

# Monthly Return of Equity Issuer on Movements in Securities

 For the month ended (dd/mm/yyyy):
 28/2/2019

 To : Hong Kong Exchanges and Clearing Limited

Name of Issuer	Health and Happiness (H&H) International Holdings Limited
Date Submitted	4/3/2019

I. Movements in Authorised Share Capital

1.	Ordinary	Shares

(1) Stock code : <u>1112</u> Description : <u>Ordinary Shares</u>							
	No. of ordinary shares	Par value ( <b>HK\$</b> )	Authorised share capital ( <b>HK\$</b> )				
Balance at close of preceding month	10,000,000,000	0.01	100,000,000				
Increase/(decrease)							
Balance at close of the month	10,000,000,000	0.01	100,000,000				
(2) Stock code : <u>N/A</u> Descriptio	on : <u>N/A</u>						
	No. of ordinary shares	Par value (State currency)	Authorised share capital (State currency)				
Balance at close of preceding month							
Increase/(decrease)							
Balance at close of the month							

# 2. Preference Shares

Stock code :	N/A	_Descripti	on :	N/A		
			•	preference pares	Par value (State currency)	Authorised share capital (State currency)
Balance at close of	preceding mon	th				
Increase/(decrease)	)				-	
Balance at close of	the month					

# 3. Other Classes of Shares

Stock code :	N/A	Descriptio	on : <u>N/A</u>		
			No. of other classes of shares	Par value (State currency)	Authorised share capital (State currency)
Balance at close of	f preceding mo	onth		. <u> </u>	
Increase/(decrease	e)	-			
Balance at close of	f the month	-			
Total authorised sh	are capital at t	the end of the	e month ( <b>HK\$</b> ) :		100,000,000

# II. Movements in Issued Share Capital

	No. of ordina	ry shares	No of preference	No. of other classes of
	(1)	(2)	shares	shares
Balance at close of preceding month	640,355,045	N/A	N/A	N/A
Increase/ (decrease) during the month Balance at close of the	0	N/A	N/A	N/A
month	640,355,045	N/A	N/A	N/A

### III. Details of Movements in Issued Share Capital

Share Options (under Share Option Schemes of the Issuer)

Particulars of share option scheme cluding EGM approval					No. of new shares of issuer issued during the month	No. of new shares of issuer which may be issued pursuant	
date		Movement during	the month		pursuant thereto	thereto as at close o	
(dd/mm/yyyy) and class						the month	
of shares issuable	Granted	Exercised	Cancelled	Lapsed			
1. Pre-IPO							
Share Option Scheme (Options for the issue of 11,150,249 Shares were granted)							
(12/07/2010)							
Ordinary shares						708,597	
(Note 1)							
2. Share Option Scheme							
Exercise Price							
HKD 15.312							
(25/11/2010)							
Ordinary shares						7,903	
(Note 1)							
3. Share Option Scheme							
Exercise Price							
HKD11.52							
(25/11/2010)							
Ordinary shares						21,558	
(Note 1)							
4. Share Option Scheme							
Exercise Price							
HKD12.12							
(25/11/2010)							
Ordinary shares						120,000	
(Note 1)						<u> </u>	
5. Share Option Scheme							
Exercise Price							
HKD19.64							
(25/11/2010)							
Ordinary shares						20,041	
(Note 1)							
6. Share Option Scheme							
Exercise Price							
HKD24.70							
(25/11/2010)							
Ordinary shares						42,090	

(NI=4= 1)				
(Note 1) 7. Share Option Scheme				
Exercise Price				
HKD15.58				
(29/12/2015)				
Ordinary shares		 		 4,346,645
(Note 1)		 		 
8. Share Option Scheme				
Exercise Price				
HK\$21.05				
(03/05/2016)				
Ordinary shares		 		 199,699
(Note 1)				
9. Share Option Scheme				
Exercise Price HKD20.92				
(30/09/2016)				
Ordinary shares		 		 293,280
(Note 1)		 		 295,200
10. Share Option Scheme				
Exercise Price				
HKD23.30				
(23/12/2016)				
Ordinary shares		 		 89,425
(Note 1)				
11. Share Option Scheme				
Exercise Price	_			
HKD25.75	-			
(19/04/2017)	-			
Ordinary shares	- 	 		 1,139,712
(Note 1)		 		 
12. Share Option Scheme				
Exercise Price				
HKD22.15				
(07/07/2017)				
Ordinary shares		 	3,857	 176,700
(Note 1)		 		 
13. Share Option Scheme				
Exercise Price				
HKD29.25				
(24/08/2017)				
Ordinary shares		 		 11,390,266
(Note 1)		 		 .1,000,200
14. Share Option Scheme				
Exercise Price				
HKD47.10				
(05/12/2017)				
Ordinary shares		 		 622,932
(Note 1)				
15. Share Option Scheme	_			
Exercise Price	_			
HKD60.02				
(20/04/2018)				
Ordinary shares		 		 604,000

(Note 1)						
16. Share Option Scheme						
Exercise Price						
HKD59.05						
(26/07/2018)						
Ordinary shares						496,300
(Note 1)						
17. Share Option Scheme						
Exercise Price						
HKD47.27						
(28/09/2018)						
Ordinary shares						87,382
(Note 1)						
18 Share Option Scheme						
Exercise Price						
HKD50.05						
(16/11/2018)						
Ordinary shares				<u></u>		5,593,349
				P I	N11	
				linary shares)	Nil	
			(Prete	rence shares)	N/A N/A	
tal funda raiaad during the	month from ov	projac of options (Sta	ato.	(Other class)	IN/A	
tal funds raised during the rrency)	monun nom exe			Nil		

Description of warrants (Date of expiry - dd/mm/yyyy)		Nominal value at close of preceding month		Nominal value at close of the month	No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
1. <b>N/A</b>						
	_					
( / / ) Stock code (if listed) Class of shares issuable (Note 1) Subscription price						
EGM approval date			_			
(if applicable)						
(dd/mm/yyyy) 2. <b>N/A</b>	( / /	)	_			
	_					
( / / ) Stock code (if listed)						
Class of shares issuable			_			
(Note 1) Subscription price			_			
EGM approval date			_			
(if applicable)						
(dd/mm/yyyy) 3. <b>N/A</b>	( / /	)	_			
	_					
( / / ) Stock code (if listed)						
Class of shares issuable			_			
(Note 1)						
Subscription price			_			
(if applicable)						
(dd/mm/yyyy) 4. <b>N/A</b>	( / /	)	—			
<u></u>						
Stock code (if listed) Class of shares issuable (Note 1)			_			
Subscription price			_			
EGM approval date (if applicable)						
(dd/mm/yyyy)	( / /	)	_			
			Total B. (Ord	linary shares)	Nil	
				rence shares)	N/A	-
				(Other class)	N/A	-

Convertibles (i.e. Convertible into S	Shares of the Issuer w	hich are to be L	isted)			
Class and description		ount at close of ceding month	Converted during the month	Amount at close of the month	No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
1. <b>N/A</b>	_					
Stock code (if listed)						
Class of shares issuable (Note 1)		_				
Subscription price		_				
(if applicable) (dd/mm/yyyy))	( / / )	_				
2. <b>N/A</b>		-				
Stock code (if listed)		=				
Class of shares issuable (Note 1)						
Subscription price		_				
EGM approval date		_				
(if applicable) (dd/mm/yyyy)	( / / )					
<u>3. N/A</u>		_				
	_					
	_					
Stock code (if listed)				·		
Class of shares issuable		_				
(Note 1) Subscription price		_				
EGM approval date		_				
(if applicable) (dd/mm/yyyy)	( / / )					
<u>4. N/A</u>		-				
Stock code (if listed)		<u> </u>				
Class of shares issuable		_				
(Note 1) Subscription price		_				
EGM approval date		_				
(if applicable) (dd/mm/yyyy)						
(dd/inin/9999)		_	Total C. (Ord	linary shares)	Nil	
			(Prefer	rence shares)	N/A	-
				(Other class)	N/A	-

Any other Agreements or Arrangements to Issue Shares of the Issuer which are to be Listed, including Options (other than under Share Option Schemes)

if a	l particulars including EGM approval date (dd/mm/yyyy), pplicable, and class of shares issuable:	No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
1.	N/A		
	( / / ) shares (Note 1)		
2.	N/A		
	( / / )		
	shares (Note 1)		
3.	N/A		
	shares (Note 1)		- <u> </u>
	Total D. (Ordinary shares)	Nil	
	(Preference shares) (Other class)	N/A N/A	-
			-

Oth	er Movements in Is	ssued Share Capi	tal					
							No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
	Type of Issue							
				Class of shares issuable (Note 1)				
1.	Rights issue	At price :	State currency	Issue and allotment date : (dd/mm/yyyy)	( / /	)		
				EGM approval date: (dd/mm/yyyy)	( / /	)		
				(ddminiyyyy)			<u>N/A</u>	<u>N/A</u>
				Class of shares issuable (Note 1)				
2.	Open offer	At price :	State currency	Issue and allotment date : (dd/mm/yyyy)	( / /	)		
				EGM approval date: (dd/mm/yyyy)	( / /	)		
				(220003))))			<u> </u>	<u>N/A</u>
				Class of shares issuable (Note 1)				
3.	Placing	At price :	State currency	Issue and allotment date : (dd/mm/yyyy)	( / /	)		
				EGM approval date: (dd/mm/yyyy)	( / /	)		
				(dd/mm/yyyy)			N/A	<u>N/A</u>
				Class of shares issuable (Note 1)				
4.	Bonus issue			Issue and allotment date : (dd/mm/yyyy)	( / /	)		
				EGM approval date: (dd/mm/yyyy)	( / /	)		
							N/A	<u>N/A</u>

								No. of new shares of issuer issued during the month pursuant thereto	
	Type of Issue								montai
				Class of s (Note 1)	hares issuable				
5.	Scrip dividend	At price :	State currency	Issue and a (dd/mm/yy)	allotment date : /y)	( / /	)		
				EGM appro (dd/mm/yyy	oval date: /y)	( / /	)	N/A	N/A
				Class repurchase	of shares d (Note 1)				
6.	Repurchase of shares			Cancellatio (dd/mm/yyy		( / /	)		
				EGM appro (dd/mm/yy)		( / /	)	N//A	N1/A
								<u> </u>	<u>N/A</u>
				Class redeemed	of shares (Note 1)				
7.	Redemption of shares			Redemption (dd/mm/yy)	n date : /y)	( / /	)		
				EGM appro (dd/mm/yy)	oval date: /y)	( / /	)		
								<u>N/A</u>	<u>N/A</u>
				Class of s (Note 1)	hares issuable				
8.	Consideration issue	At price :	State currency	Issue and a (dd/mm/yy)	allotment date : /y)	( / /	)		
				EGM appro (dd/mm/yy)	oval date: /y)	( / /	)	N/A	
								N/A	<u>N/A</u>
				Class of s (Note 1)	hares issuable				
9.	Capital reorganisation			Issue and a (dd/mm/yy)	allotment date : /y)	( / /	)		
				EGM appro (dd/mm/yy)	oval date: /y)	( / /	)		•
								<u>N/A</u>	<u>N/A</u>

Type of Issue		No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
10. Other At price : State	Class of shares issuable (Note 1) Issue and allotment date : () (dd/mm/yyyy) EGM approval date: N/A	N/A	N/A
	Total E. (Ordinary share (Preference share (Other clas	es) N/A	

Total increase / (decrease) in ordinary shares during the month (i.e. Total of A to E): (1)	Nil				
(2)	N/A				
Total increase / (decrease) in preference shares during the month (i.e. Total of A to E):	N/A				
Total increase / (decrease) in other classes of shares during the month (i.e. Total of A to E):	N/A				
(These figures should be the same as the relevant figures under II above ("Movements in Issued Share Capital").)					

#### **IV. Confirmations**

We hereby confirm to the best knowledge, information and belief that, in relation to each of the securities issued by the issuer during the month as set out in Part III which has not been previously disclosed in a return published under rule 13.25A, it has been duly authorized by the board of directors of the listed issuer and, insofar as applicable:

(Note 2)

- (i) all money due to the listed issuer in respect of the issue of securities has been received by it;
- (ii) all pre-conditions for listing imposed by the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited under "Qualifications of listing" have been fulfilled;
- (iii) all (if any) conditions contained in the formal letter granting listing of and permission to deal in the securities have been fulfilled;
- (iv) all the securities of each class are in all respects identical (Note 3);
- (v) all documents required by the Companies (Winding Up and Miscellaneous Provisions) Ordinance to be filed with the Registrar of Companies have been duly filed and that compliance has been made with other legal requirements;
- (vi) all the definitive documents of title have been delivered/are ready to be delivered/are being prepared and will be delivered in accordance with the terms of issue;
- (vii) completion has taken place of the purchase by the issuer of all property shown in the listing document to have been purchased or agreed to be purchased by it and the purchase consideration for all such property has been duly satisfied; and
- (viii) the trust deed/deed poll relating to the debenture, loan stock, notes or bonds has been completed and executed, and particulars thereof, if so required by law, have been filed with the Registrar of Companies.

#### Remarks (if any):

Submitted by: Yang Wenyun

Title: Joint Company Secretary (Director, Secretary or other duly authorised officer)

#### Notes :

- 1. State the class of shares (e.g. ordinary, preference or other).
- 2. Items (i) to (viii) are suggested forms of confirmation which may be amended to meet individual cases. Where the issuer has already made the relevant confirmations in a return published under rule 13.25A in relation to the securities issued, no further confirmation is required to be made in this return.
- 3. *"Identical" means in this context:* 
  - the securities are of the same nominal value with the same amount called up or paid up;
  - they are entitled to dividend/interest at the same rate and for the same period, so that at the next ensuing distribution, the dividend/interest payable per unit will amount to exactly the same sum (gross and net); and
  - they carry the same rights as to unrestricted transfer, attendance and voting at meetings and rank pari passu in all other respects.
- 4. If there is insufficient space, please append the prescribed continuation sheet.