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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**

This announcement is made by Health and Happiness (H&H) International Holdings Limited (the “**Company**”) pursuant to Rule 13.18 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”).

Reference is made to the announcement issued by the Company dated 21 June 2018 (the “**June Announcement**”) regarding a facility agreement (the “**Original Refinancing Facility Agreement**”) of the same date and entered into among Biostime Healthy Australia Investment Pty Ltd, an indirect subsidiary of the Company, as borrower, the Company and certain subsidiaries as guarantors, and affiliates of The Goldman Sachs Group, Inc. to provide for Refinancing Term Loan Facilities in an aggregate amount of up to US\$300 million and a Revolving Credit Facility in an aggregate amount of up to US\$50 million. Unless otherwise defined in this announcement, capitalised terms used in this announcement shall have the same meanings as those used in the June Announcement.

On 13 September 2018, the relevant parties entered into an amendment agreement to amend and restate the Original Refinancing Facility Agreement (the “**Amended Refinancing Facility Agreement**”), pursuant to which the aggregate amount of the Refinancing Term Loan Facilities (being the senior secured US dollar term loan facility and the senior secured Australian dollar term loan facility to be used to refinance the Existing Loan Facility) will increase from up to US\$300 million to up to US\$400 million, and the Revolving Credit Facility will remain unchanged in an aggregate amount of up to US\$50 million. The Refinancing Term Loan Facilities are available from the signing of the Original Refinancing Facility Agreement to the date falling two months from on or about 21 September 2018.

Save as disclosed above, there are no other material changes to the terms and conditions of the Original Refinancing Facility Agreement, including the requirement disclosed in the June Announcement that, if Mr. Luo Fei, Mr. Luo Yun and the family members of each of them (collectively) cease to (i) hold (directly or indirectly) beneficially 23% or more of the issued voting share capital of the Company, or (ii) be the persons who hold (directly or indirectly)

beneficially the largest percentage of the issued voting share capital of the Company, the Refinancing Term Loan Facilities and the Revolving Credit Facility 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 Refinancing Term Loan Facilities and the Revolving Credit Facility is subject to certain conditions precedent, it may or may not proceed. Accordingly, 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, 13 September 2018

*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.*