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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)**

**CHANGE OF INDEPENDENT NON-EXECUTIVE DIRECTOR  
AND  
CHANGE OF MEMBER OF BOARD COMMITTEES**

**RETIREMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR AND MEMBER  
OF BOARD COMMITTEES**

The board (the “**Board**”) of directors (the “**Directors**”) of WH Group Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) hereby announces that Mr. Lee Conway Kong Wai (“**Mr. Lee**”) has notified the Board that he will not offer himself for re-election at the forthcoming annual general meeting of the Company (the “**2022 AGM**”), which is expected to be held on 1 June 2022 and will retire as an independent non-executive Director by rotation pursuant to the amended and restated articles of association of the Company (the “**Articles of Association**”) with effect from the conclusion of the 2022 AGM.

Upon his retirement, Mr. Lee will cease to be the chairman of the Audit Committee of the Company (the “**Audit Committee**”), a member of each of the Remuneration Committee of the Company (the “**Remuneration Committee**”), the Food Safety Committee of the Company (the “**Food Safety Committee**”) and the Risk Management Committee of the Company (the “**Risk Management Committee**”) with effect from the conclusion of the 2022 AGM.

Mr. Lee has confirmed that, as at the date of this announcement, he has no disagreement with the Board, and there are no other matters in relation to his retirement that need to be brought to the attention of the shareholders of the Company (the “**Shareholders**”).

The Board would like to express its sincere gratitude to Mr. Lee for his contribution to the Company during his tenures of service.

## **APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR AND MEMBER OF BOARD COMMITTEES**

The Board is pleased to announce that Ms. Zhou Hui (“**Ms. Zhou**”) has been appointed as an independent non-executive Director with effect from the conclusion of the 2022 AGM. Ms. Zhou has also been appointed as the chairman of the Audit Committee, a member of each of the Remuneration Committee, the Food Safety Committee and the Risk Management Committee with effect from the conclusion of the 2022 AGM.

The biographical details of Ms. Zhou are set out as follows:

### **Ms. Zhou**

Ms. Zhou, age 59, has served as an independent director of Ruimaotong Supply Chain Management Co., Ltd. (瑞茂通供應鏈管理股份有限公司) (a company whose shares are listed on the Shanghai Stock Exchange (stock code: 600180) since November 2021, and an independent non-executive director of China Vered Financial Holding Corporation Limited (中薇金融控股有限公司) (a company whose shares are listed on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) (stock code: 245)) since March 2019. Ms. Zhou had served at various managerial and finance-related positions at Huaneng Power International, Inc. (華能國際電力股份有限公司) (a company whose shares are listed on the Stock Exchange (stock code: 902) and the Shanghai Stock Exchange (stock code: 600011) and whose American depositary receipts are traded on the New York Stock Exchange (ticker symbol: HNP)), including chief accountant from March 2006 to January 2016, and vice general manager from October 2012 to March 2018. In addition, Ms. Zhou served as the vice chairperson of Huaneng Sichuan Hydropower Co., Ltd. (華能四川水電有限公司) and China Huaneng Finance Corporation (中國華能財務有限責任公司) from June 2005 to December 2016 and from March 2006 to October 2016, respectively. She was also a supervisor of China Yangtze Power Co., Ltd. (中國長江電力股份有限公司) (a company whose shares are listed on the Shanghai Stock Exchange (stock code: 600900)) from June 2010 to August 2016, a supervisor of Hainan Nuclear Power Co., Ltd. (海南核電有限公司) from August 2011 to September 2017 (including serving as the chairperson of the supervisory committee from December 2011 to September 2017), and a director of Huaneng Tuas Power Ltd. (華能大士能源有限公司) from March 2008 to May 2018.

Ms. Zhou graduated from Renmin University of China (中國人民大學) with a master’s degree in economics and holds the qualification of a senior professional accountant (高級會計師) in the People’s Republic of China.

Ms. Zhou will enter into a letter of appointment with the Company for a term of three years commencing from the conclusion of the 2022 AGM. Pursuant to the letter of appointment, Ms. Zhou will receive an annual Director's emolument of US\$60,000 in her capacity as an independent non-executive Director, which is subject to annual review by the Board and was determined on the basis of her experience, knowledge, qualifications, duties and responsibilities within the Group and the prevailing market conditions.

In accordance with the Articles of Association, Ms. Zhou will hold office until the next annual general meeting of the Company and will be eligible for re-election at that meeting, and will be subject to retirement by rotation and re-election at least once every three years at the annual general meeting of the Company.

Save as disclosed above, as at the date of this announcement, Ms. Zhou (i) has not held any other positions with the Company and other members of the Group; (ii) has not held any other directorship in public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years; (iii) does not have any other major appointments and professional qualifications; (iv) does not have any other relationship with any Directors, senior management or substantial or controlling shareholders of the Company; and (v) does not have any interests in the Shares of the Company or the shares of its associated corporations within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

Save as disclosed above, there is no other information required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and there are no other matters in connection with the appointment of Ms. Zhou that need to be brought to the attention of the Shareholders.

The Board would like to take this opportunity to welcome Ms. Zhou to join the Board as an independent non-executive Director.

By order of the board of  
**WH Group Limited**  
**Wan Long**  
*Chairman*

Hong Kong, 28 March 2022

*As at the date of this announcement, the executive Directors are Mr. WAN Long, Mr. GUO Lijun, Mr. Wan Hongwei, Mr. MA Xiangjie and Mr. Charles Shane SMITH; the non-executive Director is Mr. JIAO Shuge; and the independent non-executive Directors are Mr. HUANG Ming, Mr. LAU, Jin Tin Don and Mr. LEE Conway Kong Wai.*