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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)**

**CHANGES OF EXECUTIVE DIRECTORS  
AND  
CHANGES OF COMPOSITION OF BOARD COMMITTEES**

**CHANGES OF EXECUTIVE DIRECTORS**

The Board announces that:

- (1) each of Mr. Zhang Taixi and Mr. You Mu will retire as an executive Director by rotation with effect from the conclusion of the 2018 AGM; and
- (2) each of Mr. Wan Hongjian and Mr. Ma Xiangjie has been appointed as an executive Director with effect from the conclusion of the 2018 AGM.

**CHANGES OF COMPOSITION OF BOARD COMMITTEES**

The Board further announces that:

- (1) Mr. Wan has been appointed as a member of the Environmental, Social and Governance Committee and the Food Safety Committee with effect from the conclusion of the 2018 AGM; and
- (2) Mr. Ma has been appointed as a member of the Risk Management Committee with effect from the conclusion of the 2018 AGM.

## CHANGES OF EXECUTIVE DIRECTORS

### Retirement of Executive Directors

The board (the “**Board**”) of directors (the “**Director(s)**”) of WH Group Limited (the “**Company**”, and together with its subsidiaries, the “**Group**”) announces that each of Mr. Zhang Taixi (“**Mr. Zhang**”) and Mr. You Mu (“**Mr. You**”) has notified the Board that he will not offer himself for re-election at the forthcoming annual general meeting of the Company (the “**2018 AGM**”), which is expected to be held on June 4, 2018 and will retire as an executive Director by rotation pursuant to the amended and restated articles of association of the Company (the “**Articles of Association**”) with effect from the conclusion of the 2018 AGM.

Upon their retirement, (i) Mr. Zhang will cease to be a member of the Environmental, Social and Governance Committee of the Company (the “**Environmental, Social and Governance Committee**”) and the Food Safety Committee of the Company (the “**Food Safety Committee**”); and (ii) Mr. You will cease to be a member of the Risk Management Committee of the Company (the “**Risk Management Committee**”), each with effect from the conclusion of the 2018 AGM. Mr. Zhang will continue to hold various positions within the Group, including the director and general manager 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**”) (an indirect wholly-owned subsidiary of the Company) and Mr. You will also continue to hold various positions within the Group, including the director and vice president of Henan Shuanghui Investment & Development Co., Ltd. (河南雙匯投資發展股份有限公司) (“**Shuanghui Development**”) (a company listed on the Shenzhen Stock Exchange (stock code: 000895) and an indirect non-wholly-owned subsidiary of the Company).

Each of Mr. Zhang and Mr. You has confirmed that, as at the date of this announcement, he has no disagreement with the Board, and there are no other matters in relation to his retirement that need to be brought to the attention of the shareholders of the Company (the “**Shareholders**”).

The Board would like to express its sincere gratitude to Mr. Zhang and Mr. You for their contribution to the Company during their tenures of service.

### Appointment of Executive Directors

The Board is pleased to announce that each of Mr. Wan Hongjian (“**Mr. Wan**”) and Mr. Ma Xiangjie (“**Mr. Ma**”) has been appointed as an executive Director with effect from the conclusion of the 2018 AGM. Mr. Wan and Mr. Ma will fill up the vacated offices of Mr. Zhang and Mr. You, respectively, following their respective retirement.

\* For identification purposes only

The biographical details of Mr. Wan and Mr. Ma are set out as follows:

### **Mr. Wan**

Mr. Wan, age 49, has served as a vice president of the Company since April 2016. He is responsible for the international trading business of the Group. Previously, Mr. Wan served as a cooked food workshop worker at Henan Luohe Meat Products Processing United Factory\* (河南省漯河市肉類聯合加工廠) from October 1990 to December 1991, as a sales officer in the Beijing sales office of Shuanghui Group from January 1992 to October 1993, as a deputy director of the foreign trading department of Shuanghui Group from November 1993 to September 2010, as deputy general manager of Rotary Vortex Limited in charge of international trading business from February 2012 to October 2013 and as a director of international trading department of the Company from November 2015 to March 2016. Mr. Wan graduated from Henan Radio and Television University (河南廣播電視大學) with an associate degree in commercial business management in July 1990. He is the son of Mr. Wan Long, the chairman of the Board and the Chief Executive Officer of the Company.

Mr. Wan will enter into a service agreement with the Company for a term of three years commencing from the conclusion of the 2018 AGM. Mr. Wan will not be entitled to receive any Director's fee. However, Mr. Wan will be entitled to receive a discretionary management bonus which will be determined by the Board with reference to the performance of the Company, the prevailing market conditions and his individual overall performance as a Director after the completion of each service year. In accordance with the Articles of Association, Mr. Wan will hold office until the next annual general meeting of the Company after the 2018 AGM and will be eligible for re-election at that meeting, and will be subject to retirement by rotation and re-election at least once every three years at the annual general meeting of the Company.

Save as disclosed above, as at the date of this announcement, Mr. Wan (i) has not held any other positions with the Company and other members of the Group; (ii) has not held any other directorship in public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years; (iii) does not have any other major appointments and professional qualifications; (iv) does not have any other relationship with any Directors, senior management or substantial or controlling Shareholders; and (v) does not have any interests in the shares of the Company (the "Shares") or the shares of its associated corporations within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) (the "SFO").

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## Mr. Ma

Mr. Ma, age 46, has served as the president of Shuanghui Development since December 26, 2017. Previously, Mr. Ma served as the vice president of Shuanghui Development and the general manager of its fresh food division from August 25, 2012 to December 25, 2017. He also holds directorships in various subsidiaries of the Group. Mr. Ma has over 21 years of work experience with the Group. Mr. Ma was the deputy director of Shuanghui Development in charge of the production of fresh meat products department from September 2008 to September 2010. He also served as the general manager of the integrated business department of Shuanghui Group from September 2010 to April 2012. In addition, he has worked as the director of Shuanghui Development Ingredients Factory (雙匯發展香輔料分廠) since May 2001; as a general manager of Luohe Shineway Haiying Seasoning Food Co., Ltd.\* (漯河雙匯海櫻調味料食品有限公司) since August 2003; as a general manager of Luohe Tianrui Biochemicals Co., Ltd.\* (漯河天瑞生化有限公司) since April 2004; as a managing director of Luohe Shuanghui Food Sales Co., Ltd.\* (漯河雙匯食品銷售有限公司) since October 26, 2012; as a director of Fuxin Shuanghui Meat Processing Co., Ltd.\* (阜新雙匯肉類加工有限公司) since February 22, 2013; as a director of Heilongjiang Baoquanling Shuanghui Beidahuang Food Co., Ltd.\* (黑龍江寶泉嶺雙匯北大荒食品有限公司) since February 22, 2013 and as a director of Shaanxi Shuanghui Food Co., Ltd.\* (陝西雙匯食品有限公司) since November 19, 2013.

He graduated from the faculty of storage and processing of agricultural products from the Henan Agricultural University (河南農業大學) in July 1996, obtained the completion certificate for the master of business administration program of the Graduate School of Renmin University (中國人民大學研究生院) in March 2005 and received his master's degree in food engineering from the Northwest A&F University (西北農林科技大學) in June 2010. In addition, Mr. Ma obtained his qualification as an engineer of light industries issued by the People's Government of Luohe City in June 2003.

Mr. Ma will enter into a service agreement with the Company for a term of three years commencing from the conclusion of the 2018 AGM. Mr. Ma will not be entitled to receive any Director's fee. However, Mr. Ma will be entitled to receive a discretionary management bonus which will be determined by the Board with reference to the performance of the Company, the prevailing market conditions and his individual overall performance as a Director after the completion of each service year. In accordance with the Articles of Association, Mr. Ma will hold office until the next annual general meeting of the Company after the 2018 AGM and will be eligible for re-election at that meeting, and will be subject to retirement by rotation and re-election at least once every three years at the annual general meeting of the Company.

As at the date of this announcement, Mr. Ma is (i) interested in the share options to subscribe for 9,922,417 Shares granted under the pre-IPO share option scheme of the Company (representing approximately 0.07% of the total issued Shares as at the date of this announcement); (ii) deemed to be interested in 15,995,250 Shares as a beneficiary of a trust of the Heroic Zone Share Plan (representing approximately 0.11% of the total issued Shares as at the date of this announcement), which is the share plan of the Company dated December 25, 2009 and revised on December 17, 2012 and July 11, 2016, respectively, under which a group of employees of Shuanghui Development and its associated entities hold 100% of the beneficial interests in Rise Grand Group Limited, which in turn holds 100% of the equity interest in

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Heroic Zone Investments Limited; (iii) deemed to be interest in 3,000 Shares by virtue of the interest of his spouse in 3,000 Shares of the Company (representing approximately 0.00% of the total issued Shares as at the date of this announcement); and (iv) deemed to be interest in 16,350 shares of Shuanghui Development, being an associated corporation of the Company, by virtue of the interest of his spouse in 16,350 shares of Shuanghui Development (representing approximately 0.00% of the total issued shares of Shuanghui Development as at the date of this announcement), each within the meaning of Part XV of the SFO.

Save as disclosed above, as at the date of this announcement, Mr. Ma (i) has not held any other positions with the Company and other members of the Group; (ii) has not held any other directorship in public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years; (iii) does not have any other major appointments and professional qualifications; (iv) does not have any relationship with any Directors, senior management or substantial or controlling Shareholders; and (v) does not have any other interests in the Shares or the shares of its associated corporations within the meaning of Part XV of the SFO.

Save as disclosed above, there is no other information required to be disclosed pursuant to any of the requirements under Rule 13.51(2)(h) to (v) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and there are no other matters in connection with the appointments of Mr. Wan and Mr. Ma that need to be brought to the attention of the Shareholders.

The Board would like to take this opportunity to welcome Mr. Wan and Mr. Ma to join the Board as executive Directors.

## **CHANGES OF COMPOSITION OF BOARD COMMITTEES**

The Board further announces that:

- (1) Mr. Wan has been appointed as a member of the Environmental, Social and Governance Committee and the Food Safety Committee with effect from the conclusion of the 2018 AGM; and
- (2) Mr. Ma has been appointed as a member of the Risk Management Committee with effect from the conclusion of the 2018 AGM.

By Order of the Board of  
**WH Group Limited**  
**Wan Long**  
*Chairman and Chief Executive Director*

Hong Kong, March 26, 2018

*As at the date of this announcement, the executive directors of the Company are Mr. WAN Long, Mr. GUO Lijun, Mr. ZHANG Taixi, Mr. SULLIVAN Kenneth Marc and Mr. YOU Mu; 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.*

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