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*This announcement is for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for securities. This announcement is not a prospectus. Potential investors should read the prospectus dated July 24, 2014 (the “**Prospectus**”) issued by WH Group Limited (the “**Company**”) for detailed information about the Global Offering described below before deciding whether or not to invest in the Offer Shares. Unless otherwise defined herein capitalized terms in this announcement shall have the same meanings as those defined in the Prospectus.*

This announcement is not an offer of securities for sale in the United States. Securities may not be offered or sold in the United States except pursuant to Rule 144A or an exemption from registration requirements under the United States Securities Act of 1933, as amended (the “U.S. Securities Act”). The Offer Shares may be offered, sold or delivered outside the United States in offshore transactions in accordance with Regulation S under the U.S. Securities Act. There will not and is not currently intended to be any public offering of securities in the United States.

*In connection with the Global Offering, Morgan Stanley Asia Limited (摩根士丹利亞洲有限公司), as stabilizing manager (the “**Stabilizing Manager**”), its affiliates or any person acting for it, on behalf of the Underwriters, may effect transactions with a view to stabilizing or supporting the market price of the Shares at a level higher than that which might otherwise prevail for a limited period after the Listing Date. However, there is no obligation on the Stabilizing Manager, its affiliates or any person acting for it, to conduct any such stabilizing action, which, if commenced, will be done at the sole and absolute discretion of the Stabilizing Manager, its affiliates or any person acting for it, and may be discontinued at any time. Any such stabilizing activity is required to be brought to an end on the 30th day after the last day of closing of the application lists under the Hong Kong Public Offering. Such stabilization action, if commenced, may be effected in all jurisdictions where it is permissible to do so, in each case in compliance with all applicable laws, rules and regulatory requirements, including the Securities and Futures (Price Stabilizing) Rules, as amended, made under the Securities and Futures Ordinance (Cap.571 of the Laws of Hong Kong).*

Potential investors should be aware that stabilizing actions cannot be taken to support the price of the Shares for longer than the stabilization period which will begin on the Listing Date and is expected to expire on the 30th day after the last day of closing of the application lists under the Hong Kong Public Offering. After this date, no further stabilizing action may be taken and demand for the Shares and the price of the Shares could fall.



WH Group Limited
萬洲國際有限公司

(Incorporated in the Cayman Islands with limited liability)

GLOBAL OFFERING

Number of Offer Shares under the Global Offering	: 2,567,400,000 Shares (subject to the Over-allotment Option)
Number of Hong Kong Public Offering Shares	: 128,370,000 Shares (subject to reallocation)
Number of International Offering Shares	: 2,439,030,000 Shares, consisting of new Shares only (subject to reallocation and the Over-allotment Option)
Offer Price	: HK\$6.20 per Offer Share, plus brokerage of 1%, SFC transaction levy of 0.003%, and Stock Exchange trading fee of 0.005% (payable in full on application in Hong Kong dollars and subject to refund)
Nominal value	: US\$0.0001 per Share
Stock code	: 288

Joint Sponsors, Joint Global Coordinators, Joint Bookrunners and Joint Lead Managers

Morgan Stanley

 **BOC INTERNATIONAL**

An application has been made by the Joint Sponsors on behalf of the Company to the Listing Committee of the Stock Exchange for the granting of the listing of, and permission to deal in (i) the Shares in issue immediately prior to the Global Offering, (ii) the Offer Shares to be issued pursuant to the Global Offering and (iii) the Shares which may be allotted and issued pursuant to the exercise of the Over-allotment Option and the Pre-IPO Share Options, each as further described in the Prospectus. The Global Offering comprises the Hong Kong Public Offering of initially 128,370,000 Hong Kong Public Offering Shares (subject to reallocation), representing approximately 5% of the total number of Offer Shares initially being available under the Global Offering, and the International Offering of initially 2,439,030,000 International Offering Shares, consisting of new Shares only (subject to reallocation and the Over-allotment Option), representing approximately 95% of the total number of Offer Shares initially available under the Global Offering. The allocation of the Offer Shares between the Hong Kong Public Offering and the International Offering is subject to reallocation as described in the section headed “Structure of the Global Offering — The Hong Kong Public Offering — Reallocation” in the Prospectus.

Assuming the Hong Kong Public Offering becomes unconditional at or before 8:00 a.m. in Hong Kong on Tuesday, August 5, 2014, it is expected that dealings in the Shares on the Stock Exchange will commence at 9:00 a.m. on Tuesday, August 5, 2014. In the event that the Over-allotment Option is exercised, an announcement will be made on the website of the Company at www.wh-group.com and the website of the Stock Exchange at www.hkexnews.hk.

The Offer Price will be HK\$6.20 per Share. Applicants for the Offer Shares are required to pay, on application, the Offer Price of HK\$6.20 per Offer Share together with a brokerage of 1.0%, SFC transaction levy of 0.003% and Stock Exchange trading fee of 0.005%.

Applications for the Hong Kong Public Offering Shares will only be considered on the basis of the terms and conditions of the Prospectus and the Application Forms and the designated website (www.eipo.com.hk) for the White Form eIPO. Applicants who would like to have the allotted Hong Kong Public Offering Shares registered in their own names should complete and sign the **WHITE** Application Forms or submit applications online through the designated website of the White Form eIPO Service Provider at www.eipo.com.hk under the White Form eIPO service. Applicants who would like to have the allocated Hong Kong Public Offering Shares registered in the name of HKSCC Nominees and deposited directly into CCASS for credit to their CCASS Investor Participant stock accounts or the stock accounts of their designated CCASS Participant(s) maintained in CCASS should either (i) complete and sign the **YELLOW** Application Forms; or (ii) give electronic application instructions to HKSCC via CCASS.

Copies of the Prospectus, together with the **WHITE** Application Forms, may be obtained during normal business hours from 9:00 a.m. on Thursday, July 24, 2014, until 12:00 noon on Tuesday, July 29, 2014 at:

Morgan Stanley Asia Limited
(摩根士丹利亞洲有限公司) 46/F, International Commerce Centre
1 Austin Road West
Kowloon
Hong Kong

BOCI Asia Limited
(中銀國際亞洲有限公司) 26/F, Bank of China Tower
1 Garden Road
Hong Kong

or any of the following branches of:

Bank of China (Hong Kong) Limited

	Branch Name	Address
Hong Kong Island	Bank of China Tower Branch	3/F, 1 Garden Road
	Shek Tong Tsui Branch	534 Queen's Road West, Shek Tong Tsui
	Chai Wan Branch	Block B, Walton Estate, 341-343 Chai Wan Road, Chai Wan
	Causeway Bay Branch	505 Hennessy Road, Causeway Bay, Hong Kong
Kowloon	Prince Edward Branch	774 Nathan Road, Kowloon
	Telford Gardens Branch	Shop P2 Telford Gardens, Kowloon Bay
	Tseung Kwan O Plaza Branch	Shop 112-125, Level 1, Tseung Kwan O Plaza, Tseung Kwan O
	Yau Ma Tei Branch	471 Nathan Road, Yau Ma Tei
	Mei Foo Mount Sterling Mall Branch	Shop N47-49 Mount Sterling Mall, Mei Foo Sun Chuen

	Branch Name	Address
New Territories	Lucky Plaza Branch	Lucky Plaza, Wang Pok Street, Sha Tin
	Tuen Mun San Hui Branch	G13-G14 Eldo Court, Heung Sze Wui Road, Tuen Mun
	Yuen Long (Hang Fat Mansion) Branch	8-18 Castle Peak Road, Yuen Long

Wing Lung Bank Limited

	Branch Name	Address
Hong Kong Island	Johnston Road Branch	118 Johnston Road
	Kennedy Town Branch	28 Catchick Street
	North Point Branch	361 King's Road
Kowloon	Mongkok Branch	B/F Wing Lung Bank Centre, 636 Nathan Road
	Tsim Sha Tsui Branch	4 Carnarvon Road
	Sham Shui Po Branch	111 Tai Po Road
New Territories	Tsuen Wan Branch	251 Sha Tsui Road
	Sheung Shui Branch	128 San Fung Avenue

Copies of the Prospectus, together with the **YELLOW** Application Forms, may be obtained during normal business hours from 9:00 a.m. on Thursday, July 24, 2014 until 12:00 noon on Tuesday, July 29, 2014 at the Depository Counter of HKSCC at 2nd Floor, Infinitus Plaza, 199 Des Voeux Road Central, Hong Kong or your stockbrokers, who may have such Application Forms and the Prospectus available.

Applicants applying by **White Form eIPO** service may submit their applications through the designated website at www.eipo.com.hk from 9:00 a.m. on Thursday, July 24, 2014 until 11:30 a.m. on Tuesday, July 29, 2014 or such later time as described in the section headed “How to Apply for the Hong Kong Public Offering Shares — 10. Effect of Bad Weather on the Opening of the Application Lists” in the Prospectus (24 hours daily, except on the last application day).

CCASS Participants can input **electronic application instructions** from 9:00 a.m. on Thursday, July 24, 2014 until 12:00 noon on Tuesday, July 29, 2014.

The application lists will open from 11:45 a.m. to 12:00 noon on Tuesday, July 29, 2014 (or such later time as described in the section headed “How to Apply for the Hong Kong Public Offering Shares — 10. Effect of Bad Weather on the Opening of the Application Lists” in the Prospectus). Please refer to the sections headed “Structure of the Global Offering” and “How to Apply for the Hong Kong Public Offering Shares” in the Prospectus for details of the conditions and procedures of the Global Offering.

The Company expects to publish an announcement on the level of applications in the Hong Kong Public Offering, the level of indication of interest in the International Offering and the basis of allocation of the Hong Kong Public Offering Shares on Monday, August 4, 2014 in the South China Morning Post (in English) and the Hong Kong Economic Times (in Chinese), and on the website of the Company at www.wh-group.com and the website of the Stock Exchange at www.hkexnews.hk.

Results of allocations and the Hong Kong identity card/passport/Hong Kong business registration numbers of successful applicants under the Hong Kong Public Offering will be available through a variety of channels at the times and date and in the manner specified in the section entitled “How to Apply for the Hong Kong Public Offering Shares — 11. Publication of Results” in the Prospectus.

No temporary document of title will be issued in respect of the Shares and no receipt will be issued for application monies paid. Share certificates will only become valid certificates of title provided that the Global Offering has become unconditional and the right of termination described in the section headed “Underwriting — Underwriting Arrangements and Expenses — The Hong Kong Public Offering — Grounds for Termination” in the Prospectus has not been exercised, which is expected to be at 8:00 a.m. on Tuesday, August 5, 2014.

Dealings in the Shares on the Stock Exchange are expected to commence at 9:00 a.m. on Tuesday, August 5, 2014. The Shares will be traded in board lots of 500 Shares each. The stock code of the Shares is 288.

By Order of the Board
WH Group Limited
CHAU Ho
Company Secretary

Hong Kong, July 24, 2014

As at the date of this announcement, the executive Directors are Mr. WAN Long, Mr. GUO Lijun, Mr. YANG Zhijun, Mr. POPE C. Larry and Mr. ZHANG Taixi; the non-executive Director is Mr. Jiao Shuge; and the proposed independent non-executive Directors with effect from the Listing Date are Mr. HUANG Ming, Mr. LEE Conway Kong Wai and Mr. LAU, Jin Tin Don.

Please also refer to the published version of this announcement in the South China Morning Post (in English) and the Hong Kong Economic Times (in Chinese).