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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**

### **DISTRIBUTIONS OF SHARES BY SUBSTANTIAL SHAREHOLDERS**

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

Reference is made to the announcement of the Company dated October 28, 2016 (the “**Previous Announcement**”) in relation to, among other things, the Potential Distributions. Unless otherwise defined, capitalised terms used in this announcement shall have the same meanings as those defined in the Previous Announcement.

### **DISTRIBUTIONS OF SHARES BY SUBSTANTIAL SHAREHOLDERS**

As disclosed in the Previous Announcement, the Potential Vendors had indicated that they may distribute the Distribution Shares, being up to an aggregate of 697,168,390 Shares, representing approximately 4.76% of the total issued share capital of the Company as at the date of the Previous Announcement, to the Potential Transferees who are certain limited partners and/or investors of the Vendors and their affiliates.

The Company has been informed by the Potential Vendors that the Potential Vendors have distributed 537,231,380 Distribution Shares to certain Potential Transferees (the “**Transferees**”), representing approximately 3.67% of the total issued share capital of the Company as at the date of this announcement (the “**Distributions**”). As disclosed in the Previous Announcement, immediately upon completion of the Placing, the CDH Shareholders would be collectively deemed to be interested in 1,896,080,211 Shares, representing approximately 12.94% of the total issued share capital of the Company as at the date of the Previous Announcement. Upon completion of the Distributions and as at the date of this announcement, the CDH Shareholders are collectively deemed to be interested in 1,358,848,831 Shares, representing approximately 9.27% of the total issued share capital of the Company as at the date of this announcement, and the CDH Shareholders have ceased to be substantial shareholders of the Company.

## **LOCK-UP UNDERTAKINGS**

As disclosed in the Previous Announcement, pursuant to the Placing Agreement, the Vendors have undertaken to the Placing Agent that they will procure each of the Potential Transferees and their respective ultimate beneficial owner(s) to be subject to the Potential Transferees' Lock-up Undertakings. Therefore, pursuant to the Potential Transferees' Lock-up Undertakings, the Transferees shall not, from the date of the relevant sale and purchase agreements or deeds poll and until and including the date being 180 days after the completion of the Distributions, either directly or indirectly, among other things, dispose of any Distribution Shares.

By order of the Board of  
**WH Group Limited**  
**Wan Long**  
*Chairman and Chief Executive Officer*

Hong Kong, February 1, 2017

*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 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.*