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Health and Happiness (H&H) International Holdings Limited

健合(H&H)國際控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1112)

**POLL RESULTS OF THE ANNUAL GENERAL MEETING
HELD ON 12 MAY 2023**

At the annual general meeting (the “AGM”) of Health and Happiness (H&H) International Holdings Limited (the “Company”) held on 12 May 2023, all the proposed resolutions as set out in the notice of the AGM of the Company dated 3 April 2023 were taken by poll. The poll results are as follows:

Ordinary Resolutions		Number of Votes (%)	
		For	Against
1.	To receive, consider and adopt the consolidated audited financial statements of the Company and its subsidiaries and the reports of the directors (the “ Directors ”) and auditors of the Company for the year ended 31 December 2022.	533,491,779 (99.9361%)	341,000 (0.0639%)
2.	To declare a final dividend equivalent to HK\$0.38 per ordinary share for the year ended 31 December 2022 to the shareholders of the Company which shall be distributed from the retained profits of the Company.	533,832,779 (100%)	0 (0%)

Ordinary Resolutions			Number of Votes (%)	
			For	Against
3.	(a)	(i) To re-elect Mrs. Laetitia Albertini as a non-executive Director of the Company.	532,591,556 (99.7675%)	1,241,223 (0.2325%)
		(ii) To re-elect Mr. Luo Yun as a non-executive Director of the Company.	501,786,288 (93.9969%)	32,046,491 (6.0031%)
		(iii) To re-elect Dr. Zhang Wenhui as a non-executive Director of the Company.	526,862,256 (98.6943%)	6,970,523 (1.3057%)
		(iv) To re-elect Professor Ding Yuan as an independent non-executive Director of the Company.	525,461,652 (98.4319%)	8,371,127 (1.5681%)
	(b) To authorise the board of Directors (the “ Board ”) of the Company to fix the remuneration of the Directors of the Company.	532,638,500 (99.7763%)	1,194,279 (0.2237%)	
4.	To re-appoint Ernst & Young as auditors of the Company and to authorise the Board to fix their remuneration.		532,015,879 (99.6596%)	1,816,900 (0.3404%)
5.	To grant a general mandate to the Directors to allot, issue and deal with additional shares of the Company not exceeding 20% of the total number of issued shares in the capital of the Company as at the date of passing of this resolution.		448,216,158 (83.9619%)	85,616,621 (16.0381%)
6.	To grant a general mandate to the Directors to repurchase shares of the Company not exceeding 10% of the total number of issued shares in the capital of the Company as at the date of passing of this resolution.		532,670,980 (99.7824%)	1,161,799 (0.2176%)
7.	To extend the general mandate granted to the Directors to issue, allot and deal with additional shares in the capital of the Company by the aggregate number of the shares repurchased by the Company.		445,181,136 (83.3934%)	88,651,643 (16.6066%)

Special Resolution		Number of Votes (%)	
		For	Against
8.	To approve and adopt the amended and restated articles of association of the Company in substitution for, and to the exclusion of, the existing articles of association of the Company.	500,023,629 (93.6667%)	33,809,150 (6.3333%)

Mr. Luo Fei and Mr. Wang Yidong, being the executive Directors, Mrs. Laetitia Albertini, Dr. Zhang Wenhui and Mr. Luo Yun, being the non-executive Directors, and Mrs. Lok Lau Yin Ching, being the independent non-executive Director attended the AGM by electronic means. Mr. Tan Wee Seng and Professor Ding Yuan, being the independent non-executive Directors attended the AGM in person.

Notes:

- (a) As more than 50% of the votes were cast in favour of each of the ordinary resolutions numbered 1 to 7 and not less than three-fourths of the votes were cast in favour of the special resolution number 8, all the proposed resolutions were duly passed.
- (b) As at the date of the AGM, the total number of shares of the Company in issue was 645,561,354 shares.
- (c) The total number of shares of the Company entitling the holders to attend and vote on the resolutions at the AGM was 645,561,354 shares.
- (d) There were no shares entitling the holder to attend and abstain from voting in favour of the resolutions at the AGM as set out in rule 13.40 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”).
- (e) No shareholder of the Company was required under the Listing Rules to abstain from voting on the resolutions at the AGM.
- (f) None of the shareholders of the Company have stated their intention in the Company’s circular dated 3 April 2023 to vote against or to abstain from voting on any of the resolutions at the AGM.
- (g) The Company’s branch share registrar, Computershare Hong Kong Investor Services Limited, acted as the scrutineer for the vote-taking at the AGM.

By Order of the Board
Health and Happiness (H&H) International Holdings Limited
Mr. Luo Fei
Chairman

Hong Kong, 12 May 2023

As at the date of this announcement, the executive Directors of the Company are Mr. Luo Fei and Mr. Wang Yidong; the non-executive Directors of the Company are Mrs. Laetitia Albertini, Dr. Zhang Wenhui and Mr. Luo Yun; and the independent non-executive Directors of the Company are Mr. Tan Wee Seng, Mrs. Lok Lau Yin Ching and Professor Ding Yuan.