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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)

**(1) POLL RESULTS OF ANNUAL GENERAL MEETING
HELD ON 1 JUNE 2022**

(2) PAYMENT OF FINAL DIVIDEND

**(3) RETIREMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR
AND**

(4) APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR

At the annual general meeting of WH Group Limited (the “**Company**”) held on 1 June 2022 (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 21 April 2022 (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 31 December 2021.	10,459,294,725 (99.444271%)	58,450,196 (0.555729%)

ORDINARY RESOLUTIONS*		NUMBER OF VOTES (%)	
		FOR	AGAINST
2.	(a) To re-elect Mr. Guo Lijun as an executive director of the Company.	10,135,751,371 (96.368104%)	381,993,550 (3.631896%)
	(b) To re-elect Mr. WAN Hongwei as an executive director of the Company.	9,477,148,169 (90.106275%)	1,040,596,752 (9.893725%)
	(c) To re-elect Mr. Charles Shane SMITH as an executive director of the Company.	10,064,500,275 (95.690667%)	453,244,646 (4.309333%)
	(d) To re-elect Mr. JIAO Shuge as a non-executive director of the Company.	9,732,437,716 (92.533502%)	785,307,205 (7.466498%)
3.	To authorize the board of directors of the Company to fix the remuneration of all directors of the Company.	10,483,640,005 (99.676118%)	34,064,916 (0.323882%)
4.	To re-appoint Ernst & Young as the auditor of the Company to hold office until the conclusion of the next annual general meeting of the Company, and to authorize the board of directors of the Company to fix their remuneration.	10,492,527,018 (99.760235%)	25,217,903 (0.239765%)
5.	To declare a final dividend of HK\$0.14 per share of the Company for the year ended 31 December 2021.	10,517,742,230 (99.999974%)	2,691 (0.000026%)
6.	To give a general mandate to the board of directors of the Company 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.	10,462,802,754 (99.474612%)	55,260,667 (0.525388%)
7.	To give a general mandate to the board of directors of the Company to issue, allot and deal with additional shares of the Company not exceeding 10% of the total issued shares of the Company as at the date of passing of this resolution.	6,286,720,934 (59.770708%)	4,231,342,487 (40.229292%)
8.	To extend the general mandate granted to the board of directors of the Company to issue, allot and deal with additional shares of the Company by the total number of shares repurchased by the Company.	6,152,154,452 (58.491323%)	4,365,908,969 (41.508677%)

* 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 12,830,219,550, 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 21 April 2022 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\$0.14 per Share for the year ended 31 December 2021 (the “**2021 Final Dividend**”) is expected to be paid in cash to the Shareholders on or about Thursday, 7 July 2022 whose names appear on the register of members of the Company on Monday, 13 June 2022.

For the purpose of ascertaining the Shareholders’ entitlement to the proposed 2021 Final Dividend, the register of members of the Company will be closed from Thursday, 9 June 2022 to Monday, 13 June 2022, both days inclusive. In order to qualify for the proposed 2021 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 Wednesday, 8 June 2022.

RETIREMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR

Reference is made to the announcement of the Company dated 28 March 2022 (the “**Announcement**”) in relation to change of independent non-executive Director and change of member of Board committees. The Board announces that Mr. LEE Conway Kong Wei (“**Mr. Lee**”) did not offer himself for re-election at the Annual General Meeting and has retired as an independent non-executive Director by rotation pursuant to the amended and restated memorandum and articles of association of the Company with effect from the conclusion of the Annual General Meeting.

Following his retirement, Mr. Lee ceased 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**”).

Mr. Lee has confirmed that 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.

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

APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR

The Board is pleased to announce that the appointment of Ms. ZHOU Hui (“**Ms. Zhou**”) as an independent non-executive Director has become effective following the conclusion of the Annual General Meeting. Please refer to the Announcement for the biographical details of Ms. Zhou.

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

The Board further announces that the appointments of Ms. Zhou as the chairman of the Audit Committee, a member of each of the Remuneration Committee, the Food Safety and the Risk Management Committee have become effective.

By Order of the Board
WH Group Limited
Wan Long
Chairman

Hong Kong, 1 June 2022

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