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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)

**PARTIAL REDEMPTION OF
SENIOR NOTES**

7.25% SENIOR NOTES DUE 2021

(ISIN (144A/Reg S): US090688AA08/USG11259AB79

Common Code (144A/Reg S): 143308804/143308740

CUSIP (144A/Reg S): 090688 AA0/G11259 AB7)

In order to reduce financing cost and optimize capital structure, the board of directors of Health and Happiness (H&H) International Holdings Limited (健合 (H&H) 國際控股有限公司) (the “**Company**”) resolved after due consideration to redeem, in part, its US\$600 million 7.25% Senior Notes due 2021 (the “**Notes**”).

The Company is pleased to announce that notification has been sent to the relevant note trustee under the Indenture (as defined below) on 21 September 2018.

Pursuant to the terms of the indenture dated as of 21 June 2016 (as amended or supplemented from time to time, the “**Indenture**”), by and among Biostime International Holdings Limited (currently known as, Health and Happiness (H&H) International Holdings Limited), the entities listed on schedule I thereto, HSBC Bank USA, National Association, as Trustee and The Hongkong and Shanghai Banking Corporation Limited, as Security Agent, the Company has informed the Trustee that US\$125 million in principal amount of the Notes (the “**Redemption Principal Amount**”), representing approximately 20.83% of the outstanding principal amount of the Notes, will be redeemed on October 22, 2018 (the “**Redemption Date**”) at a redemption price equal to 103.6250% of the Redemption Principal Amount, plus accrued and unpaid interest to (but not including) the Redemption Date.

The Company intends to fund the redemption partly by the Company’s internal resources and partly by the proceeds from the drawing of its refinancing term loan facilities provided for under the senior facility agreement dated 21 June 2018, as amended and restated on 13 September 2018, 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.

The Company will continue to explore opportunities to reduce the finance cost of the Company and optimize its capital structure.

By order of the board
Health and Happiness (H&H) International Holdings Limited
Luo Fei
Chairman

Hong Kong, 21 September 2018

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