

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 offer to acquire, purchase or subscribe for securities or an invitation to enter into any 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 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 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 and the Subsidiary Guarantors (as defined below) do not intend to make any public offering of securities in the United States.*

**NOTICE OF LISTING ON
THE STOCK EXCHANGE OF HONG KONG LIMITED**



**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”)

**USD120,200,000 13.5% Senior Notes due 2026
(the “New Notes”)**

**(which are consolidated and form a single series with the
USD200,000,000 13.5% Senior Notes due 2026 issued on 26 June 2023)**

(Stock Code: 5812)

(together with the New Notes, the “Notes”)

**guaranteed, on a senior basis by
certain of its subsidiaries (the “Subsidiary Guarantors”)**

Joint Global Coordinators, Joint Lead Managers and Joint Bookrunners

Deutsche Bank

Goldman Sachs (Asia) L.L.C.

Application has been made to The Stock Exchange of Hong Kong Limited for the listing of, and permission to deal in, the New Notes by way of debt issues to professional investors (as defined in Chapter 37 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited) only as described in the offering memorandum dated 8 April 2024 in relation to the New Notes. The listing of and permission to deal in the New Notes is expected to become effective on 15 April 2024.

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

Hong Kong, 12 April 2024

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, Mr. Luo Yun and Mrs. Mingshu Zhao Wiggins; and the independent non-executive directors of the Company are Mr. Tan Wee Seng, Mrs. Lok Lau Yin Ching and Professor Ding Yuan.