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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)**

### **NOTICE OF ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the Annual General Meeting of Health and Happiness (H&H) International Holdings Limited (the “**Company**”) will be held at Suites 3101-3104, 31/F, Jardine House, 1 Connaught Place, Central, Hong Kong on Friday, 10 May 2024 at 9:30 a.m. (the “**Annual General Meeting**”) for the following purposes:

1. To receive, consider and adopt the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors (the “**Directors**”) and auditors for the year ended 31 December 2023.
2. To declare a final dividend equivalent to HK\$0.18 per ordinary share for the year ended 31 December 2023 to the shareholders of the Company which shall be distributed from the retained profits of the Company.
3.
  - a.
    - (i) To re-elect Mr. Luo Fei as an executive Director of the Company;
    - (ii) To re-elect Mr. Wang Yidong as an executive Director of the Company;
    - (iii) To re-elect Mrs. Mingshu Zhao Wiggins as a non-executive Director of the Company; and
    - (iv) To re-elect Mrs. Lok Lau Yin Ching as an independent non-executive Director of the Company.
  - b. To authorize the board of Directors (the “**Board**”) of the Company to fix the remuneration of the Directors of the Company.
4. To re-appoint Ernst & Young as auditors and to authorize the Board to fix their remuneration.

5. To consider as special business and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

**“THAT:**

- (a) subject to paragraph (c) below, a general mandate be and is hereby generally and unconditionally given to the Directors of the Company during the Relevant Period (as defined below) to allot, issue and deal with additional shares in the capital of the Company and to make or grant offers, agreements and options which might require the exercise of such powers;
- (b) the mandate in paragraph (a) above shall authorise the Directors of the Company to make or grant offers, agreements and options during the Relevant Period which would or might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate number of shares allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to the mandate in paragraph (a) above, otherwise than pursuant to:

- (i) a Rights Issue (as defined below);
- (ii) the exercise of options under a share option scheme of the Company; and
- (iii) any scrip dividend scheme or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the articles of association of the Company,

shall not exceed 20% of the total number of issued shares of the Company as at the date of passing of this resolution, and if any subsequent consolidation or subdivision of shares is conducted, the maximum number of shares that may be issued under the mandate in paragraph (a) above as a percentage of the total number of issued shares at the date immediately before and after such consolidation or subdivision shall be the same; and

- (d) for the purposes of this resolution:

**“Relevant Period”** means the period from the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws to be held; and
- (iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders in general meeting.

“**Rights Issue**” means an offer of shares open for a period fixed by the Directors to holders of shares of the Company or any class thereof on the register on a fixed record date in proportion to their then holdings of such shares or class thereof (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of any relevant jurisdiction or the requirements of any recognized regulatory body or any stock exchange).”

6. To consider as special business and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“**THAT:**

- (a) subject to paragraph (b) below, a general mandate be and is hereby generally and unconditionally given to the Directors of the Company to exercise during the Relevant Period (as defined below) all the powers of the Company to repurchase its shares in accordance with all applicable laws, rules and regulations;
- (b) the total number of shares of the Company to be repurchased pursuant to the mandate in paragraph (a) above shall not exceed 10% of the total number of issued shares of the Company as at the date of passing of this resolution, and if any subsequent consolidation or subdivision of shares is conducted, the maximum number of shares that may be repurchased under the mandate in paragraph (a) above as a percentage of the total number of issued shares at the date immediately before and after such consolidation or subdivision shall be the same; and
- (c) for the purposes of this resolution:

“**Relevant Period**” means the period from the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws to be held; and
- (iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders in general meeting.”

7. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“**THAT** conditional upon the passing of the resolutions set out in items 5 and 6 of the notice convening this meeting (the “**Notice**”), the general mandate referred to in the resolution set out in item 5 of the Notice be and is hereby extended by the addition to the aggregate number of shares which may be allotted and issued or agreed conditionally or unconditionally to be allotted and issued by the Directors pursuant to such general mandate of the number of shares repurchased by the Company pursuant to the mandate referred to in the resolution set out in item 6 of the Notice, provided that such amount shall not exceed 10% of the total number of issued shares of the Company as at the date of passing of this resolution.”

8. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“**THAT** the share incentive scheme, named as the 2024 Scheme (the “**2024 Scheme**”) proposed by the Board, a copy of which is produced to this meeting marked “A” and signed by the Chairman of the meeting for the purpose of identification, with the Scheme Mandate Limit (as defined in the 2024 Scheme) of 10% of the total issued and outstanding Shares as at the date of the Shareholders’ approval of the 2024 Scheme, be and is hereby approved and adopted, and the Scheme Administrator (as defined in the 2024 Scheme) be and is hereby authorised to grant the awards (“**Awards**”), and do all such acts and execute all such documents as the Scheme Administrator may consider necessary or expedient in order to give full effect to the 2024 Scheme.”

### **SPECIAL RESOLUTION**

9. To consider and, if thought fit, pass with or without amendments, the following resolutions as a special resolution:

“**THAT:**

- (a) the existing articles of association of the Company (the “**Articles**”) be and are hereby amended as follows:
- (i) Article 151 be amended by deleting the following words at the end of the Article “, and that person has agreed or is deemed to have agreed to treat the publication or receipt of such documents in such manner as discharging the Company’s obligation to send to him a copy of such documents”.
  - (ii) Article 158(1) be amended by adding the words “and “actionable corporate communication”” after the words “corporate communication”.

- (iii) Article 158 (1)(e) be amended by changing the cross reference from Article 161(5) to Article 158(4) and deleting the words “, subject to the Company complying with the Statutes and any other applicable laws, rules and regulations from time to time in force with regard to any requirements for the obtaining of consent (or deemed consent) from such person”.
- (iv) Article 158(1)(f) be amended by deleting it in its entirety and replacing it with the following:
  - “(f) by publishing it on the Company’s website to which the relevant person may have access or the website of the Designated Stock Exchange, subject to the Company complying with the Statutes and any other applicable laws, rules and regulations from time to time in force with regard to any requirements for the obtaining of consent (or implied or deemed consent) from such person; or”.
- (v) Article 158(2) be deleted in its entirety and Articles 158(3) to Article 158(6) be re-numbered accordingly as Articles 158(2) to Article 158(5).
- (vi) Article 159(b) be amended by deletion of the second sentence.
- (vii) Article 159(c) be deleted in its entirety and replaced with the following:
  - “(c) if placed or published on either the Company’s website or the website of the Designated Stock Exchange, shall be deemed to have been given or served on the day on which the notice, document or publication first so appears on the relevant website, unless the Listing Rules specify a different date. In such cases, the deemed date of service shall be as provided or otherwise required by the Listing Rules;”.
- (b) the amended and restated Articles in the form produced to the meeting, a copy of which has been produced to the meeting marked “B” and signed by the Chairman of the meeting for the purpose of identification, which consolidates all the proposed amendments set out in resolution 9(a), be approved and adopted in substitution for and to the exclusion of the existing Articles with immediate effect after the close of the meeting and that any one of the Directors or the company secretary of the Company be and is hereby authorised to do all things necessary to implement the adoption of the third amended and restated Articles.”

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

Hong Kong, 17 April 2024

*Notes:*

1. Pursuant to Rule 13.39(4) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) and Article 66 of the Articles of Association of the Company, all the resolutions set out in the notice of Annual General Meeting will be voted by poll and the results of the poll will be published on the websites of Hong Kong Exchanges and Clearing Limited and the Company. On a poll, votes may be given either personally or by proxy.
2. A member entitled to attend and vote at the above meeting may appoint one or, if he holds two or more shares, more proxies to attend and vote instead of him. A proxy need not be a member of the Company. If more than one proxy is so appointed, the appointment shall specify the number and class of shares in respect of which each such proxy is so appointed.
3. Where there are joint holders of any share, any one of such joint holders may vote, either in person or by proxy, in respect of such share as if he were solely entitled thereto, but if more than one of such joint holders be present at the meeting, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.
4. In order to be valid, a form of proxy together with the power of attorney (if any) or other authority (if any) under which it is signed or a certified copy thereof shall be deposited at the Company’s Hong Kong branch share registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for the meeting (i.e. not later than 9:30 a.m. on Wednesday, 8 May 2024). The proxy form will be published on the website of The Stock Exchange of Hong Kong Limited.
5. There will be four Director vacancies to be filled at the meeting following the retirement of Directors at the Annual General Meeting. If a shareholder wishes to nominate a person to stand for election as a Director, the following documents must be validly served on the Company at Suites 4007-09, 40<sup>th</sup> Floor, One Island East, Taikoo Place, 18 Westlands Road, Quarry Bay, Hong Kong, or via the Company’s Hong Kong branch share registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong, namely (i) his/her notice of intention to propose a resolution at the Annual General Meeting; and (ii) a notice executed by the nominated candidate of his/her willingness to be appointed together with (A) that candidate’s information as required to be disclosed under Rule 13.51(2) of the Listing Rules and such other information, as set out under the section headed “Required information of the candidate(s) nominated by Shareholders” in Appendix II “Re-election of Retiring Directors” of the circular of the Company dated 17 April 2024, and (B) the candidate’s written consent to the publication of his/her personal data.
6. For determining the entitlement to attend and vote at the above meeting, the register of members of the Company will be closed from Tuesday, 7 May 2024 to Friday, 10 May 2024, both days inclusive, during which period no transfer of shares will be registered. In order to be eligible to attend and vote at the Annual General Meeting, unregistered holders of shares of the Company shall ensure that all transfer documents accompanied by the relevant share certificates must be lodged with the Company’s Hong Kong branch share registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong for registration not later than 4:30 p.m. on Monday, 6 May 2024.

7. For determining the entitlement to the proposed final dividend (subject to approval by the shareholders at the Annual General Meeting), the register of members of the Company will be closed from Friday, 17 May 2024 to Tuesday, 21 May 2024, both days inclusive, during which period no transfer of shares will be registered. In order to qualify for the proposed final dividend, unregistered holders of shares of the Company shall ensure that all transfer documents accompanied by the relevant share certificates must be lodged with the Company's Hong Kong branch share registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration not later than 4:30 p.m. on Thursday, 16 May 2024.
8. Shareholders of the Company whose names appear on the register of members on Friday, 10 May 2024 are entitled to attend and vote at the Annual General Meeting or any adjourned meetings, and shareholders whose names appear on the register of members on Tuesday, 21 May 2024 are entitled to the final dividend.
9. References to time and dates in this notice are to Hong Kong time and dates.

*As at the date of this notice, 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.*