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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)

INSIDE INFORMATION

(1) PLACING AND DISPOSAL OF SHARES BY CONTROLLING SHAREHOLDERS AND (2) INCREASE IN SHAREHOLDING BY HEROIC ZONE

This announcement is made by the Company in accordance with Rule 13.09(2)(a) of the Listing Rules and Part XIVA of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

PLACING OF SHARES BY CONTROLLING SHAREHOLDERS

The Board has been informed by the Vendors, each a controlling shareholder of the Company, that on 24 August 2016 (after trading hours), the Vendors entered into the Placing Agreement with the Placing Agent, pursuant to which the Placing Agent has agreed to procure purchasers (being Independent Third Parties) to purchase or, failing which, to purchase itself, 880,000,000 Shares (representing approximately 6.01% of the total issued share capital of the Company as at the date of this announcement) at the price of HK\$5.95 per Share from the Vendors (the “**Placing**”).

DISPOSAL OF SHARES BY A CONTROLLING SHAREHOLDER

The Board has been informed by CDH Shine, being one of the controlling shareholders of the Company, that on 24 August 2016 (after trading hours), CDH Shine has entered into the CDH Shine Sale and Purchase Agreements with each of the Transferees, pursuant to which CDH Shine has agreed to sell, and the Transferees have agreed to purchase, an aggregate of 382,930,739 Shares (representing approximately 2.61% of the total issued share capital of the Company as at the date of this announcement) at an aggregate consideration of HK\$2,278,437,897.05 (equivalent to HK\$5.95 per Share) (the “**CDH Shine Transfers**”).

Save as aforementioned, to the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, (i) none of the Transferees, individually or collectively, will hold 10% or more of the total issued share capital of the Company immediately upon completion of the CDH Shine Transfers; and (ii) the Transferees and their respective ultimate beneficial owner(s) are Independent Third Parties.

INCREASE IN SHAREHOLDING BY HEROIC ZONE

The Board has been informed by CDH Shine II, being one of the controlling shareholders of the Company, that on 24 August 2016 (after trading hours), CDH Shine II has entered into a sale and purchase agreement with Heroic Zone, pursuant to which CDH Shine II has agreed to sell, and Heroic Zone has agreed to purchase, an aggregate of 292,000,000 Shares (representing approximately 1.99% of the total issued share capital of the Company) at an aggregate consideration of HK\$1,737,400,000 (equivalent to HK\$5.95 per Share) (the “**Heroic Zone Transfer**”).

EFFECT ON SHAREHOLDING STRUCTURE OF THE COMPANY

The effect on the shareholding structure of the Company upon completion of the Placing, the CDH Shine Transfers and the Heroic Zone Transfer is as follows:

Shareholders	As at the date of this announcement		Immediately upon completion of the Placing, the CDH Shine Transfers and the Heroic Zone Transfer	
	Number of Shares	Approximate percentage (%)	Number of Shares	Approximate percentage (%)
CDH Shareholders				
CDH Shine	1,745,452,290	11.92	815,205,661	5.57
CDH Shine II	968,530,000	6.61	664,831,147	4.54
CDH Shine III Limited	499,992,081	3.41	343,211,164	2.34
CDH Shine IV Limited	333,980,000	2.28	229,254,960	1.57
CDH V Sunshine II Limited	367,673,036	2.51	308,193,736	2.10
CDH Shine V Limited	277,367,378	1.89	277,367,378	1.89
CDH V Sunshine I Limited	258,016,165	1.76	258,016,165	1.76
Sub-total	4,451,010,950	30.39	2,896,080,211	19.77
Rise Grand (Note 1)				
Heroic Zone (Note 2)	3,181,820,000	21.72	3,473,820,000	23.71
Chang Yun Holdings Limited	631,580,000	4.31	631,580,000	4.31
High Zenith Limited	350,877,333	2.40	350,877,333	2.40
Sure Pass Holdings Limited	573,099,645	3.91	573,099,645	3.91
Rich Matrix Global Limited	245,614,133	1.68	245,614,133	1.68
Sub-total	4,982,991,111	34.02	5,274,991,111	36.01

Shareholders	As at the date of this announcement		Immediately upon completion of the Placing, the CDH Shine Transfers and the Heroic Zone Transfer	
	Number of Shares	Approximate percentage (%)	Number of Shares	Approximate percentage (%)
Directors				
Wan Long	1,500,000	0.01	1,500,000	0.01
Guo Lijun	100,000	0.00	100,000	0.00
Sub-total	1,600,000	0.01	1,600,000	0.01
Public Shareholders				
Placees	0	0.00	880,000,000	6.01
Transferees	0	0.00	382,930,739	2.61
Other public Shareholders	5,212,819,050	35.59	5,212,819,050	35.59
Sub-total	5,212,819,050	35.59	6,475,749,789	44.21
TOTAL ISSUED SHARES	14,648,421,111	100.00	14,648,421,111	100.00

Notes:

1. Rise Grand, as the sole shareholder of Heroic Zone, is deemed to be interested in the Shares which Heroic Zone is interested in.
2. Chang Yun Holdings Limited, High Zenith Limited, Sure Pass Holdings Limited and Rich Matrix Global Limited should exercise the voting rights attached to their Shares respectively held by them in accordance with the direction of Heroic Zone in its absolute discretion. Therefore, Heroic Zone is deemed to be interested in the Shares held by these entities. For further details of the voting rights of these entities, please refer to the prospectus of the Company dated 24 July 2014.

Immediately upon completion of the Placing, the CDH Shine Transfers and the Heroic Zone Transfer:

- (1) the CDH Shareholders will be collectively deemed to be interested in 2,896,080,211 Shares, representing approximately 19.77% of the total issued share capital of the Company, and each of the CDH Shareholders will cease to be a controlling shareholder of the Company;
- (2) Heroic Zone will be deemed to be interested in 5,274,991,111 Shares, representing approximately 36.01% of the total issued share capital of the Company and will continue to be a controlling shareholder of the Company; and
- (3) Rise Grand, as the sole shareholder of Heroic Zone, will be deemed to be interested in 5,274,991,111 Shares which Heroic Zone is interested in, representing approximately 36.01% of the total issued share capital of the Company, and will continue to be a controlling shareholder of the Company.

The Board does not expect that the Placing, the CDH Shine Transfers and the Heroic Zone Transfer will have any material adverse impact on the business or operation of the Group.

Shareholders and potential investors are advised to exercise caution when dealing in the Shares.

By order of the Board of
WH Group Limited
Chau Ho
Company Secretary

Hong Kong, 25 August 2016

DEFINITIONS

Unless the context otherwise requires, the terms used in this announcement shall have the following meanings:

“Board”	the board of Directors
“CDH Shareholders”	collectively, CDH Shine, CDH Shine II, CDH Shine III Limited, CDH Shine IV Limited, CDH Shine V Limited, CDH V Sunshine I Limited and CDH V Sunshine II Limited
“CDH Shine”	CDH Shine Limited, a limited liability company incorporated under the laws of the British Virgin Islands and one of the controlling shareholders of the Company
“CDH Shine II”	CDH Shine II Limited, a limited liability company incorporated under the laws of the British Virgin Islands and one of the controlling shareholders of the Company
“CDH Shine Sale and Purchase Agreements”	the sale and purchase agreements entered into between CDH Shine and each of the Transferees on 24 August 2016 in respect of the CDH Shine Transfers
“CDH Shine Transfers”	has the meaning ascribed to it under the section headed “Disposal of Shares by a Controlling Shareholder” in this announcement
“connected person(s)”	has the meaning ascribed to it under the Listing Rules
“controlling shareholder(s)”	has the meaning ascribed to it under the Listing Rules
“Company”	WH Group Limited (萬洲國際有限公司), a company incorporated under the laws of Cayman Islands with limited liability and whose shares are listed on the Main Board of the Stock Exchange

“Directors”	the directors of the Company
“Group”	the Company and its subsidiaries
“Heroic Zone”	Heroic Zone Investments Limited (雄域投資有限公司), a limited liability company incorporated under the laws of the British Virgin Islands and one of the controlling shareholders of the Company
“Heroic Zone Transfer”	has the meaning ascribed to it under the section headed “Increase in Shareholding by Heroic Zone” in this announcement
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Independent Third Parties”	third parties independent of the Company and its connected persons
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
“Placees”	the placees under the Placing
“Placing”	has the meaning ascribed to it under the section headed “Placing of Shares by Controlling Shareholders” in this announcement
“Placing Agent”	Morgan Stanley & Co. International plc
“Placing Agreement”	the share placing agreement entered into between the Vendors and the Placing Agent on 24 August 2016
“Rise Grand”	Rise Grand Group Limited (興泰集團有限公司), a limited liability company incorporated under the laws of the British Virgin Islands and one of the controlling shareholders of the Company
“Share(s)”	ordinary shares of US\$0.0001 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

“Transferees”	collectively, the transferees under the CDH Shine Sale and Purchase Agreements
“US\$”	United States dollars, the lawful currency of the United States of America
“Vendors”	collectively, CDH Shine, CDH Shine II, CDH Shine III Limited, CDH Shine IV Limited and CDH V Sunshine II Limited, each a controlling shareholder of the Company
“%”	per cent

As at the date of this announcement, the executive Directors are Mr. WAN Long, Mr. GUO Lijun, Mr. ZHANG Taixi, Mr. SULLIVAN Kenneth Marc and Mr. YOU Mu; the non-executive Directors 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.