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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**

#### **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 29 October 2019, an incremental facility request (the “**Incremental Facility Request**”) was entered into between, amongst others, the Company and Biostime Healthy Australia Investment Pty Ltd, an indirect subsidiary of the Company, as borrowers (the “**Borrowers**”) of the Loan Facilities (as defined below) and The Hongkong and Shanghai Banking Corporation Limited as agent of the syndicated facilities agreement dated 21 June 2018 (as amended, restated and/or supplemented from time to time) (the “**Facilities Agreement**”) pursuant to which certain incremental term facilities and incremental revolving credit facilities equivalent in aggregate principal amount to US\$675 million (the “**Loan Facilities**”) arranged by Goldman Sachs (Asia) L.L.C., The Hongkong and Shanghai Banking Corporation Limited and J.P. Morgan Securities (Asia Pacific) Limited will be made available to the Borrowers under the Facilities Agreement. The amount to be borrowed under the Loan Facilities is to be applied towards, amongst others, (i) the redemption of a portion of the Company’s 7.25% Senior Notes due 2021, (ii) the refinancing of existing loan facilities borrowed under the Facilities Agreement, (iii) the payment of any refinancing costs; and (iv) the general corporate purposes of the Group.

It was also agreed between the parties to the Incremental Facility Request that the Facilities Agreement will be amended and restated in the form scheduled to the Incremental Facility Request (the “**Amended and Restated Facilities Agreement**”) pursuant to a syndication, amendment and restatement agreement (the “**Amendment Agreement**”) currently expected to be entered into in November 2019. The availability of the Loan Facilities is not conditional

upon the entering into of the Amendment Agreement. The principal amount of the Loan Facilities is to be repaid on the date falling 48 months after the first utilisation date of the Loan Facilities.

The Company considers the terms (including interest rate) and conditions of the Loan Facilities, the Amendment Agreement and the Amended and Restated Facilities Agreement customary commercial terms for debt financings of this kind.

Under the form of the Amended and Restated Facilities Agreement, if, among other things, Mr. Luo Fei, Mr. Luo Yun and the family members of each of the foregoing (collectively) cease to hold (directly or indirectly) beneficially the largest percentage of the issued voting share capital of the Company, all loan facilities made or to be made thereunder 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 Loan Facilities is subject to certain conditions precedent, the Group may or may not proceed with the utilization of the Loan Facilities. The shareholders and potential investors of the Company 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, 29 October 2019

*As at the date of this announcement, the executive directors of the Company are Mr. Luo Fei, Mrs. Laetitia Marie Edmee Jehanne ALBERTINI ep. GARNIER and Mr. Wang Yidong; the non-executive directors of the Company are Dr. Zhang Wenhui and Mr. Luo Yun; and the independent non-executive directors of the Company are Dr. Ngai Wai Fung, Mr. Tan Wee Seng and Professor Xiao Baichun.*