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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”)**

### **EXPIRATION OF THE OFFER**

Reference is made to the announcements of the Company dated May 8, 2023 and May 17, 2023 (the “**Announcements**”) 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 Announcements. 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.

In accordance with the terms and conditions set forth in the Offer to Purchase, the Offer is due to expire at 4:00 p.m., London Time on May 25, 2023. As the New Issue Condition will not be satisfied by the Extended Expiration Deadline, the Company has decided not to proceed with the Offer at this time. Accordingly, none of the 2024 Notes that have been tendered in the Offer will be accepted for purchase and no consideration will be paid or become payable to Eligible Holders. All 2024 Notes previously tendered and not withdrawn will be promptly returned or credited back to their respective holders.

The Company is actively exploring alternative transaction structures, which may include a new exchange offer and/or tender offer, and intends to announce such transaction imminently. No assurance can be given that any new transaction will be announced or completed. Shareholders, Holders of the 2024 Notes and potential investors in any securities of the Company 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 25, 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*