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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)**

**VOLUNTARY ANNOUNCEMENT**

**INTERNAL RESTRUCTURING**

This announcement is made by WH Group Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) on a voluntary basis.

**PROPOSED RESTRUCTURING**

The board of the directors (the “**Board**”) of the Company announces that the Group proposes to undergo an internal restructuring (the “**Proposed Restructuring**”) which involves the merger by absorption of Henan Luohe Shuanghui Industry Group Co., Ltd.\* (河南省漯河市雙匯實業集團有限責任公司) (“**Shuanghui Group**”), a company established under the laws of the People’s Republic of China (the “**PRC**”) with limited liability and an indirect wholly-owned subsidiary of the Company, by Henan Shuanghui Investment & Development Co., Ltd.\* (河南雙匯投資發展股份有限公司) (“**Shuanghui Development**”), a joint stock limited company established under the laws of the PRC, the shares of which are listed on the Shenzhen Stock Exchange (Stock Code: 000895) and an indirect non-wholly owned subsidiary of the Company, through the issuance of new shares by Shuanghui Development to Rotary Vortex Limited (羅特克斯有限公司) (“**Rotary Vortex**”), a company incorporated in Hong Kong with limited liability, the sole shareholder of Shuanghui Group and an indirect wholly-owned subsidiary of the Company.

Upon the application by Shuanghui Development, the trading in the shares of Shuanghui Development (the “**Shuanghui Development Shares**”) on the Shenzhen Stock Exchange will be suspended with effect from the commencement of the trading session on January 21, 2019 in accordance with the relevant rules of the Shenzhen Stock Exchange. It is

expected that the Shuanghui Development Shares will remain suspended for trading for no more than 10 trading days, and Shuanghui Development will publish the proposal for the Proposed Restructuring (the “**Restructuring Proposal**”) and apply for the resumption of trading in the Shuanghui Development Shares before the expiry of the period of suspension of trading. In the event that the Restructuring Proposal cannot be published before then, the Proposed Restructuring will not proceed and an application will be made by Shuanghui Development to the Shenzhen Stock Exchange for the resumption of trading in the Shuanghui Development Shares.

## **GENERAL**

As at the date of this announcement, no definitive agreement in respect of the Proposed Restructuring has been entered into by the Group. The Proposed Restructuring, if materializes, is not expected to constitute a notifiable transaction nor a connected transaction of the Company under Chapters 14 and 14A of the Rules Governing the Listing of the Securities on The Stock Exchange of Hong Kong Limited, respectively.

Further announcement(s) in relation to the Proposed Restructuring will be made by the Company as and when appropriate.

**As the Proposed Restructuring is subject to, among other things, definitive agreement(s) being entered into and may or may not proceed, shareholders and potential investors of the Company are advised to exercise caution when dealing in the securities of the Company.**

By order of the Board of  
**WH Group Limited**  
**Wan Long**  
*Chairman and Chief Executive Officer*

Hong Kong, January 20, 2019

*As at the date of this announcement, the executive directors of the Company are Mr. WAN Long, Mr. WAN Hongjian, Mr. GUO Lijun, Mr. SULLIVAN Kenneth Marc and Mr. MA Xiangjie; the non-executive director of the Company is Mr. JIAO Shuge; and the independent non-executive directors of the Company are Mr. HUANG Ming, Mr. LEE Conway Kong Wai and Mr. LAU, Jin Tin Don.*

\* *For identification purposes only*