

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited 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)

VOLUNTARY ANNOUNCEMENT DISPOSAL OF INTEREST IN CAMPOFRIO

The Board is pleased to announce that the Company has disposed of its entire indirect equity interest in Campofrio for an aggregate cash consideration of US\$354,000,000.

After trading hours on June 3, 2015, SFDS Global, Cold Field and Smithfield Insurance (each an indirect wholly-owned subsidiary of the Company and through which the Company holds its indirect equity interest in Campofrio) as sellers, and Alfa as purchaser, entered into the Share Purchase Agreement pursuant to which, among other things, each of SFDS Global, Cold Field and Smithfield Insurance agreed to sell and Alfa agreed to purchase an aggregate of 37,817,172 shares, representing approximately 37% of the entire issued share capital, of Sigma & WH Food. Sigma Alimentos is the owner of the remaining approximately 63% of the issued share capital of Sigma & WH Food, and is a wholly-owned subsidiary of Alfa. Sigma & WH Food owns the entire issued share capital of Campofrio.

Completion of the Transaction took place on the same day as the execution of the Share Purchase Agreement.

REASONS FOR AND BENEFITS OF THE TRANSACTION

The Board noted that the Group did not have a controlling stake in Campofrio and therefore considers that the Group would benefit from developing and growing its own existing platform in Europe, namely through its wholly-owned subsidiaries in Poland and Romania, as well as continuing to identify potential strategic acquisitions for expansion.

Further, the Board noted that the Transaction would result in a lump sum cash inflow and strengthen the Group's balance sheet on a consolidated basis.

Having considered the foregoing and other relevant matters, the Board considers that the Transaction is in the best interests of the Company and its shareholders as a whole.

GENERAL

As each of the applicable percentage ratios under Rule 14.07 of the Listing Rules in respect of the Transaction is below 5%, the Transaction does not constitute a notifiable transaction for the Company and this announcement is made by the Company on a voluntary basis for the information of the shareholders of the Company and public investors.

DEFINITIONS

Unless otherwise defined, the following expressions in this announcement have the following meanings:

“Alfa”	Alfa, S.A.B. de C.V., a company incorporated under the laws of Mexico, an independent third party to the Company
“Board”	the board of directors of the Company
“Campofrio”	Campofrio Food Group, S.A., a European packaged meats company organized under the laws of Spain
“Cold Field”	Cold Field Investments LLC., a company incorporated under the laws of Delaware and an indirect wholly-owned subsidiary of the Company
“Company”	WH Group Limited, a company incorporated in the Cayman Islands with limited liability, the shares of which are listed on the Main Board of the Stock Exchange
“Group”	the Company and its subsidiaries
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
“SFDS Global”	SFDS Global Holdings B.V., a company incorporated under the laws of the Netherlands and an indirect wholly-owned subsidiary of the Company
“Share Purchase Agreement”	the share purchase agreement entered into between SFDS Global, Cold Field and Smithfield Insurance as sellers, and Alfa as purchaser, in relation to, among other things, the sale of an aggregate of 37,817,172 shares of Sigma & WH Food to Alfa
“Sigma Alimentos”	Sigma Alimentos España, S.L., a company incorporated under the laws of Spain and a wholly-owned subsidiary of Alfa
“Sigma & WH Food”	Sigma & WH Food Europe, S.L. a company incorporated under the laws of Spain

“Smithfield Insurance”	Smithfield Insurance Co. Ltd., a company incorporated under the laws of Bermuda and an indirect wholly-owned subsidiary of the Company
“subsidiary(ies)”	has the same meaning ascribed to it in the Listing Rules
“Transaction”	the transactions contemplated under the Share Purchase Agreement
“US\$”	United States dollars, the lawful currency of the United States of America

By Order of the board of the directors of
WH Group Limited
Chau Ho
Company Secretary

Hong Kong, June 3, 2015

As at the date of this announcement, the executive directors of the Company are Mr. WAN Long, Mr. GUO Lijun, Mr. POPE C. Larry and Mr. ZHANG Taixi; the non-executive director of the Company is Mr. JIAO Shuge; and the independent non-executive directors of the Company are Mr. HUANG Ming, Mr. LEE Conway Kong Wai and Mr. LAU, Jin Tin Don.