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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)

(the “Company”)

**INDICATIVE RESULTS ANNOUNCEMENT IN RESPECT OF THE
OFFERS FOR OUTSTANDING 5.625% SENIOR NOTES DUE 2024**

(ISIN: XS2067255328/Common Code: 206725532)

(The “2024 Notes”)

Reference is made to the announcement of the Company dated June 2, 2023 (the “**Announcement**”) and the exchange and tender offer and consent solicitation memorandum dated June 2, 2023 (the “**Memorandum**”) in respect of the Offers. Capitalised terms used in this announcement shall have the same meaning ascribed to them in the Memorandum or the Announcement. All documentation relating to the Offers and any updates are available on the offer website <https://deals.is.kroll.com/hh> (the “**Offer Website**”) which is subject to certain offer and distribution restrictions and eligibility confirmations.

The Offers expired at 4:00 p.m. (London time), on June 9, 2023.

The Board is pleased to announce that, as of the Expiration Deadline, 4:00 p.m. (London time), on June 9, 2023, an indicative amount of US\$141,793,000 of the 2024 Notes, representing 52.58% of the aggregate principal amount of the 2024 Notes, has been validly tendered for exchange, and an indicative amount of US\$29,862,000 of the 2024 Notes, representing 11.07% of the aggregate principal amount of the 2024 Notes, has been validly tendered for purchase, each pursuant to the Offers. In addition, the Company has received the Requisite Consents. Under the Concurrent Consent Solicitation, Consents with respect to an indicative amount of US\$15,241,000 of the 2024 Notes, representing 5.65% of the aggregate principal amount of the 2024 Notes, have been validly delivered, together with Consents validly delivered under the Offers, representing a total of 69.31% of the aggregate principal amount of the 2024 Notes. Eligible Holders should note that the consummation of the Offers remains subject to the satisfaction or waiver of certain conditions, including, among others, the Total Issuance Condition. There can be no assurance that such conditions will be satisfied or will be waived, or that the Offers will be consummated or that any failure to consummate the Offers will not have a negative effect on the market price and liquidity of the 2024 Notes.

Should the Concurrent New Money Issuance occur upon fulfillment or waiver of the relevant conditions, the Company will make a further announcement in respect of the final pricing details of the New Notes and the Concurrent New Money Issuance, which is expected to be on or about June 13, 2023.

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 13, 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*