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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 July 24, 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. Unless otherwise defined herein capitalized terms in this announcement shall have the same meanings as those defined in the Prospectus.*

*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 Offer Shares may be offered, sold or delivered 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 (摩根士丹利亞洲有限公司), 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 stabilize or support 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)

(Stock Code: 288)

FULL EXERCISE OF THE OVER-ALLOTMENT OPTION

The Company announces that the Over-allotment Option described in the Prospectus has been fully exercised by the Underwriters' Representatives, on behalf of the International Underwriters, on August 6, 2014 in respect of an aggregate of 385,110,000 Shares (the "**Over-allotment Shares**"), representing 15% of the total number of the Offer Shares initially available under the Global Offering to, among others, cover over-allocations in the International Offering. The Over-allotment Shares will be issued and allotted by the Company at HK\$6.20 per Share (plus brokerage of 1%, SFC transaction levy of 0.003% and Stock Exchange trading fee of 0.005%), being the Offer Price per Share under the Global Offering.

Further announcement will be made by the Company after the end of the stabilization period.

The Company announces that the Over-allotment Option described in the Prospectus has been fully exercised by the Underwriters' Representatives, on behalf of the International Underwriters, on August 6, 2014 in respect of an aggregate of 385,110,000 Shares, representing 15% of the total number of the Offer Shares initially available under the Global Offering to, among others, cover over-allocations in the International Offering. The Over-allotment Shares will be issued and allotted by the Company at HK\$6.20 per Share (plus brokerage of 1%, SFC transaction levy of 0.003% and Stock Exchange trading fee of 0.005%), being the Offer Price per Share under the Global Offering.

Approval for the listing and permission to deal in the Over-allotment Shares has already been granted by the Listing Committee of the Stock Exchange. Listing of and dealings in such Over-allotment Shares are expected to commence on the Main Board of the Stock Exchange at 9:00 a.m. on August 11, 2014.

The shareholding structure of the Company immediately before and immediately after the completion of the issue and allotment by the Company of the Over-allotment Shares is as follows:

Shareholders	Immediately before the allotment and issue of the Over-allotment Shares		Immediately after the allotment and issue of the Over-allotment Shares	
	Number of Shares	Approximate percentage of the Company's issued share capital	Number of Shares	Approximate percentage of the Company's issued share capital
Heroic Zone	3,181,820,000	22.308%	3,181,820,000	21.721%
Chang Yun	631,580,000	4.428%	631,580,000	4.312%
High Zenith	350,877,333	2.460%	350,877,333	2.395%
Sure Pass	573,099,645	4.018%	573,099,645	3.912%
Rich Matrix	245,614,133	1.722%	245,614,133	1.677%
CDH Shine	1,745,452,290	12.237%	1,745,452,290	11.916%
CDH Shine II Limited	968,530,000	6.790%	968,530,000	6.612%
CDH Shine III Limited	499,992,081	3.505%	499,992,081	3.413%
CDH Shine IV Limited	333,980,000	2.342%	333,980,000	2.280%
CDH Shine V Limited	277,367,378	1.945%	277,367,378	1.893%
CDH V Sunshine I Limited	258,016,165	1.809%	258,016,165	1.761%
CDH V Sunshine II Limited	367,673,036	2.578%	367,673,036	2.510%
Profit Summit Investments Limited	323,848,108	2.270%	323,848,108	2.211%
Goldman Sachs	451,886,552	3.168%	451,886,552	3.085%
Cardilli Limited	389,655,000	2.732%	389,655,000	2.660%

Shareholders	Immediately before the allotment and issue of the Over-allotment Shares		Immediately after the allotment and issue of the Over-allotment Shares	
	Number of Shares	Approximate percentage of the Company's issued share capital	Number of Shares	Approximate percentage of the Company's issued share capital
Blue Air Holdings Limited	254,545,126	1.785%	254,545,126	1.738%
Focus Chevalier Investment Co., Ltd	25,454,513	0.178%	25,454,513	0.174%
Dunearn Investments (Mauritius) Pte Ltd	290,908,715	2.040%	290,908,715	1.986%
MacRitchie Investments Pte. Ltd.	78,181,717	0.548%	78,181,717	0.534%
Other public shareholders	<u>3,014,829,319</u>	<u>21.137%</u>	<u>3,399,939,319</u>	<u>23.210%</u>
Total	<u><u>14,263,311,111</u></u>	<u><u>100.00%</u></u>	<u><u>14,648,421,111</u></u>	<u><u>100.00%</u></u>

The additional net proceeds of approximately HK\$2,352 million from the issue of the Over-allotment Shares after deducting the underwriting commissions, transaction levy and trading fee relating to the exercise of the Over-allotment Option will be used by the Company for the purposes as set out in the section headed “Future Plans and Use of Proceeds” in the Prospectus.

Immediately after the allotment and issue of the Over-allotment Shares, the Company will continue to comply with the public float requirements under Rule 8.08(1)(a) of the Listing Rules that at least 25% of the Company's total issued share capital must at all times be held by the public.

A further announcement will be made by the Company at the end of the stabilization period in connection with the Global Offering pursuant to section 9(2) of the Securities and Futures (Price Stabilizing) Rules (Chapter 571W of the Laws of Hong Kong).

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

Hong Kong, August 6, 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 independent non-executive Directors are Mr. HUANG Ming, Mr. LEE Conway Kong Wai and Mr. LAU, Jin Tin Don.