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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)

PROPOSED GUARANTEED BONDS OFFERING

Health and Happiness (H&H) International Holdings Limited (the “**Company**”) proposes to conduct an offering of guaranteed and unsecured bonds denominated in Renminbi (the “**Bonds**”), which will be unconditionally and irrevocably guaranteed by certain of our existing subsidiaries (the “**Subsidiary Guarantors**”). The net proceeds from the offering of the Bonds are expected to be applied to repay the existing offshore indebtedness of the Company. The Bonds will only be offered and sold outside the United States in offshore transactions in reliance on Regulation S under the U.S. Securities Act (the “**Proposed Bonds Offering**”). China CITIC Bank International Limited has been appointed as the sole global coordinator (the “**Sole Global Coordinator**”), and China Zheshang Bank Co., Ltd. (Hong Kong Branch), CITIC Securities and TFI Securities and Futures Limited as joint lead managers (together with the Sole Global Coordinator, the “**Joint Lead Managers**”) in respect of the Proposed Bonds Offering.

Pricing of the Bonds, including the offer price and the interest rate, will be determined through a book building exercise to be coordinated by the Joint Lead Managers. As at the time of this announcement, the offer price, the interest rate and other terms and conditions of the Bonds have yet to be determined. Upon finalization of the terms of the Bonds, the Company, the Subsidiary Guarantors and the Joint Lead Managers are expected to enter into a subscription agreement and other documents in relation to the Bonds. The Bonds, if issued, are not expected to be listed on any stock exchange.

As no binding agreement in relation to the Proposed Bonds Offering has been entered into as at the time of this announcement, the Proposed Bonds Offering may or may not materialize. The completion of the Proposed Bonds Offering is subject to various factors, including but not limited to, market conditions, needs of the Company and investor interest. Investors and shareholders of the Company are urged 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, 20 March 2024

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 Albertini, Dr. Zhang Wenhui, Mr. Luo Yun and Mrs. Mingshu Zhao Wiggins; and the independent non-executive directors of the Company are Mr. Tan Wee Seng, Mrs. Lok Lau Yin Ching and Professor Ding Yuan.