

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its 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 this announcement.

This announcement is for information purposes only and does not constitute an invitation or solicitation of an offer to acquire, purchase or subscribe for securities or an invitation to enter into an agreement to do any such things, nor is it calculated to invite any offer to acquire, purchase or subscribe for any securities.

This announcement is not for distribution, directly or indirectly, in or into the United States. This announcement and the information contained herein does not constitute or form part of an offer to purchase, subscribe or sell securities in the United States. Securities may not be offered or sold in the United States unless registered pursuant to the Securities Act, or pursuant to an applicable exemption from such registration requirements. The securities referred to herein have not been and will not be registered under the Securities Act and no public offering of securities will be made in the United States. The securities described in this announcement will be sold in accordance with all applicable laws and regulations. No money, securities or other consideration is being solicited by this announcement or the information contained herein and, if sent in response to this announcement or the information contained herein, will not be accepted.



CHINA YUHUA EDUCATION CORPORATION LIMITED

中国宇华教育集团有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 6169)

ADJUSTMENT TO CONVERSION PRICE OF HK\$2,088,000,000 0.90% CONVERTIBLE BONDS DUE 2024

(Stock Code: 40109)

Reference is made to (i) the announcement of China YuHua Education Corporation Limited (the “**Company**”) dated 27 April 2020 with respect to, among others, the payment of a interim dividend of HK\$0.082 per Share (the “**Interim Dividend**”) for the six months ended 29 February 2020; and (ii) the announcements of the Company dated 4 December 2019, 10 December 2019 and 27 December 2019 in relation to, among others, the issue of the Convertible Bonds. Unless the context otherwise requires, capitalised words and expressions used herein shall have the same meanings as defined in the announcement of the Company dated 4 December 2019.

On 29 November 2019, the board of directors of the Company resolved to declare the Interim Dividend to shareholders whose names appear on the register of members of the Company at the close of business on 8 June 2020.

Notice is hereby given that based on the adjustment provisions stipulated under Condition 6(C)(3) of the terms and conditions of the Convertible Bonds, an adjustment will be made to the Conversion Price of the Convertible Bonds as a result of the Interim Dividend. The Conversion Price of the Convertible Bonds will change from the current Conversion Price of HK\$7.0190 per Share to HK\$6.92 per Share, with the effective date of such adjustment being 8 June 2020.

The maximum number of Conversion Shares that will be issued upon conversion of all the outstanding Convertible Bonds at the current Conversion Price and the adjusted Conversion Price is 297,478,273 Shares and 301,734,104 Shares, respectively, representing an increase of 4,255,831 Shares (the “**Additional Conversion Shares**”) issuable under the Convertible Bonds. The Additional Conversion Shares will be issued pursuant to the General Mandate.

Holders of the Convertible Bonds who are in any doubt as to the action to be taken should consult their stockbroker, bank manager, solicitor, professional accountant or other professional adviser.

By order of the board of directors
China YuHua Education Corporation Limited
Li Guangyu
Chairman and Executive Director

Hong Kong, 28 May 2020

As at the date of this announcement, the board of directors comprises Mr. Li Guangyu, Ms. Li Hua and Ms. Qiu Hongjun as executive directors; and Mr. Zhang Zhixue, Mr. Chen Lei and Mr. Xia Zuoquan as independent non-executive directors.