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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)

**POLL RESULTS OF THE ANNUAL GENERAL MEETING
HELD ON 8 MAY 2020,
RETIREMENT OF INDEPENDENT NON-EXECUTIVE
DIRECTORS AND**

**CHANGE OF CHAIRMAN OF AUDIT COMMITTEE AND MEMBERS
OF NOMINATION COMMITTEE AND REMUNERATION COMMITTEE**

Poll Results of the Annual General Meeting

At the annual general meeting (the “AGM”) of Health and Happiness (H&H) International Holdings Limited (the “Company”) held on 8 May 2020, all the proposed resolutions as set out in the notice of the AGM of the Company dated 3 April 2020 were taken by poll. The poll results are as follows:

Ordinary Resolutions		Number of Votes (%)	
		For	Against
1.	To receive, consider and adopt the consolidated audited financial statements of the Company and its subsidiaries and the reports of the directors (the “Directors”) and auditors of the Company for the year ended 31 December 2019.	509,860,207 (100%)	0 (0%)
2.	To declare a final dividend equivalent to HK\$0.85 per ordinary share for the year ended 31 December 2019 to the shareholders of the Company which shall be distributed from the retained profits of the Company.	506,753,607 (99.3609%)	3,259,600 (0.6391%)

Ordinary Resolutions			Number of Votes (%)	
			For	Against
3.	(a)	(i) To re-elect Mr. Luo Yun as a non-executive Director of the Company.	498,685,814 (97.7790%)	11,327,393 (2.2210%)
		(ii) To re-elect Mrs. Lok Lau Yin Ching as an independent non-executive Director of the Company.	510,013,207 (100%)	0 (0%)
		(iii) To re-elect Mr. Wang Can as an independent non-executive Director of the Company.	510,013,207 (100%)	0 (0%)
	(b) To authorise the board of Directors (the “ Board ”) of the Company to fix the remuneration of the Directors of the Company.	507,953,790 (99.5982%)	2,049,417 (0.4018%)	
4.	To re-appoint Ernst & Young as auditors of the Company and to authorise the Board to fix their remuneration.		508,048,956 (99.6149%)	1,964,251 (0.3851%)
5.	To grant a general mandate to the Directors to allot, issue and deal with additional shares of the Company not exceeding 20% of the total number of issued shares in the capital of the Company as at the date of passing of this resolution.		444,727,920 (87.2010%)	65,275,287 (12.7990%)
6.	To grant a general mandate to the Directors to repurchase shares of the Company not exceeding 10% of the total number of issued shares in the capital of the Company as at the date of passing of this resolution.		506,743,607 (99.3609%)	3,259,600 (0.6391%)
7.	To extend the general mandate granted to the Directors to issue, allot and deal with additional shares in the capital of the Company by the aggregate number of the shares repurchased by the Company.		444,944,738 (87.2418%)	65,068,469 (12.7582%)
8.	(a)	To approve the adoption of the New Share Option Scheme (as defined in the circular of the Company dated 3 April 2020).	443,639,490 (87.1801%)	65,237,717 (12.8199%)
	(b)	To terminate the Existing Share Option Scheme (as defined in the circular of the Company dated 3 April 2020) upon the New Share Option Scheme becoming unconditional.	502,380,665 (98.8953%)	5,611,542 (1.1047%)

Notes:

- (a) As a majority of the votes were cast in favour of each of the ordinary resolutions numbered 1 to 8, such resolutions were duly passed as ordinary resolutions.
- (b) As at the date of the AGM, the total number of shares of the Company in issue was 644,054,869 shares.
- (c) The total number of shares of the Company entitling the holders to attend and vote on the resolutions at the AGM was 644,054,869 shares.
- (d) There were no shares entitling the holder to attend and abstain from voting in favour of the resolutions at the AGM as set out in rule 13.40 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”).
- (e) No shareholder of the Company was required under the Listing Rules to abstain from voting on the resolutions at the AGM.
- (f) None of the shareholders of the Company have stated their intention in the Company’s circular dated 3 April 2020 to vote against or to abstain from voting on any of the resolutions at the AGM.
- (g) The Company’s branch share registrar, Computershare Hong Kong Investor Services Limited, acted as the scrutineer for the vote-taking at the AGM.

Retirement of Independent Non-Executive Directors and Change of Chairman of Audit Committee and Members of Nomination Committee and Remuneration Committee

The Board hereby announces that Dr. Ngai Wai Fung (“**Dr. Ngai**”) and Professor Xiao Baichun (“**Professor Xiao**”) retired from office as independent non-executive Directors of the Company immediately after the conclusion of the AGM. Accordingly, Dr. Ngai ceased to be the chairman of the audit committee of the Company (“**Audit Committee**”) and a member of both the nomination committee of the Company (“**Nomination Committee**”) and the remuneration committee of the Company (“**Remuneration Committee**”) at the same time.

The Board further announces that Mr. Wang Can, an independent non-executive Director of the Company, has been appointed as the chairman of the Audit Committee and Mrs. Lok Lau Yin Ching, an independent non-executive Director of the Company, has been appointed as a member of both the Nomination Committee and the Remuneration Committee with effect from 8 May 2020 immediately following the retirement of Dr. Ngai.

Both Dr. Ngai and Professor Xiao have confirmed that they have no disagreement with the Board and there are no matters that need to be brought to the attention of the shareholders of the Company in relation to their retirement.

The Board would like to take this opportunity to express its sincere gratitude to Dr. Ngai and Professor Xiao for their valuable contributions to the Company during their tenure of services.

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

Hong Kong, 8 May 2020

Immediately after the retirement of Dr. Ngai Wai Fung and Professor Xiao Baichun and as at the date of this announcement, the executive Directors of the Company are Mr. Luo Fei, Mrs. Laetitia GARNIER and Mr. Wang Yidong; the non-executive Directors of the Company are Dr. Zhang Wenhui and Mr. Luo Yun; and the independent non-executive Directors of the Company are Mr. Tan Wee Seng, Mrs. Lok Lau Yin Ching and Mr. Wang Can.