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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)

**ANNOUNCEMENT PURSUANT TO RULE 13.18
OF THE LISTING RULES
REFINANCING TERM LOAN FACILITIES**

This announcement is made by Health and Happiness (H&H) International Holdings Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) pursuant to Rule 13.18 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”).

On 27 June 2024, a syndicated facilities agreement (the “**Refinancing Facility Agreement**”) was entered into between, amongst others, the Company, as the borrower and the original guarantor, China Construction Bank (Asia) Corporation Limited as agent and The Hongkong and Shanghai Banking Corporation Limited as security agent, to provide for, among other things, a CNH term loan facility in an aggregate amount of up to equivalent US\$150,000,000 (the “**Refinancing Term Loan Facilities**”). The amount to be borrowed under the Refinancing Term Loan Facilities is to be used to refinance the syndicated loan facilities made available to the Group in the form of incremental facilities under the senior facilities agreements originally dated 21 June 2018 as amended, restated and/or supplemented from time to time with outstanding principal amount of US\$749,735,000 (the “**Existing Facilities**”). Reference is made to the announcements dated 28 March 2022, 28 April 2022 and 27 June 2022 issued by the Company which contain details of the Existing Facilities.

The Refinancing Term Loan Facilities are available for utilisation from (and including) the date of the Refinancing Facility Agreement to (and including) the date falling six months after the date of the Refinancing Facility Agreement. The loans under the Refinancing Term Loan Facilities will be made available in a single instalment under each facility on the relevant utilisation date. The principal amount of the Refinancing Term Loan Facilities is to be repaid in instalments, and all outstanding principal amount of the Refinancing Term Loan Facilities shall be repaid on a date falling thirty-six (36) months after the initial utilisation date.

The Company considers the terms (including interest rate) and conditions of the Refinancing Term Loan Facility Facilities and the Refinancing Facility Agreement are customary commercial terms for debt financings of this kind.

Under the terms of the Refinancing Facility Agreement, in the event that Mr. Luo Fei and his family members (collectively) cease to hold (directly or indirectly) beneficially the largest percentage of the issued voting share capital of the Company, the facilities made or to be made under the Refinancing Facility Agreement will be cancelled and all outstanding principal, together with accrued interest, and all other amounts accrued under the finance documents, shall become immediately due and payable.

The Company will make continuing disclosure pursuant to Rule 13.21 of the Listing Rules for so long as circumstances giving rise to the obligation under Rule 13.18 of the Listing Rules continue to exist.

As the availability of the Refinancing Term Loan Facilities is subject to certain conditions precedent, the Group may or may not proceed with the utilization of such Refinancing Term Loan Facilities. Accordingly, shareholders and potential investors are advised 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, 27 June 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.