



萬洲國際
WH GROUP

WH Group Limited
萬洲國際有限公司

(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 288)

**FORM OF PROXY FOR THE EXTRAORDINARY GENERAL MEETING
TO BE HELD ON FRIDAY, 6 DECEMBER 2024**

I/We ^(Note 1) _____
of _____
being the registered holder(s) of ^(Note 2) _____ shares of US\$0.0001 each in the share capital of
WH Group Limited (the “Company”) hereby appoint _____
of _____
or failing him/her, the Chairman of the meeting ^(Note 3), as my/our proxy to attend, act and vote for me/us and on my/our behalf at the
extraordinary general meeting (the “**Extraordinary General Meeting**”) of the Company to be held at Emerald I & II, Level 8, The Ritz-Carlton,
Hong Kong, International Commerce Centre, 1 Austin Road West, Kowloon, Hong Kong on Friday, 6 December 2024 at 4:00 p.m. (and at any
adjournment thereof) in respect of the resolution set out in the notice of the Extraordinary General Meeting dated 18 November 2024 (the
“**Notice**”) (with or without amendments) as hereunder indicated, or if no indication is given, as my/our proxy thinks fit.

Unless otherwise indicated, capitalized terms used herein shall have the same meanings as those defined in the circular of the Company dated 18
November 2024. Please tick (“✓”) in the appropriate boxes to indicate how you wish your vote(s) to be cast on a poll ^(Note 4).

	ORDINARY RESOLUTION	FOR	AGAINST
1.	<p>“THAT:</p> <p>(a) the spin-off of Smithfield Foods, Inc., (“Smithfield”), currently a wholly owned subsidiary of the Company, and a separate listing of the shares of Smithfield on either the New York Stock Exchange or National Association of Securities Dealers Automated Quotations (NASDAQ) (the “Proposed Spin-off”) and the transactions contemplated thereunder (including, among other things, the Distribution in Specie) be and are hereby approved; and</p> <p>(b) the directors of the Company and/or the directors of Smithfield be and are hereby authorised, for and on behalf of the Company and Smithfield, to take all steps and do all acts and things as they consider to be necessary, appropriate or expedient in connection with and to implement or give effect to the Proposed Spin-off and the transactions contemplated thereunder (including, among other things, the Distribution in Specie), including but not limited to the determination of the offer price, and to execute all such other documents, instruments and agreements (including the affixation of the Company’s common seal) deemed by them to be incidental to, ancillary to or in connection with the Proposed Spin-off.”</p>		

Date: _____ 2024 Signature(s) ^(Note 5) _____

Notes:

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**. The names of all joint holders should be stated.
- Please insert the number of shares of US\$0.0001 each in the share capital of the Company registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the shares of the Company registered in your name(s).
- Full name and address of proxy to be inserted in **BLOCK CAPITALS**. **IF NOT COMPLETED, THE CHAIRMAN OF THE EXTRAORDINARY GENERAL MEETING WILL ACT AS YOUR PROXY**. Any shareholder of the Company entitled to attend and vote at the Extraordinary General Meeting is entitled to appoint a proxy to attend and vote on his/her behalf, subject to the articles of association of the Company. A shareholder who is the holder of two or more shares of the Company may appoint more than one proxy to represent him/her to attend and vote on his/her behalf. If more than one proxy is so appointed, the appointment shall specify the number and class of shares in respect of which each such proxy is so appointed.
- IMPORTANT: IF YOU WISH TO VOTE FOR ANY RESOLUTION, PLEASE TICK (“✓”) IN THE BOX MARKED “FOR” BESIDE THE APPROPRIATE RESOLUTION. IF YOU WISH TO VOTE AGAINST ANY RESOLUTION, PLEASE TICK (“✓”) IN THE BOX MARKED “AGAINST”**. If no direction is given, your proxy will be entitled to vote or abstain at his discretion. Your proxy will also be entitled to vote or abstain at his discretion on any resolution properly put to the Extraordinary General Meeting other than those referred to in the Notice.
- This form of proxy must be signed by you or your attorney duly authorized in writing or, if you are a corporation, must either be executed under seal or under the hand of an officer or attorney duly authorized.
- In order to be valid, this form of proxy together with the power of attorney or other authority, if any, under which it is signed or a certified copy of that power of attorney or authority, must be deposited at the branch share registrar of the Company in Hong Kong, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for the holding of the Extraordinary General Meeting (i.e. before 4:00 p.m. on Wednesday, 4 December 2024) or any adjournment thereof.
- Where there are joint holders of any share, any one of such joint holders may vote at the Extraordinary General Meeting, either personally or by proxy, in respect of such share as if he/she were solely entitled thereto, but if more than one of such joint holders are present at the Extraordinary General Meeting personally or by proxy, then the one of such joint holders so present whose name stands first on the register of members of the Company shall, in respect of such share, be entitled alone to vote in respect thereof.
- The proxy need not be a shareholder of the Company but must attend the Extraordinary General Meeting in person to represent you.
- Completion and return of this form of proxy shall not preclude you from attending the Extraordinary General Meeting and voting in person at the Extraordinary General Meeting and, in such event, this form of proxy shall be deemed to be revoked.
- Any alteration to this form of proxy must be initialled by the person who signs it.