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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**

This announcement is made by Health and Happiness (H&H) International Holdings Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) pursuant to Rule 13.18 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”).

The board (the “**Board**”) of directors (the “**Directors**”) of the Company announces that on 27 September 2021, the Company (as borrower) entered into a bridge loan agreement (the “**Bridge Loan Agreement**”) with Goldman Sachs (Asia) LLC (as arranger), Goldman Sachs Lending Partners LLC (“**Lender**”) (as lender), and The Hongkong and Shanghai Banking Corporation Limited (“**HSBC**”) (as agent and security agent). Pursuant to the Bridge Loan Agreement, the Lender agrees to make available to the Company a bridge term loan facility (the “**Bridge Loan Facility**”) in the aggregate amount of US\$350 million. Any outstanding principal amount of the Bridge Loan Facility is to be repaid no later than the date falling 364 calendar days after the initial utilisation date of the Bridge Loan Facility.

On 27 September 2021, the Company, as borrower, also entered into an incremental facility request (the “**Incremental Facility Request**”) with HSBC, as agent and security agent of the syndicated facilities agreement dated 21 June 2018 (as amended, restated and/or supplemented from time to time) (the “**Facilities Agreement**”) pursuant to which certain incremental term facility in the aggregate principal amount of US\$150 million (the “**Incremental Loan Facility**”) will be made available by the Lender to the Company under the Facilities Agreement. Any outstanding principal amount of the Incremental Loan Facility is to be repaid on 20 November 2023.

The amount to be borrowed under the Incremental Loan Facility and the Bridge Loan Facility are to be applied towards, amongst others, payment of the purchase price for the acquisition of Zesty Paws, LLC as disclosed in the announcement of the Company dated 22 August 2021.

Under the terms of each of the Incremental Loan Facility and the Bridge Loan Facility, if, among other things, Mr. Luo Fei and Mr. Luo Yun and their family members (collectively) cease to hold (directly or indirectly) beneficially the largest percentage of the issued voting share capital of the Company, all loan facilities made or to be made under the Incremental Loan Facility and the Bridge Loan Facility, respectively, 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 each of the Incremental Loan Facility and the Bridge Loan Facility is subject to certain conditions precedent, the Group may or may not proceed with the utilization of any of these facilities. The shareholders and potential investors of the Company 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, 27 September 2021

*As at the date of this announcement, the executive directors of the Company are Mr. Luo Fei, Mrs. Laetitia GARNIER and Mr. Wang Yidong; the non-executive directors of the Company are 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 Mr. Wang Can.*