



**Monthly Return of Equity Issuer on Movements in Securities**

**For the month ended (dd/mm/yyyy) :** 31/5/2018

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer Health and Happiness (H&H) International Holdings Limited

Date Submitted 6/6/2018

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

## 2. Preference Shares

Stock code :	<u>N/A</u>	Description :	<u>N/A</u>	
		No. of preference shares	Par value (State currency)	Authorised share capital (State currency)
Balance at close of preceding month		_____	_____	_____
Increase/(decrease)		_____		_____
Balance at close of the month		_____	_____	_____

## 3. Other Classes of Shares

Stock code :	<u>N/A</u>	Description :	<u>N/A</u>	
		No. of other classes of shares	Par value (State currency)	Authorised share capital (State currency)
Balance at close of preceding month		_____	_____	_____
Increase/(decrease)		_____		_____
Balance at close of the month		_____	_____	_____

Total authorised share capital at the end of the month (HK\$) : 100,000,000

## II. Movements in Issued Share Capital

	No. of ordinary shares (1)	(2)	No of preference shares	No. of other classes of shares
Balance at close of preceding month	<b>639,237,957</b>	<b>N/A</b>	<b>N/A</b>	<b>N/A</b>
Increase/ (decrease) during the month	<b>446,100</b>	<b>N/A</b>	<b>N/A</b>	<b>N/A</b>
Balance at close of the month	<b>639,684,057</b>	<b>N/A</b>	<b>N/A</b>	<b>N/A</b>

## 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 date (dd/mm/yyyy) and class of shares issuable	Movement during 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
	Granted	Exercised	Cancelled	Lapsed		
<b>1. Pre-IPO</b>						
<b>Share Option Scheme</b>						
<b>(Options for the issue of 11,150,249 Shares were granted)</b>						
<b>(12/07/2010)</b>						
Ordinary shares	---	<b>6,090</b>	---	---	<b>6,090</b>	<b>731,777</b>
<i>(Note 1)</i>						
<b>2. Share Option Scheme</b>						
<b>Exercise Price</b>						
<b>HKD 15.312</b>						
<b>(25/11/2010)</b>						
Ordinary shares	---	<b>85</b>	---	---	<b>85</b>	<b>8,105</b>
<i>(Note 1)</i>						
<b>3. Share Option Scheme</b>						
<b>Exercise Price</b>						
<b>HKD11.52</b>						
<b>(25/11/2010)</b>						
Ordinary shares	---	---	---	---	---	<b>33,604</b>
<i>(Note 1)</i>						
<b>4. Share Option Scheme</b>						
<b>Exercise Price</b>						
<b>HKD12.12</b>						
<b>(25/11/2010)</b>						
Ordinary shares	---	---	---	---	---	<b>120,000</b>
<i>(Note 1)</i>						
<b>5. Share Option Scheme</b>						
<b>Exercise Price</b>						
<b>HKD19.64</b>						
<b>(25/11/2010)</b>						
Ordinary shares	---	---	---	---	---	<b>22,941</b>
<i>(Note 1)</i>						
<b>6. Share Option Scheme</b>						
<b>Exercise Price</b>						
<b>HKD24.70</b>						
<b>(25/11/2010)</b>						
Ordinary shares	---	<b>18,505</b>	---	---	<b>18,505</b>	<b>65,134</b>



Total A. (Ordinary shares)	<u>446,100</u>
(Preference shares)	<u>N/A</u>
(Other class)	<u>N/A</u>

Total funds raised during the month from exercise of options (State  
currency)

HK\$7,514,367.26

Warrants to Issue Shares of the Issuer which are to be Listed

Description of warrants (Date of expiry - dd/mm/yyyy)	Currency of nominal value	Nominal value at close of preceding month	Exercised during the 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						
EGM approval date (if applicable) (dd/mm/yyyy)		( / / )				
4. <b>N/A</b>						
( / / )						
Stock code (if listed)						
Class of shares issuable (Note 1)						
Subscription price						
EGM approval date (if applicable) (dd/mm/yyyy)		( / / )				
Total B. (Ordinary shares)					<b>Nil</b>	
(Preference shares)					<b>N/A</b>	
(Other class)					<b>N/A</b>	

Convertibles (i.e. Convertible into Shares of the Issuer which are to be Listed)

Class and description	Currency of amount outstanding	Amount 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
<b>1. HK\$3.1 billion zero coupon convertible bonds due 2019</b> <hr/> <hr/> <hr/>	HKD	\$3,100,000,000	Nil	Nil	Nil	Nil(See Remarks)
Stock code (if listed) <u>6024</u> Class of shares issuable (Note 1) <u>Ordinary</u> Subscription price <u>HK\$ 90.84</u> EGM approval date (if applicable) (dd/mm/yyyy) <u>N/A</u>						
<b>2. N/A</b> <hr/> <hr/> <hr/>						
Stock code (if listed) _____ Class of shares issuable (Note 1) _____ Subscription price _____ EGM approval date (if applicable) (dd/mm/yyyy) <u>( / / )</u>						
<b>3. N/A</b> <hr/> <hr/> <hr/>						
Stock code (if listed) _____ Class of shares issuable (Note 1) _____ Subscription price _____ EGM approval date (if applicable) (dd/mm/yyyy) <u>( / / )</u>						
<b>4. N/A</b> <hr/> <hr/> <hr/>						
Stock code (if listed) _____ Class of shares issuable (Note 1) _____ Subscription price _____ EGM approval date (if applicable) (dd/mm/yyyy) <u>( / / )</u>						
Total C. (Ordinary shares) <u>Nil</u> (Preference shares) <u>N/A</u> (Other class) <u>N/A</u>						

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

Full particulars including EGM approval date (dd/mm/yyyy), if applicable, 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. <b>N/A</b>     ( / / ) shares (Note 1)		
2. <b>N/A</b>     ( / / ) shares (Note 1)		
3. <b>N/A</b>     ( / / ) shares (Note 1)		
Total D. (Ordinary shares)	<b>Nil</b>	
(Preference shares)	<b>N/A</b>	
(Other class)	<b>N/A</b>	



## Other Movements in Issued Share Capital

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
1.	Rights issue	At price : State currency _____	Class of shares issuable _____ <i>(Note 1)</i> Issue and allotment date : ( / / ) (dd/mm/yyyy) EGM approval date: ( / / ) (dd/mm/yyyy)	<u>N/A</u>	<u>N/A</u>
2.	Open offer	At price : State currency _____	Class of shares issuable _____ <i>(Note 1)</i> Issue and allotment date : ( / / ) (dd/mm/yyyy) EGM approval date: ( / / ) (dd/mm/yyyy)	<u>N/A</u>	<u>N/A</u>
3.	Placing	At price : State currency _____	Class of shares issuable _____ <i>(Note 1)</i> Issue and allotment date : ( / / ) (dd/mm/yyyy) EGM approval date: ( / / ) (dd/mm/yyyy)	<u>N/A</u>	<u>N/A</u>
4.	Bonus issue		Class of shares issuable _____ <i>(Note 1)</i> 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
5.	Scrip dividend	At price : State currency _____	Class of shares issuable (Note 1) _____ Issue and allotment date : ( / / ) (dd/mm/yyyy) EGM approval date: ( / / ) (dd/mm/yyyy)	<u>N/A</u>	<u>N/A</u>
6.	Repurchase of shares		Class of shares repurchased (Note 1) _____ Cancellation date : ( / / ) (dd/mm/yyyy) EGM approval date: ( / / ) (dd/mm/yyyy)	<u>N/A</u>	<u>N/A</u>
7.	Redemption of shares		Class of shares redeemed (Note 1) _____ Redemption date : ( / / ) (dd/mm/yyyy) EGM approval date: ( / / ) (dd/mm/yyyy)	<u>N/A</u>	<u>N/A</u>
8.	Consideration issue	At price : State currency _____	Class of shares issuable (Note 1) _____ Issue and allotment date : ( / / ) (dd/mm/yyyy) EGM approval date: ( / / ) (dd/mm/yyyy)	<u>N/A</u>	<u>N/A</u>
9.	Capital reorganisation		Class of shares issuable (Note 1) _____ 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 currency _____	Class of shares issuable (Note 1) _____	Issue and allotment date : ( / / )	N/A	N/A
		EGM approval date: (dd/mm/yyyy)	<u>N/A</u>	_____	_____
		Total E. (Ordinary shares)	<u>N/A</u>	_____	_____
		(Preference shares)	<u>N/A</u>	_____	_____
		(Other class)	<u>N/A</u>	_____	_____

Total increase / (decrease) in ordinary shares during the month (i.e. Total of A to E):	(1)	<u>446,100</u>
	(2)	<u>N/A</u>
Total increase / (decrease) in preference shares during the month (i.e. Total of A to E):		<u>N/A</u>
Total increase / (decrease) in other classes of shares during the month (i.e. Total of A to E):		<u>N/A</u>
<i>(These figures should be the same as the relevant figures under II above ("Movements in Issued Share Capital").)</i>		

Remarks (if any):

The entire principal amount of the HK\$3.1 billion zero coupon convertible bonds due 2019 issued by the Company has been repurchased by the Company but not yet cancelled.

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Submitted by: Yang Wenyun

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

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Notes :

1. *State the class of shares (e.g. ordinary, preference or other).*
2. *If there is insufficient space, please append the prescribed continuation sheet.*