

This announcement is not, and is not intended to be, an offer or sale of securities of the Company in the United States. Securities may not be offered or sold in the United States unless they are registered under applicable law or are exempt from registration under the relevant United States securities laws, rules and regulations. The Company does not intend to register any part of the Global Offering in the United States. No public offer of securities will be made in the United States.

This announcement is for information purposes only and does not constitute an invitation or offer by any person to acquire, purchase or subscribe for securities.

*Hong Kong Exchanges and Clearing Limited, The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) and Hong Kong Securities Clearing Company Limited (the “**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)

GLOBAL OFFERING NOT TO PROCEED

INTRODUCTION

Reference is made to the prospectus of the Company dated April 15, 2014 and the supplemental prospectus of the Company dated April 25, 2014 (together the “**Prospectus**”). Unless otherwise defined in this announcement, terms defined in the Prospectus have the same meanings when used in this announcement.

GLOBAL OFFERING NOT TO PROCEED

In light of deteriorating market conditions and recent excessive market volatility, the Company, having consulted the Joint Sponsors, has decided that the Global Offering will not proceed at this time. Accordingly, the International Underwriting Agreement relating to the International Offering will not be entered into and the Hong Kong Underwriting Agreement relating to the Hong Kong Public Offering will not become unconditional.

The Company would like to express its gratitude to all investors who expressed an interest in the Global Offering as well as their support and positive feedback during the Global Offering.

CHEQUES AND APPLICATION MONIES

Application monies in respect of applications made on **WHITE** or **YELLOW** Application Forms for Hong Kong Public Offering Shares (including brokerage of 1%, SFC transaction levy of 0.003% and Stock Exchange trading fee of 0.005%) will be refunded in full without interest. Refund cheques will be dispatched to the applicants' address specified in their **WHITE** or **YELLOW** Application Forms by ordinary post on May 5, 2014 at the applicants' own risk.

If you have applied for less than 1,000,000 Hong Kong Public Offering Shares, your refund cheque will be dispatched to you by ordinary post without interest to the address indicated on the relevant Application Form on May 5, 2014 at your own risk.

If you have applied for 1,000,000 or more Hong Kong Public Offering Shares on a **WHITE** or **YELLOW** Application Forms and have provided all information required by your Application Form, you may collect your refund cheque(s) (where applicable) from Computershare Hong Kong Investor Services Limited, at Shops 1712—1716, 17th floor, Hopewell Centre, 183 Queen's Road East, Hong Kong, from 9:00 a.m. to 1:00 p.m. on May 5, 2014. If you are an individual, you must not authorize any other person to make collection on your behalf. If you are a corporate applicant, you must attend by your authorized representative bearing a letter of authorization from your corporation stamped with your corporation's chop. Both individuals and authorized representatives (if applicable) must produce, at the time of collection, evidence of identity acceptable to Computershare Hong Kong Investor Services Limited. If you do not collect your refund cheque(s) within the time period specified for collection, they will be sent to the address as specified in your Application Form promptly thereafter by ordinary post at your own risk.

All refund cheques will be crossed "Account Payee Only" in favour of the applicant (or in the case of joint applicants, the first-named applicant) for all application monies. Part of the applicant's Hong Kong Identity Card number/passport number, or, if in the case of joint applicants, part of the Hong Kong Identity Card number/passport number of first-named applicant may be printed on the refund cheque.

One invalid application, no multiple application or suspected multiple application has been identified and rejected, 13 applications have been rejected due to bounced cheques and no application for more than 91,374,500 Hong Kong Public Offering Shares has been identified.

Application monies in respect of applications made under **White Form eIPO** for Hong Kong Public Offering Shares (including brokerage of 1%, SFC transaction levy of 0.003% and Stock Exchange trading fee of 0.005%) will be refunded in full without interest. In the case of application monies paid from a single bank account, e-Refund payment instructions will be dispatched to the respective application payment accounts on May 5, 2014. In the case of application monies paid from multiple bank accounts, refund cheques will be dispatched to the applicants' addresses specified in their **White Form eIPO** applications by ordinary post on May 5, 2014 at the applicants' own risk.

Applicants who applied for Hong Kong Public Offering Shares by giving **electronic application instructions** to HKSCC will have all amounts paid on application (including brokerage of 1%, SFC transaction levy of 0.003% and Stock Exchange trading fee of 0.005%) credited to their designated bank accounts or the designated bank accounts of their brokers or custodians without interest on May 5, 2014.

Applicants who have instructed their brokers or custodians to give **electronic application instructions** on their behalf can check the amounts of refund monies payable to them with those brokers or custodians.

Applicants who applied as a CCASS Investor Participant can check the amounts of refund monies payable to them via the CCASS Phone System and the CCASS Internet System (under the procedures contained in HKSCC's "An Operating Guide for Investor Participants" in effect from time to time) on May 5, 2014. Immediately after the credit of refund monies to the applicants' bank accounts, HKSCC will also make available to them an activity statement showing the amounts of refund monies credited to their designated bank accounts.

All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time.

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

Hong Kong, April 29, 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.