

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.

This announcement has been prepared pursuant to, and in order to comply with, the Listing Rules and the Codes, and does not constitute an invitation or offer to acquire, purchase or subscribe for securities of the Company nor shall there be any sale, purchase or subscription for securities of the Company in any jurisdiction in which such offer, solicitation or sale would be unlawful absent the filing of a registration statement or the availability of an applicable exemption from registration or other waiver.

This announcement is not for release, publication or distribution in or into any jurisdiction where to do so would constitute a violation of the relevant laws of such jurisdiction.



WH Group Limited
萬洲國際有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 288)

**(1) CONDITIONAL VOLUNTARY CASH OFFER
BY MERRILL LYNCH (ASIA PACIFIC) LIMITED AND MORGAN
STANLEY ASIA LIMITED ON BEHALF OF THE COMPANY TO
BUY-BACK UP TO 1,916,937,202 SHARES AT
A PRICE OF HK\$7.80 PER SHARE**

AND

(2) APPLICATION FOR WHITEWASH WAIVER

**CLOSURE OF REGISTER OF MEMBERS FOR
THE EXTRAORDINARY GENERAL MEETING**

Reference is made to the announcement of WH Group Limited (the “**Company**”) dated 6 June 2021 in relation to, among other things, (i) a conditional voluntary cash offer to be made by BofA Securities and Morgan Stanley on behalf of the Company to buy-back, subject to fulfilment of the Conditions, for cancellation up to 1,916,937,202 Shares at a

cash consideration of HK\$7.80 per Share; and (ii) application for the Whitewash Waiver (the “**Rule 3.5 Announcement**”). Unless otherwise defined, capitalised terms used herein shall have the same meanings as those defined in the Rule 3.5 Announcement.

DATE OF EGM

The Company hereby announces that the EGM will be held on Monday, 16 August 2021 for the Independent Shareholders to consider and, if thought fit, approve the resolutions in respect of the Offer and the Whitewash Waiver. Further details of the time and venue of the EGM will be set out in the notice of the EGM, which will form a part of the Offer Document to be despatched to the Shareholders in due course.

CLOSURE OF REGISTER OF MEMBERS FOR THE EGM

Pursuant to Article 4.8 of the amended and restated memorandum and articles of association of the Company (the “**Articles of Association**”), the register of the members of the Company may, on 14 days’ notice (for cases other than a rights issue) being given by advertisement published on the Stock Exchange’s website, or, subject to the Listing Rules, by notices as provided under the Articles of Association or by advertisement published in the newspapers, be closed at such times and for such periods as the Board may from time to time determine. Pursuant to Rule 13.66(1) of the Listing Rules, for cases other than a rights issue, closure of register of members must be announced at least 10 business days before such closure.

For the purpose of ascertaining the Shareholders’ entitlement to attend and vote at the EGM or any adjournment or postponement thereof (as the case may be), the register of members of the Company will be closed from Wednesday, 11 August 2021 to Monday, 16 August 2021, both days inclusive, during which period no transfer of Shares will be registered. Shareholders whose names appear on the register of members of the Company on Monday, 16 August 2021 are entitled to attend and vote at the EGM. In order to be eligible to attend and vote at the EGM or any adjournment or postponement thereof (as the case may be), all transfers of Shares accompanied by the relevant share certificates and properly completed transfer forms must be lodged for registration with the branch share registrar of the Company in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong not later than 4:30 p.m. on Tuesday, 10 August 2021.

WARNING

The Offer is subject to all of the Conditions being satisfied in full on or before the Long Stop Date. If the Whitewash Waiver is not granted by the Executive, or if the resolutions to approve the Offer and the Whitewash Waiver are not passed by the Independent Shareholders, the Offer will not proceed and will lapse immediately. It should be noted that dealings in the Shares will continue notwithstanding that any of the Conditions may remain unfulfilled, and that persons dealing in the Shares of the Company will bear the risk that the Offer may lapse.

If Shareholders are in any doubt as to any aspect of the Offer and the Whitewash Waiver or as to the action to be taken, they should seek independent professional advice.

Shareholders and potential investors are advised to exercise caution when dealing in the securities of the Company and should consult their professional advisers when in doubt.

By order of the board of
WH Group Limited
Wan Long
Chairman and Chief Executive Officer

Hong Kong, 28 July 2021

As at the date of this announcement, the executive Directors are Mr. WAN Long, Mr. GUO Lijun 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.

The Directors jointly and severally accept full responsibility for the accuracy of the information contained in this announcement and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this announcement have been arrived at after due and careful consideration and there are no other facts not contained in this announcement, the omission of which would make any statement in this announcement misleading.