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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)**

## **PROPOSED CHANGE OF AUDITOR**

This announcement is made by the board of directors (the “**Board**”) of WH Group Limited (the “**Company**”) pursuant to Rule 13.51(4) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.

The Board announces that Deloitte Touche Tohmatsu, Certified Public Accountants (“**Deloitte**”), will retire as the auditor of the Company and its subsidiaries (collectively, the “**Group**”) upon expiration of its current term of office with effect from the conclusion of the forthcoming annual general meeting of the Company to be held on Tuesday, May 23, 2017 (the “**AGM**”).

On April 12, 2017, the Board resolved, with the recommendation from the audit committee of the Company (the “**Audit Committee**”), to propose the appointment of Ernst & Young, Certified Public Accountants, as the new auditor of the Group (the “**Proposed Appointment**”) following the retirement of Deloitte and to hold office from the conclusion of the AGM until the conclusion of the next annual general meeting of the Company, subject to the approval of the shareholders of the Company (the “**Shareholders**”) at the AGM.

The Board considers that a rotation of auditor will help enhance the independence of the auditor and that the Proposed Appointment would be in the best interest of the Company and its Shareholders as a whole.

The Company has, on April 12, 2017, received a letter from Deloitte confirming that, up to the date of this announcement, there are no matters that need to be brought to the attention of the Shareholders. The Board and the Audit Committee have also confirmed that there is no disagreement between Deloitte and the Company, and there are no other matters in respect of the proposed change of auditor that need to be brought to the attention of the Shareholders.

The Board would like to take this opportunity to express its sincere gratitude to Deloitte for its professional and quality services rendered to the Group during the past years.

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

Hong Kong, April 12, 2017

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