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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**”).

Reference is made to the announcement of the Company dated 28 March 2022 (the “**Announcement**”). Unless otherwise defined herein, terms defined in the Announcement shall have the same meanings when used in this announcement.

The board (the “**Board**”) of directors (the “**Directors**”) of the Company announces that on 28 April 2022, the Company, Biostime Healthy Australia Investment Pty Limited and Health and Happiness (H&H) US International Incorporated (both being wholly-owned subsidiaries of the Company and together with the Company, the “**Borrowers**”) 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 the Refinancing Facilities in the aggregate principal amount of US\$1,200,000,000 will be made available by the Credit Parties to the Borrowers in the form of incremental facilities under the Facilities Agreement.

The Borrowers also entered into an amendment and restatement agreement (the “**Amendment and Restatement Agreement**”) with the Credit Parties pursuant to which the Facilities Agreement will be amended and restated after the utilization of the Refinancing Facilities and satisfaction of certain conditions (such amended and restated Facilities Agreement being the “**Refinancing Facility Agreement**”).

Any outstanding principal amount of the Refinancing Facility Agreement is to be repaid no later than the date falling 36 months after the first utilization date of the Refinancing Facilities.

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

Under the terms of the Refinancing Facility 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, all loan facilities made or to be made under the Refinancing Facility 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.

As the availability of the Refinancing Facilities is subject to certain conditions precedent, the Group may or may not proceed with the utilization of such Refinancing 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.

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.

**Shareholders and potential investors are advised to exercise caution when dealing in the shares of the Company.**

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

Hong Kong, 28 April 2022

*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.*