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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)

ANNOUNCEMENT
SHARE PLEDGE BY CONTROLLING SHAREHOLDERS

This announcement is made by the Company pursuant to Note (3) to Rule 10.07(2) of the Listing Rules.

The Company was informed by the Borrowers on October 16, 2014 (after trading hours) that the Borrowers have entered into the Security Agreement with the Security Agent on October 14, 2014, pursuant to which each of the Borrowers agreed to mortgage all the Shares that may from time to time be held in the Custodian Securities Account maintained in its name with a custodian bank in favor of the Security Agent as security for certain term loan facilities granted to the Borrowers.

This announcement is made by the Company pursuant to Note (3) to Rule 10.07(2) of the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited (the “**Listing Rules**”), which requires the Company to make an announcement when it has been informed by its controlling shareholder(s) has/have mortgaged its/their interest in the shares of the Company as security in favor of an authorized institution for a bona fide commercial loan pursuant to Note (2) to Rule 10.07(2) of the Listing Rules.

The Company was informed by CDH Shine Limited (“**Borrower A**”), CDH Shine II Limited (“**Borrower B**”), CDH Shine III Limited (“**Borrower C**”), CDH Shine IV Limited (“**Borrower D**”), CDH Shine V Limited (“**Borrower E**”), CDH V Sunshine I Limited (“**Borrower F**”) and CDH V Sunshine II Limited (“**Borrower G**”, together with Borrower A, Borrower B, Borrower C, Borrower D and Borrower E and Borrower F, the “**Borrowers**”), being controlling shareholders (as defined under the

Listing Rules) of the Company, on October 16, 2014 (after trading hours), that they have entered into a security agreement (the “**Security Agreement**”) with a security agent (the “**Security Agent**”) on October 14, 2014, pursuant to which each of the Borrowers agreed to, among other things, mortgage all ordinary shares in the capital of the Company (the “**Shares**”) that may from time to time be held in the custodian securities account (the “**Custodian Securities Account**”) maintained in its name with a custodian bank in favor of the Security Agent on behalf of a lender that is an authorised institution (as defined in the Banking Ordinance (Cap. 155 of the Laws of Hong Kong)) as security for certain term loan facilities granted by such lender to the Borrowers. The Company was informed by the Borrowers that, as at the date of this announcement, there is only one lender for the facilities and such lender is an authorized institution as defined in the Banking Ordinance (Chapter 155 of the Laws of Hong Kong).

The Company was informed by the Borrowers that, as at the date of this announcement and in respect of:

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|------------|---|
| Borrower A | 870,466,743 Shares (representing approximately 5.94% of the issued share capital of the Company) out of 1,745,452,290 Shares (representing approximately 11.92% of the issued share capital of the Company) are held in the Custodian Securities Account; |
| Borrower B | 483,011,286 Shares (representing approximately 3.30% of the issued share capital of the Company) out of 968,530,000 Shares (representing approximately 6.61% of the issued share capital of the Company) are held in the Custodian Securities Account; |
| Borrower C | 192,576,400 Shares (representing approximately 1.31% of the issued share capital of the Company) out of 499,992,081 Shares (representing approximately 3.41% of the issued share capital of the Company) are held in the Custodian Securities Account; |
| Borrower D | 163,976,877 Shares (representing approximately 1.12% of the issued share capital of the Company) out of 333,980,000 Shares (representing approximately 2.28% of the issued share capital of the Company) are held in the Custodian Securities Account; |
| Borrower E | 138,324,651 Shares (representing approximately 0.94% of the issued share capital of the Company) out of 277,367,378 Shares (representing approximately 1.89% of the issued share capital of the Company) are held in the Custodian Securities Account; |

Borrower F 39,976,284 Shares (representing approximately 0.27% of the issued share capital of the Company) out of 258,016,165 Shares (representing approximately 1.76% of the issued share capital of the Company) are held in the Custodian Securities Account;

Borrower G 183,360,582 Shares (representing approximately 1.25% of the issued share capital of the Company) out of 367,673,036 Shares (representing approximately 2.51% of the issued share capital of the Company) are held in the Custodian Securities Account.

By Order of the board of directors of
WH Group Limited
CHAU Ho
Company Secretary

Hong Kong, October 16, 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 independent non-executive Directors are Mr. HUANG Ming, Mr. LEE Conway Kong Wai and Mr. LAU, Jin Tin Don.