

*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 or form part of and should not be construed as, an invitation or offer to acquire, purchase, subscribe, sell or issue securities or an invitation to enter into any agreement to do any such things, nor is it calculated to invite any offer to acquire, purchase or subscribe for any securities.*

*The information contained in this announcement is not for distribution or circulation, directly or indirectly, in or into the United States. This announcement is solely for the purpose of reference and does not constitute an offer to sell or the solicitation of an offer to buy any securities in the United States or any other jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such jurisdiction. The securities referred to herein have not been and will not be registered under the United States Securities Act of 1933, as amended (the “**Securities Act**”), and may not be offered or sold within the United States, except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act.*

**0.90% CONVERTIBLE BONDS DUE 2024**  
**(ISIN: XS2089158609, Common Code: 208915860)**  
**(the “Bonds” and the holders of such Bonds, the “Bondholders”)**

ISSUED BY



**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)**

**RESULTS OF THE MEETING FOR BONDHOLDERS**

This announcement is made by China YuHua Education Corporation Limited (the “**Company**”, together with its subsidiaries and consolidated affiliated entities, the “**Group**”) pursuant to Rule 13.09(2) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) (the “**Listing Rules**”) and the Inside Information Provisions (as defined under the Listing Rules) under Part XIVA of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

Reference is made to the Bonds and the announcements of the Company dated 29 November 2024, 27 December 2024 and 17 January 2025 (the “**Notice of Meeting**”, together with the other announcements, the “**Announcements**”).

Capitalised terms used but not otherwise defined herein shall have the meanings ascribed to them in the Announcements (as applicable). Bondholders should refer to the Notice of Meeting for the full terms of the Extraordinary Resolution.

## RESULTS OF THE MEETING FOR BONDHOLDERS

The Company hereby announces that, with respect to the Bonds, it has received the requisite majority of more than 75% of the votes cast at the Meeting of 10:00 a.m. (London time)/6:00 p.m. (Hong Kong time) on 10 February 2025 to approve and implement the Extraordinary Resolution and to give effect to the Proposed Waivers and the Proposed Amendments (the “**Meeting**”). As such, the Proposed Waivers will be effective immediately and the Proposed Amendment Documents were executed on 10 February 2025 thereby giving effect to the Proposed Amendments.

Pursuant to the amended terms and conditions of the Bonds, the Company has undertaken, amongst others, that:

- (i) it shall (1) on 17 February 2025 (the “**Mandatory Redemption Date**”), redeem (on a pro rata basis amongst all Bondholders in proportion to the aggregate principal amount of Bonds held by each Bondholder) HK\$430,000,000 in aggregate principal amount of the Bonds, at their principal amount and (2), on 1 April 2025, pay (on a pro rata basis) to holders of the Bonds as of 17 February 2025 the amount of interest calculated by the escrow agent (such amount of interest to be notified by the Company to the Trustee, the Principal Agent and the Bondholders on 25 March 2025) that will accrue on such HK\$430,000,000 outstanding principal amount of the Bonds pursuant to an escrow agreement entered into amongst the Company, the escrow agent and certain of the Bondholders on 27 December 2024 (for the period from and including 2 January 2024 to but excluding 17 February 2025) (“**Escrow Interest**”) (and the outstanding principal amount of the Bonds remaining following such redemption, being the “**Remaining Principal Amount of the Bonds**”); and
- (ii) the Remaining Principal Amount of the Bonds shall be mandatorily converted into Shares (at the prevailing Conversion Price of HK\$0.733 per Share) on the 10th business day after the resumption of trading of the Company’s Shares (the “**Maturity Date**”) credited as fully paid.

## CONSENT FEE

In light of the results of the Meeting, the Company shall pay each Bondholder who votes in favor of the Extraordinary Resolution a consent fee in the form of, and equal to such Bondholder's Pro Rata Share (as defined in the Notice of Meeting) of, Warrants (in the form as substantially set forth in the Indicative Summary Terms of the Warrants) (the "**Warrants**"), as soon as practicable within 10 business days after the approval of the Warrants at the Company's annual general meeting and in any event no later than 31 May 2025 (the "**Warrants Long Stop Date**") or, cash in the event that the Company has not issued the relevant Warrants by the Warrants Long Stop Date or if the shareholders of the Company by way of a general meeting have failed to pass the proposal for the issuance of the Warrants (whichever earlier).

Please refer to the Notice of Meeting for further details of the Warrants.

## OTHER INFORMATION

The Company has appointed Morrow Sodali Limited (trading as Sodali & Co) as Tabulation and Information Agent with respect to the Meeting. Bondholders may inspect copies of the relevant documents electronically by visiting the Transaction Website (<https://projects.sodali.com/ChinaYuHua>), subject to eligibility confirmation and registration. For additional information, Bondholders should contact the Tabulation and Information Agent, whose contact details are set out as follows:

### TABULATION AND INFORMATION AGENT

Morrow Sodali Limited trading as Sodali & Co  
Transaction Website: <https://projects.sodali.com/ChinaYuHua>  
E-mail: [chinayuhua@investor.sodali.com](mailto:chinayuhua@investor.sodali.com)

In Hong Kong  
29/F  
No. 28 Stanley Street  
Central  
Hong Kong  
Telephone: +852 2319 4130

In London  
The Leadenhall Building  
122 Leadenhall Street  
London EC3V 4AB  
United Kingdom  
Telephone: +44 20 4513 6933

Unless stated otherwise, announcements in connection with the Meeting will be made through the website of the Stock Exchange and the Transaction Website, and/or the delivery of notices to the Clearing Systems for communication to Bondholders. Significant delays may be experienced where notices are delivered to the Clearing Systems, and Bondholders are urged to contact the Tabulation and Information Agent for the relevant announcements during the Meeting.

By order of the Board  
**China YuHua Education Corporation Limited**  
**Li Guangyu**  
*Chairman and Executive Director*

Hong Kong, 10 February 2025

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

*Trading in the shares of the Company (Stock Code: 6169) on the Stock Exchange has been suspended since 9:00 a.m. on 2 December 2024 due to the delay in publication of the annual results of the Group for the year ended 31 August 2024 and will remain suspended until the publication of the 2024 Annual Results. Shareholders of the Company and potential investors should exercise caution when dealing in the securities of the Company.*

**THIS ANNOUNCEMENT IS IMPORTANT AND REQUIRES THE IMMEDIATE ATTENTION OF BONDHOLDERS. IF BONDHOLDERS ARE IN ANY DOUBT AS TO THE ACTION THEY SHOULD TAKE, THEY SHOULD SEEK THEIR OWN FINANCIAL AND LEGAL ADVICE, INCLUDING AS TO ANY TAX CONSEQUENCES, IMMEDIATELY FROM THEIR STOCKBROKER, SOLICITOR, ACCOUNTANT OR OTHER INDEPENDENT FINANCIAL OR LEGAL ADVISOR.**

**THIS ANNOUNCEMENT IS PROVIDED BY THE COMPANY. THE TRUSTEE ACCEPTS NO RESPONSIBILITY FOR THE ACCURACY OR COMPLETENESS OF THIS ANNOUNCEMENT OR THE INFORMATION CONTAINED IN IT.**

**SHAREHOLDERS OF THE COMPANY, HOLDERS OF THE BONDS AND POTENTIAL INVESTORS IN THE COMPANY ARE ADVISED TO EXERCISE CAUTION WHEN DEALING IN THE SECURITIES OF THE COMPANY.**