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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)

DISCLOSEABLE TRANSACTION IN RELATION TO THE DISPOSAL OF LAND AND PROPERTIES

DISPOSAL OF LAND AND PROPERTIES

The Board wishes to announce that after trading hours on 7 August 2026, the Vendor, a wholly-owned subsidiary of the Company, entered into the Agreement with the Purchaser, pursuant to which the Vendor has agreed to sell, and the Purchaser has agreed to purchase, the Land together with the Properties for a total consideration of RMB247,853,568.

LISTING RULES IMPLICATIONS

As the highest applicable percentage ratio (as defined under the Listing Rules) in respect of the Disposal exceeds 5% but is less than 25%, the Disposal constitutes a discloseable transaction of the Company and is subject to the reporting and announcement requirements under Chapter 14 of the Listing Rules, but is not required to be approved by the shareholders of the Company.

INTRODUCTION

The Board wishes to announce that after trading hours on 7 August 2026, the Vendor, a wholly-owned subsidiary of the Company, entered into the Agreement with the Purchaser, pursuant to which the Vendor has agreed to sell, and the Purchaser has agreed to purchase, the Land together with the Properties for a total consideration of RMB247,853,568.

MAJOR TERMS OF THE DISPOSAL

Date

7 August 2026

Parties

- (1) the Vendor; and
- (2) the Purchaser

To the best of the knowledge, information and belief of the Directors, having made all reasonable enquiry, as at the date of this announcement, the Purchaser is a state-owned entity, which is wholly-owned by Gaoxian State-Owned Assets Management Center (高縣國有資產管理中心), a unit of the Gaoxian Municipal People's Government, and each of the Purchaser and its ultimate beneficial owner is a third party independent of the Company and its connected persons (as defined under the Listing Rules).

Assets to be disposed of

Pursuant to the Agreement, the Vendor has agreed to sell, and the Purchaser has agreed to purchase, the Land together with the Properties located in Yibin City, Sichuan Province. Please refer to the section headed "Information on the Land and the Properties" in this announcement for further details.

Consideration

The total consideration for the Disposal is RMB247,853,568, which was arrived at after arm's length negotiations between the Vendor and the Purchaser with reference to the (i) the Vendor's original bid price for the Land and the Properties; (ii) the location and area of the Land and the Properties; (iii) transaction prices of adjacent comparable land and properties for educational use with similar conditions; and (iv) the information set out under the section headed "Reasons for and benefits of the Disposal" in this announcement.

The Consideration shall be paid by the Purchaser to the Vendor in cash in three instalments as follows:

- (i) 40% of the Consideration (RMB99,141,427.20) shall be paid by the Purchaser to the Vendor within 30 days after signing the Agreement;
- (ii) 30% of the Consideration (RMB74,356,070.40) shall be paid by the Purchaser to the Vendor on or before 31 December 2027; and
- (iii) 30% of the Consideration (RMB74,356,070.40) shall be paid by the Purchaser to the Vendor on or before 31 December 2028.

INFORMATION ON THE LAND AND THE PROPERTIES

As at the date of this announcement, the Vendor is the legal and beneficial owner of the Land and the Properties. Particulars of the Land and the Properties are set out as follows:

Location: No. 222, Section 1, Kaihua Road, Qingfu Town, Gao County, Yibin City, Sichuan Province, the PRC

Total site area of the Land: 165.26 mu (equivalent to 110,172.23 square metres)

Term of land use rights: 50 years from 2020 to 2070

Properties situated on the Land: 14 school buildings with a total gross floor area of 83,741.64 square metres

The unaudited net book value of the Land and the Properties was approximately RMB228,138,190 as at 28 February 2026.

The Land and the Properties were used by the Group for school operation purposes and have not been leased out in the two financial years immediately preceding the execution of the Agreement. As such, there was no revenue or profit attributable to the Land and the Properties for the two financial years immediately preceding the execution of the Agreement.

FINANCIAL EFFECT OF THE DISPOSAL

The Group expects to recognise an unaudited loss of approximately RMB27,201,713 from the Disposal, which is calculated with reference to the difference between (i) the total Consideration for the Disposal; and (ii) the aggregate of (a) the net book value of the Land and the Properties, and (b) the estimated costs and expenses to be incurred in connection with the Disposal. The actual loss will be determined based on the actual consideration received by the Group upon completion of the Disposal, and may be different from the above estimation; and such loss is subject to final audit to be performed by the Company's auditors.

INFORMATION ON THE COMPANY AND THE PARTIES

The Company

The principal business of the Company is investment holding, and its subsidiaries are mainly engaged in private higher education.

The Vendor

The Vendor is a company incorporated in the PRC with limited liability and a wholly-owned subsidiary of the Company, and is principally engaged in providing education management and investment services in the PRC.

The Purchaser

The Purchaser is a company incorporated in the PRC with limited liability and is principally engaged in educational consulting services in the PRC. It is directly and wholly-owned by Gaoxian State-Owned Assets Management Center (高縣國有資產管理中心).

REASONS FOR AND BENEFITS OF THE DISPOSAL

The Group is principally engaged in private higher education. Based on the needs of business development, the Group has purchased the Land in 2020 for investing a private higher education project in Gaoxian. However, the non-inclusion of the project in the “14th Five-Year” Higher Education Establishment Plan of Sichuan Province has led to the non-acquisition of educational operating qualifications, leaving the project in an idle status at present.

To revitalise idle assets and improve capital efficiency, a consensus was ultimately reached between the Group and the Gaoxian Government to sell the completed school building assets (including land) at fair market value to a platform company of the Gaoxian Government.

The Directors believe that the Disposal represents a good opportunity for the Group to recover a large portion of previous investment and to avoid further expenses and would optimize the Group’s resource utilization.

The Directors consider that the terms of the Disposal are fair and reasonable, on normal commercial terms and in the interests of the Company and its shareholders as a whole.

LISTING RULES IMPLICATIONS

As the highest applicable percentage ratio (as defined under the Listing Rules) in respect of the Disposal exceeds 5% but is less than 25%, the Disposal constitutes a discloseable transaction of the Company and is subject to the reporting and announcement requirements under Chapter 14 of the Listing Rules, but is not required to be approved by the shareholders of the Company.

DEFINITIONS

In this announcement, unless the context otherwise requires, the following expressions shall have the following meanings:

“Agreement”	the agreement dated 7 August 2026 entered into among the Purchaser and the Vendor in respect of the Disposal
“Board”	the board of Directors
“Company”	XJ International Holdings Co., Ltd., a company incorporated in the Cayman Islands with limited liability, the shares of which are listed on the Main Board of the Stock Exchange
“Consideration”	RMB247,853,568, being the consideration of the Disposal
“Director(s)”	the director(s) of the Company
“Disposal”	the disposal of the Land and the Properties by the Vendor pursuant to the Agreement
“Group”	the Company and its subsidiaries
“Hong Kong”	Hong Kong Special Administrative Region of the People’s Republic of China
“Land”	the parcel of land located at No. 222, Section 1, Kaihua Road, Qingfu Town, Gao County, Yibin City, Sichuan Province, the PRC
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange, as amended and supplemented from time to time
“PRC”	the People’s Republic of China, excluding for the purposes of this announcement only, Hong Kong, the Macau Special Administrative Region and Taiwan region
“Properties”	the properties situated on the Land, comprising 10 main ground buildings, 2 gate guard houses, 1 fire control room and 1 water pump room
“Purchaser”	Gaoxian Huirun Education Co., Ltd. (高縣慧潤教育有限責任公司), a company established in the PRC with limited liability
“RMB”	Renminbi, the lawful currency of the PRC
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

“Vendor”	Yibin Xuande Education Consulting Management Co., Ltd. (宜賓軒德教育諮詢管理有限責任公司), a company established in the PRC with limited liability and a wholly-owned subsidiary of the Company
“%”	per cent

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

Hong Kong, 7 August 2026

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