* (西南財經大學) in June 1990.

Senior management

Mr. Jiang Lin (“Mr. Jiang”)

Mr. Jiang, aged 57, is the chief operating officer and the executive vice president. Mr. Jiang has been appointed as the chief operating officer and the executive vice president since 2 February 2018. Mr. Jiang has served as an executive vice president of Sichuan Hope Education since February 2016.

Mr. Jiang served as a technician at Hunan Chenxi Posts and Telecommunication Bureau from July 1981 to December 1983; secretary at Hunan Chenxi Posts and Telecommunication Bureau from December 1983 to March 1993; general secretary at Hunan Posts and Telecommunication Bureau Administration Office from July 1987 to March 1993; assistant and deputy director at Hunan Posts and Telecommunication Bureau Administration Office from March 1993 to April 1995. He worked at the General Research Office of Posts and Telecommunication Bureau from April 1995 to October 1995; served as deputy director at News Department of Posts and Telecommunication Bureau from October 1995 to December 1996; deputy director at Secretary office at Posts and Telecommunication Bureau from December 1996 to October 1997, responsible for overseeing the general operation. He served as the deputy director and special secretary at Secretary office at Posts and Telecommunication Bureau from October 1997 to March 1998; special secretary at Information and Industry Bureau from March 1998 to August 1998; manager and assistant to office director at the People's Posts and Telecommunications News Agency of the Ministry of Information Industry from August 1998 to December 2001; deputy director at the People's Posts and Telecommunications News Agency of the Ministry of Information Industry from December 2001 to July 2007. Mr. Jiang served as a committee member of the Standing Committee and deputy mayor of Sichuan Ziyang Municipal Committee from July 2007 to September 2012 and a committee member of the Standing Committee of Sichuan Ziyang Municipal Committee from September 2012 to January 2016. Mr. Jiang has rich experience in the education, health, business, investment advancement and modern service industries as well as in administrative management and education management.

Mr. Jiang obtained his secondary school diploma in integrated telecommunications at Hunan Posts and Telecommunications School* (湖南省郵電學校) in July 1981, his junior college diploma in Party and government administration from Hunan Radio and Television University* (湖南省廣播電視大學) in July 1987 and

his bachelor's degree in economics and management from the Party School of the Central Committee of the Communist Party of China* (中共中央黨校) from August 2002 to December 2004. Mr. Jiang studied business management at Graduate School of Chinese Academy of Social Science* (中國社會科學院) from April 1994 to April 1996 and received his senior economist qualification from the Personnel department of the Ministry of Posts and Telecommunications of the People's Republic of China in September 1998.

Ms. Lou Qunwei (“Ms. Lou”)

Ms. Lou, aged 55, is the senior vice president. Ms. Lou has been appointed as the senior vice president of the Company since 2 February 2018. Ms. Lou has served as a supervisor of Shanghai Shurui Investment Consultant Limited since September 2011; a director of Sichuan Yonghe Education Investment Limited from April 2014; the senior vice president of Sichuan Hope Education since October 2014; a council member of Sichuan Hope Automotive Technical College since January 2017; a director of Sichuan Guojian Investment Limited since May 2017; and the chairman of Southwest Jiaotong University Hope College since March 2018.

Ms. Lou served as assistant to the principal of Chengdu Jinjiang Cuisine School (now known as Chengdu New East Cuisine School) from November 2001 to August 2004; the head of office and external liaison officer of Chengdu Mayflower Computer Science Professional College from September 2004 to September 2007; the head of the human resources department, a manager of the administration department, an officer of the external liaison department and an assistant to the president of Sichuan Hope Education from January 2005 to October 2014; and a director of Sichuan Yonghe Education Investment Limited from April 2014 to April 2017.

Ms. Lou received her junior college diploma education in economics and management at Xichang College* (西昌學院) in July 1991 and a bachelor's degree in administrative management from China Central Radio and Television University* (中央廣播電視大學) (now known as The Open University of China* (國家開放大學)) in July 2010.

Mr. Yang Wen (“Mr. Yang”)

Mr. Yang, aged 41, is the chief investment officer. He has been appointed as the chief investment officer of the Company since December 2024.

From August 2006 to November 2008, Mr. Yang served as an auditor in the audit department of KPMG Huazhen LLP in Beijing and an assistant audit manager in the audit department of KPMG Advisory (China) Limited, Chengdu branch. From January 2009 to July 2009, Mr. Yang served as a manager of internal audit department of Sime Darby Berhad in greater China. From August 2009 to December 2016, Mr. Yang worked at Honghua Group Co., Ltd.* (宏華集團有限公司) (Stock Code: 0196), a company listed on the Stock Exchange of Hong Kong Limited, where he served on various positions such as the assistant to the chief financial officer of the group and the group senior finance manager. From January 2017 to December 2020, Mr. Yang served

as a chief financial officer of the proposed listing segment of USUNHOME Group Co., Ltd.* (域上和美集團有限公司). From April 2021 to November 2024, he served as an executive director, chief financial officer as well as the deputy head of the financial management center in Desun Real Estate Investment Services Group Co., Ltd. (Stock Code: 2270), a company listed on the Stock Exchange of Hong Kong Limited, and was responsible for the overall financial matters of the company.

Mr. Yang obtained his bachelor's degree in accounting management and minor in transportation and logistics economics from the University of International Business and Economics. Mr. Yang is a certified public accountant and holds the qualification certificate for serving as the secretary to the board of directors issued by the Shenzhen Stock Exchange.

Mr. Yuan Junmin (“Mr. Yuan”)

Mr. Yuan, aged 43, is the chief financial officer. Mr. Yuan has been appointed as the chief financial officer of the Company since 1 January 2021.

Mr. Yuan served as the financial manager of Guigang Wanqian Feed Co., Ltd.* (貴港市萬千飼料有限責任公司) from April 2006 to April 2011; the chief financial officer of Guilin Sufeng Forestry Co., Ltd.* (桂林速豐木業有限公司) and Hezhou Sufeng Forestry Co., Ltd.* (賀州速豐木業有限公司) from July 2011 to February 2012; head of accounts office of the financial centre in Chongqing Dekang Husbandry (Group) Limited* (重慶德康農牧(集團)有限公司) and head of financial management office of poultry division in Sichuan Dekang Husbandry and Foods Group Co., Ltd.* (四川德康農牧食品集團股份有限公司) from May 2012 to August 2015, chief financial officer of property and tourism division in Sichuan Tequ Investment Group Limited* (四川特驅投資集團有限公司) from September 2015 to December 2020; he concurrently worked as the chief financial officer of Guizhou Tequ New Agriculture Group Co., Ltd.* (貴州特驅新農業集團有限公司) from October 2018 to December 2020.

Mr. Yuan obtained a bachelor's degree in accounting from Dongbei University of Finance and Economics in July 2009 and the title of senior accountant in June 2022.

12. CORPORATE INFORMATION AND PARTIES INVOLVED IN THE RIGHTS ISSUE

Registered office	PO Box 309, Ugland House Grand Cayman, KY1-1104 Cayman Islands
Head office and principal place of business in Hong Kong	40th Floor, Dah Sing Financial Centre No. 248 Queen's Road East Wanchai, Hong Kong

Principal share registrar and transfer office	Maples Fund Services (Cayman) Limited PO Box 1093, Boundary Hall Cricket Square Grand Cayman, KY1-1102 Cayman Islands
Hong Kong branch share registrar and transfer office	Computershare Hong Kong Investor Services Limited Shops 1712–1716, 17th Floor Hopewell Centre 183 Queen’s Road East Wanchai, Hong Kong
Company secretary	Ms. Chan Yin Wah, a member of The Hong Kong Chartered Governance Institute Mr. Tan Li
Authorised representatives	Ms. Chan Yin Wah Mr. Wang 40th Floor, Dah Sing Financial Centre No. 248 Queen’s Road East Wanchai, Hong Kong
Principal bankers	Bank of China Bank of China Tower 1 Garden Road Central, Hong Kong
Auditors and reporting accountants	Ernst & Young Certified Public Accountants Registered Public Interest Entity Auditor 27/F, One Taikoo Place 979 King’s Road Quarry Bay, Hong Kong
Financial adviser to the Company	Diligent Capital Limited Room 2203, 22/F New World Tower I 16–18 Queen Road, Central Hong Kong
Legal adviser to the Company as to Hong Kong laws	Tian Yuan Law Firm LLP Suites 3304–3309 33/F Jardine House One Connaught Place Central, Hong Kong

Placing Agent**Orient Securities Limited**

Rooms 2204, 22/F., New World Tower 1
16–18 Queen's Road, Central
Hong Kong

13. AUDIT COMMITTEE

As at the Latest Practicable Date, the audit committee of the Board (the “**Audit Committee**”) comprised three independent non-executive Directors and two non-executive Directors, namely, Mr. Zhang Jin, Mr. Liu Zhonghui, Mr. Xiang Chuan, Mr. Xu Changjun and Mr. Wang Xiaowu. The Audit Committee is chaired by Mr. Zhang Jin. The Audit Committee is responsible for monitoring and reviewing the risk management procedures and internal control system of the Group.

14. BINDING EFFECT

The Prospectus Documents and all acceptances of any offer or application contained therein are governed by and shall be construed in accordance with the laws of Hong Kong. The Prospectus Documents shall have the effect, if an application is made in pursuance hereof, of rendering all persons concerned bound by all provisions (other than the penal provisions) of sections 44A and 44B of the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Chapter 32 of the Laws of Hong Kong), so far as applicable.

15. DOCUMENTS DELIVERED TO THE REGISTRAR OF COMPANIES IN HONG KONG

A copy of each of the Prospectus Documents and the written consent as referred to in the paragraph headed “7. Expert and Consent” in this appendix, have been registered by the Registrar of Companies in Hong Kong as required by Section 342C of the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Chapter 32 of the Laws of Hong Kong).

16. DOCUMENTS ON DISPLAY

Copies of the following documents will be published on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.hopeedu.com) for 14 days from the date of this Prospectus:

- (i) the annual reports of the Company for the three years ended 31 August 2022, 2023 and 2024;
- (ii) the interim report of the Company for the six months ended 28 February 2025;
- (iii) the letter from the Board, the text of which is set out on pages 9 to 32 of this Prospectus;

- (iv) the report from Ernst & Young on the unaudited pro forma financial information of the Group in respect of the Rights Issue, the text of which is set out in “Appendix II Unaudited pro forma financial information of the Group” to this Prospectus;
- (v) the consent letter from the expert referred to in the paragraph headed “7. EXPERT AND CONSENT” in this appendix;
- (vi) the material contracts referred to in the paragraph headed “9. Material Contract(s)” in this Appendix; and
- (vii) the Prospectus Documents.

17. RESTRICTION AFFECTING REMITTANCE OF PROFIT AND CAPITAL

As the Group receive most of its revenues in RMB, which is currently not a freely convertible currency. The PRC government imposes controls on the convertibility of RMB into foreign currencies and, in certain cases, the remittance of currency out of the PRC. Under the existing PRC foreign exchange regulations, the foreign exchange disbursements under current accounts (including payment of dividends, trade and service-related foreign exchange) can be paid with self-owned foreign exchange or foreign exchange bought from designated financial institutions for foreign exchange operations without prior approval from PRC foreign exchange administrative department by complying with certain procedural requirements. However, for the foreign exchange disbursements under capital account (such as the repayment of foreign debts and foreign investments), which are required to be registered with or approved by the competent bank or governmental authority according to applicable PRC laws and regulations, such registration or approval shall be obtained before paying the foreign exchange disbursements with self-owned foreign exchange or foreign exchange bought from designated financial institutions for foreign exchange operations.

Save as disclosed above, the Directors are not aware of any other restriction affecting the remittance of profits or repatriation of capital of the Group into Hong Kong from outside Hong Kong.

18. MISCELLANEOUS

- a. As at the Latest Practicable Date, the Group had no exposure to foreign exchange liabilities.
- b. The English text of this Prospectus shall prevail over their respective Chinese text for the purpose of interpretation.