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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)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “**EGM**”) of WH Group Limited (the “**Company**”) will be held at Jade Room I&II, Level 3, The Ritz-Carlton, Hong Kong, International Commerce Centre, 1 Austin Road West, Kowloon, Hong Kong on Monday, 16 August 2021 at 10:30 a.m. (or any adjournment thereof) for the purpose of considering and, if thought fit, passing with or without amendments, the following as ordinary resolutions of the Company, respectively:

ORDINARY RESOLUTIONS

1. “**THAT**, the conditional voluntary cash offer (the “**Offer**”) by Merrill Lynch (Asia Pacific) Limited and Morgan Stanley Asia Limited on behalf of the Company to buy-back up to 1,916,937,202 ordinary shares with nominal value of US\$0.0001 each in the share capital of the Company (the “**Share(s)**”) at a price of HK\$7.80 per Share and subject to the terms and conditions as set out in the offer document despatched on 30 July 2021 together with the accompanying acceptance form (copies of which marked “A” have been produced to the EGM and initialed by the chairman of the EGM for the purpose of identification) be approved, without prejudice and in addition to the existing authority of the Company under the general mandate to buy-back Shares granted at the annual general meeting of the Company held on 1 June 2021, and that the director(s) of the Company be authorised to execute all such documents (and, where necessary, to affix the seal of the Company thereon in accordance with the amended and restated memorandum and articles of association of the Company (the “**Articles of Association**”) and do all such acts as such director(s) consider desirable, necessary or expedient to give effect to or otherwise in connection with the Offer, including, without limitation, completion of the buy-back of Shares pursuant to the Offer.”

2. “**THAT**, the waiver (the “**Whitewash Waiver**”) in respect of any obligation under the Codes on Takeovers and Mergers and Share Buy-backs of Hong Kong (the “**Codes**”) of controlling shareholders of the Company, being Rise Grand Group Limited, Heroic Zone Investments Limited, Chang Yun Holdings Limited, High Zenith Limited and Sure Pass Holdings Limited, to make a mandatory general offer for all the Shares and other relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) not already owned by them and parties acting in concert (as defined under the Codes) with any of them, which may, but for the Whitewash Waiver, arise upon completion of the Offer be hereby approved, and that the director(s) of the Company be authorised to execute all such documents (and, where necessary, to affix the seal of the Company thereon in accordance with the Articles of Association) and do all such acts as such director(s) consider desirable, necessary or expedient to give effect to or otherwise in connection with the Whitewash Waiver.”

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

Hong Kong, 30 July 2021

Notes:

1. Any shareholder of the Company entitled to attend and vote at the EGM entitled to appoint a proxy to attend and vote on his/her behalf. A proxy need not be a shareholder of the Company. A shareholder who is the holder of two or more shares of the Company may appoint more than one proxy to represent him/her to attend and vote on his/her behalf. If more than one proxy is so appointed, the appointment shall specify the number and class of shares in respect of which each such proxy is so appointed.
2. In order to be valid, the form of proxy together with the power of attorney or other authority, if any, under which it is signed or a certified copy of that power of attorney or authority, must be deposited at the branch share registrar of the Company in Hong Kong, Computershare Hong Kong Investor Services Limited (“**Computershare**”) at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for the holding of the EGM (i.e. before 10:30 a.m. on Saturday, 14 August 2021) or any adjournment thereof. Completion and return of the form of proxy shall not preclude a shareholder of the Company from attending and voting in person at the EGM and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
3. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing, or if the appointor is a corporation, either under seal or under the hand of an officer or attorney duly authorised.

4. Where there are joint holders of any share, any one of such joint holders may vote at the EGM, either personally or by proxy, in respect of such share as if he/she were solely entitled thereto, but if more than one of such joint holders are present at the EGM personally or by proxy, then the one of such joint holders so present whose name stands first on the register of members of the Company shall, in respect of such share, be entitled alone to vote in respect thereof.
5. The resolutions at the EGM will be taken by poll pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) and the results of the poll will be published on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.wh-group.com) in accordance with the Listing Rules.
6. For the purpose of ascertaining the shareholders’ entitlement to attend and vote at the EGM or any adjournment or postponement thereof (as the case may be), the register of members of the Company will be closed from Wednesday, 11 August 2021 to Monday, 16 August 2021, both days inclusive, during which period no transfer of Shares will be registered. In order to be eligible to attend and vote at the EGM or any adjournment or postponement thereof (as the case may be), all transfers of shares of the Company accompanied by the relevant share certificates and properly completed transfer forms must be lodged for registration with Computershare at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong not later than 4:30 p.m. on Tuesday, 10 August 2021.
7. If a black rainstorm warning signal or a tropical cyclone warning signal no. 8 or above is in force in Hong Kong 2 hours before the scheduled time of the EGM, the EGM will be adjourned. The Company will post an announcement on the Company’s website and the Stock Exchange’s website to notify Shareholders of the date, time and place of the adjourned meeting. The meeting will be held as scheduled when an Amber or a Red Rainstorm Warning Signal is in force. Shareholders should decide on their own whether they would attend the meeting under bad weather conditions bearing in mind their own situations.
8. In order to facilitate the prevention and control of the spread of Coronavirus Disease 2019 (COVID-19) at the EGM, the Shareholders are strongly encouraged to appoint the chairman of the EGM as their proxy to vote on the relevant resolutions at the EGM, instead of attending the EGM in person, by completing and return the form of proxy attached to the Offer Document.
9. The Company will implement precautionary measures (as further set out in the offer document of the Company dated 30 July 2021) at the EGM in compliance with the laws and regulations in Hong Kong in relation to the prevention of COVID-19. Subject to the development of COVID-19 and to the extent permitted under law, the Company may implement further changes and precautionary measures at the EGM.

As at the date of this notice, the executive Directors are Mr. WAN Long, Mr. GUO Lijun and Mr. MA Xiangjie; 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.