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)

SUPPLEMENTAL ANNOUNCEMENT
DISCLOSEABLE TRANSACTION
IN RELATION TO THE DISPOSAL OF LAND AND PROPERTIES

Reference is made to the announcement (the "**Announcement**") of XJ International Holdings Co., Ltd. (the "**Company**") dated 7 August 2026 in relation to the disposal of the Land and the Properties (collectively the "**Assets**"). Unless otherwise stated, capitalised terms used herein shall have the same meanings as those used in the Announcement.

In addition to the information provided in the Announcement, the Board would like to provide the following additional information regarding the disclosure with respect to the Disposal and the Announcement.

The Company successfully bid for and acquired the Land from Gaoxian State-Owned Assets Management Center (高縣國有資產管理中心) in 2020 and originally planned to use the Land for investing in a private higher education project in Gao County (the "**Project**"). In light of the above, the Company commenced construction of the ancillary Properties on the Land and completed the main structure of the Properties in 2022. However, due to the adjustment of regulatory policies governing school operations, the Project was not included in the "14th Five-Year" Higher Education Establishment Plan of Sichuan Province. Therefore, the Properties could not be used for private higher education purposes as the original plan agreed with the local government at the time the Company won the bid. The Land was sold by the government through investment promotion and is restricted to the designated purpose.

In August 2024, the Company reached a consensus that there would be no subsequent school construction on the Assets for the original purpose and the further plan for properly handling the relevant Assets remained subject to further discussion. Given that the Assets are designated educational land and school premises assets rather than commercial property, the Assets can only be purchased by the local government or other school sponsors. The Assets are located in Gao County, where local eligible school sponsors have no intention to acquire them, the Company could not find eligible market purchasers and believes that entities capable of taking over the Assets are extremely limited.

Given the scale and economic conditions of Gao County, it is inherently difficult to identify comparable transactions for land and properties designated for school or industrial use and to ascertain the prices of such transactions. Furthermore, the transaction prices of commercial land and properties are generally higher than those of land and properties for other purpose due to their better market liquidity and investment value. The Board is of the view that referencing commercial land and property transaction prices can provide the Company with a higher market-based pricing benchmark and is in the interest of the Company and the Shareholders as a whole.

The Company determined the consideration for the Land based on the historical acquisition cost of the Land, taking into account four public market transaction prices of commercial land traded within the last twelve months and an auction price of land for education and scientific research in 2023 in the surrounding areas. In light of the consideration for the Properties, the Company referred to (i) three public market transaction prices of commercial properties traded within the last twelve months in Gao County, and (ii) the construction costs of other school buildings in Sichuan Province incurred by independent third parties.

The Board confirmed that (i) the unit prices for the Assets fall within the unit price range of the comparable transactions identified by the Company, and (ii) it has exhausted all reasonable and practicable investigative avenues and, where appropriate, adopted alternative procedures to identify market precedents as references for the Disposal. Having regard to the continued decline in local land and property prices and the aforementioned factors, the Company believes that these idle Assets should be disposed of in a timely manner and the Purchaser, a platform company designated by the local government, is the only identifiable purchaser then.

The negotiation for the Disposal has been ongoing for over two years, during which the Company conducted comprehensive communications regarding the termination of the original investment agreement for the Project, the consideration of the Disposal and the delivery arrangement. In the negotiation process, the local government conducted an internal decision-making process for state-owned assets in August 2025 and proposed a certain discount based on it. The Company conducted multiple rounds of communication with the local government after taking into account the bid-winning price of the Land, the historical costs incurred by the Company and the assessment from the local government. Subsequently, the Company received an approval letter from the local government confirming the final price, which was in line with the Company's expectations.

THE BASIS ON THE EXPECTED LOSS OF THE DISPOSAL

The Company 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 after tax of approximately RMB227,388,595; and (ii) the aggregate of (a) the net book value of the Assets of approximately RMB226,263,243 as at 30 June 2026, and (b) the estimated costs and expenses to be incurred in connection with the Disposal of approximately RMB28,327,065.

INTENDED USE OF PROCEEDS OF THE DISPOSAL

The net proceeds from the Disposal will amount to RMB227,388,595. The Company intends to use the net proceeds from the Disposal for repayment of the loans of the Group.

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

Hong Kong, 17 September 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.