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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)

GRANT OF AWARDED SHARES PURSUANT TO 2013 SHARE AWARD SCHEME

On 25 August 2017, the Board has resolved to grant Awards comprising a total of 1,198,604 Awarded Shares, namely, the 2017 Batch 4 Awarded Shares, to 59 Selected Participants by way of allotment of new Shares pursuant to the 2013 Scheme and the general mandate granted by the shareholders of the Company at the annual general meeting held on 12 May 2017, conditional upon (i) the execution by such 2017 Batch 4 Award Participants of acceptance of the grant letters in relation to the 2017 Batch 4 Awarded Shares and (ii) the granting of the listing of, and permission to deal in such 2017 Batch 4 Awarded Shares by the Stock Exchange.

Pursuant to the 2013 Scheme, the Board will cause to be paid the subscription money for such 2017 Batch 4 Awarded Shares from the Company's resources into the Account. The 2013 Scheme Trustee shall subscribe for such number of the 2017 Batch 4 Awarded Shares in cash. Upon the allotment of such number of the 2017 Batch 4 Awarded Shares, the 2013 Scheme Trustee shall hold such Shares on trust for the 2017 Batch 4 Award Participants and shall transfer such Shares to the 2017 Batch 4 Award Participants at no consideration upon the satisfaction of the relevant vesting conditions specified by the Board.

The total number of Shares available for Awards under the 2013 Scheme is 2,243,626 as at 25 August 2017 before the granting of the 2017 Batch 4 Awarded Shares, and shall not exceed 1.5% of the issued share capital of the Company as at the date of adoption of the 2013 Scheme. Following the granting of the 2017 Batch 4 Awarded Shares, there remains 1,045,022 Shares available under the 2013 Scheme for further grant of Award(s) by the Board.

References are made to the 2013 Scheme adopted by the Board on 29 November 2013 and the subsequent amendment to the 2013 Scheme adopted on 14 May 2015.

On 25 August 2017, the Board has resolved to grant Awards comprising a total of 1,198,604 Awarded Shares, namely, the 2017 Batch 4 Awarded Shares, to 59 Selected Participants by way of allotment of new Shares pursuant to the 2013 Scheme and the general mandate granted by the shareholders of the Company at the annual general meeting held on 12 May 2017, conditional upon (i) the execution by such 2017 Batch 4 Award Participants of acceptance of the grant letters in relation to the 2017 Batch 4 Awarded Shares and (ii) the granting of the listing of, and permission to deal in such 2017 Batch 4 Awarded Shares by the Stock Exchange.

Except for the 81,992 2013 Awarded Shares and 48,637 2013 Awarded Shares to be allotted pursuant to the grant under the 2013 Scheme as disclosed in the announcement of the Company dated 19 April 2017 and 7 July 2017 and the grant of the 2017 Batch 4 Awarded Shares as disclosed in this announcement, the aforesaid general mandate has not been used by the Board for any other purposes as at the date of this announcement.

Pursuant to the 2013 Scheme, the Board shall cause to be paid the subscription money for such 2017 Batch 4 Awarded Shares from the Company's resources into the Account. The 2013 Scheme Trustee shall subscribe for such number of the 2017 Batch 4 Awarded Shares in cash. Upon the allotment of such number of the 2017 Batch 4 Awarded Shares, the 2013 Scheme Trustee shall hold such Shares on trust for the 2017 Batch 4 Award Participants and shall transfer such Shares to the 2017 Batch 4 Award Participants at no consideration upon the satisfaction of the relevant vesting conditions specified by the Board.

These 2017 Batch 4 Awarded Shares, when issued and fully paid, will rank *pari passu* among themselves and with the Shares in issue as at the date of this announcement, with the right to receive all dividends and other distributions declared, made or paid on or after the date of allotment. Pursuant to the 2013 Scheme, the 2013 Scheme Trustee however shall not exercise the voting rights in respect of any Shares held by it on trust.

Application will be made by the Company to the Stock Exchange for the granting of the listing of, and permission to deal in, such number of the 2017 Batch 4 Awarded Shares.

Subject to the terms of the 2013 Scheme, the 2017 Batch 4 Awarded Shares will vest on 1 April 2019.

Further information relating to the issue of these 2017 Batch 4 Awarded Shares pursuant to the 2013 Scheme is set out below:

Securities to be issued:	1,198,604 Shares
Issue price (net):	Shares shall be allotted to the 2013 Scheme Trustee at nominal value
Funds to be raised:	Nil

Note: HK\$11,986.04, which is the total nominal value of such number of the 2017 Batch 4 Awarded Shares to be issued, shall be paid from the Company's resources into the Account and shall be used by the 2013 Scheme Trust as subscription money for such Shares

Reasons for the issue:	To recognise the contributions made by the Selected Participants and to attract and retain talent for the continuous operations and development of the Group
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Identity of the allottee(s):	2013 Scheme Trustee, which will hold the 2017 Batch 4 Awarded Shares on trust for the 2017 Batch 4 Award Participants
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Market price of the Shares:	HK\$29.00, being the closing price of the Shares as at 25 August 2017
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Fund raising activities in the past 12 months:	The Company has not engaged in any fund raising activities by any issue of Shares or any other equity securities in the 12 months immediately preceding the date of this announcement.
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The total number of Shares available for Awards under the 2013 Scheme is 2,243,626 as at 25 August 2017 before the granting of the 2017 Batch 4 Awarded Shares, and shall not exceed 1.5% of the issued share capital of the Company as at the date of adoption of the 2013 Scheme. Following the granting of the 2017 Batch 4 Awarded Shares, there remains 1,045,022 Shares available under the 2013 Scheme for further Award(s) by the Board.

The 2017 Batch 4 Award Participants are employees of the Group. To the best of the knowledge, information and belief of the directors of the Company having made all reasonable enquiry, the 2013 Scheme Trustee and the 2017 Batch 4 Award Participants are third parties independent of the Company and are not connected persons of the Company, and none of them is a director or a substantial shareholder (as defined under the Listing Rules) of the Group.

DEFINITIONS

In this announcement, unless otherwise stated, the following expressions shall have the following meanings:

“Award(s)”	an award(s) of Shares by the Company to any Selected Participant(s) under the 2013 Scheme
“2013 Awarded Shares”	in respect of any Selected Participant(s), such number of Shares determined by the Board and granted to such Selected Participant(s) pursuant to the 2013 Scheme
“2013 Scheme”	the 2013 Share Award Scheme of the Company adopted by the Board on 29 November 2013 (as amended on 14 May 2015)
“2013 Scheme Trustee”	BOCI-Prudential Trustee Limited, the trustee of the trust set up in connection with the 2013 Scheme
“2017 Batch 4 Award Participants”	the 59 Selected Participants who are granted the 2017 Batch 4 Awarded Shares
“2017 Batch 4 Awarded Shares”	a total of 1,198,604 2013 Awarded Shares granted to the 2017 Batch 4 Award Participants on 25 August 2017, conditional upon the execution by such Selected Participants of acceptance of the grant letters
“Account”	the bank account opened in the name of the Company to be operated solely for the purposes of operating the 2013 Scheme and the funds thereof to be held on trust by the Company for the Selected Participants
“Board”	the board of Directors
“Company”	Health and Happiness (H&H) International Holdings Limited (健合(H&H)國際控股有限公司), a limited liability incorporated in the Cayman Islands, the shares of which are listed on the Stock Exchange
“connected person(s)”	has the meaning ascribed thereto in the Listing Rules

“Eligible Participant(s)”	any bona fide employee or any consultant, adviser or agent of the Company or of any subsidiary, excluding any connected person of the Group from time to time, provided always that such term shall exclude any person who at the relevant time has tendered his resignation or who is working out his period of notice pursuant to his employment contract or service contract or otherwise
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Selected Participant(s)”	Eligible Participants from time to time selected by the Board for participation in the 2013 Scheme
“Share(s)”	ordinary shares of HK\$0.01 each in the capital of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

Shareholders and potential investors are advised to exercise caution when dealing in the securities of the Company.

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

Hong Kong, 25 August 2017

As at the date of this announcement, the executive director of the Company is Mr. Luo Fei; the non-executive directors of the Company are Dr. Zhang Wenhui, Mr. Wu Xiong, Mr. Luo Yun and Mr. Chen Fufang; and the independent non-executive directors of the Company are Dr. Ngai Wai Fung, Mr. Tan Wee Seng and Professor Xiao Baichun.