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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)

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;

AND

(2) APPLICATION FOR WHITEWASH WAIVER

(3) NOTICE OF EXTRAORDINARY GENERAL MEETING

Reference is made to (1) the announcement (the “**Announcement**”) of Differ Group Holding Company Limited (the “**Company**”) dated 7 November 2018 in relation to, among others, the Acquisition and the application for the Whitewash Waiver; (2) the Company’s announcement dated 13 November 2018 in relation to, among others, the aggregation and reclassification of the Acquisition as a very substantial acquisition; (3) the Company’s announcement dated 28 November 2018 in relation to delay in despatch of the Circular (as defined below); (4) the Company’s corrigendum announcement dated 30 November 2018; (5) the Company’s announcement dated 12 December 2018 in relation to further delay in despatch of the Circular; and (6) the Company’s announcement dated 27 December 2018 in relation to further delay in despatch of the Circular. Unless otherwise the context requires, capitalised terms used in this announcement shall have the same meanings as those defined in the Announcement.

The Board is pleased to announce that the circular (the “**Circular**”) containing, among others, (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 recommendation of the Connected Transaction Independent Board Committee to the Independent Shareholders in relation to the Acquisition; (v) the letter of advice from the Independent Financial Adviser to the Independent Board Committee, Connected Transaction Independent Board Committee and the Independent Shareholders; (vi) the financial information of the Group and the Target Group; (vii) a notice of the EGM; and (viii) a form of proxy, has been despatched to the Shareholders on 31 December 2018.

The EGM will be held at Units 1102-03, 11/F, Nine Queen’s Road Central, Hong Kong on Friday, 18 January 2019 at 11:00 a.m., details of which are set out in the notice of the EGM contained in the Circular. Shareholders are advised to review the Circular carefully before making any voting decision at the EGM.

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

Hong Kong, 10 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.