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DIFFER GROUP HOLDING COMPANY LIMITED

鼎豐集團控股有限公司

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 6878)

FURTHER DELAY IN DESPATCH OF CIRCULAR IN RELATION TO

(1) VERY SUBSTANTIAL ACQUISITION AND CONNECTED TRANSACTION IN RELATION TO

THE ACQUISITION OF THE ENTIRE ISSUED SHARE CAPITAL OF PRIME THRIVE INVESTMENTS LIMITED INVOLVING ISSUE OF CONSIDERATION SHARES UNDER SPECIFIC MANDATE;

(2) APPLICATION FOR WHITEWASH WAIVER; AND

(3) NOTICE OF EXTRAORDINARY GENERAL MEETING

Reference is made to the announcements dated 7 November 2018 (the “**Announcement**”), the clarification announcement of the Company dated 13 November 2018, the delay announcement of the Company dated 28 November 2018 (the “**Delay Announcement**”) and the corrigendum announcement of the Company dated 30 November 2018 (the “**Corrigendum Announcement**”) in relation to, among other things, the Acquisition and the Whitewash Waiver (collectively referred to as the “**Announcements**”). Unless otherwise defined, capitalised terms used herein have the same meanings as those defined in the Announcements.

As stated in the Announcement, a circular (the “**Circular**”) containing, among other things, (i) further information on the Acquisition, the grant of Specific Mandate and other information as required to be disclosed under the Listing Rules and the Takeover Codes; (ii) details of the Whitewash Waiver; (iii) the recommendation of the Independent Board Committee to the Independent Shareholders in relation to the Acquisition; (iv) the letter of advice from Euto to the Independent Board Committee and the Independent Shareholders; (v) a notice of the EGM; and (vi) a form of proxy, will be despatched to the Shareholders within 15 business days from the date of the Announcement pursuant to Rule 14A.68 of the Listing Rules or 21 days from the date of the Announcement pursuant to Rule 8.2 of the Takeovers Code, whichever is earlier.

Pursuant to both Rule 14A.68 of the Listing Rules and Rule 8.2 of the Takeovers Code, the Circular should originally be despatched on or before 28 November 2018.

As stated in the Delay Announcement and/or the Corrigendum Announcement, additional time was required for finalising certain information to be included in the Circular, it was anticipated that the despatch of the Circular would be delayed to a date falling on or before 12 December 2018, unless further extension is granted by the Executive.

As the Company requires further additional time to finalise the letter from the Independent Financial Adviser, the confirmation of no material change as required by Rule 10.11 of the Takeovers Code and various other parts of the Circular, application has been made to the Executive for a waiver from strict compliance with Rule 8.2 of the Takeovers Code and to grant consent for a further extension of time for the despatch of the Circular to the Shareholders on or before 27 December 2018. The Executive has indicated that it is minded to grant consent.

It is anticipated that the despatch of the Circular will now be delayed to a date falling on or before 27 December 2018, unless further extension is granted by the Executive.

Further announcement(s) will be made by the Company to inform the Shareholders of any material developments relating to the Acquisition and the Whitewash Waiver and further announcement(s) will be made by the Company on a monthly basis to keep the Shareholders and potential investors updated on the progress of the Acquisition and the Whitewash Waiver.

The Acquisition is subject to the fulfilment or waiver (as the case may be) of a number of conditions precedent in the Agreement which are set out under the section headed “Conditions precedent” in the Announcement, including the passing of the resolution(s) by the Independent Shareholders at the EGM, to approve the Agreement and the transactions contemplated thereunder, including but not limited to (i) the grant of the Specific Mandate for allotment and issue of Consideration Shares and (ii) the Whitewash Waiver, and the grant of the Whitewash Waiver by the Executive. As such, the Acquisition may or may not proceed.

Shareholders and potential investors are advised to exercise caution when dealing in the securities of the Company, and are recommended to consult their professional advisers if they are in any doubt about their position and as to actions that they should take.

By order of the Board
Differ Group Holding Company Limited
NG CHI CHUNG
Chief Executive Officer and
Executive Director

Hong Kong, 12 December 2018

As at the date of this announcement, the executive Directors are Mr. HONG Mingxian, Mr. NG Chi Chung and Mr. CAI Huatan; the non-executive Directors are Mr. CAI Jianfeng and Mr. WU Qinghan; and the independent non-executive Directors are Mr. CHAN Sing Nun, Mr. LAM Kit Lam and Mr. ZENG Haisheng.

The directors of the Company jointly and severally accept full responsibility for the accuracy of information contained in this announcement and confirm, having made all reasonable inquiries, 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.

If there is any inconsistency in this announcement between the Chinese and English versions, the English version shall prevail.