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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) CONDITIONAL VOLUNTARY CASH OFFER
BY MERRILL LYNCH (ASIA PACIFIC) LIMITED AND
MORGAN STANLEY ASIA LIMITED ON BEHALF OF THE
COMPANY TO BUY-BACK UP TO 1,916,937,202 SHARES
AT A PRICE OF HK\$7.80 PER SHARE**

AND

**(2) APPLICATION FOR WHITEWASH WAIVER
DELAY IN DESPATCH OF OFFER DOCUMENT**

Reference is made to the announcement of WH Group Limited (the “**Company**”) dated 6 June 2021 in relation to, among other things, (i) a conditional voluntary cash offer to be made by BofA Securities and Morgan Stanley on behalf of the Company to buy-back, subject to fulfilment of the Conditions, for cancellation up to 1,916,937,202 Shares at a cash consideration of HK\$7.80 per Share; and (ii) application for the Whitewash Waiver (the “**Rule 3.5 Announcement**”). Unless otherwise defined, capitalised terms used herein shall have the same meanings as those defined in the Rule 3.5 Announcement.

Pursuant to Rule 8.2 of the Takeovers Code, the Offer Document is required to be despatched to the Shareholders within 21 days of the date of the Rule 3.5 Announcement (i.e. on or before 27 June 2021), unless consent is granted by the Executive to extend such deadline.

As additional time is required to prepare and finalise certain information (including, among others, the property valuation report, the profit forecast reports and the letter from the Independent Financial Adviser) for inclusion in the Offer Document, the Company has applied to the Executive for its consent to waive strict compliance with Rule 8.2 of the Takeovers Code and to extend the time for the despatch of the Offer Document from 27 June 2021 to a date falling on or before 31 July 2021, and the Executive has consented to such extension.

WARNING

The Offer is subject to all of the Conditions being satisfied in full on or before the Long Stop Date. If the Whitewash Waiver is not granted by the Executive, or if the resolutions to approve the Offer and the Whitewash Waiver are not passed by the Independent Shareholders, the Offer will not proceed and will lapse immediately. It should be noted that dealings in the Shares will continue notwithstanding that any of the Conditions may remain unfulfilled, and that persons dealing in the Shares of the Company will bear the risk that the Offer may lapse.

If Shareholders are in any doubt as to any aspect of the Offer and the Whitewash Waiver or as to the action to be taken, they should seek independent professional advice.

Shareholders and potential investors are advised to exercise caution when dealing in the securities of the Company and should consult their professional advisers when in doubt.

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

Hong Kong, 24 June 2021

As at the date of this announcement, the executive Directors are Mr. WAN Long, Mr. GUO Lijun, Mr. Dennis Pat Rick ORGAN and Mr. MA Xiangjie; the non-executive Director is Mr. JIAO Shuge; and the independent non-executive Directors are Mr. HUANG Ming, Mr. LEE Conway Kong Wai and Mr. LAU, Jin Tin Don.

The Directors jointly and severally accept full responsibility for the accuracy of the information contained in this announcement and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this announcement have been arrived at after due and careful consideration and there are no other facts not contained in this announcement, the omission of which would make any statement in this announcement misleading.