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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 9 MAY 2024**
(2) PAYMENT OF FINAL DIVIDEND AND
**(3) 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 9 May 2024 (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 16 April 2024 (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 2023.	10,559,088,832 (99.550882%)	47,636,688 (0.449118%)

ORDINARY RESOLUTIONS*		NUMBER OF VOTES (%)	
		FOR	AGAINST
2.	(a) To re-elect Mr. WAN Long as an executive director of the Company.	8,465,028,196 (79.808120%)	2,141,697,324 (20.191880%)
	(b) To re-elect Mr. Charles Shane SMITH as an executive director of the Company.	10,062,013,683 (94.864467%)	544,711,837 (5.135533%)
	(c) To re-elect Mr. JIAO Shuge as a non-executive director of the Company.	9,785,079,055 (92.266368%)	820,170,965 (7.733632%)
3.	To authorize the board of directors of the Company to fix the remuneration of all directors of the Company.	10,506,120,200 (99.051495%)	100,605,320 (0.948505%)
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.	10,541,633,389 (99.611481%)	41,115,957 (0.388519%)
5.	To declare a final dividend of HK\$0.25 per share of the Company for the year ended 31 December 2023.	10,604,270,061 (99.976850%)	2,455,459 (0.023150%)
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.	10,545,674,969 (99.424417%)	61,050,551 (0.575583%)
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.	6,259,423,147 (59.013721%)	4,347,301,988 (40.986279%)
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.	6,056,024,234 (57.096088%)	4,550,699,286 (42.903912%)
SPECIAL RESOLUTION*		FOR	AGAINST
9.	To approve the proposed amendments to the existing second amended and restated memorandum and articles of association of the Company and to adopt the third amended and restated memorandum and articles of association of the Company.	10,605,673,944 (99.990471%)	1,010,691 (0.009529%)

* 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 16 April 2024 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.

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

PAYMENT OF FINAL DIVIDEND

In relation to the ordinary resolution No. 5 above, the final dividend of HK\$0.25 per Share for the year ended 31 December 2023 (the “**2023 Final Dividend**”) is expected to be paid in cash to the Shareholders on or about Thursday, 30 May 2024 whose names appear on the register of members of the Company on Tuesday, 21 May 2024.

For the purpose of ascertaining the Shareholders’ entitlement to the 2023 Final Dividend, the register of members of the Company will be closed from Friday, 17 May 2024 to Tuesday, 21 May 2024, both days inclusive. In order to qualify for the 2023 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 Thursday, 16 May 2024.

ADOPTION OF THE NEW AMENDED AND RESTATED MEMORANDUM AND ARTICLES OF ASSOCIATION

The Board is pleased to announce that the adoption of the third amended and restated memorandum and articles of association of the Company (the “**New Amended and Restated M&A**”) has been approved by the Shareholders by way of a special resolution at the Annual General Meeting, and the New Amended and Restated M&A took immediate effect after the close of the Annual General Meeting following the passing of such resolution. For details of the amendments, please refer to the Appendix III to the circular of the Company dated 16 April 2024.

The full text of the New Amended and Restated M&A will be published on the websites of the Company and the Stock Exchange of Hong Kong Limited.

By Order of the Board
WH Group Limited
Wan Long
Chairman

Hong Kong, 9 May 2024

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.