

*Unless otherwise defined herein, terms used in this announcement shall have the same meanings as those defined in the prospectus dated Tuesday, April 15, 2014 (the “**Prospectus**”) issued by WH Group Limited (the “**Company**”).*

This announcement is for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for securities. This announcement is not a prospectus. Potential investors should read the Prospectus for detailed information about the Global Offering described below before deciding whether or not to invest in the Offer Shares.

*This announcement is not an offer of securities for sale in the United States. Securities may not be offered or sold in the United States except pursuant to Rule 144A or an exemption from registration requirements under the United States Securities Act of 1933, as amended (the “**U.S. Securities Act**”). The Hong Kong Public Offering Shares are being offered and sold outside the United States in offshore transactions in accordance with Regulation S under the U.S. Securities Act. There will not and is not currently intended to be any public offering of securities in the United States.*

*In connection with the Global Offering, Morgan Stanley Asia Limited, as stabilizing manager (the “**Stabilizing Manager**”), its affiliates or any person acting for it, on behalf of the Underwriters, may effect transactions with a view to stabilizing or supporting the market price of the Shares at a level higher than that which might otherwise prevail for a limited period after Listing Date. However, there is no obligation on the Stabilizing Manager, its affiliates or any person acting for it, to conduct any such stabilizing action, which, if commenced, will be done at the sole and absolute discretion of the Stabilizing Manager, its affiliates or any person acting for it, and may be discontinued at any time. Any such stabilizing activity is required to be brought to an end on the 30th day after the last day for closing of the application lists under the Hong Kong Public Offering. Such stabilization action, if commenced, may be effected in all jurisdictions where it is permissible to do so, in each case in compliance with all applicable laws, rules and regulatory requirements, including the Securities and Futures (Price Stabilizing) Rules, as amended, made under the Securities and Futures Ordinance (Cap.571 of the Laws of Hong Kong).*

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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)

PROSPECTUS UPDATE

The Company refers to the Global Offering described in the Prospectus and intends to alter the terms of the Global Offering. The Company may reduce the size of the Global Offering, and accordingly publish a supplemental prospectus to the Prospectus which would result in a short delay in the timetable. A further announcement will be published upon registration of a supplemental prospectus in Hong Kong.

The Global Offering is subject to the conditions set out on pages 452 to 453 of the Prospectus. If the conditions are not fulfilled or waived prior to the times and dates specified, the Global Offering will lapse and the Company will notify the Stock Exchange immediately. The Company will publish or cause to be published a notice of the lapse of the Hong Kong Public Offering in the South China Morning Post (in English) and the Hong Kong Economic Times (in Chinese) on the next day following such lapse.

If the Hong Kong Public Offering lapses, the Company will return all application monies to the applicants, without interest and on the terms set out in the section headed “How to Apply for the Hong Kong Public Offering Shares” in the Prospectus (subject to any amendment that may be made in the supplemental prospectus). In the meantime, the Company will hold all application monies in a separate bank account or separate bank accounts with the receiving banks or other bank(s) licensed under the Banking Ordinance (Chapter 155 of the Laws of Hong Kong) (as amended).

By Order of the Board
WH Group Limited
CHAU Ho
Company Secretary

Hong Kong, April 23, 2014

As at the date of this announcement, the Executive Directors are Mr. WAN Long, Mr. GUO Lijun, Mr. YANG Zhijun, Mr. POPE C. Larry and Mr. ZHANG Taixi; the Non-executive Director is Mr. Jiao Shuge; and the proposed Independent Non-executive Directors with effect from the Listing Date are Mr. HUANG Ming, Mr. LEE Conway Kong Wai and Mr. SO Chak Kwong.