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**WH Group Limited**

**萬洲國際有限公司**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 288)**

**(1) POLL RESULTS OF ANNUAL GENERAL MEETING  
HELD ON JUNE 4, 2018  
(2) PAYMENT OF FINAL DIVIDEND  
(3) RETIREMENT OF EXECUTIVE DIRECTORS  
AND  
(4) APPOINTMENT OF EXECUTIVE DIRECTORS**

At the annual general meeting of WH Group Limited (the “**Company**”) held on June 4, 2018 (the “**Annual General Meeting**”), a poll was demanded by the chairman of the Annual General Meeting for voting on all the proposed ordinary resolutions as set out in the notice (the “**Notice**”) of the Annual General Meeting of the Company dated April 24, 2018 (the “**Ordinary Resolutions**”).

The board (the “**Board**”) of directors (the “**Directors**”) of the Company is pleased to announce that all the Ordinary Resolutions were duly passed as ordinary resolutions at the Annual General Meeting through voting by way of poll. The poll results in respect of the Ordinary Resolutions are as follows:

<b>ORDINARY RESOLUTIONS*</b>		<b>NUMBER OF VOTES (%)</b>	
		<b>FOR</b>	<b>AGAINST</b>
1.	To receive, consider and adopt the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors and auditor for the year ended December 31, 2017.	12,079,422,913 (99.983810%)	1,956,000 (0.016190%)

ORDINARY RESOLUTIONS*		NUMBER OF VOTES (%)	
		FOR	AGAINST
2.	(a) To re-elect Mr. Wan Long as an executive director of the Company.	10,468,844,163 (86.418255%)	1,645,314,058 (13.581745%)
	(b) To re-elect Mr. Jiao Shuge as a non-executive director of the Company.	10,657,005,349 (87.971489%)	1,457,152,872 (12.028511%)
3.	To authorize the board of directors of the Company to fix the remuneration of all directors of the Company.	11,329,095,310 (94.074341%)	713,609,642 (5.925659%)
4.	To re-appoint Ernst & Young as the auditor of the Company to hold office until the conclusion of the next annual general meeting, and to authorize the board of directors of the Company to fix their remuneration.	12,063,630,557 (99.876356%)	14,934,463 (0.123644%)
5.	To declare a final dividend of HK\$0.22 per share of the Company for the year ended December 31, 2017.	12,114,153,721 (100%)	0 (0%)
6.	To give a general mandate to the directors to repurchase shares of the Company not exceeding 10% of the total issued shares of the Company as at the date of passing of this resolution.	12,035,350,049 (99.439906%)	67,788,944 (0.560094%)
7.	To give a general mandate to the directors to issue, allot and deal with additional shares of the Company not exceeding 20% of the total issued shares of the Company as at the date of passing of this resolution.	6,140,658,255 (50.736080%)	5,962,480,738 (49.263920%)
8.	To extend the general mandate granted to the directors to issue, allot and deal with additional shares of the Company by the total number of shares repurchased by the Company.	6,351,126,354 (52.427302%)	5,763,031,867 (47.572698%)

\* The full text of the Ordinary Resolutions is set out in the Notice.

As at the date of the Annual General Meeting, the total number of issued shares of the Company (the “**Shares**”) was 14,675,410,611, which was the total number of Shares entitling the holders to attend and vote for or against any of the Ordinary Resolutions. There were no Shares entitling the holders to attend the Annual General Meeting and abstain from voting in favour of any of the Ordinary Resolutions at the Annual General Meeting 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**”) and there were no shareholders of the Company (the “**Shareholders**”) that were required under the Listing Rules to abstain from voting at the Annual General Meeting. No Shareholders have stated their intention in the circular of the Company dated April 24, 2018 to vote against or to abstain from voting on any of the Ordinary Resolutions at the Annual General Meeting.

Computershare Hong Kong Investor Services Limited (“**Computershare**”), the branch share registrar of the Company in Hong Kong, was appointed as the scrutineers for the vote-taking at the Annual General Meeting.

### **PAYMENT OF FINAL DIVIDEND**

In relation to the Ordinary Resolution No. 5 above, the proposed final dividend of HK\$0.22 per Share for the year ended December 31, 2017 (the “**2017 Final Dividend**”) is expected to be paid in cash to the Shareholders on or about Wednesday, June 27, 2018 whose names appear on the register of members of the Company on Friday, June 8, 2018.

For the purpose of ascertaining the Shareholders’ entitlement to the proposed 2017 Final Dividend, the register of members of the Company will be closed from Monday, June 11, 2018 to Wednesday, June 13, 2018, both days inclusive. In order to qualify for the proposed 2017 Final Dividend, all transfers of Shares accompanied by the relevant share certificates and appropriate transfer forms must be lodged for registration with Computershare at Shops 1712–1716, 17/F, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong, not later than 4:30 p.m. on Friday, June 8, 2018.

### **RETIREMENT OF EXECUTIVE DIRECTORS**

Reference is made to the announcement of the Company dated 26 March 2018 (the “**Announcement**”). The Board announces that each of Mr. Zhang Taixi (“**Mr. Zhang**”) and Mr. You Mu (“**Mr. You**”) did not offer himself for re-election at the Annual General Meeting and has retired as an executive Director by rotation pursuant to the amended and restated articles of association of the Company with effect from the conclusion of the Annual General Meeting.

Following their retirement, (i) Mr. Zhang ceased to be a member of the Environmental, Social and Governance Committee of the Company (the “**Environmental, Social and Governance Committee**”) and the Food Safety Committee of the Company (the “**Food Safety Committee**”); and (ii) Mr. You ceased to be a member of the Risk Management Committee of the Company (the “**Risk Management Committee**”).

Each of Mr. Zhang and Mr. You has confirmed that he has no disagreement with the Board, and there are no other matters in relation to his retirement that need to be brought to the attention of the Shareholders.

The Board would like to express its sincere gratitude to Mr. Zhang and Mr. You for their contribution to the Company during their tenures of service.

## **APPOINTMENT OF EXECUTIVE DIRECTORS**

The Board is pleased to announce that the appointment of each of Mr. Wan Hongjian (“**Mr. Wan**”) and Mr. Ma Xiangjie (“**Mr. Ma**”) as an executive Director has become effective following the conclusion of the Annual General Meeting. Please refer to the Announcement for the biographical details of Mr. Wan and Mr. Ma.

The Board would like to take this opportunity to welcome Mr. Wan and Mr. Ma to join the Board as executive Directors.

The Board further announces that:

- (1) the appointments of Mr. Wan as a member of the Environmental, Social and Governance Committee and the Food Safety Committee have become effective; and
- (2) the appointment of Mr. Ma as a member of the Risk Management Committee has become effective.

By Order of the Board  
**WH Group Limited**  
**Wan Long**  
*Chairman and Chief Executive Officer*

Hong Kong, June 4, 2018

*As at the date of this announcement, the executive Directors are Mr. WAN Long, Mr. GUO Lijun, Mr. SULLIVAN Kenneth Marc, Mr. WAN Hongjian and Mr. MA Xiangjie; the non-executive Director is Mr. JIAO Shuge; and the independent non-executive Directors are Mr. HUANG Ming, Mr. LEE Conway Kong Wai and Mr. LAU, Jin Tin Don.*