

*Unless otherwise defined herein, terms used in this announcement shall have the same meanings as those defined in the prospectus dated Tuesday, April 15, 2014 (the “**Prospectus**”) and the supplemental prospectus dated Friday, April 25, 2014 (the “**Supplemental Prospectus**”) issued by WH Group Limited (the “**Company**”).*

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 and the Supplemental Prospectus 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 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).*

*Hong Kong Exchanges and Clearing Limited, The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) and Hong Kong Securities Clearing Company Limited (“**HKSCC**”) take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.*



WH Group Limited
萬洲國際有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 288)

ANNOUNCEMENT

(1) PUBLICATION OF SUPPLEMENTAL PROSPECTUS
(2) CHANGES IN EXPECTED TIMETABLE

CHANGES IN THE OFFERING STRUCTURE

Having regard to the current market conditions, the Company, in consultation with the Underwriters' Representatives (for themselves and on behalf of the Underwriters), has determined that the number of Offer Shares to be offered under the Global Offering is reduced from 3,654,980,000 Shares to 1,299,550,000 Offer Shares, comprising (i) 64,978,000 Hong Kong Public Offering Shares available under the Hong Kong Public Offering; and (ii) 1,234,572,000 International Offering Shares under the International Offering without taking into account an additional 194,932,500 new Shares to be issued by the Company upon the exercise of the Over-allotment Option in full.

The Offer Price range has remained unchanged. The Offer Price will not be more than HK\$11.25 per Offer Share and is expected to be not less than HK\$8.00 per Offer Share. The Price Determination Date is expected to be on or around April 29, 2014.

For details of the changes in the structure of the Global Offering, please refer to the Supplemental Prospectus.

POSTPONEMENT OF THE LISTING

In view of the reduction in the number of the Offer Shares, the current market conditions and in order to allow potential investors to have more time to make their investment decisions, the expected timetable of the Global Offering has been revised. In order to enable applicants who have validly applied for the Hong Kong Public Offering Shares (the "**Eligible Applicants**") to consider this significant new information, the Company has published the Supplemental Prospectus on April 25, 2014 to reflect the changes in the structure of the Global Offering, together with relevant updated financial and other information.

Investors who wish to proceed with their applications must confirm their applications before the deadline stipulated in the Supplemental Prospectus, being 5:00 p.m. on Tuesday, April 29, 2014. Investors who have made valid applications for the Offer Shares, but do not confirm their applications in accordance with the procedures set out in the Supplemental Prospectus, will be taken as not proceeding with their applications and their applications will be rejected. Please refer to the section headed “9. Confirmation of Applications” in the Supplemental Prospectus for further details.

Copies of the Supplemental Prospectus and the Confirmation Form described in this announcement may be obtained from 9:00 a.m. to 5:00 p.m. on Friday, April 25, 2014, Monday, April 28, 2014 and Tuesday, April 29, 2014 at:

(1) the following Hong Kong Underwriters whose addresses are set out below:

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

(2) the following branches of the receiving banks:

(i) **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

(ii) **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

(iii) **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	Kwun Tong Branch	Shop 5 & 6, 1/F, Crocodile Center, 79 Hoi Yuen Road, Kwun Tong

(iv) **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

(v) **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

- (3) the Depository Counter of HKSCC at 2/F, Infinitus Plaza, 199 Des Voeux Road Central, Hong Kong.

REVISED TIMETABLE OF THE GLOBAL OFFERING

The revised expected timetable⁽¹⁾ of the Global Offering is as follows:

- (1) Announcement of the reduction in number of Offer Shares, the publication of the Supplemental Prospectus and the change in the expected timetable of the Global Offering to be published on the websites of the Stock Exchange at www.hkexnews.hk and the Company at www.wh-group.com and also in the South China Morning Post (in English) and the Hong Kong Economic Times (in Chinese) Friday, April 25, 2014
- (2) The Supplemental Prospectus and the Confirmation Form to be published on the websites of the Stock Exchange at www.hkexnews.hk and the Company at www.wh-group.com Friday, April 25, 2014

(3) The period when Eligible Applicants may lodge confirmation of their applications for the Hong Kong Public Offering Shares under the Hong Kong Public Offering in full⁽²⁾. 9:00 a.m. to 5:00 p.m. on
Friday, April 25, 2014
Monday, April 28, 2014
Tuesday, April 29, 2014

(4) Expected Price Determination Date⁽³⁾ on or around . . . Tuesday, April 29, 2014

(5) Announcement of

- the final Offer Price;
- the level of valid applications in the Hong Kong Public Offering, taking into account all confirmations from the Eligible Applicants;
- the level of indications of interest in the International Offering; and
- the basis of allotment of the Hong Kong Public Offering Shares, subject to such applications being validly confirmed by the Eligible Applicants,

to be published in the South China Morning Post (in English) and the Hong Kong Economic Times (in Chinese) on or before. Wednesday, May 7, 2014

(6) Results of allocations in the Hong Kong Public Offering (with successful applicants' identification document numbers, where appropriate) to be available through a variety of channels (please refer to the section headed "How to Apply for the Hong Kong Public Offering Shares — 11. Publication of results" in the Prospectus) from Wednesday, May 7, 2014

(7) A full announcement of the Hong Kong Public Offering containing (5) and (6) above to be published on the website of the Stock Exchange at www.hkexnews.hk⁽⁴⁾ and the Company's website at www.wh-group.com⁽⁵⁾ from Wednesday, May 7, 2014

(8) Results of allocations in the Hong Kong Public Offering will be available at www.iporesults.com.hk with a "search by ID" function Wednesday, May 7, 2014

- (9) White Form e-Refund payment instructions
in respect of wholly or partially unsuccessful
applications and unconfirmed applications
to be dispatched on⁽⁶⁾⁽¹¹⁾ Wednesday, May 7, 2014
- (10) Refund cheques in respect of wholly or partially
unsuccessful applications and unconfirmed
applications to be posted on⁽⁷⁾⁽⁸⁾⁽⁹⁾ and ⁽¹¹⁾ Wednesday, May 7, 2014
- (11) Share certificates to be posted or
deposited into CCASS on⁽⁷⁾⁽¹⁰⁾ Wednesday, May 7, 2014
- (12) Dealings in Shares on the Stock Exchange
expected to commence on Thursday, May 8, 2014

Notes:

- (1) All times refer to Hong Kong local time. Details of the structure of the Global Offering, including its conditions, are set out in the section headed “Structure of the Global Offering” in the Prospectus. We will publish an announcement in case there is any change in the revised expected timetable of the Hong Kong Public Offering shown above.
- (2) If there is a “black” rainstorm warning or a tropical cyclone warning signal number eight or above in force in Hong Kong at any time between 9:00 a.m. and 5:00 p.m. on Tuesday, April 29, 2014, the last day of the period in which Eligible Applicants can confirm their applications for the Offer Shares under the Hong Kong Public Offering will be postponed to the next Business Day which does not have either of those warning signals in force in Hong Kong at any time between 9:00 a.m. and 5:00 p.m. on such day. A further announcement will be made by the Company if there is any postponement to the dates mentioned in the section entitled “8. Revised timetable of the Global Offering” of the Supplemental Prospectus.
- (3) The Price Determination Date is expected to be on or around April 29, 2014 (at a time no earlier than the Closure of Confirmation Period) and in any event not later than May 5, 2014. If, for any reason, we and the Underwriters’ Representatives (for themselves and on behalf of the Underwriters) are unable to reach an agreement on the Offer Price, the Hong Kong Public Offering and the International Offering will not become unconditional and will lapse immediately.
- (4) The announcement will be available for viewing on the “New Listings — Main Board — Allotment Results” page on the Stock Exchange’s website at www.hkexnews.hk.
- (5) Neither of the website of our Company nor any of the information contained on the website of our Company forms part of the Prospectus or the Supplemental Prospectus.

- (6) Applicants who apply through the White Form eIPO service by paying the application monies through a single bank account may have e-Refund payment instructions (if any) dispatched to their application payment account on May 7, 2014. Applicants who apply through the White Form eIPO service by paying the application monies through multiple bank accounts may have refund cheque(s) sent to the addresses specified in their application instructions to the designated White Form eIPO Service Provider on May 7, 2014, by ordinary post and at their own risk.
- (7) Applicants who apply on white Application Forms for 1,000,000 Hong Kong Public Offering Shares or more and have indicated in their Application Forms that they wish to collect refund cheques (where applicable) and Share certificates (where applicable) in person from the Hong Kong Share Registrar may collect refund cheques (where applicable) and Share certificates (where applicable) in person from the Hong Kong Share Registrar, Computershare Hong Kong Investor Services Limited at Shops 1712—1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong, from 9:00 a.m. to 1:00 p.m. on May 7, 2014. Applicants being individuals who opt for personal collection must not authorize any other persons to make their collection on their behalf. Applicants being corporations who opt for personal collection must attend by their authorized representatives bearing letters of authorization from their corporations stamped with the corporation’s chop. Identification documents and authorization documents (where applicable) acceptable to the Hong Kong Share Registrar must be produced at the time of collection. Further information is set out in the section headed “How to Apply for the Hong Kong Public Offering Shares — 14. Dispatch/Collection of Share Certificates and Refund Monies” in the Prospectus. Part of your Hong Kong identity card number/passport number, or, if you are a joint applicant, part of the Hong Kong identity card number/passport number of the first-named applicant provided by you, may be printed on your refund cheque, if any. Such data would also be transferred to a third party for refund purposes. Your banker may require verification of your Hong Kong identity card number/passport number before encashment of your refund cheque. Inaccurate completion of your Hong Kong identity card number/passport number may lead to delay in encashment of, or may invalidate, your refund cheque.
- (8) Applicants who apply on yellow Application Forms for 1,000,000 Hong Kong Public Offering Shares or more and have indicated in their Application Forms that they wish to collect refund cheques in person may collect their refund cheques (if any) from the Hong Kong Share Registrar, Computershare Hong Kong Investor Services Limited at Shops 1712—1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong, from 9:00 a.m. to 1:00 p.m. on May 7, 2014, but may not elect to collect their Share certificates, which will be deposited into CCASS for credit to their designated CCASS Participant stock accounts or CCASS Investor Participant stock accounts, as appropriate. The procedures for collection of refund cheques (if any) for applicants who apply on yellow Application Forms are the same as those for applicants who apply on white Application Forms.
- (9) Uncollected Share certificates and/or refund cheques (if any) will be dispatched by ordinary post at the applicants’ own risk to the addresses specified in the relevant Application Forms. Further information is set out in the section headed “How to Apply for the Hong Kong Public Offering Shares — 14. Dispatch/Collection of Share Certificates and Refund Monies” in the Prospectus.

- (10) Share certificates for the Hong Kong Public Offering Shares applied for by yellow Application Forms and giving electronic application instructions to HKSCC are expected to be deposited into CCASS on Wednesday, May 7, 2014 for credit to the respective CCASS Participant's stock accounts.
- (11) Refunds will be issued in respect of wholly or partially unsuccessful applications and unconfirmed applications and in respect of successful applicants in the event that the Offer Price as finally determined is less than the price payable on application.

RESULTS OF ALLOCATIONS

It is expected that on Wednesday, May 7, 2014, the Company will issue an announcement setting out the level of valid applications in the Hong Kong Public Offering, taking into account the receipt of confirmations from the Eligible Applicants in accordance with the procedures set out in the Supplemental Prospectus, and the level of interest in the International Offering.

COMMENCEMENT OF DEALING

Assuming that the Hong Kong Public Offering becomes unconditional at or before 8:00 a.m. in Hong Kong on Thursday, May 8, 2014, it is expected that dealings in the Shares on the Stock Exchange will commence at 9:00 a.m. on Thursday, May 8, 2014.

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

Hong Kong, April 25, 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).