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H World Group Limited

華住集團有限公司

(formerly known as Huazhu Group Limited)

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1179)

OVERSEAS REGULATORY ANNOUNCEMENT

H World Group Limited (the “**Company**”) is making this announcement pursuant to Rule 13.10B of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.

The Company filed a Form 6-K on August 14, 2024 with the Securities and Exchange Commission of the United States in relation to the conversion rate adjustment for its convertible senior notes due 2026 as a result of the dividend distribution. For details of the filing, please refer to the attached Form 6-K.

By order of the Board
H World Group Limited
JI Qi
Executive Chairman

Hong Kong, August 14, 2024

As at the date of this announcement, the Board of the Company comprises Mr. JI Qi, the Executive Chairman, and Ms. ZHENG Jie, the Executive Director, as directors; Mr. John WU Jiong, Ms. ZHAO Tong Tong, Mr. SHANG Jian, Mr. HEE Theng Fong and Ms. CAO Lei as independent directors.

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 6-K

REPORT OF FOREIGN PRIVATE ISSUER PURSUANT TO RULE 13a-16 OR 15d-16
UNDER THE
SECURITIES EXCHANGE ACT OF 1934

For the month of August 2024

Commission File Number: 001-34656

H World Group Limited

(Registrant's name)

No. 1299 Fenghua Road

Jiading District

Shanghai

People's Republic of China

(86) 21 6195-2011

(Address of principal executive office)

Indicate by check mark whether the registrant files or will file annual reports under cover of Form 20-F or Form 40-F.

Form 20-F Form 40-F

Conversion Rate Adjustment for Convertible Senior Notes due 2026 as a Result of Dividend

In July 2024, the board of directors of H World Group Limited (the “Company”) declared a cash dividend of US\$0.063 per ordinary share, or US\$0.63 per American Depositary Share (“ADS”). Holders of the Company’s ordinary shares or ADSs at the close of business on August 14, 2024 will be entitled to receive the cash dividend. As a result of the cash dividend, the conversion rate for the Company’s outstanding 3.00% convertible senior notes due 2026 issued in May 2020 (the “Notes”) increased from 24.7854 to 25.3341 with immediate effect after the close of business on August 14, 2024 (New York City time). The adjustment is made in accordance with the terms of the indenture for the Notes.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

H World Group Limited
(Registrant)

Date: August 14, 2024

By: /s/ Qi Ji
Name: Qi Ji
Title: Executive Chairman of the Board of Directors