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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)**

**CONNECTED TRANSACTION**  
**GRANT OF STOCK OPTIONS AND RESTRICTED STOCK UNITS OF**  
**SMITHFIELD TO CONNECTED PERSONS PURSUANT TO**  
**THE SMITHFIELD FOODS, INC., OMNIBUS INCENTIVE PLAN**

References are made to the announcements of the Company dated 14 July 2024, 6 January 2025, 21 January 2025 and 28 January 2025 (collectively, the “**Announcements**”, and each an “**Announcement**”) and the circular of the Company dated 18 November 2024 in relation to, among others, the Proposed Spin-off. Capitalised terms used herein shall have the same meanings as defined in the Announcements and the Circular, unless otherwise stated.

**GRANT OF STOCK OPTIONS AND RESTRICTED STOCK UNITS OF**  
**SMITHFIELD TO CONNECTED PERSONS**

**Introduction**

***Smithfield Foods, Inc., Omnibus Incentive Plan***

Smithfield, an indirect non-wholly owned subsidiary of the Company, has adopted the Smithfield Foods, Inc., Omnibus Incentive Plan (the “**Incentive Plan**”) with effect from 16 January 2025 (New York time) which will expire on the 10th anniversary of the date of adoption.

The purpose of the Incentive Plan is to promote the success of Smithfield’s business for the benefit of the Smithfield Shareholders by aligning employee and shareholder interests through the grant of cash and equity-based incentive awards to eligible individuals in order to attract, retain, and reward such individuals and strengthen the alignment of interests between such individuals and the Smithfield Shareholders.

The Incentive Plan provides for the grant of awards including non-statutory stock options, stock appreciation rights, restricted stock awards, restricted stock unit awards, dividend equivalent rights, other stock-based awards, and cash awards.

The exercise or purchase price of the award to be made under the Incentive Plan is to be determined by the board of directors of Smithfield according to the Incentive Plan.

The maximum aggregate number of Smithfield Shares that may be issued under the Incentive Plan will not exceed 5% of the total number of Smithfield Shares outstanding immediately following the Smithfield Offering.

### ***Smithfield Foods, Inc., Employee Stock Purchase Plan***

Smithfield has also adopted the Smithfield Foods, Inc., Employee Stock Purchase Plan (the “**Employee Stock Purchase Plan**”) with effect from 16 January 2025 (New York time) which will expire on the 10th anniversary of the date of adoption.

The purpose of the Employee Stock Purchase Plan is to provide an opportunity to the eligible employees of Smithfield and its designated subsidiaries to acquire a stock ownership interest in Smithfield at the purchase price to be determined by the board of directors of Smithfield according to the Employee Stock Purchase Plan.

The maximum number of Smithfield Shares that may be issued under the Employee Stock Purchase Plan will not exceed 0.5% of the total number of Smithfield Shares outstanding immediately following the Smithfield Offering.

### **Grant of stock options and restricted stock units of Smithfield**

The Board announces that on 27 January 2025 (New York time), Smithfield has granted stock options (the “**Option(s)**”), and on 28 January 2025 (New York time), Smithfield has granted restricted stock units (the “**RSU(s)**”), to certain eligible persons pursuant to the Incentive Plan. The Options and RSUs shall be vested subject to the terms and conditions of the Incentive Plan and the vesting schedule and vesting conditions as set out in the relevant award agreements entered into between Smithfield and the relevant grantees. The grant of the Options and RSUs are made for no consideration but the grantees shall pay for the exercise price for the Options as set out in the relevant award agreements entered into between Smithfield and the relevant grantees and the terms and conditions of the Incentive Plan.

The grant (the “**Grant**”) of the Options and the RSUs to the following grantees (the “**Connected Grantees**”) who are connected persons of the Company is subject to reporting and announcement requirements but exempt from the requirements of annual review, circular and independent shareholders’ approval under Chapter 14A of the Listing Rules as further explained in the paragraphs headed “Listing Rules implications — Grant of Options and RSUs pursuant to the Incentive Plan” below. The particulars of the Connected Grantees and details of the Grant are as follows:

Name of grantees	Relationship with the Company	Number of Options granted (Note 1)	Number of RSUs granted (Note 2)	Approximate percentage of Smithfield Shares upon exercise of the Options granted in full and vesting of the RSUs granted in full (Notes 1, 2 & 3)
Mr. WAN Long	Chairman and executive Director of the Company and director of Smithfield	392,897	60,000	0.12%
Mr. Charles Shane SMITH	Director of Smithfield and former executive Director of the Company	589,345	90,000	0.17%

*Notes:*

- (1) One Smithfield Share will be issued upon the exercise of each Option.
- (2) Each RSU will be converted into one Smithfield Share upon the vesting and settlement of the RSU.
- (3) the approximate percentage of Smithfield Shares is based on the total number of Smithfield Shares outstanding immediately following the Smithfield Offering.

### **Reasons for and benefits of the Grant**

The reasons for and benefits of the Grant under the Incentive Plan is to provide incentives to retain and motivate the relevant Connected Grantees, whose present and potential contributions are important to the success of Smithfield and the Smithfield Shareholders.

The Directors (including the independent non-executive Directors) are of the view that the Grant (including entering of the relevant award agreements) is on normal commercial terms, fair and reasonable and in the interests of the Company and its Shareholders as a whole. Save for Mr. WAN Long who abstained from voting on the resolution approving the Grant to himself, none of the Directors is required to abstain from voting on the resolution approving the Grant.

## **LISTING RULES IMPLICATION**

### **Adoption of the Incentive Plan and the Employee Stock Purchase Plan by Smithfield**

As Smithfield does not constitute a “principal subsidiary” (within the meaning of Chapter 17 of the Listing Rules) of the Company as at the date of this announcement, the Incentive Plan and the Employee Stock Purchase Plan are not subject to Chapter 17 of the Listing Rules.

Pursuant to Rule 14A.81 of the Listing Rules, a series of connected transactions will be aggregated and treated as if they were one transaction if they were all entered into within a 12-month period or were otherwise related. Since the Incentive Plan and the Employee Stock Purchase Plan are both in relation to the Smithfield Shares and each of them was adopted with effect from the same date (i.e. within a 12-month period), the adoption of the Incentive Plan and the Employee Stock Purchase Plan shall be aggregated.

As the aggregate maximum number of Smithfield Shares to be issued under the Incentive Plan and the Employee Stock Purchase Plan is 5.5% of the total number of Smithfield Shares outstanding immediately following the Smithfield Offering, the Directors expect that Smithfield will continue to be a subsidiary of the Company following the grant of awards under the Incentive Plan and the Employee Stock Purchase Plan in full.

As the highest applicable percentage ratio in respect of adoption of the Incentive Plan and the Employee Stock Purchase Plan, on both a standalone basis and an aggregated basis, is less than 5%, the adoption of the Incentive Plan and the Employee Stock Purchase Plan does not constitute a discloseable transaction of the Company and is therefore not subject to the relevant announcement requirement and the requirement of shareholders’ approval under Chapter 14 of the Listing Rules.

### **Grant of Options and RSUs pursuant to the Incentive Plan**

As the Connected Grantees are connected persons of the Company, the Grant constitutes connected transaction of the Company under Chapter 14A of Listing Rules.

As the highest applicable percentage ratio in respect of the Grant to Mr. Charles Shane SMITH is more than 0.1% but less than 5%, the Grant to him is subject to reporting and announcement requirements but exempt from the requirements of annual review, circular and independent shareholders’ approval under Chapter 14A of the Listing Rules.

Reference is made to the Announcement dated 28 January 2025, in relation to, among others, the subscription of the Smithfield Shares by Mr. WAN Long in the Smithfield Offering (the “**Subscription**”).

Pursuant to Rule 14A.81 of the Listing Rules, a series of connected transactions will be aggregated and treated as if they were one transaction if they were all entered into within a 12-month period or were otherwise related. Since the Grant to Mr. WAN Long and the Subscription are both in relation to the Smithfield Shares within a 12-month period, the Grant to Mr. WAN Long and the Subscription shall be aggregated. As the highest applicable percentage ratio in respect of (i) the Grant to Mr. WAN Long, on a standalone basis, is less than 0.1%, but (ii) the Grant to Mr. WAN Long and the Subscription, on an aggregated basis, is more than 0.1% but less than 5%, the Grant to Mr. WAN Long is subject to reporting and announcement requirements but exempt from the requirements of annual review, circular and independent shareholders' approval under Chapter 14A of the Listing Rules.

In relation to the grant (the “**Other Grants**”) of the Options and the RSUs to eligible persons other than the Connected Grantees pursuant to the Incentive Plan, as the highest applicable percentage ratio in respect of each of the Other Grants made to (i) grantee(s) who is/are connected person(s) of the Company at Company level is less than 0.1%; and (ii) grantee(s) who is/are connected person(s) of the Company at subsidiary level is less than 1%, none of the Other Grants is subject to any disclosure requirement under Chapter 14 of the Listing Rules and each of the Other Grants (to the extent constituting connected transaction of the Company) is therefore fully exempt from reporting, announcement, annual review, circular and independent shareholders' approval requirements under Chapter 14A of the Listing Rules.

## **INFORMATION ABOUT THE COMPANY AND SMITHFIELD**

The Company is a limited liability company incorporated in the Cayman Islands, the shares of which have been listed on the Main Board of the Stock Exchange since 5 August 2014. Following the completion of the Proposed Spin-off, the Group will continue to be engaged in the production and sales of packaged meats and fresh pork.

Smithfield is a corporation incorporated in the Commonwealth of Virginia, United States. Following the completion of the Proposed Spin-off, Smithfield will be an indirect non-wholly owned subsidiary of the Company and the Smithfield Group will principally engage in the production and sales of packaged meats and fresh pork in the U.S. and Mexico.

## **DEFINITIONS**

In this announcement, the following expressions shall have the meanings set forth below unless the context requires otherwise:

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|-----------|---|
| “Board”   | the board of the Directors  |
| “Company” | WH Group Limited, a company incorporated in the Cayman Islands with limited liability, the Shares of which are listed on the Main Board of the Stock Exchange |

“Director(s)”	the director(s) of the Company
“Employee Stock Purchase Plan”	the Smithfield Foods, Inc., Employee Stock Purchase Plan adopted by Smithfield with effect from 16 January 2025 (New York time)
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Incentive Plan”	the Smithfield Foods, Inc., Omnibus Incentive Plan adopted by Smithfield with effect from 16 January 2025 (New York time)
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange (as amended from time to time)
“Shareholder(s)”	holder(s) of Share(s)
“Smithfield”	Smithfield Foods, Inc., a corporation incorporated in the Commonwealth of Virginia, United States and an indirect non-wholly owned subsidiary of the Company, which is listed on the Nasdaq Global Select Market
“Smithfield Group”	Smithfield and its subsidiaries
“Smithfield Offering”	the offering of Smithfield Shares on the Nasdaq Global Select Market
“Smithfield Share(s)”	the shares of Smithfield
“Smithfield Shareholder(s)”	the shareholder(s) of Smithfield
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“subsidiary”	has the meaning ascribed thereto under the Listing Rules
“U.S.”	the United States of America
“%”	per cent

By Order of the Board  
**WH Group Limited**  
**Wan Long**  
*Chairman*

Hong Kong, 28 January 2025

*As at the date of this announcement, the executive Directors are Mr. WAN Long, Mr. GUO Lijun, Mr. WAN Hongwei 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.*