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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)

CLARIFICATION ANNOUNCEMENT

Reference is made to the circular of Differ Group Holding Company Limited (“**the Company**”) dated 31 December 2018 (“**the Circular**”) in relation to, 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 the Independent Financial Adviser in relation to the Acquisition; (v) a notice of the EGM; and (vi) a form of proxy. Unless otherwise defined, capitalized terms used herein have the same meanings as those defined in the Circular.

Certain information required under Schedule I and Schedule II to the Takeovers Code was not included in the Circular. The Company would like to provide additional information to the Circular as follows:

1. in the paragraph under the section headed “6. Disclosure of Shareholdings and Dealings Pursuant to the Takeovers Code” in “Appendix VI – General Information” of the Circular:
 - “(j) no Consideration Shares acquired by the Vendor or the Concert Group in pursuance of the Acquisition will be transferred, charged or pledged to any other persons;
 - (k) The Director who is entitled to vote on the resolutions in respect of the Acquisition and the Whitewash Waiver at the EGM, namely Mr. Ng Chi Chung, intends to vote in favour of the Acquisition and the Whitewash Waiver.

- (1) no pension fund of the Company, subsidiary of the Company or any person who is presumed to be acting in concert with the Company by virtue of class (5) of the definition of acting in concert or who is an associate of the Company by virtue of class (2) of the definition of associate (but excluding exempt principal traders and exempt fund managers) owns or controls any shareholding in the Company;
2. in the table under the section headed “2. Market Price” in “Appendix VI – General Information” of the Circular:

“Date	Closing price per Share (HK\$)
31 May 2018	0.57”

The highest and lowest closing market prices of the Shares recorded on the Stock Exchange during the Relevant Period remain unaffected after taking closing prices in May 2018 into consideration.

3. in “Appendix I – Financial Information of the Group” of the Circular:

“As at the date of this Circular, aside from the finance cost and impairment loss on finance lease, loan, and account receivables for the year ended 31 December 2016 and 2017, the Board considers there to be no other items of expense which are material.

As at the date of this Circular, aside from the items of income disclosed on page I-2 of the Circular and the reversal of impairment loss recognized on finance lease, loan and account receivables for the year ended 31 December 2017, the Board considers there to be no other items of income which are material.”

Save as the information disclosed above, all other information contained in the Circular remains unchanged.

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

Hong Kong, 9 January 2019

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.