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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)

**POLL RESULTS OF ANNUAL GENERAL MEETING
HELD ON MAY 22, 2015
AND
RETIREMENT OF EXECUTIVE DIRECTOR**

POLL RESULTS OF THE 2015 ANNUAL GENERAL MEETING

At the annual general meeting of WH Group Limited (the “**Company**”) held on May 22, 2015 (the “**2015 AGM**”), a poll was demanded by the chairman of the 2015 AGM for voting on all the proposed resolutions as set out in the notice of the 2015 AGM of the Company dated April 17, 2015 (the “**Resolutions**”). Computershare Hong Kong Investor Services Limited, the Company’s branch share registrar in Hong Kong, was appointed as the scrutineers for the vote-taking at the 2015 AGM.

The board (the “**Board**”) of directors of the Company (the “**Directors**”) is pleased to announce that all the Resolutions were duly passed as ordinary resolutions at the 2015 AGM through voting by way of poll. The poll results in respect of the Resolutions are as follows:

ORDINARY RESOLUTIONS		NUMBER OF VOTES (%)	
		FOR	AGAINST
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, 2014.	12,093,934,367 (99.999694%)	37,000 (0.000306%)
2.	(a) To re-elect Mr. Wan Long as executive director of the Company; and	11,967,378,000 (98.953252%)	126,593,367 (1.046748%)
	(b) To re-elect Mr. Jiao Shuge as non-executive director of the Company.	11,941,655,582 (98.740564%)	152,315,785 (1.259436%)

ORDINARY RESOLUTIONS		NUMBER OF VOTES (%)	
		FOR	AGAINST
3.	To authorize the board of directors of the Company to fix the remuneration of all directors of the Company.	12,011,981,187 (99.323183%)	81,853,180 (0.676817%)
4.	To re-appoint Deloitte Touche Tohmatsu as auditor of the Company and to authorize the board of directors of the Company to fix their remuneration.	12,067,662,910 (99.782466%)	26,308,457 (0.217534%)
5.	To give a general mandate to the directors to repurchase shares of the Company not exceeding 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of this resolution.	12,093,851,367 (100.000000%)	0 (0.000000%)
6.	To give a general mandate to the directors to issue, allot and deal with additional shares of the Company not exceeding 20% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of this resolution.	10,719,226,145 (88.459018%)	1,398,505,222 (11.540982%)
7.	To extend the general mandate granted to the directors to issue, allot and deal with additional shares in the capital of the Company by the aggregate nominal amount of the shares repurchased by the Company.	10,714,143,658 (88.417075%)	1,403,587,709 (11.582925%)

As at the date of the 2015 AGM, the total number of issued shares of the Company (the “**Shares**”) was 14,648,421,111, which was the total number of Shares entitling the holders to attend and vote for or against any of the Resolutions. None of the Shares entitled the shareholders of the Company (the “**Shareholder(s)**”) to attend the 2015 AGM and abstain from voting in favour 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 no Shareholders were required under the Listing Rules to abstain from voting at the 2015 AGM.

RETIREMENT OF EXECUTIVE DIRECTOR AND RESIGNATION OF VICE PRESIDENT OF THE COMPANY

The Board further announces that Mr. Yang Zhijun (“**Mr. Yang**”) has retired as an executive Director pursuant to Article 16.18 of the Company’s amended and restated articles of association with effect from the conclusion of the 2015 AGM and has not offered himself for re-election at the 2015 AGM. Mr. Yang has decided to retire due to his own decision to devote more time to his personal endeavours.

Upon his retirement as an executive Director, Mr. Yang has also tendered his resignation as vice president of the Company, also with effect from the conclusion of the 2015 AGM. Mr. Yang has confirmed that he has no disagreement with the Board and there is no matter regarding his retirement and resignation that needs to be brought to the attention of the Shareholders.

The Board would like to express its gratitude to Mr. Yang for his valuable contributions to the Company during his tenure of office.

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

Hong Kong, May 22, 2015

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