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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)

**SUPPLEMENTAL ANNOUNCEMENT
ACQUISITION OF
100% OWNERSHIP INTEREST IN SOLID GOLD**

Reference is made to the announcement of Health and Happiness (H&H) International Holdings Limited (the “**Company**”) dated 4 November 2020 (the “**Announcement**”) in relation to the Acquisition. Terms defined in the Announcement shall have same meanings as used in this announcement unless otherwise stated.

To enable shareholders and potential investors of the Company to better understand the Acquisition, the Company would like to provide additional information in relation to VMG Solid Gold Holdings, LLC and other Sellers. Pursuant to the Equity Securities Purchase Agreement, VMG Solid Gold Holdings, LLC also acted in the capacity as the Seller’s Representative, in addition to being one of the Sellers. The Company negotiated the terms of the Equity Securities Purchase Agreement primarily with the Seller’s Representative.

TARGET EQUITY A SELLERS AND TARGET EQUITY B SELLER

Among the Target Equity A Sellers, VMG Solid Gold Holdings, LLC, Solid Gold Employee Holdings, LLC and New Solid Gold Corp. held approximately 47.5%, 10.2% and 14.9% ownership interests in Solid Gold, respectively, immediately prior to the Closing.

VMG Solid Gold Holdings, LLC and the Target Equity B Seller are owned by a fund named VMG Partners II, L.P., the general partner of which is VMG Partners II GP, L.P. Solid Gold Employee Holdings, LLC is beneficially owned by over 30 individuals who are employees or former employees of Solid Gold. VMG Partners II, LLC is the management company for VMG Partners II, L.P. VMG Partners II, LLC also controls Solid Gold Employee Holdings, LLC as its managing member.

Based on the latest annual government filing of New Solid Gold Corp., the directors of New Solid Gold Corp. were Ms. Gertrude McGill and Ms. Teresita Bacani.

TARGET EQUITY C SELLER

Target Equity C Seller is wholly-owned by an investment fund managed by an investment advisor regulated by the U.S. Securities and Exchange Commission.

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

Hong Kong, 12 January 2021

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.