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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)**

## **VOLUNTARY ANNOUNCEMENT**

### **LEVEL I AMERICAN DEPOSITARY RECEIPT PROGRAMME**

This announcement is made by WH Group Limited (the “**Company**”) on a voluntary basis.

The board of directors (the “**Board**”) of the Company is pleased to announce that the Company has established a sponsored Level I American Depositary Receipt (“**ADR**”) Programme (the “**Programme**”) with The Bank of New York Mellon (the “**Depository**”), which has become effective on January 17, 2017 (U.S. Eastern Standard Time).

An ADR is a negotiable receipt, resembling a stock certificate that is issued by the Depository, which is a depository bank in the United States of America (the “**United States**”) appointed by the Company, to evidence one or more American depositary shares (the “**ADSs**”), each of which represents 20 ordinary shares of the Company (the “**Shares**”).

Pursuant to the Programme, the ADRs will be issued against the Shares trading on the Main Board of The Stock Exchange of Hong Kong Limited that have been deposited with a custodian bank. The ADRs will be traded through the over-the-counter market in the United States and will not be listed on any stock exchange in the United States. Under the Programme, the owners of the ADSs have the same rights as the holders of the Shares to, among other things, dividends, distributions and voting, subject to the terms and conditions under the deposit agreement (the “**Deposit Agreement**”) entered into by and among the Depository, the Company and the owners and holders of the ADSs dated January 17, 2017.

The number of ADSs registered by the Company under the Programme is 50,000,000. The establishment of the Programme by the Company is not a new offering of Shares and is based on the Shares currently in issue. The Company did not and will not issue any new Shares pursuant to the Programme. Therefore, the Company does not receive any proceeds from the establishment of the Programme.

The Board believes that the establishment of the Programme will provide the Company with exposure to the capital market in the United States at minimal cost and maintenance effort and will also broaden the investor base of the Company. As such, the Board believes that the Programme is in the interest of the Company and its shareholders as a whole.

For and on behalf of the Board of  
**WH Group Limited**  
**Wan Long**  
*Chairman and Chief Executive Officer*

Hong Kong, January 18, 2017

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