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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)

SHARE PURCHASE PURSUANT TO THE 2011 SHARE AWARD SCHEME

Reference is made to the announcements of Health and Happiness (H&H) International Holdings Limited (formerly known as Biostime International Holdings Limited) (the “**Company**”) dated 28 November 2011 and 30 March 2012 (the “**Announcements**”) relating to the adoption of a share award scheme (the “**2011 Scheme**”) of the Company and amendment to the 2011 Scheme. Unless otherwise defined in this announcement, terms defined in the Announcements shall have the same meanings when used in this announcement.

Pursuant to the 2011 Scheme, on 11 September 2017, the Board has, based on the recommendation by the remuneration committee of the Board, resolved that a sum of HK\$5,000,000.00 will be paid by the Company to the HSBC Trustee (Hong Kong) Limited (the “**2011 Scheme Trustee**”) as soon as practicable, and the 2011 Scheme Trustee shall then purchase and allocate the relevant Shares to certain Eligible Persons to be selected by the Board or the Trust Committee acting on behalf of the Board in accordance with the 2011 Scheme. Based on today’s closing price of HK\$29.10 per Share, the maximum number of Shares in board lot that can be purchased is about 171,500 Shares, which represents approximately 0.0285 per cent of the issued share capital of the Company as at the Adoption Date of the 2011 Scheme (602,294,000 Shares).

The Vesting of an Award of Shares to be allocated and awarded by the 2011 Scheme Trustee shall be subject to relevant rules of the 2011 Scheme and any specific terms applicable to the Award that were determined by the Board at the Grant Date. When the Participant concerned has satisfied all the Vesting conditions specified by the Board and becomes entitled to the Shares forming the subject of the Award, the 2011 Scheme Trustee shall allocate in favor of the Participant all of the Shares subject to the Award and in relation to any income, dividends or other distributions relating to such Shares as its terms shall provide.

Further announcement will be made by the Company upon the award of the purchased Shares to Eligible Person(s). If any of such Eligible Person is a connected person of the Company, the Company will comply with relevant requirements of the Listing Rules.

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, 11 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.