

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)

**POLL RESULTS OF ANNUAL GENERAL MEETING
HELD ON MAY 23, 2017
AND
PAYMENT OF FINAL DIVIDEND**

At the annual general meeting of WH Group Limited (the “**Company**”) held on May 23, 2017 (the “**Annual General Meeting**”), a poll was demanded by the chairman of the Annual General Meeting for voting on all the proposed ordinary resolutions as set out in the notice (the “**Notice**”) of the Annual General Meeting of the Company dated April 13, 2017 (the “**Ordinary Resolutions**”).

The board (the “**Board**”) of directors (the “**Directors**”) of the Company is pleased to announce that all the Ordinary Resolutions were duly passed as ordinary resolutions at the Annual General Meeting through voting by way of poll. The poll results in respect of the Ordinary 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, 2016.	11,787,620,568 (99.988633%)	1,340,009 (0.011367%)

ORDINARY RESOLUTIONS*		NUMBER OF VOTES (%)	
		FOR	AGAINST
2.	(a) To re-elect Mr. You Mu as an executive director of the Company.	11,388,366,850 (96.334319%)	433,346,285 (3.665681%)
	(b) To re-elect Mr. Huang Ming as an independent non-executive director of the Company.	11,439,321,617 (96.765362%)	382,389,518 (3.234638%)
	(c) To re-elect Mr. Lau, Jin Tin Don as an independent non-executive director of the Company.	11,538,733,917 (97.606292%)	282,977,218 (2.393708%)
3.	To authorize the board of directors of the Company to fix the remuneration of all directors of the Company.	11,611,061,280 (98.303259%)	200,410,054 (1.696741%)
4.	To appoint Ernst & Young as the auditor of the Company to hold office until the conclusion of the next annual general meeting, and to authorize the board of directors of the Company to fix their remuneration.	11,607,372,411 (98.227604%)	209,440,724 (1.772396%)
5.	To declare a final dividend of HK\$0.21 per share of the Company for the year ended December 31, 2016.	11,821,712,126 (99.999991%)	1,009 (0.000009%)
6.	To give a general mandate to the directors to repurchase shares of the Company not exceeding 10% of the total issued shares of the Company as at the date of passing of this resolution.	11,743,449,854 (99.422801%)	68,176,553 (0.577199%)
7.	To give a general mandate to the directors to issue, allot and deal with additional shares of the Company not exceeding 20% of the total issued shares of the Company as at the date of passing of this resolution.	7,363,620,281 (62.288944%)	4,458,092,854 (37.711056%)
8.	To extend the general mandate granted to the directors to issue, allot and deal with additional shares of the Company by the total number of shares repurchased by the Company.	7,579,745,443 (64.117149%)	4,241,967,692 (35.882851%)

* The full text of the Ordinary Resolutions is set out in the Notice.

As at the date of the Annual General Meeting, the total number of issued shares of the Company (the “**Shares**”) was 14,651,080,611, which was the total number of Shares entitling the holders to attend and vote for or against any of the Ordinary Resolutions. There were no Shares entitling the holders to attend the Annual General Meeting and abstain from voting in favour of any of the Ordinary Resolutions at the Annual General Meeting 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 there were no shareholders of the Company (the “**Shareholders**”) that were required under the Listing Rules to abstain from voting at the Annual General Meeting. No Shareholders have stated their intention in the circular of the Company dated April 13, 2017 to vote against or to abstain from voting on any of the Ordinary Resolutions at the Annual General Meeting.

Computershare Hong Kong Investor Services Limited (“**Computershare**”), the branch share registrar of the Company in Hong Kong, was appointed as the scrutineers for the vote-taking at the Annual General Meeting.

PAYMENT OF FINAL DIVIDEND

In relation to the Ordinary Resolution No. 5 above, the proposed final dividend of HK\$0.21 per Share for the year ended December 31, 2016 (the “**2016 Final Dividend**”) is expected to be paid in cash to the Shareholders on or about Monday, June 19, 2017 whose names appear on the register of members of the Company on Monday, May 29, 2017.

For the purpose of ascertaining the Shareholders’ entitlement to the proposed 2016 Final Dividend, the register of members of the Company will be closed from Wednesday, May 31, 2017 to Friday, June 2, 2017, both days inclusive. In order to qualify for the proposed 2016 Final Dividend, all transfers of Shares accompanied by the relevant share certificates and appropriate transfer forms must be lodged for registration with Computershare at Shops 1712–1716, 17/F, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong, not later than 4:30 p.m. on Monday, May 29, 2017.

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

Hong Kong, May 23, 2017

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.