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Offer to purchase for cash by



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”)

to the holders of its outstanding

5.625% Senior Notes Due 2024

(ISIN: XS2067255328/Common Code: 206725532)

(The “2024 Notes”)

EXTENSION OF THE EXPIRATION DEADLINE

Reference is made to the announcement of the Company dated May 8, 2023 (the “**Announcement**”) and the offer to purchase dated May 8, 2023 (the “**Offer to Purchase**”) in respect of the Offer. Capitalised terms used in this announcement shall have the same meaning ascribed to them in the Offer to Purchase or the Announcement. All documentation relating to the Offer and any updates

are available on the tender offer website <https://deals.is.kroll.com/hh> (the “**Offer Website**”) which is subject to certain offer and distribution restrictions and eligibility confirmations.

Extended Expiration Deadline

The Company hereby announces that with immediate effect, the Expiration Deadline is extended from 4:00 p.m., London Time on May 17, 2023 to 4:00 p.m., London Time on May 25, 2023 (subject to the right of the Company to extend, re-open, amend, waive any condition of or terminate the Offer) (the “**Extended Expiration Deadline**”). Correspondingly, subject to satisfaction or waiver of certain conditions as set forth in the Offer to Purchase, settlement of the Offer is expected to occur on or about May 31, 2023.

Eligible Holders who have already validly tendered their 2024 Notes do not need to take any action. Such Tender Instructions in connection with the Offer shall remain valid and irrevocable.

Eligible Holders who have not tendered their 2024 Notes may tender their 2024 Notes at or prior to the Extended Expiration Deadline in accordance with the terms and conditions set forth in the Offer to Purchase. In order to participate in, and be eligible to receive the Purchase Price and Accrued Interest pursuant to the Offer, Eligible Holders must validly tender their 2024 Notes for purchase by delivering, or arranging to have delivered on their behalf, a valid Tender Instruction that is received by the Information and Tender Agent on or before the Extended Expiration Deadline in accordance with the terms, and subject to the conditions, of the Offer to Purchase. Any Eligible Holder that gives instructions on behalf of a beneficial owner must give separate instructions with respect to each of its beneficial owners due to potential proration. Tender Instructions will be irrevocable once delivered in accordance with the terms of the Offer.

If the Company decides to accept 2024 Notes validly tendered for purchase pursuant to the Offer, the maximum acceptance amount of the 2024 Notes accepted for purchase by the Company (the “**Maximum Acceptance Amount**”) is expected to be determined and announced by the Company as soon as reasonably practicable after the Extended Expiration Deadline, or such other date in the Company’s sole discretion, and such amount may be changed by the Company in its sole discretion, although the Company reserves the right, in its sole discretion, to accept significantly more than or significantly less than such amount, or to accept none of such 2024 Notes, for purchase pursuant to the Offer. The Maximum Acceptance Amount (if any) will be announced after the Extended Expiration Deadline through publication on the website of the Hong Kong Stock Exchange, on the Offer Website and be made by the delivery of notices to the Clearing Systems for communication to Direct Participants.

The consummation of the Offer is subject to the satisfaction or waiver of certain conditions, including, among others, the New Issue Condition. There can be no assurance that such conditions will be satisfied or will be waived, or that the Offer will be consummated or that any failure to consummate the Offer will not have a negative effect on the market price and liquidity of the 2024 Notes.

Subject to the consummation of the Offer, the Company will pay, with respect to 2024 Notes validly tendered by the Extended Expiration Deadline and accepted by the Company for purchase pursuant to the Offer, the Purchase Price and Accrued Interest as set forth in the Offer to Purchase.

Further Details

The terms and conditions of the Offer are more fully described in the Offer to Purchase. For additional information regarding the Offer, Eligible Holders should refer to the Offer to Purchase.

Contact information for Kroll Issuer Services Limited, the Information and Tender Agent are as follows: telephone: +44 20 7704 0880/+852 2281 0114 and email: hh@is.kroll.com. The Offer Website is at: <https://deals.is.kroll.com/hh>.

General

The distribution of the Offer to Purchase is restricted by law in certain jurisdictions. Persons who come into possession of the Offer to Purchase are required to inform themselves of and to observe any of these restrictions. The Offer to Purchase does not constitute, and may not be used in connection with, an offer to buy 2024 Notes or New Notes or a solicitation to sell 2024 Notes by anyone in any jurisdiction in which such an offer or solicitation is not authorised or in which the person making such an offer or solicitation is not qualified to do so or to any person to whom it is unlawful to make an offer or a solicitation. The Company will not accept any responsibility for any violation by any person of the restrictions applicable in any jurisdiction.

No assurance can be given that the Concurrent New Money Issuance and/or the Offer will be completed and the Company reserves the right, in its sole and absolute discretion, to extend, withdraw or terminate the Concurrent New Money Issuance and/or the Offer and amend, modify or waive any of the terms and conditions of the Concurrent New Money Issuance and/or the Offer, in each case in whole or in part, at any time. As the Concurrent New Money Issuance and/or the Offer may or may not proceed, shareholders, noteholders, Holders of the 2024 Notes and potential investors in any securities of the Company or the 2024 Notes should exercise caution when dealing in the securities of the Company.

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

Hong Kong, May 17, 2023

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 Marie Edmee Jehanne Albertini, 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 Professor Ding Yuan.*

* *commonly known as Laetitia Albertini*