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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)**

### **ANNOUNCEMENT PURSUANT TO RULE 13.18 OF THE LISTING RULES**

#### **REFINANCING FACILITIES**

Reference is made to the announcement of Health and Happiness (H&H) International Holdings Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) dated 1 July 2024 (the “**Announcement**”) made pursuant to Rule 13.18 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) concerning the Commitment Letter countersigned by the Company regarding loan facilities. Unless otherwise defined herein, terms defined in the Announcement shall have the same meanings when used in this announcement.

On 30 August 2024, a syndicated facilities agreement (the “**Refinancing Facilities Agreement**”) was entered into between, amongst others, the Company, Biostime Healthy Australia Investment Pty Ltd and Health and Happiness (H&H) US International Incorporated (both being wholly-owned subsidiaries of the Company) as original borrowers, and The Hongkong and Shanghai Banking Corporation Limited as agent and security agent, to provide for, among other things, (i) term loan facilities (the “**Term Loan Facilities**”); and (ii) a revolving credit facility (the “**Revolving Facility**”, together with the Term Loan Facilities, the “**Refinancing Facilities**”), in an aggregate amount equivalent to US\$560,000,000.

The amount to be borrowed under the Term Loan Facilities is to be used (directly or indirectly) for (i) the repayment or prepayment in full of the indebtedness of the Group under the Existing Facilities; (ii) the payment of the associated fees, costs and expenses of the Refinancing Facilities and any refinancing costs; and (iii) upon the full repayment or prepayment of the Existing Facilities, the general corporate purposes of the Group. Reference is made to the announcements dated 28 March 2022, 28 April 2022 and 27 June 2022 issued by the Company which contain details of the Existing Facilities. The purpose of the Revolving Facility is for general corporate purposes and working capital of the Group.

The Term Loan Facilities are available for utilisation from (and including) the date of the Refinancing Facilities Agreement to (and including) the date falling three months after the date of the Refinancing Facilities Agreement. The principal amount of the Term Loan Facilities is to be repaid in instalments, and all outstanding principal amount of the Term Loan Facilities shall be repaid on the date falling thirty-six (36) months after the first utilisation date.

The Revolving Facility is available for utilisation from (and including) the first utilisation date under the Refinancing Facilities Agreement to (and including) the date falling one month prior to the termination date of the Revolving Facility (i.e., the date falling thirty-six (36) months after the first utilisation date). The amount borrowed under the Revolving Facility is to be repaid on the last day of its interest period.

The Company considers that the terms (including interest rate) and conditions of the Refinancing Facilities and the Refinancing Facilities Agreement are customary commercial terms for debt financings of this kind.

Under the terms of the Refinancing Facilities Agreement, in the event that Mr. Luo Fei and his family members (collectively) cease to hold (directly or indirectly) beneficially the largest percentage of the issued voting share capital of the Company, the facilities made or to be made under the Refinancing Facilities Agreement will be cancelled and all outstanding principal, together with accrued interest, and all other amounts accrued under the finance documents, shall become immediately due and payable.

The Company will make continuing disclosure pursuant to Rule 13.21 of the Listing Rules for so long as circumstances giving rise to the obligation under Rule 13.18 of the Listing Rules continue to exist.

As the availability of the Refinancing Facilities is subject to certain conditions precedent, the Group may or may not proceed with the utilisation of such Refinancing Facilities. Accordingly, shareholders and potential investors are advised to exercise caution when dealing in the shares and other securities of the Company.

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

Hong Kong, 30 August 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.*