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*This announcement is for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for securities. This announcement is not a prospectus. Potential investors should read the prospectus dated April 15, 2014 (the “**Prospectus**”) issued by WH Group Limited (the “**Company**”) for detailed information about the Global Offering described below before deciding whether or not to invest in the Offer Shares.*

This announcement is not an offer of securities for sale in the United States. Securities may not be offered or sold in the United States except pursuant to Rule 144A or an exemption from registration requirements under the United States Securities Act of 1933, as amended (the “U.S. Securities Act”). The Hong Kong Public Offering Shares are being offered and sold outside the United States in offshore transactions in accordance with Regulation S under the U.S. Securities Act. There will not and is not currently intended to be any public offering of securities in the United States.

*In connection with the Global Offering, Morgan Stanley Asia Limited, as stabilizing manager (the “**Stabilizing Manager**”), its affiliates or any person acting for it, on behalf of the Underwriters, may effect transactions with a view to stabilizing or supporting the market price of the Shares at a level higher than that which might otherwise prevail for a limited period after the Listing Date. However, there is no obligation on the Stabilizing Manager, its affiliates or any person acting for it, to conduct any such stabilizing action, which, if commenced, will be done at the sole and absolute discretion of the Stabilizing Manager, its affiliates or any person acting for it, and may be discontinued at any time. Any such stabilizing activity is required to be brought to an end on the 30th day after the last day of closing of the application lists under the Hong Kong Public Offering. Such stabilization action, if commenced, may be effected in all jurisdictions where it is permissible to do so, in each case in compliance with all applicable laws, rules and regulatory requirements, including the Securities and Futures (Price Stabilizing) Rules, as amended, made under the Securities and Futures Ordinance (Cap.571 of the Laws of Hong Kong).*

Potential investors should be aware that stabilizing actions cannot be taken to support the price of the Shares for longer than the stabilization period which will begin on the Listing Date and is expected to expire on the 30th day after the last day of closing of the application lists under the Hong Kong Public Offering. After this date, no further stabilizing action may be taken and demand for the Shares and the price of the Shares could fall.



WH Group Limited
萬洲國際有限公司

(Incorporated in the Cayman Islands with limited liability)

GLOBAL OFFERING

Number of Offer Shares under the Global Offering	: 3,654,980,000 Shares (subject to the Offer Size Adjustment Option and the Over-allotment Option)
Number of Hong Kong Public Offering Shares	: 182,749,000 Shares (subject to reallocation and the Offer Size Adjustment Option)
Number of International Offering Shares	: 3,472,231,000 Shares (subject to reallocation, the Offer Size Adjustment Option and the Over-allotment Option) of which 2,741,231,000 are new Shares offered for sale by the Company and 731,000,000 are Sale Shares offered for sale by the Selling Shareholders
Maximum Offer Price	: HK\$11.25 per Offer Share, plus brokerage of 1%, SFC transaction levy of 0.003%, and Stock Exchange trading fee of 0.005% (payable in full on application in Hong Kong dollars and subject to refund)
Nominal value	: US\$0.0001 per Share
Stock code	: 288

Joint Sponsors



Joint Global Coordinators, Joint Bookrunners and Joint Lead Managers



Joint Bookrunners and Joint Lead Managers



An application has been made by the Joint Sponsors on behalf of the Company to the Listing Committee of the Stock Exchange for the granting of the listing of, and permission to deal in (i) the Shares in issue immediately prior to the Global Offering, (ii) the Offer Shares to be issued pursuant to the Global Offering and (iii) the Shares which may be issued pursuant to the exercise of Pre-IPO Share Options, each as further described in the Prospectus. The Global Offering comprises the Hong Kong Public Offering of initially 182,749,000 Hong Kong Public Offering Shares (subject to reallocation and the Offer Size Adjustment Option), representing approximately 5% of the total number of Offer Shares initially being available under the Global Offering, and the International Offering of initially 3,472,231,000 International Offering Shares (subject to reallocation, the Offer Size Adjustment Option and the Over-allotment Option) of which 2,741,231,000 are new Shares offered for sale by the Company and 731,000,000 are Sale Shares offered for sale by the Selling Shareholders, together representing approximately 95% of the total number of Offer Shares initially available under the Global Offering. The allocation of the Offer Shares between the Hong Kong Public Offering and the International Offering is subject to reallocation as described in the section headed “Structure of the Global Offering — The Hong Kong Public Offering — Reallocation” in the Prospectus.

Assuming the Hong Kong Public Offering becomes unconditional at or before 8:00 a.m. in Hong Kong on Wednesday, April 30, 2014, it is expected that dealings in the Shares on the Stock Exchange will commence at 9:00 a.m. on Wednesday, April 30, 2014. In the event that the Over-allotment Option is exercised, an announcement will be made on the website of the Company at www.wh-group.com and the website of the Stock Exchange at www.hkexnews.hk.

The Offer Price will not be more than HK\$11.25 per Share and is expected to be not less than HK\$8.00 per Share. Applicants for the Offer Shares are required to pay, on application, the maximum Offer Price of HK\$11.25 per Offer Share together with a brokerage of 1.0%, SFC transaction levy of 0.003% and Stock Exchange trading fee of 0.005%, subject to refund should the final Offer Price be lower than HK\$11.25.

Applications for the Hong Kong Public Offering Shares will only be considered on the basis of the terms and conditions of the Prospectus and the Application Forms and the designated website (www.eipo.com.hk) for the White Form eIPO. Applicants who would like to have the allotted Hong Kong Public Offering Shares registered in their own names should complete and sign the **WHITE** Application Forms or submit applications online through the designated website of the White Form eIPO Service Provider at www.eipo.com.hk under the White Form eIPO service. Applicants who would like to have the allocated Hong Kong Public Offering Shares registered in the name of HKSCC Nominees and deposited directly into

CCASS for credit to their CCASS Investor Participant stock accounts or the stock accounts of their designated CCASS Participant(s) maintained in CCASS should either (i) complete and sign the **YELLOW** Application Forms; or (ii) give electronic application instructions to HKSCC via CCASS.

Copies of the Prospectus, together with the **WHITE** Application Forms, may be obtained during normal business hours from 9:00 a.m. on Tuesday, April 15, 2014, until 12:00 noon on Tuesday, April 22, 2014 at:

BOCI Asia Limited	26/F, Bank of China Tower 1 Garden Road Hong Kong
Morgan Stanley Asia Limited	46/F, International Commerce Centre 1 Austin Road West Kowloon Hong Kong
Coöperatieve Centrale Raiffeisen-Boerenleenbank B.A.	32-33/F, Three Pacific Place 1 Queen's Road East Hong Kong
Standard Chartered Securities (Hong Kong) Limited	15/F, Two International Finance Centre 8 Finance Street Central Hong Kong
CITIC Securities Corporate Finance (HK) Limited	26/F, CITIC Tower 1 Tim Mei Avenue Central Hong Kong
CLSA Limited	18/F, One Pacific Place 88 Queensway Hong Kong
Goldman Sachs (Asia) L.L.C.	68/F Cheung Kong Center No.2 Queen's Road Central Central Hong Kong
UBS AG, Hong Kong Branch	52nd Floor, Two International Finance Centre 8 Finance Street Central, Hong Kong

DBS Asia Capital Limited	17th Floor, The Center 99 Queen's Road Central Hong Kong
Barclays Bank PLC, Hong Kong Branch	41/F, Cheung Kong Center 2 Queen's Road Central Hong Kong
China International Capital Corporation Hong Kong Securities Limited	29/F, One International Finance Centre 1 Harbour View Street, Central Hong Kong
Deutsche Bank AG, Hong Kong Branch	Level 52 International Commerce Centre 1 Austin Road West Kowloon Hong Kong
Merrill Lynch Far East Limited	15/F Citibank Tower, 3 Garden Road Central Hong Kong
ICBC International Securities Limited	37/F, ICBC Tower 3 Garden Road Hong Kong
Credit Suisse (Hong Kong) Limited	Level 88, International Commerce Centre 1 Austin Road West Kowloon Hong Kong
J.P. Morgan Securities (Asia Pacific) Limited	28/F Chater House 8 Connaught Road Central Hong Kong
Crédit Agricole Corporate and Investment Bank	27/F, Two Pacific Place 88 Queensway Hong Kong
Jefferies Hong Kong Limited	Suite 2201 22/F Cheung Kong Center 2 Queen's Road Central Hong Kong

Citigroup Global Markets Asia Limited	50th Floor, Citibank Tower Citibank Plaza 3 Garden Road Central Hong Kong
China Merchants Securities (HK) Co., Limited	48/F, One Exchange Square Central, Hong Kong
CCB International Capital Limited	12/F, CCB Tower 3 Connaught Road Central Central, Hong Kong
Daiwa Capital Markets Hong Kong Limited	Level 28, One Pacific Place 88 Queensway Hong Kong
Nomura International (Hong Kong) Limited	30/F Two International Finance Centre 8 Finance Street, Central Hong Kong
CMB International Capital Limited	Units 1803-4, 18/F, Bank of America Tower 12 Harcourt Road, Central Hong Kong
Haitong International Securities Company Limited	22/F Li Po Chun Chambers 189 Des Voeux Road Central Hong Kong
Guosen Securities (HK) Capital Co., Ltd.	1604-6, Infinitus Plaza 199 Des Voeux Road Central Hong Kong
The Hongkong and Shanghai Banking Corporation Limited	1 Queen's Road Central Hong Kong
ABCI Securities Company Limited	Room 701, 7/F, One Pacific Place 88 Queensway Hong Kong
BOCOM International Securities Limited	9/F, Man Yee Building 68 Des Voeux Road Central Hong Kong

or any of the following branches of:

Bank of China (Hong Kong) Limited

	Branch Name	Address
Hong Kong Island	Bank of China Tower Branch	3/F, 1 Garden Road
	Sheung Wan Branch	252 Des Voeux Road Central
Kowloon	Telford Gardens Branch	Shop P2 Telford Gardens, Kowloon Bay
	Whampoa Garden Branch	Shop G8B, Site 1, Whampoa Garden, Hung Hom
New Territories	Lucky Plaza Branch	Lucky Plaza, Wang Pok Street, Sha Tin
	Castle Peak Road (Yuen Long) Branch	162 Castle Peak Road, Yuen Long

DBS Bank (Hong Kong) Limited

	Branch Name	Address
Hong Kong Island	Head Office	G/F, The Center, 99 Queen's Road Central
	Hennessy Road Branch	G/F, 427-429 Hennessy Road, Causeway Bay
Kowloon	Nathan Road Branch	G/F, Wofoo Commercial Building, 574-576 Nathan Road, Mongkok
	Hoi Yuen Road Branch	Unit 2, G/F, Hewlett Centre, 54 Hoi Yuen Road, Kwun Tong

New Territories	Yuen Long Branch	G/F, 1-5 Tai Tong Road, Yuen Long
	Shatin Plaza Branch	Shop 47-48, Level 1, Shatin Plaza, No. 21-27 Sha Tin Centre Street, Shatin

Industrial and Commercial Bank of China (Asia) Limited

	Branch Name	Address
Hong Kong Island	Central Branch	1/F, 9 Queen's Road Central
	Causeway Bay Branch	Shop A, G/F, Jardine Center, 50 Jardine's Bazaar, Causeway Bay
Kowloon	Mei Foo Branch	Shop N95A, 1/F, Mount Sterling Mall, Mei Foo Sun Chuen
	Kwun Tong Branch	Shop 5 & 6, 1/F, Crocodile Center, 79 Hoi Yuen Road, Kwun Tong
New Territories	Kwai Fong Branch	C63A-C66, 2/F, Kwai Chung Plaza, Kwai Fong
	Tseung Kwan O Branch	Shop Nos. 2011-2012, Level 2, Metro City, Plaza II, 8 Yan King Road, Tseung Kwan O

Standard Chartered Bank (Hong Kong) Limited

	Branch Name	Address
Hong Kong Island	88 Des Voeux Road Branch	88 Des Voeux Road Central, Central
	Hennessy Road Branch	399 Hennessy Road, Wanchai

Kowloon	Kwun Tong Hoi Yuen Road	G/F, Fook Cheong Building, No. 63 Hoi Yuen Road, Kwun Tong
	Lok Fu Shopping Centre Branch	Shop G201, G/F, Lok Fu Shopping Centre
New Territories	Metroplaza Branch	Shop No. 175 - 176, Level 1, Metroplaza, 223 Hing Fong Road, Kwai Chung
	Tseung Kwan O Branch	Shop G37-40, G/F, Hau Tak Shopping Centre East Wing, Hau Tak Estate, Tseung Kwan O

Wing Lung Bank Limited

	Branch Name	Address
Hong Kong Island	Head Office	45 Des Voeux Road Central
	North Point Branch	361 King's Road
Kowloon	Mongkok Branch	B/F Wing Lung Bank Centre, 636 Nathan Road
	Tsim Sha Tsui Branch	4 Carnarvon Road
New Territories	Shatin Plaza Branch	21 Shatin Centre Street
	Tsuen Wan Branch	251 Sha Tsui Road

Copies of the Prospectus, together with the **YELLOW** Application Forms, may be obtained during normal business hours from 9:00 a.m. on Tuesday, April 15, 2014 until 12:00 noon on Tuesday, April 22, 2014 at the Depository Counter of HKSCC at 2nd Floor, Infinitus Plaza, 199 Des Voeux Road Central, Hong Kong or your stockbrokers, who may have such Application Forms and the Prospectus available.

Applicants applying by **White Form eIPO** service may submit their applications through the designated website at www.eipo.com.hk from 9:00 a.m. on Tuesday, April 15, 2014 until 11:30 a.m. on Tuesday, April 22, 2014 or such later time as described in the section headed "How to Apply for the Hong Kong Public Offering Shares — 10. Effect of Bad Weather on the Opening of the Application Lists" in the Prospectus (24 hours daily, except on the last application day).

CCASS Participants can input **electronic application instructions** from 9:00 a.m. on Tuesday, April 15, 2014 until 12:00 noon on Tuesday, April 22, 2014.

The application lists will open from 11:45 a.m. to 12:00 noon on Tuesday, April 22, 2014 (or such later time as described in the section headed “How to Apply for the Hong Kong Public Offering Shares — 10. Effect of Bad Weather on the Opening of the Application Lists” in the Prospectus). Please refer to the sections headed “Structure of the Global Offering” and “How to Apply for the Hong Kong Public Offering Shares” in the Prospectus for details of the conditions and procedures of the Global Offering.

The Company expects to publish an announcement on the final Offer Price, the level of applications in the Hong Kong Public Offering, the level of indication of interest in the International Offering and the basis of allocation of the Hong Kong Public Offering Shares on Tuesday, April 29, 2014 in the South China Morning Post (in English) and the Hong Kong Economic Times (in Chinese), and on the website of the Company at www.wh-group.com and the website of the Stock Exchange at www.hkexnews.hk.

Results of allocations and the Hong Kong identity card/passport/Hong Kong business registration numbers of successful applicants under the Hong Kong Public Offering will be available through a variety of channels at the times and date and in the manner specified in the section entitled “How to Apply for the Hong Kong Public Offering Shares — 11. Publication of Results” in the Prospectus.

No temporary document of title will be issued in respect of the Shares and no receipt will be issued for application monies paid. Share certificates will only become valid certificates of title provided that the Global Offering has become unconditional and the right of termination described in the section headed “Underwriting — Underwriting Arrangements and Expenses — The Hong Kong Public Offering — Grounds for Termination” in the Prospectus has not been exercised, which is expected to be at 8:00 a.m. on Wednesday, April 30, 2014.

Dealings in the Shares on the Stock Exchange are expected to commence at 9:00 a.m. on Wednesday, April 30, 2014. The Shares will be traded in board lots of 500 Shares each. The stock code of the Shares is 288.

By Order of the Board
WH Group Limited
CHAU Ho
Company Secretary

Hong Kong, April 15, 2014

As at the date of this announcement, the executive Directors are Mr. WAN Long, Mr. GUO Lijun, Mr. YANG Zhijun, Mr. POPE C. Larry and Mr. ZHANG Taixi; the non-executive Director is Mr. Jiao Shuge; and the proposed independent non-executive Directors with effect from the Listing Date are Mr. HUANG Ming, Mr. LEE Conway Kong Wai and Mr. SO Chak Kwong.

Please also refer to the published version of this announcement in the South China Morning Post (in English) and the Hong Kong Economic Times (in Chinese).