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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)**

**PROPOSED ADOPTION OF THE NEW AMENDED AND  
RESTATED MEMORANDUM AND ARTICLES OF ASSOCIATION**

This announcement is made by WH Group Limited (the “**Company**”) pursuant to Rule 13.51(1) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”).

The board of directors of the Company (the “**Board**”) proposes to amend the existing amended and restated memorandum and articles of association of the Company (the “**Existing M&A**”) to (i) bring its Existing M&A in line with the amendments made to the applicable laws of the Cayman Islands and the Listing Rules, in particular to conform to the core shareholder protection standards set out in Appendix 3 to the Listing Rules which have come into effect on 1 January 2022; and (ii) make certain other housekeeping amendments (collectively, the “**Proposed Amendments**”). In view of the Proposed Amendments, the Board proposes to adopt a new set of amended and restated memorandum and articles of association of the Company (the “**New Amended and Restated M&A**”) in substitution for and to the exclusion of the Existing M&A.

The proposed adoption of the New Amended and Restated M&A is subject to the approval of the shareholders of the Company (the “**Shareholders**”) by way of a special resolution at the forthcoming annual general meeting of the Company (the “**AGM**”), and will become effective upon the approval by the Shareholders at the AGM.

A circular containing, among other things, details of the proposed adoption of the New Amended and Restated M&A, together with a notice convening the AGM will be despatched to the Shareholders in due course. As no Shareholder has a material interest

in the proposed adoption of the New Amended and Restated M&A, no Shareholder is required to abstain from voting on the resolutions proposed to consider and approve the proposed adoption of the New Amended and Restated M&A.

The Company will make further announcement(s) to inform the Shareholders of the results of the AGM and the effective date of the proposed adoption of the New Amended and Restated M&A as and when appropriate.

By order of the Board  
**WH Group Limited**  
**Wan Long**  
*Chairman*

Hong Kong, 28 March 2023

*As at the date of this announcement, the executive directors of the Company are Mr. WAN Long, Mr. GUO Lijun, Mr. WAN Hongwei, Mr. Charles Shane SMITH 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. LAU, Jin Tin Don and Ms. ZHOU Hui.*