

Monthly Return of Equity Issuer on Movements in Securities

For the month ended (dd/mm/yyyy) : 31/7/2019

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer	Health and Happiness (H&H) International Holdings Limited
Date Submitted	6/8/2019

I. Movements in Authorised Share Capital

1. Ordinary Shares			
(1) Stock code :Descripti	ion : Ordinary	y Shares	
	No. of ordinary shares	Par value (HK\$)	Authorised share capital (HK\$)
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> Descripti	ion : <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	_Descript	on :	N/A		
			•	reference ares	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	Descriptior	1: <u>N/A</u>		
		Ν	lo. of other classes of shares	Par value (State currency)	Authorised share capital (State currency)
Balance at close	of preceding m	onth			
Increase/(decreas	se)	_			
Balance at close	of the month	_			
Total authorised	share capital a	at the end of the	e month (HK\$) :		100,000,000

II. Movements in Issued Share Capital

	No. of ordina	iry shares	No of preference	No. of other classes of
	(1)	(2)	shares	shares
Balance at close of preceding month	641,787,349	N/A	N/A	N/A
Increase/ (decrease) during the month Balance at close of the	80,642	N/A	N/A	N/A
month	641,867,991	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 including EGM approval			No. of new shares of issuer issued during the month	No. of new shares of issuer which may be issued pursuant thereto as at close of		
date		Movement during	pursuant thereto			
(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						705,169
(Note 1)						
2. Share Option Scheme						
Exercise Price						
HKD 15.312						
(25/11/2010)						
Ordinary shares						7,485
(Note 1)						
3. Share Option Scheme						
Exercise Price						
HKD11.52						
(25/11/2010)						
Ordinary shares						16,408
(Note 1)						
4. Share Option Scheme						
Exercise Price						
HKD12.12						
(25/11/2010)						
Ordinary shares						
(Note 1)						
5. Share Option Scheme						
Exercise Price						
HKD19.64						
(25/11/2010)						
Ordinary shares						14,843
(Note 1)						
6. Share Option Scheme						
Exercise Price						
HKD24.70						
(25/11/2010)						
Ordinary shares						40,542

(Note 1)						
7. Share Option Scheme						
Exercise Price						
HKD15.58						
(29/12/2015)						
Ordinary shares		70,940			70,940	3,312,573
(Note 1)		10,040			10,040	0,012,010
8. Share Option Scheme						
Exercise Price						
HK\$21.05						
(03/05/2016)						
Ordinary shares						181,157
(Note 1)						
9. Share Option Scheme						
Exercise Price						
HKD20.92						
(30/09/2016)						
Ordinary shares		4,000			4,000	272,273
(Note 1)		i			· ·	
10. Share Option Scheme						
Exercise Price						
HKD23.30						
(23/12/2016)						
Ordinary shares		730			730	46,205
(Note 1)						
11. Share Option Scheme						
Exercise Price	-					
HKD25.75	-					
(19/04/2017)	-					
	-					000 740
Ordinary shares						893,716
(Note 1)						
12. Share Option Scheme						
Exercise Price						
HKD22.15						
(07/07/2017)						
Ordinary shares		4,972			4,972	87,602
(Note 1)						
13. Share Option Scheme						
Exercise Price						
HKD29.25						
(24/08/2017)						
Ordinary shares				59,204		9,686,657
(Note 1)						
14. Share Option Scheme						
Exercise Price						
HKD47.10						
(05/12/2017)						
Ordinary shares				7,473		353,335
(Note 1)	_		_			
15. Share Option Scheme						
Exercise Price	-					
HKD60.02	_					
(20/04/2018)						
						E00 000
Ordinary shares						598,936

				·		
(Note 1)						
16. Share Option Scheme						
Exercise Price						
HKD59.05						
(26/07/2018)						
Ordinary shares						469,874
(Note 1)						
17. Share Option Scheme						
Exercise Price						
HKD47.27						
(28/09/2018)						
Ordinary shares						56,302
(Note 1)						
18 Share Option Scheme						
Exercise Price						
HKD50.05						
(16/11/2018)						
Ordinary shares						4,325,450
(Note 1)						
19 Share Option Scheme						
Exercise Price						
HKD49.15						
(29/03/2019)						
Ordinary shares						3,047,918
(Note 1)						
20 Share Option Scheme						
Exercise Price						
HKD45.79						
(09/07/2019)						
Ordinary shares	251,718					251,718
			Total A. (Ord	inary shares)	80,642	
			(Prefer	ence shares)	N/A	
				(Other class)	N/A	
tal funds raised during the rrency)	e month from exe	ercise of options (Sta		\$ 1,316,064.00		

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

Convertibles (i.e. Convertible into S	hares of the Issuer	which are to be Li	sted)			
Class and description		mount at close of preceding 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. N/A						
Stock code (if listed)						
Class of shares issuable (Note 1)						
Subscription price						
(if applicable) (dd/mm/yyyy))	(/ /)					
2. N/A						
	_					
Stock code (if listed)						
Class of shares issuable (Note 1)						
Subscription price						
EGM approval date (if applicable)						
(dd/mm/yyyy) 3. N/A	(/ /)					
<u> </u>						
	_					
Ctack and (if listed)				·		
Stock code (if listed) Class of shares issuable						
(Note 1)						
Subscription price						
(if applicable)						
(dd/mm/yyyy)	(/ /)					
4. N/A						
Stock code (if listed) Class of shares issuable						
(Note 1)						
Subscription price						
EGM approval date (if applicable)						
(dd/mm/yyyy)	(/ /)					
				linary shares)	Nil	-
			(Prefei	rence shares) (Other class)	N/A N/A	-
					14/1	-

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 ap	particulars including EGM approval date (dd/mm/yyyy), policable, 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.	ΝΑ		
	shares (Note 1)		- <u>-</u>
2.	N/A		
3.	Ν/Α		
	shares (Note 1)		
	Total D. (Ordinary shares)	NI:I	
	Total D. (Ordinary shares) (Preference shares)	Nil N/A	-
	(Other class)	N/A	-
			-

Oth	ner Movements in	Issued Share Cap	ital					
							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	 lssue and allotment date : (dd/mm/yyyy)	(/ /)		
				EGM approval date: (dd/mm/yyyy)	(/ /)		
							<u> </u>	<u> </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)	(/ /)		
							<u> </u>	<u> </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)	(/ /)		
							<u> </u>	<u> </u>
				Class of shares issuable (Note 1)				
4.	Bonus issue			Issue and allotment date : (dd/mm/yyyy)	(/ /)		
				EGM approval date: (dd/mm/yyyy)	(/ /)		
							<u> </u>	<u>N/A</u>

						No. of new shares of issuer issued during the month pursuant thereto	
	Type of Issue						
			Class of shares issuable (Note 1)				
5.	Scrip dividend	State currency -	Issue and allotment date : (dd/mm/yyyy)	(/ /			
			EGM approval date: (dd/mm/yyyy)	(/ /)	N/A	N/A
			Class of shares repurchased (Note 1)				
6.	Repurchase of shares		Cancellation date : (dd/mm/yyyy)	(/ /)		
			EGM approval date: (dd/mm/yyyy)	(/ /)	N//A	
						<u> </u>	<u>N/A</u>
			Class of shares redeemed (Note 1)				
7.	Redemption of shares		Redemption date : (dd/mm/yyyy)	(/ /)		
			EGM approval date: (dd/mm/yyyy)	(/ /)		
						<u>N/A</u>	<u>N/A</u>
			Class of shares issuable (Note 1)				
8.	Consideration issue	State currency	lssue and allotment date : (dd/mm/yyyy)	(/ /)		
			EGM approval date: (dd/mm/yyyy)	(/ /)		
						<u> </u>	<u>N/A</u>
			Class of shares issuable (Note 1)				
9.	Capital reorganisation		Issue and allotment date : (dd/mm/yyyy)	(/ /)		
			EGM approval date: (dd/mm/yyyy)	(/ /)	_	_
						<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 (<i>Note 1</i>) - Issue and allotment date : (dd/mm/yyyy) <u>(/ /)</u> EGM approval date: (dd/mm/yyyy) <u>N/A</u>	N/A	N/A
		Total E. (Ordinary sha (Preference sha (Other c	ares) N/A	

Total increase / (decrease) in ordinary shares during the month (i.e. Total of A to E):	1) 80,642
	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 C	apital").)

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)	:
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Submitted by: Yang Wenyun

Title: <u>Company Secretary</u> (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.