

*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 a 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 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 New Notes (as defined below) will not be registered under the United States Securities Act of 1933, as amended (the “**Securities Act**”), and may not be offered or sold in the United States except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act. Accordingly, the New Notes (as defined below) are being offered and sold only outside the United States in compliance with Regulation S under the Securities Act. The Company (as defined below) does not intend to make any public offering of securities in the United States.*



**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)**

**(the “Company”)**

**to the holders of its outstanding**  
**5.625% Senior Notes Due 2024**  
**(ISIN: XS2067255328/Common Code: 206725532)**  
**(The “2024 Notes”)**

**MINIMUM COUPON OF THE NEW NOTES**

Reference is made to the announcement of the Company dated June 2, 2023 (the “**Announcement**”). Unless otherwise defined, capitalized terms in this announcement will have the same meaning as those defined in the Announcement.

The Company is pleased to announce that the minimum coupon of the New Notes will be 13.5% per annum.

The Company will make further announcements in respect to the actual interest rate of the New Notes as soon as reasonably practicable after the Expiration Deadline, expected to be on or about June 12, 2023, and the results of the Offers as soon as reasonably practicable after pricing of the Concurrent New Money Issuance.

## **GENERAL**

The distribution of the Memorandum is restricted by law in certain jurisdictions. Persons who come into possession of the Memorandum are required to inform themselves of and to observe any of these restrictions. The Memorandum does not constitute, and may not be used in connection with, an offer to buy 2024 Notes or New Notes or a solicitation to sell 2024 Notes by anyone in any jurisdiction in which such an offer or solicitation is not authorised or in which the person making such an offer or solicitation is not qualified to do so or to any person to whom it is unlawful to make an offer or a solicitation. The Company will not accept any responsibility for any violation by any person of the restrictions applicable in any jurisdiction.

No assurance can be given that the Offers and/or the Concurrent New Money Issuance will be completed and the Company reserves the right, in its sole and absolute discretion, to extend, withdraw or terminate the Offers and/or the Concurrent New Money Issuance and amend, modify or waive any of the terms and conditions of the Offers and/or the Concurrent New Money Issuance, in each case in whole or in part, at any time. As the Offers and/or the Concurrent New Money Issuance may or may not proceed, shareholders, noteholders, Holders of the 2024 Notes and potential investors in any securities of the Company or the 2024 Notes should exercise caution when dealing in the securities of the Company.

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

Hong Kong, June 6, 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 Marie Edmee Jehanne 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.*

\* *commonly known as Laetitia Albertini*