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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 6 JUNE 2023**
**(2) PAYMENT OF FINAL DIVIDEND
AND**
**(3) PROPOSED ADOPTION OF THE NEW AMENDED AND RESTATED
MEMORANDUM AND ARTICLES OF ASSOCIATION**

At the annual general meeting of WH Group Limited (the “**Company**”) held on 6 June 2023 (the “**Annual General Meeting**”), a poll was demanded by the chairman of the Annual General Meeting for voting on all the proposed resolutions as set out in the notice (the “**Notice**”) of the Annual General Meeting of the Company dated 25 April 2023 (the “**Proposed Resolutions**”).

The board (the “**Board**”) of directors (the “**Directors**”) of the Company is pleased to announce that all the Proposed Resolutions were duly passed at the Annual General Meeting through voting by way of poll. The poll results in respect of the Proposed 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 2022.	10,744,884,916 (99.917838%)	8,835,450 (0.082162%)

ORDINARY RESOLUTIONS*		NUMBER OF VOTES (%)	
		FOR	AGAINST
2.	(a) To re-elect Mr. MA Xiangjie as an executive director of the Company.	10,159,858,268 (94.477621%)	593,861,098 (5.522379%)
	(b) To re-elect Mr. HUANG Ming as an independent non-executive director of the Company.	10,086,155,117 (93.792239%)	667,565,249 (6.207761%)
	(c) To re-elect Mr. LAU, Jin Tin Don as an independent non-executive director of the Company.	10,043,739,566 (93.397812%)	709,980,800 (6.602188%)
	(d) To re-elect Ms. ZHOU Hui as an independent non-executive director of the Company.	10,506,441,117 (97.700524%)	247,279,249 (2.299476%)
3.	To authorize the board of directors of the Company to fix the remuneration of all directors of the Company.	10,680,657,760 (99.320583%)	73,062,606 (0.679417%)
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.	10,686,932,550 (99.378933%)	66,787,816 (0.621067%)
5.	To declare a final dividend of HK\$0.25 per share of the Company for the year ended 31 December 2022.	10,753,717,652 (99.999975%)	2,714 (0.000025%)
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.	10,579,798,060 (98.382678%)	173,922,306 (1.617322%)
7.	To give a general mandate to the board of directors of the Company to allot, issue 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.	6,503,002,248 (60.472116%)	4,250,718,118 (39.527884%)
8.	To extend the general mandate granted to the board of directors of the Company to allot, issue and deal with additional shares of the Company by the total number of shares repurchased by the Company.	6,294,508,305 (58.533308%)	4,459,212,061 (41.466692%)
SPECIAL RESOLUTION*		FOR	AGAINST
9.	To approve the proposed amendments to the current amended and restated memorandum and articles of association of the Company and to adopt the second amended and restated memorandum and articles of association of the Company.	10,753,675,152 (99.999961%)	4,214 (0.000039%)

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

As more than 50% of the votes were cast in favor of the above resolutions numbered 1 to numbered 8, each of these resolutions was duly passed as an ordinary resolution of the Company. As more than 75% of the votes were cast in favor of the above resolution numbered 9, such resolution was duly passed as a special resolution of the Company.

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 Proposed Resolutions. There were no Shares entitling the holders to attend the Annual General Meeting and abstain from voting in favour of any of the Proposed 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 25 April 2023 to vote against or to abstain from voting on any of the Proposed 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\$0.25 per Share for the year ended 31 December 2022 (the “**2022 Final Dividend**”) is expected to be paid in cash to the Shareholders on or about Friday, 7 July 2023 whose names appear on the register of members of the Company on Thursday, 15 June 2023.

For the purpose of ascertaining the Shareholders’ entitlement to the proposed 2022 Final Dividend, the register of members of the Company will be closed from Tuesday, 13 June 2023 to Thursday, 15 June 2023, both days inclusive. In order to qualify for the proposed 2022 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, 12 June 2023.

Messrs. Wan Long, Guo Lijun, Wan Hongwei and Lau, Jin Tin Don attended the Annual General Meeting in person.

By Order of the Board
WH Group Limited
Wan Long
Chairman

Hong Kong, 6 June 2023

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.