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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)

**GRANT OF AWARDED SHARES PURSUANT TO
2011 SHARE AWARD SCHEME**

On 22 September 2017, the Board has resolved to grant and granted a total of 329,646 Awarded Shares (i.e. the 2017 Batch 5 Awarded Shares) to six Selected Participants by way of allocation of a combination of (i) the 2011 Returned Shares, which were Awards previously granted to certain Selected Participants that did not vest, and (ii) 250,500 Shares purchased and currently held by the 2011 Scheme Trustee pursuant to the 2011 Scheme, conditional upon the execution by such 2017 Batch 5 Award Participants of acceptance of the grant letters in relation to the 2017 Batch 5 Awarded Shares. In accordance with the 2011 Scheme, the 2011 Scheme Trustee shall transfer such Shares to the 2017 Batch 5 Award Participants at no consideration upon the satisfaction of the relevant vesting conditions specified by the Board.

Reference is made to the 2011 Scheme and the announcement of the Company dated 11 September 2017 relating to purchase of Shares pursuant to the 2011 Scheme.

On 22 September 2017, the Board (including all independent non-executive Directors), based on the recommendation by the remuneration committee of the Board, has resolved to grant and granted a total of 329,646 Awarded Shares (i.e. the 2017 Batch 5 Awarded Shares), to six Selected Participants, who are directors of certain subsidiaries of the Company (and would otherwise not be connected persons of the Company), by way of allocation of a combination of (i) 2011 Returned Shares, which were the Awards previously granted to certain Selected Participants that did not vest, and (ii) 250,500 Shares purchased by the 2011 Scheme Trustee, conditional upon the execution by such 2017 Batch 5 Awarded Participants of acceptance of the grant letters in relation to the 2017 Batch 5 Awarded Shares. These 250,500 Shares among the 2017 Batch 5 Awarded Shares have been purchased and are currently held by the 2011 Scheme Trustee in accordance with the terms of the 2011 Scheme.

The 2017 Batch 5 Awarded Shares are granted for the purpose of providing incentive to the 2017 Batch 5 Award Participants for their continued contribution to the Group.

In accordance with the 2011 Scheme, the 2011 Scheme Trustee shall transfer the 2017 Batch 5 Awarded Shares to the 2017 Batch 5 Award Participants at no consideration upon the satisfaction of the relevant vesting conditions specified by the Board at the time of granting the Awards.

Subject to the terms of the 2011 Scheme, the 2017 Batch 5 Awarded shares will vest on 1 April 2019.

To the best of the knowledge, information and belief of the directors of the Company having made all reasonable enquiry, the 2011 Scheme Trustee is a third party independent of the Company and is not a connected person of the Company, or a director or a substantial shareholder (as defined under the Listing Rules) of the Group.

To the best of the knowledge, information and belief of the directors of the Company having made all reasonable enquiry, each of the 2017 Batch 5 Award Participants is not a director of the Company or a substantial shareholder (as defined under the Listing Rules) of the Group.

DEFINITIONS

In this announcement, unless otherwise stated, the following expressions shall have the following meanings:

“2011 Returned Shares”	Awards previous granted to certain Selected Participants that did not vest and are currently held by the 2011 Scheme Trustee pursuant to the 2011 Scheme
“2011 Scheme”	the 2011 Share Award Scheme of the Company adopted by the Board on 28 November 2011 (as amended on 30 March 2012)
“2011 Scheme Trustee”	HSBC Trustee (Hong Kong) Limited, the trustee of trust set up in connection with the 2011 Scheme
“2017 Batch 5 Award Participants”	the six Selected Participants who are granted the 2017 Batch 5 Awarded Shares
“2017 Batch 5 Awarded Shares”	a total of 329,646 Awarded Shares granted to the 2017 Batch 5 Award Participants on 22 September 2017, conditional upon the execution by such Selected Participants of acceptance of the grant letters
“Award(s)”	an award(s) of Shares by the Company to any Selected Participant(s) under the 2011 Scheme
“Awarded Shares”	in respect of any Selected Participant(s), such number of Shares determined by the Board and granted to such Selected Participant(s) pursuant to the 2011 Scheme
“Board”	the board of Directors
“Company”	Health and Happiness (H&H) International Holdings Limited (健合(H&H)國際控股有限公司), a limited liability incorporated in the Cayman Islands, the shares of which are listed on the Stock Exchange
“connected person(s)”	has the meaning ascribed thereto in the Listing Rules

“Eligible Participant(s)”	any bona fide employee or any consultant, adviser or agent of the Company or of any subsidiary, excluding any connected person of the Group from time to time, provided always that such term shall exclude any person who at the relevant time has tendered his resignation or who is working out his period of notice pursuant to his employment contract or service contract or otherwise
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Selected Participant(s)”	Eligible Participants from time to time selected by the Board for participation in the 2011 Scheme
“Share(s)”	ordinary shares of HK\$0.01 each in the capital of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

Shareholders and potential investors are advised to exercise caution when dealing in the securities of the Company.

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

Hong Kong, 22 September 2017

As at the date of this announcement, the executive director of the Company is Mr. Luo Fei; the non-executive directors of the Company are Dr. Zhang Wenhui, Mr. Wu Xiong, Mr. Luo Yun and Mr. Chen Fufang; and the independent non-executive directors of the Company are Dr. Ngai Wai Fung, Mr. Tan Wee Seng and Professor Xiao Baichun.