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XJ International Holdings Co., Ltd.

希教國際控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1765)

PROPOSED INCREASE IN AUTHORISED SHARE CAPITAL; AND PROPOSED AMENDMENTS TO THE EXISTING MEMORANDUM AND ARTICLES OF ASSOCIATION AND ADOPTION OF THE FOURTH AMENDED AND RESTATED MEMORANDUM AND ARTICLES OF ASSOCIATION

This announcement is made by XJ International Holdings Co., Ltd. (the “**Company**”) pursuant to Rule 13.51(1) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”).

The board (the “**Board**”) of directors (the “**Directors**”) of the Company hereby announces that, the Board resolved and approved, among others: (i) the proposed increase in the authorised share capital of the Company (the “**Proposed Increase in Authorised Share Capital**”); and (ii) the proposed amendments to the existing memorandum and articles of association and adoption of the fourth amended and restated memorandum and articles of association (the “**M&A**”).

PROPOSED INCREASE IN AUTHORISED SHARE CAPITAL

As at the date of this announcement, the authorised share capital of the Company was US\$100,000 divided into 10,000,000,000 Shares, of which 8,673,936,140 Shares were in issue.

In order to provide the Company with greater flexibility in fund raising whereby promoting future business growth, the Board proposes the Proposed Increase in Authorised Share Capital. Such new Shares, upon issue, shall rank *pari passu* in all respects with the existing Shares.

Upon the Proposed Increase in Authorised Share Capital becoming effective and assuming no Shares are issued or repurchased from the date of this announcement to the date of the annual general meeting to be convened by the Company (the “**AGM**”) on Friday, 27 February 2026, the authorised share capital of the Company will become US\$200,000 divided into 20,000,000,000 Shares, with 8,673,936,140 Shares in issue and 11,326,063,860 Shares authorised but unissued.

The Proposed Increase in Authorised Share Capital is subject to the approval of the shareholders of the Company (the “**Shareholders**”) by way of passing an ordinary resolution at the AGM.

PROPOSED AMENDMENTS TO THE M&A

The Board proposes (a) to make certain amendments (the “**Proposed Amendments**”) to the third amended and restated memorandum and articles of association of the Company (the “**Existing M&A**”) for the purposes of, among other things, (i) enabling the Company to allow the Shareholders the option to attend and participate at general meetings of the Company virtually with the use of virtual meeting technology and to cast votes and deliver proxy-related instructions to the Company by electronic means, and making corresponding amendments on the related proceedings and procedures in relation to virtual general meetings of the Company; (ii) bringing the existing Articles in line with the latest regulatory requirements in relation to the further expanded paperless listing regime under the Listing Rules; and (iii) incorporating certain minor consequential and housekeeping amendments; and (b) to adopt the fourth amended and restated memorandum and articles of association of the Company (the “**Amended M&A**”) incorporating and consolidating all the Proposed Amendments, in substitution for, and to the exclusion of, the Existing M&A.

The Proposed Amendments and the proposed adoption of the Amended M&A are subject to the consideration and approval by the Shareholders by way of a special resolution at the forthcoming AGM and shall be effective thereupon.

A circular containing, among other things, particulars in relation to the Proposed Increase in Authorised Share Capital and the Proposed Amendments and the adoption of the Amended M&A together with a notice of the AGM will be dispatched to the Shareholders in due course.

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

Hong Kong, 4 February 2026

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