



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)
(the “Company”)

Procedures For The Appointment, Election and Removal of Directors
Adopted By The Board of Directors of the Company on 17 July 2014

1. Appointment and Election of Directors

According to Article 16.3 of the Articles of Association (the “**Articles of Association**”) of WH Group Limited (the “**Company**”), the Company may by ordinary resolution elect any person to be a director either to fill a casual vacancy or as an addition to the existing Directors.

Pursuant to Article 16.4 of the Articles of Association, if a shareholder wishes to propose a person other than a person recommended by the board of directors for election as a director at the general meeting, such shareholder, who must be entitled to attend and vote at such general meeting, should lodge a notice in writing of his intention to propose such person for election together with the notice signed by the proposed person of his or her willingness to be elected to Unit 7602B-7604A, Level 76 International Commerce Centre, 1 Austin Road West, Kowloon, Hong Kong (Attention: the Company Secretary). The nominating shareholder should also provide to the Company biographical details of the person he or she proposes to be elected as a director required under Rule 13.51(2) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”).

The notices should be given within the period commencing on the day after the despatch of the notice of the general meeting appointed for such election of directors and ending no later than seven days prior to the date of such general meeting and such period shall be at least seven days.

Upon receipt of the above notices after the despatch of the notice of the general meeting, the Company shall publish an announcement or issue a supplementary circular disclosing the particulars of the proposed director pursuant to Rule 13.51(2) of the Listing Rules prior to the general meeting in accordance with Rule 13.70 of the Listing Rules.

2. Removal of Directors

Shareholders may by ordinary resolution remove any Elected Director before his/her term of office has expired in accordance with Article 16.6 of the Articles of Association.