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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)

**POLL RESULTS OF ANNUAL GENERAL MEETING
HELD ON MAY 23, 2016
AND
PAYMENT OF DIVIDEND**

POLL RESULTS OF THE 2016 ANNUAL GENERAL MEETING

At the annual general meeting of WH Group Limited (the “**Company**”) held on May 23, 2016 (the “**2016 AGM**”), a poll was demanded by the chairman of the 2016 AGM for voting on all the proposed resolutions as set out in the notice of the 2016 AGM of the Company dated April 19, 2016 (the “**Resolutions**”). Computershare Hong Kong Investor Services Limited, the Company’s branch share registrar in Hong Kong, was appointed as the scrutineers for the vote-taking at the 2016 AGM.

The board (the “**Board**”) of directors (the “**Directors**”) of the Company is pleased to announce that all the Resolutions were duly passed as ordinary resolutions at the 2016 AGM through voting by way of poll. The poll results in respect of the Resolutions are as follows:

ORDINARY RESOLUTIONS		NUMBER OF VOTES (%)	
		FOR	AGAINST
1.	To receive, consider and adopt the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors and auditor for the year ended December 31, 2015.	12,612,313,375 (99.989408%)	1,336,000 (0.010592%)
2.	(a) To re-elect Mr. Guo Lijun as executive director of the Company;	12,330,919,131 (97.758514%)	282,733,244 (2.241486%)
	(b) To re-elect Mr. Zhang Taixi as executive director of the Company;	12,330,917,131 (97.758514%)	282,733,244 (2.241486%)

ORDINARY RESOLUTIONS		NUMBER OF VOTES (%)	
		FOR	AGAINST
	(c) To re-elect Mr. Lee Conway Kong Wai as independent non-executive director of the Company;	10,596,846,848 (85.366263%)	1,816,542,818 (14.633737%)
	(d) To re-elect Mr. Sullivan Kenneth Marc as executive director of the Company; and	12,317,858,631 (97.654987%)	295,791,744 (2.345013%)
	(e) To re-elect Mr. You Mu as executive director of the Company.	12,318,478,540 (97.659902%)	295,171,835 (2.340098%)
3.	To authorize the board of directors of the Company to fix the remuneration of all directors of the Company.	12,428,137,396 (98.585273%)	178,347,289 (1.414727%)
4.	To re-appoint Deloitte Touche Tohmatsu as auditor of the Company and to authorize the board of directors of the Company to fix their remuneration.	12,595,631,902 (99.870552%)	16,325,969 (0.129448%)
5.	To give a general mandate to the directors to repurchase shares of the Company not exceeding 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of this resolution.	12,608,356,875 (99.977984%)	2,776,500 (0.022016%)
6.	To give a general mandate to the directors to issue, allot and deal with additional shares of the Company not exceeding 20% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of this resolution.	9,974,752,531 (79.079019%)	2,638,899,844 (20.920981%)
7.	To extend the general mandate granted to the directors to issue, allot and deal with additional shares in the capital of the Company by the aggregate nominal amount of the shares repurchased by the Company.	10,019,406,683 (79.433033%)	2,594,245,692 (20.566967%)

As at the date of the 2016 AGM, the total number of issued shares of the Company (the “**Shares**”) was 14,648,421,111, which was the total number of Shares entitling the holders to attend and vote for or against any of the Resolutions. None of the Shares entitled the shareholders of the Company (the “**Shareholder(s)**”) to attend the 2016 AGM and abstain from voting in favour as set out in Rule 13.40 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) and no Shareholders were required under the Listing Rules to abstain from voting at the 2016 AGM.

PAYMENT OF DIVIDEND

Reference is made to the announcement of the Company dated March 29, 2016 (the “**Announcement**”). Pursuant to the Announcement, the Board recommends the payment of a dividend of HK\$0.125 per Share (the “**Dividend**”) to the Shareholders subject to the approval of the Shareholders at the 2016 AGM, and the proposed Dividend is expected to be paid in cash to the Shareholders on or about Monday, June 13, 2016.

Based on the advice of the Company’s legal counsel as to Cayman Islands law, the Board has power to pay the Dividend to Shareholders pursuant to Article 24.3 of the Company’s amended and restated articles of association without any shareholders’ approval. In order to simplify and expedite the payment of the Dividend, the Company will pay the Dividend without obtaining Shareholders’ approval. The other details in relation to the Dividend as disclosed in the Announcement remain unchanged. For the avoidance of doubt, the Dividend will be paid on or about Monday, June 13, 2016 to Shareholders whose names appear on the register of members of the Company on Friday, May 27, 2016. The register of members will be closed from Monday, May 30, 2016 to Wednesday, June 1, 2016 (both days inclusive) for the purpose of determining Shareholders who qualify for the Dividend. In order to qualify for the Dividend, all transfers accompanied by the relevant share certificate must be lodged with the Company’s branch share registrar and transfer office, Computershare Hong Kong Investor Services Limited at Shops 1712–1716, 17/F., Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong not later than 4:30 p.m. on Friday, May 27, 2016.

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

Hong Kong, May 23, 2016

As at the date of this announcement, the executive Directors are Mr. WAN Long, Mr. GUO Lijun, Mr. ZHANG Taixi, Mr. SULLIVAN Kenneth Marc and Mr. YOU Mu; 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.