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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)**

### **(1) RESIGNATION OF INDEPENDENT NON-EXECUTIVE DIRECTOR; (2) APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR; AND (3) CHANGE OF AUTHORIZED REPRESENTATIVE**

The board of directors of the Company announces the following appointments and changes to the Board and senior position of the Group:

1. Mr. Wang Can, currently an independent non-executive Director, has resigned from the board of directors and ceased to be the chairman of the Audit Committee with effect from 31 December 2022;
2. Mr. Ding Yuan has been appointed as an independent non-executive Director and the chairman of the Audit Committee with effect from 1 January 2023; and
3. Mr. Luo Fei, currently an executive Director and the chairman of the board of directors, is appointed as an authorized representative of the Company with effect from 1 January 2023.

#### **RESIGNATION OF INDEPENDENT NON-EXECUTIVE DIRECTOR**

The board (the “**Board**”) of directors (the “**Directors**” and each a “**Director**”) of Health and Happiness (H&H) International Holdings Limited (the “**Company**”) announces that Mr. Wang Can (“**Mr. Wang**”) has resigned as an independent non-executive Director of the Company (“**Independent Non-executive Director**”) and the chairman of the audit committee of the Company (the “**Audit Committee**”), due to his other professional commitments with effect from 31 December 2022.

Mr. Wang has confirmed that he has no disagreement with the Board and there is no matter in respect of his resignation that needs to be brought to the attention of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) and the shareholders of the Company.

The Board would like to take this opportunity to express its appreciation and gratitude to Mr. Wang for his valuable contributions to the Group during his tenure of office.

## **APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR**

The Board is pleased to announce that Mr. Ding Yuan (“**Mr. Ding**”) has been appointed as an Independent Non-executive Director and a member and the chairman of the Audit Committee with effect from 1 January 2023. The Audit Committee comprises two Independent Non-executive Directors, namely Mr. Ding and Mr. Tan Wee Seng and a non-executive Director, Mr. Luo Yun, with effect from 1 January 2023.

The biographical details of Mr. Ding are as follows:

Mr. Ding Yuan (丁遠), aged 53, graduated with a doctor of philosophy degree in management science from the College of Business Administration, Bordeaux IV University in France in May 2000. He also obtained a master’s degree in Enterprises Administration from the University of Poitiers, France in June 1995. Mr. Ding served as a tenured professor in accounting and management control at the HEC School of Management in Paris, France from September 1999 to September 2006. He joined China Europe International Business School (中歐國際工商學院) since September 2006, and currently serves as the Cathay Capital Chair Professor in Accounting, vice president and dean of China Europe International Business School.

Mr. Ding has been an independent non-executive director, the chairman of the audit committee, a member of the nomination committee and a member of the strategy committee of JS Global Lifestyle Company Limited (JS環球生活有限公司), a company listed on the Main Board of the Stock Exchange (stock code: 1691) since August 2022. He has been an independent non-executive director, the chairman of the remuneration committee, and a member of each of the nomination committee and the audit committee of Man Wah Holdings Limited (敏華控股有限公司), a company listed on the Main Board of the Stock Exchange (stock code: 1999) since December 2016. He has been an independent non-executive director, the chairman of the audit committee, and the chairman of the risk and compliance committee of Bluestar Adisseo Company (藍星安迪蘇股份有限公司), a company listed on the Shanghai Stock Exchange (stock code: 600299) since August 2018 and a non-executive director of Saurer Intelligent Technology Co. Ltd (卓郎智能技術股份有限公司), a company listed on the Shanghai Stock Exchange (stock code: 600545), since May 2018 and was a member of the audit committee of which from May 2018 to September 2021. Since January 2021, Mr. Ding has also served as an independent non-executive director of Shanghai Large & Kunchi Group Inc. (上海路捷鯤馳集團股份有限公司), a private consumer goods company. Mr. Ding was an independent non-executive director and the chairman of audit committee of Red Star Macalline Group Corporation Ltd. (紅星美凱龍家居集團股份有限公司) (stock code: 1528) from March 2012 to November 2018 and was an independent non-executive director, the chairman of the audit committee, and a member of each of the remuneration committee and the nomination committee of Landsea Green Properties Co., Ltd. (朗詩綠色地產有限公司) (stock code: 106) from July 2013 to May 2019, respectively, both of which are listed on the Main Board of the Stock Exchange. He was an independent non-executive director of Jaccar

Holdings, a private investment company, from July 2011 to August 2021. Mr. Ding was an independent director and the chairman of the audit committee of Anhui Gujing Distillery Co., Ltd. (安徽古井貢酒股份有限公司), a company listed on the Shenzhen Stock Exchange (stock code: 000596), from June 2008 to June 2011 and at TCL Corporation (TCL集團股份有限公司), a company listed on the Shenzhen Stock Exchange (stock code: 000100), from June 2008 to June 2014. From July 2011 to June 2015, he was an independent non-executive director and the chairman of the audit committee of MagIndustries Corp., a company listed on the Toronto Stock Exchange (stock code: MAA). Mr. Ding has more than twenty years of experience in teaching and researching financial accounting, financial statement analysis, corporate governance and mergers and acquisitions.

As at the date of this announcement, Mr. Ding does not have any relationship with any Directors, senior management or substantial or controlling shareholders of the Company nor does he have any interest in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong). Saved as disclosed above, Mr. Ding has not held any other directorships in other listed public companies in the past three years and does not hold any other position with the Company and other members of the Company. Mr. Ding has confirmed that he meets the independence criteria as set out in Rule 3.13 of the Listing Rules.

Mr. Ding has entered into an appointment letter (“**INED Appointment Letter**”) with the Company for his position as an independent non-executive Director of the Company commencing from 1 January 2023, which may be terminated by either party furnishing written notice of not less than one month and subject to rotation, retirement and re-election at the annual general meeting pursuant to the articles of association of the Company. The director’s fees payable to Mr. Ding under the INED Appointment Letter will be RMB800,000 per annum, which was determined with reference to the fees payable by companies of comparable business and scale.

Saved as disclosed above, the Board is not aware of any other matters in relation to the appointment of Mr. Ding that need to be brought to the attention of the shareholders of the Company or any information that need to be disclosed pursuant to the requirement of the Rules 13.51(2)(h) to (v) of the Listing Rules.

The Board would like to take this opportunity to express its warm welcome to Mr. Ding upon his joining the Board.

## CHANGE OF AUTHORIZED REPRESENTATIVE

As disclosed in the Company's announcement dated 26 September 2022, Mrs. Laetitia Albertini ("**Mrs. Albertini**") has ceased to act as an Executive Director with effect from 31 December 2022.

The Board announces that Mrs. Albertini has ceased to act as one of authorized representatives of the Company under Rule 3.05 of the Listing Rules ("**Authorised Representatives**") with effect from 31 December 2022, and Mr. Luo Fei has been appointed as the one of Authorised Representatives in place of Mrs. Albertini with effect from 1 January 2023. Please refer to the Company's 2021 annual report for the biographic details of Mr. Luo Fei.

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

Hong Kong, 30 December 2022

*As at the date of this announcement, the executive directors of the Company are Mr. Luo Fei, Mrs. Laetitia Albertini 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.*