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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)

CLARIFICATION ANNOUNCEMENT

SHARE PLEDGE BY CONTROLLING SHAREHOLDERS

This announcement is made by WH Group Limited (the “**Company**”) at the request of The Stock Exchange of Hong Kong Limited.

Reference is made to the announcement of the Company dated October 16, 2014. Capitalized terms used herein shall have the same meanings as defined in that announcement unless the context provides otherwise.

Reference is made to the undertaking (referred to on page 440 of the prospectus of the Company dated July 24, 2014) by the CDH Shareholders to the Company, the Joint Sponsors and the Underwriters’ Representatives. Pursuant to the terms of the undertaking set out in the Hong Kong Underwriting Agreement, the prior written consents of the Company, the Joint Sponsors and the Underwriters’ Representatives are not required where the CDH Shareholders use the lock-up securities as security (including pledge, mortgage or charge) for a bona fide commercial loan to itself or its affiliates during the first six-month period and the second six-month period after the Company’s listing.

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

Hong Kong, November 19, 2014

As at the date of this announcement, the executive directors of the Company are Mr. WAN Long, Mr. GUO Lijun, Mr. YANG Zhijun, Mr. POPE C. Larry and Mr. ZHANG Taixi; the non-executive director of the Company is Mr. JIAO Shuge; and the independent non-executive directors of the Company are Mr. HUANG Ming, Mr. LEE Conway Kong Wai and Mr. LAU, Jin Tin Don.