

Unless otherwise defined herein, capitalized terms in this announcement shall have the same meanings as those defined in the prospectus dated 16 February 2017 (the “**Prospectus**”) issued by China YuHua Education Corporation Limited (the “**Company**”).

Hong Kong Exchanges and Clearing Limited, The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) and Hong Kong Securities Clearing Company Limited (“**HKSCC**”) 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 offer or an invitation to induce an offer by any person to acquire, purchase or subscribe for the Shares or other securities of the Company. Potential investors should read the Prospectus for detailed information about the Hong Kong Public Offering and the International Offering described below before deciding whether or not to invest in the Shares thereby offered.

The Offer Shares have not been and will not be registered under the U.S. Securities Act or any state securities law in the United States and may not be offered, sold, pledged or transferred within the United States, except that Offer Shares may be offered, sold or delivered to QIBs in reliance on an exemption from registration under the U.S. Securities Act provided by, and in accordance with the restrictions of, Rule 144A or another exemption from the registration requirements of the U.S. Securities Act. The Offer Shares may be offered, sold or delivered outside the United States in offshore transactions in accordance with Regulation S.

In connection with the Global Offering, CLSA Limited, as stabilisation manager (the “**Stabilisation Manager**”), its affiliates or any person acting for it, on behalf of the Underwriters, may over-allocate or effect transactions with a view to stabilisation or supporting the market price of the Shares at a level higher than that which might otherwise prevail for a limited period after the Listing Date. However, there is no obligation on the Stabilisation Manager, its affiliates or any person acting for it, to conduct any such stabilisation action, which, if commenced, will be conducted at the absolute discretion of the Stabilisation Manager, its affiliates or any person acting for it, and may be discontinued at any time. Any such stabilisation activity is required to be brought to an end on the 30th day after the last day for the lodging of applications under the Hong Kong Public Offering. Such stabilization action, if commenced, may be effected in all jurisdictions where it is permissible to do so, in each case in compliance with all applicable laws, rules and regulatory requirements, including the Securities and Futures (Price Stabilizing) Rules, as amended, made under the Securities and Futures Ordinance (Cap. 571 of the Laws of Hong Kong). The details of the intended stabilization and how it will be regulated under the Securities and Futures Ordinance (Cap. 571 of the Laws of Hong Kong) are set forth in the section headed “Structure of the Global Offering” in the Prospectus.

Potential investors should be aware that stabilisation action cannot be taken to support the price of the Shares for longer than the stabilization period which begins on the Listing Date and is expected to expire on 23 March 2017, being the 30th day after the date of closing of the application lists under the Hong Kong Public Offering. After this date, no further stabilisation action may be taken, demand for the Shares, and therefore the price of the Shares, could fall.



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)

Global Offering

Total number of Offer Shares under the Global Offering	: 750,000,000 Shares (subject to the Over-allotment Option)
Number of Hong Kong Public Offer Shares	: 75,000,000 Shares (subject to reallocation)
Number of International Offering Shares	: 675,000,000 Shares (subject to reallocation and the Over-allotment Option)
Maximum Offer Price	: HK\$2.54 per Share, plus brokerage of 1%, SFC transaction levy of 0.0027% and the Stock Exchange trading fee of 0.005% (payable in full on application, subject to refund)
Nominal value	: HK\$0.00001 per Share
Stock code	: 6169

Sole Sponsor



Joint Global Coordinators, Joint Bookrunners and Joint Lead Managers



BofA Merrill Lynch



Joint Bookrunners and Joint Lead Managers



Application has been made by the Company to the Listing Committee of the Stock Exchange for the listing of, and permission to deal in, the Shares in issue and to be issued as described in the Prospectus pursuant to the Global Offering (including any Shares which may be sold pursuant to the exercise of the Over-allotment Option, the Shares which may be issued pursuant to the exercise of the options granted under the Pre-IPO Share Option Scheme and the Shares which may be granted under the Share Award Scheme). Assuming the Hong Kong Public Offering becomes unconditional at or before 8:00 a.m. in Hong Kong on Tuesday, 28 February 2017, dealings in the Shares on the Main Board of the Stock Exchange are expected to commence at 9:00 a.m. on Tuesday, 28 February 2017. In the event the Over-allotment Option is exercised, an announcement will be made by the Company on the Company's website at www.yuhuachina.com and the website of the Stock Exchange at www.hkexnews.hk.

The Global Offering comprises the Hong Kong Public Offering of 75,000,000 Shares (subject to reallocation), representing 10% of the Offer Shares initially available under the Global Offering, and the International Offering of initially 675,000,000 Shares (subject to reallocation and the Over-allotment Option), representing 90% of the Offer Shares initially available under the Global Offering). The allocation of the Offer Shares between the Hong Kong Public Offering and the International Offering will be subject to reallocation as described in the section “Structure of the Global Offering” in the Prospectus.

In connection with the Global Offering, Over-allotment Option Grantor is expected to grant the Over-allotment Option to the International Underwriters, which is exercisable by the Stabilisation Manager on behalf of the International Underwriters and in consultation with the Joint Global Coordinators, to require the Over-allotment Option Grantor to sell up to 112,500,000 Shares (representing in aggregate 15% of the initial Offer Shares) to, among other things, cover over-allocations in the International Offering, if any.

Subject to the granting of the approval for listing of, and permission to deal in, the Shares on the Main Board of the Stock Exchange and compliance with the stock admission requirements of HKSCC, the Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the date of commencement of dealings in the Shares on the Stock Exchange or such other date as may be determined by HKSCC. Settlement of transactions between participants of the Stock Exchange is required to take place in CCASS on the second Business Day after any trading day. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time. All necessary arrangements have been made to enable the Shares to be admitted into CCASS.

The Offer Price will not be more than HK\$2.54 per Offer Share and is currently expected to be not less than HK\$1.98 per Offer Share, unless otherwise announced. Applicants for the Hong Kong Public Offer Shares are required to pay, on application, the maximum Offer Price of HK\$2.54 per Offer Share together with brokerage of 1.0%, SFC transaction levy of 0.0027% and Stock Exchange trading fee of 0.005%, subject to refund if the Offer Price as finally determined is less than HK\$2.54 per Offer Share.

Applications for the Hong Kong Public Offer Shares will only be considered on the basis of the terms and conditions set out in the Prospectus, the WHITE or YELLOW Application Forms and the designated website (www.eipo.com.hk) for the White Form eIPO. Applicants who would like to have the allotted Hong Kong Public Offer Shares registered in their own names should either (i) complete and sign the **WHITE** Application Forms, or (ii) submit applications online through the designated website of the White Form eIPO Service Provider at www.eipo.com.hk under the **White Form eIPO** service. Applicants who would like to have the allotted Hong Kong Public Offer Shares registered in the name of HKSCC Nominees and deposited directly into CCASS for credit to their CCASS Investor Participant stock accounts or the stock accounts of their designated CCASS Participants maintained in CCASS should either (i) complete and sign the **YELLOW** Application Forms, or (ii) give **electronic application instructions** to HKSCC via CCASS.

Copies of the Prospectus, together with the **WHITE** Application Form, may be obtained during normal business hours from 9:00 a.m. on Thursday, 16 February 2017, until 12:00 noon on Tuesday, 21 February 2017 from:

1. any of the following offices of the Hong Kong Underwriters:

CLSA Limited

18/F, One Pacific Place
88 Queensway
Hong Kong

Merrill Lynch Far East Limited

55/F Cheung Kong Center
2 Queen's Road Central
Central
Hong Kong

CCB International Capital Limited

12/F CCB Tower
3 Connaught Road Central
Central
Hong Kong

First Capital Securities Limited

Unit 4512, 45/F, The Center
99 Queen's Road Central
Central
Hong Kong

Orient Securities (Hong Kong) Limited

28th and 29th Floor
100 Queen's Road Central
Hong Kong

2. any of the following branches of the receiving bank for the Hong Kong Public Offering:

Standard Chartered Bank (Hong Kong) Limited

District	Branch Name	Address
Hong Kong Island	Des Voeux Road Branch	Standard Chartered Bank Building, 4–4A, Des Voeux Road Central, Central
	Hennessy Road Branch	399 Hennessy Road, Wanchai
Kowloon	Kwun Tong Branch	G/F, 414 Kwun Tong Road, Kowloon
	Mei Foo Stage I Branch	G/F, 1C Broadway, Mei Foo Sun Chuen Stage I, Lai Chi Kok
New Territories	Maritime Square Branch	Shop 308E, Level 3, Maritime Square, Tsing Yi
	Shatin Plaza Branch	Shop No. 8, Shatin Plaza, 21–27 Shatin Centre Street, Shatin
	Tseung Kwan O Branch	Shop G37–40, G/F, Hau Tak Shopping Centre East Wing, Hau Tak Estate, Tseung Kwan O

Copies of the Prospectus, together with the **YELLOW** Application Form, may be obtained during normal business hours from 9:00 a.m. on Thursday, 16 February 2017 until 12:00 noon on Tuesday, 21 February 2017 from the Depository Counter of HKSCC at 1/F, One & Two Exchange Square, 8 Connaught Place, Central, Hong Kong or your stockbroker, who may have such Application Forms and the Prospectus available.

The **WHITE** or **YELLOW** Application Form completed in all respects in accordance with the instructions printed thereon, together with a cheque or banker's cashier order attached and marked payable to "**Horsford Nominees Limited — YuHua Education Public Offer**" for payment, should be deposited in the special collection boxes provided at any of the branches of the receiving banks listed above at the following times:

- Thursday, 16 February 2017 — 9:00 a.m. to 5:00 p.m.
- Friday, 17 February 2017 — 9:00 a.m. to 5:00 p.m.
- Saturday, 18 February 2017 — 9:00 a.m. to 1:00 p.m.
- Monday, 20 February 2017 — 9:00 a.m. to 5:00 p.m.
- Tuesday, 21 February 2017 — 9:00 a.m. to 12:00 noon

Applicants applying by **White Form eIPO** may submit applications through the **White Form eIPO** service provider at www.eipo.com.hk (24 hours daily, except on the last application day) from 9:00 a.m. on Thursday, 16 February 2017 until 11:30 a.m. on Tuesday, 21 February 2017 or such later time as described in the section “How to Apply for Hong Kong Public Offer Shares — 10. Effect of Bad Weather on the Opening of the Application Lists” in the Prospectus. CCASS Clearing/Custodian Participants can input electronic application instructions at the following times on the following dates:⁽¹⁾

- Thursday, 16 February 2017 — 9:00 a.m. to 8:30 p.m.⁽¹⁾
- Friday, 17 February 2017 — 8:00 a.m. to 8:30 p.m.⁽¹⁾
- Saturday, 18 February 2017 — 8:00 a.m. to 1:00 p.m.⁽¹⁾
- Monday, 20 February 2017 — 8:00 a.m. to 8:30 p.m.⁽¹⁾
- Tuesday, 21 February 2017 — 8:00 a.m.⁽¹⁾ to 12:00 noon

Note:

(1) These times are subject to change as HKSCC may determine from time to time with prior notification to CCASS Clearing/Custodian Participants.

CCASS Investor Participants can input **electronic application instructions** from 9:00 a.m. on Thursday, 16 February 2017 until 12:00 noon on Tuesday, 21 February 2017 or such later time as described in the section “How to Apply for Hong Kong Public Offer Shares — 10. Effect of Bad Weather on the Opening of the Application Lists” in the Prospectus (24 hours daily, except on the last application day).

Please refer to the sections “Structure of the Global Offering” and “How to Apply for Hong Kong Public Offer Shares” in the Prospectus for details of the conditions and procedures of the Hong Kong Public Offering.

The Company expects to publish the announcement on the final Offer Price, the level of indication of interest in the International Offering, the level of applications in the Hong Kong Public Offering and the basis of allocation of the Hong Kong Public Offer Shares under the Hong Kong Public Offering (i) in the South China Morning Post (in English); (ii) in the Hong Kong Economic Times (in Chinese); (iii) on the website of the Stock Exchange (www.hkexnews.hk) and (iv) on the Company’s website (www.yuhuachina.com) on or before Monday, 27 February 2017. The results of allocations and the Hong Kong identity card/passport/Hong Kong business registration numbers of successful applicants under the Hong Kong Public Offering will be available through a variety of channels from Monday, 27 February 2017 as described in the section “How to Apply for Hong Kong Public Offer Shares — 11. Publication of Results” in the Prospectus.

The Company will not issue temporary documents of title. Share certificates will only become valid at 8:00 a.m. on Tuesday, 28 February 2017 provided that the Global Offering has become unconditional and the right of termination described in the section “Underwriting” in the Prospectus has not been exercised. No receipt will be issued for application monies received. Dealings in the Shares on the Stock Exchange are expected to commence at 9:00 a.m. on Tuesday, 28 February 2017. The Shares will be traded in board lots of 2,000 Shares each. The stock code of the Shares is 6169.

By order of the Board of Directors
CHINA YUHUA EDUCATION CORPORATION LIMITED
Mr. LI Guangyu
Chairman

Hong Kong, 16 February 2017

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

*Please also refer to the published version of this announcement in the **South China Morning Post** (in English) and the **Hong Kong Economic Times** (in Chinese).*