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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)

**POLL RESULTS OF THE ANNUAL GENERAL MEETING
HELD ON 10 MAY 2024**

At the annual general meeting (the “AGM”) of Health and Happiness (H&H) International Holdings Limited (the “Company”) held on 10 May 2024, all the proposed resolutions as set out in the notice of the AGM of the Company dated 17 April 2024 were taken by poll. The poll results are as follows:

Ordinary Resolutions		Number of Votes (%)	
		For	Against
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 of the Company for the year ended 31 December 2023.	535,379,377 (99.9343%)	352,000 (0.0657%)
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.	535,731,377 (100%)	0 (0%)

Ordinary Resolutions			Number of Votes (%)	
			For	Against
3.	(a)	(i) To re-elect Mr. Luo Fei as an executive Director of the Company;	487,707,124 (91.8239%)	43,426,253 (8.1761%)
		(ii) To re-elect Mr. Wang Yidong as an executive Director of the Company;	524,633,913 (97.9285%)	11,097,464 (2.0715%)
		(iii) To re-elect Mrs. Mingshu Zhao Wiggins as a non-executive Director of the Company; and	534,811,434 (99.8283%)	919,943 (0.1717%)
		(iv) To re-elect Mrs. Lok Lau Yin Ching as an independent non-executive Director of the Company.	535,453,377 (99.9481%)	278,000 (0.0519%)
	(b)	To authorise the board of Directors (the “ Board ”) of the Company to fix the remuneration of the Directors of the Company.	535,569,397 (99.9698%)	161,980 (0.0302%)
4.	To re-appoint Ernst & Young as auditors of the Company and to authorise the Board to fix their remuneration.		535,079,177 (99.8783%)	652,200 (0.1217%)
5.	To grant a general mandate to the Directors to allot, issue and deal with additional shares of the Company not exceeding 20% of the total number of issued shares in the capital of the Company as at the date of passing of this resolution.		449,604,396 (84.6500%)	81,528,981 (15.3500%)
6.	To grant a general mandate to the Directors to repurchase shares of the Company not exceeding 10% of the total number of issued shares in the capital of the Company as at the date of passing of this resolution.		535,699,877 (99.9941%)	31,500 (0.0059%)

Ordinary Resolutions		Number of Votes (%)	
		For	Against
7.	To extend the general mandate granted to the Directors to issue, allot and deal with additional shares in the capital of the Company by the aggregate number of the shares repurchased by the Company.	440,624,575 (82.9593%)	90,508,802 (17.0407%)
8.	To approve and adopt the 2024 Scheme (as defined in the circular of the Company dated 17 April 2024), 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, and to authorise the Scheme Administrator (as defined in the 2024 Scheme) to grant the 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.	481,891,886 (89.9503%)	53,839,491 (10.0497%)
Special Resolution		Number of Votes (%)	
		For	Against
9.	To approve and adopt the amended and restated articles of association of the Company in substitution for, and to the exclusion of, the existing articles of association of the Company.	535,731,377 (100%)	0 (0%)

Mr. Luo Fei and Mr. Wang Yidong, being the executive Directors, Mrs. Laetitia Albertini, Dr. Zhang Wenhui, Mr. Luo Yun and Mrs. Mingshu Zhao Wiggins, being the non-executive Directors, and Mr. Tan Wee Seng and Mrs. Lok Lau Yin Ching, being the independent non-executive Directors attended the AGM in person or by electronic means. Professor Ding Yuan, being the independent non-executive Director, was unable to attend the AGM due to his other personal engagement.

Notes:

- (a) As more than 50% of the votes were cast in favour of each of the ordinary resolutions numbered 1 to 8 and not less than three-fourths of the votes were cast in favour of the special resolution number 9, all the proposed resolutions were duly passed.
- (b) As at the date of the AGM, the total number of shares of the Company in issue was 645,561,354 shares.
- (c) The total number of shares of the Company entitling the holders to attend and vote on the resolutions at the AGM was 645,561,354 shares.
- (d) There were no shares entitling the holder to attend and abstain from voting in favour of the resolutions at the AGM as set out in rule 13.40 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”).
- (e) No shareholder of the Company was required under the Listing Rules to abstain from voting on the resolutions at the AGM.
- (f) None of the shareholders of the Company have stated their intention in the Company’s circular dated 17 April 2024 to vote against or to abstain from voting on any of the resolutions at the AGM.
- (g) The Company’s branch share registrar, Computershare Hong Kong Investor Services Limited, acted as the scrutineer for the vote-taking at the AGM.

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

Hong Kong, 10 May 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.