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Singapore SFA Product Classification: The Company has determined, and hereby notifies all relevant persons (as defined in the CMP Regulations 2018), that the New Notes are ‘prescribed capital markets products’ (as defined in Section 309(A)(1) of the SFA) and Excluded Investment Products (as defined in MAS Notice SFA 04-N12: Notice on the Sale of Investment Products and MAS Notice FAA-N16: Notice on Recommendations on Investment Products).

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***MiFID II professionals/ECPs-only/No PRIIPs KID** – Manufacturer target market (MiFID II product governance) is eligible counterparties and professional clients only (all distribution channels). No PRIIPs key information document (KID) has been prepared as not available to retain in EEA.*



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)

(1) EXCHANGE OFFER FOR OUTSTANDING SENIOR NOTES

7.25% SENIOR NOTES DUE 2021

ISIN (Reg S): USG11259AB79

Common Code (Reg S):143308740

AND

(2) PROPOSED ISSUANCE OF NEW NOTES

Reference is made to the announcements of the Company dated 11 September 2018, 17 September 2018 and 20 September 2018 in respect of the Exchange Offer for Existing Notes and the Concurrent New Money Issuance (the “**Announcements**”). Unless the context herein defines otherwise, capitalized terms used in this announcement shall have the same meanings as defined in the Announcements.

The Company has determined not to proceed with the Concurrent New Money Issuance. In addition, in accordance with the terms of the Exchange Offer, the Company has determined to terminate the Exchange Offer. Accordingly, none of the Existing Notes that have been tendered in the Exchange Offer will be accepted for purchase and no consideration will be paid or become payable to holders of the Existing Notes. All Existing Notes previously tendered and not withdrawn will be promptly returned or credited back to their respective holders. The Company will continue to explore opportunities to reduce the finance cost of Company and optimize its capital structure.

GENERAL

This announcement is not an offer to purchase, a solicitation of an offer to purchase, an offer to sell or a solicitation of an offer to sell, securities in the United States or elsewhere. No securities of the Company or any of its subsidiaries are being, or will be, registered under the U.S. Securities Act or the securities laws of any state of the United States, and no such securities may be offered or sold in the United States except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and any applicable state or local securities laws. No public offering of securities is being or will be made in the United States or any other jurisdiction. This announcement is provided to you because you are outside the United States. Nothing in this communication shall constitute an offer to sell or the solicitation of an offer to buy securities in any jurisdiction in which such offer or sale would be unlawful.

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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.