

CMBI Credit Commentary

Health and Happiness (BTSDF) New Issue

Health and Happiness [BB+/Stable and Ba2/Neg by S&P/Moody's]

Issuer: Health and Happiness (H&H) International Ltd (1112.HK)

Expected Issue Size: USD 400mn

Tenor: 5NC3

Credit enhancement: secured by H&H's offshore subsidiaries' shares, including 3 offshore operating companies – Swisse Wellness Pty Ltd (Australia), Swisse China Ltd (HK) and Health and Happiness Hong Kong Ltd (HK). But the security is on second-ranking basis, according to its Intercreditor Agreement with its Syndicated loans

UOP: to refinance existing term loan facility (USD 350mn) and RCF (USD 50mn).

Fair Value for new BTSDF '27 at high 6% to low 7%

We believe the new BTSDF 1/2027 should be traded 1%-1.5% outside the existing BTSDF 5.625%10/24 (PX: 99.8, YTM: 5.6%) in yield term for 2.25-year duration extension. Our FV places the new BTSDF '27 tighter than FOSUNI'27 (YTM: 7.7%, BB/Stable) and HONGQI '24 (YTM: 6.9%, BB-/Stable), taking into account of the scarcity value of this consumption-related issuer.

Company and Business Profile: Health & Happiness (H&H) was founded in 1999 and sell premium infant milk formula(IMF) in China. It was listed on HK Stock Exchange in 2010 and now has a market capitalization of HKD8.2bn (USD1.1bn). The company is 67% owned by its founder Luo Fei. H&H's revenue mix consists of IMF and Swisse supplements (50%/35% of total current revenue). The pet segments acquisition will contribute 10% of revenue in 2022. We expect H&H's overall gross margin will remain stable at around 64%, as pets segment carries high gross margin of 67% which helps to offset some rising COGS pressure.

Credit Profile: H&H's net debt rose to RMB8.2bn by end-21 after its recent acquisition of Zesty Paw, from RMB4.1bn previously. Net Debt/EBITDA also rose to 3.4x in 2021, from its previous low level of 2.0x/2.2x in 2019/2020. After that, Moody's placed H&H's Ba2 rating on negative outlook. Zesty Paw's acquisition was at an expensive valuation of 35x 2020EV/EBITDA. Post-acquisition EBITDA contribution to H&H will be low at around RMB150mn – RMB 200mn per year, vs H&H's annual EBITDA scale of RMB 2.4bn. As such we expect its future deleveraging will be slow and the negative rating outlook will unlikely be resolved in the near-term.

Polly Ng 吴宝玲

(852) 3657 6234
pollyng@cmbi.com.hk

Glenn Ko, CFA 高志和

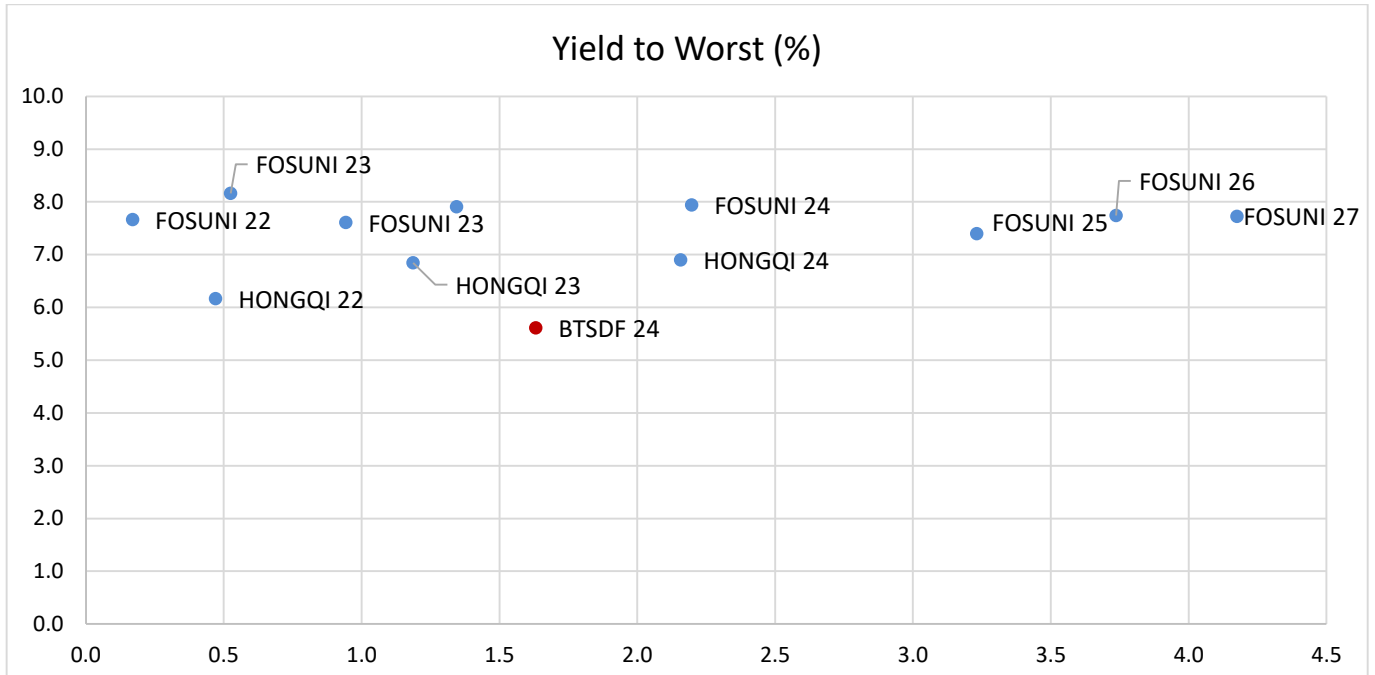
(852) 3657 6235
glennko@cmbi.com.hk

James Wen 温展俊

(852) 3757 6291
jameswen@cmbi.com.hk

CMBI Fixed Income

fis@cmbi.com.hk



CMB International Securities Limited

Fixed Income Department

Tel: 852 3761 8867/ 852 3657 6291

fis@cmbi.com.hk

CMB International Securities Limited ("CMBIS") is a wholly owned subsidiary of CMB International Capital Corporation Limited (a wholly owned subsidiary of China Merchants Bank)

Author Certification

The author who is primary responsible for the content of this research report, in whole or in part, certifies that with respect to the securities or issuer that the author covered in this report: (1) all of the views expressed accurately reflect his or her personal views about the subject securities or issuer; and (2) no part of his or her compensation was, is, or will be, directly or indirectly, related to the specific views expressed by that author in this report.

Besides, the author confirms that neither the author nor his/her associates (as defined in the code of conduct issued by The Hong Kong Securities and Futures Commission) (1) have dealt in or traded in the stock(s) covered in this research report within 30 calendar days prior to the date of issue of this report; (2) will deal in or trade in the stock(s) covered in this research report 3 business days after the date of issue of this report; (3) serve as an officer of any of the Hong Kong listed companies covered in this report; and (4) have any financial interests in the Hong Kong listed companies covered in this report.

Important Disclosures

There are risks involved in transacting in any securities. The information contained in this report may not be suitable for the purposes of all investors. CMBIS does not provide individually tailored investment advice. This report has been prepared without regard to the individual investment objectives, financial position or special requirements. Past performance has no indication of future performance, and actual events may differ materially from that which is contained in the report. The value of, and returns from, any investments are uncertain and are not guaranteed and may fluctuate as a result of their dependence on the performance of underlying assets or other variable market factors. CMBIS recommends that investors should independently evaluate particular investments and strategies, and encourages investors to consult with a professional financial advisor in order to make their own investment decisions.

This report or any information contained herein, have been prepared by the CMBIS, solely for the purpose of supplying information to the clients of CMBIS and/or its affiliate(s) to whom it is distributed. This report is not and should not be construed as an offer or solicitation to buy or sell any security or any interest in securities or enter into any transaction. Neither CMBIS nor any of its affiliates, shareholders, agents, consultants, directors, officers or employees shall be liable for any loss, damage or expense whatsoever, whether direct or consequential, incurred in relying on the information contained in this report. Anyone making use of the information contained in this report does so entirely at their own risk.

The information and contents contained in this report are based on the analyses and interpretations of information believed to be publicly available and reliable. CMBIS has exerted every effort in its capacity to ensure, but not to guarantee, their accuracy, completeness, timeliness or correctness. CMBIS provides the information, advices and forecasts on an "AS IS" basis. The information and contents are subject to change without notice. CMBIS may issue other publications having information

and/or conclusions different from this report. These publications reflect different assumption, point-of-view and analytical methods when compiling. CMBIS may make investment decisions or take proprietary positions that are inconsistent with the recommendations or views in this report.

CMBIS may have a position, make markets or act as principal or engage in transactions in securities of companies referred to in this report for itself and/or on behalf of its clients from time to time. Investors should assume that CMBIS does or seeks to have investment banking or other business relationships with the companies in this report. As a result, recipients should be aware that CMBIS may have a conflict of interest that could affect the objectivity of this report and CMBIS will not assume any responsibility in respect thereof. This report is for the use of intended recipients only and this publication, may not be reproduced, reprinted, sold, redistributed or published in whole or in part for any purpose without prior written consent of CMBIS.

Additional information on recommended securities is available upon request.

Disclaimer

For recipients of this document in the United Kingdom

This report has been provided only to persons (I) falling within Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 (as amended from time to time) ("The Order") or (II) are persons falling within Article 49(2) (a) to (d) ("High Net Worth Companies, Unincorporated Associations, etc.") of the Order, and may not be provided to any other person without the prior written consent of CMBIS.

For recipients of this document in the United States

CMBIS is not a registered broker-dealer in the United States. As a result, CMBIS is not subject to U.S. rules regarding the preparation of research reports and the independence of research analysts. The research analyst who is primary responsible for the content of this research report is not registered or qualified as a research analyst with the Financial Industry Regulatory Authority ("FINRA"). The analyst is not subject to applicable restrictions under FINRA Rules intended to ensure that the analyst is not affected by potential conflicts of interest that could bear upon the reliability of the research report. This report is intended for distribution in the United States solely to "major US institutional investors", as defined in Rule 15a-6 under the US, Securities Exchange Act of 1934, as amended, and may not be furnished to any other person in the United States. Each major US institutional investor that receives a copy of this report by its acceptance hereof represents and agrees that it shall not distribute or provide this report to any other person. Any U.S. recipient of this report wishing to effect any transaction to buy or sell securities based on the information provided in this report should do so only through a U.S.-registered broker-dealer.

For recipients of this document in Singapore

This report is distributed in Singapore by CMBI (Singapore) Pte. Limited (CMBISG) (Company Regn. No. 201731928D), an Exempt Financial Adviser as defined in the Financial Advisers Act (Cap. 110) of Singapore and regulated by the Monetary Authority of Singapore. CMBISG may distribute reports produced by its respective foreign entities, affiliates or other foreign research houses pursuant to an arrangement under Regulation 32C of the Financial Advisers Regulations. Where the report is distributed in Singapore to a person who is not an Accredited Investor, Expert Investor or an Institutional Investor, as defined in the Securities and Futures Act (Cap. 289) of Singapore, CMBISG accepts legal responsibility for the contents of the report to such persons only to the extent required by law. Singapore recipients should contact CMBISG at +65 6350 4400 for matters arising from, or in connection with the report.