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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 SHARE OPTIONS PURSUANT TO SHARE OPTION SCHEME

This announcement is made pursuant to Rule 17.06A of the Listing Rules.

On 29 March 2019, a total of 3,085,008 share options (the “**Share Options**”) to subscribe for 3,085,008 Shares were granted to a total of 17 eligible persons (the “**Grantees**”), including an executive director and the independent non-executive directors of the Company, under the Share Option Scheme, subject to acceptance of the Grantees.

Each Share Option shall entitle the holder of the Share Option to subscribe for one Share upon exercise of such Share Option at an exercise price of HK\$49.15 per Share, which represents the highest of (1) the nominal value of a Share; (2) the closing price of HK\$49.15 per Share as stated in the daily quotation sheets issued by the Stock Exchange on 29 March 2019; and (3) the average closing price of HK\$47.47 per Share as stated in the daily quotation sheets issued by the Stock Exchange for the five business days immediately preceding the Date of Grant.

Subject to the provisions of the Share Option Scheme and satisfaction of vesting conditions in relation to certain performance targets as stipulated under the relevant grant letters (except for the grant of 450,000 Share Options to Dr. Ngai Wai Fung, Mr. Tan Wee Seng and Professor Xiao Baichun which are not subject to any vesting conditions in relation to performance targets):

1. 524,266 of the Share Options granted to the Grantees, other than Mrs. Laetitia Marie Edmee Jehanne ALBERTINI ep. GARNIER, Dr. Ngai Wai Fung, Mr. Tan Wee Seng and Professor Xiao Baichun, shall vest on 1 April 2021 and will be exercisable for a period of six years after the date on which they vest; and

2. 2,560,742 of the Share Options granted to Mrs. Laetitia Marie Edmee Jehanne ALBERTINI ep. GARNIER, Dr. Ngai Wai Fung, Mr. Tan Wee Seng and Professor Xiao Baichun shall vest on 1 April 2022, and will be exercisable for a period of six years after the date on which they vest.

The name, position, relationship and entitlement of the Grantees of the Share Options who are a Director, chief executive and/or a substantial shareholder of the Company are as follows:

Name	Position held and relationship with the Company	Number of Share Options granted
Mrs. Laetitia Marie Edmee Jehanne ALBERTINI ep. GARNIER	Executive Director, chief executive officer	2,110,742
Dr. Ngai Wai Fung	Independent non-executive Director	150,000
Mr. Tan Wee Seng	Independent non-executive Director	150,000
Professor Xiao Baichun	Independent non-executive Director	150,000

At the request of Laetitia Marie Edmee Jehanne ALBERTINI ep. GARNIER, 628,536 Shares Options granted to her on 16 November 2018 as part of her remuneration package for serving as the chief strategy officer of the Company (as disclosed in the Company's announcement dated 16 November 2018) were cancelled in accordance with the rules of the Share Option Scheme upon her acceptance of the grant of 2,110,742 Shares Options in connection with her new role as the chief executive officer of the Company.

Other than as disclosed above, none of the Grantees of the Share Options is a Director, chief executive or substantial shareholder of the Company, or their respective associates (as defined in the Listing Rules).

DEFINITIONS

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

“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
“Date of Grant”	29 March 2019, being the date of the grant of the Share Options
“Director(s)”	director(s) of the Company

“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Share(s)”	ordinary shares of HK\$0.01 each in the capital of the Company
“Share Option Scheme”	the share option scheme adopted by the Company on 25 November 2010
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

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

Hong Kong, 29 March 2019

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; the independent non-executive Directors of the Company are Dr. Ngai Wai Fung, Mr. Tan Wee Seng and Professor Xiao Baichun.