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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)

COMPLETION OF DISCLOSEABLE TRANSACTION INVOLVING ISSUE OF CONSIDERATION SHARES UNDER GENERAL MANDATE

Reference is made to the announcement of Differ Group Holding Company Limited (the “**Company**”) dated 18 June 2020 (the “**Announcement**”) and the supplemental announcement of the Company dated 7 July 2020 in relation to the discloseable transaction in relation to (1) acquisition of 49% equity interest in Weihai Zhongtian Real Estate Limited*; and (2) acquisition of 51% equity interest in and debt due by Shanghang Fengda Real Estate Co., Ltd* involving issue of Consideration Shares under General Mandate. Unless otherwise defined herein, capitalized terms used in this announcement shall have the same meanings as those defined in the Announcement.

COMPLETION OF THE ACQUISITIONS

The Board is pleased to announce that Completion of the Acquisitions took place on 10 July 2020 in accordance with the terms and conditions of the Agreement. As a result, the Company allotted and issued 580,000,000 Consideration Shares to the Vendor and his nominees under the General Mandate as full settlement of the Consideration.

The number of the Consideration Shares represents approximately 8.75% of the issued share capital of the Company prior to the allotment and issuance of the Consideration Shares, and approximately 8.05% of the issued share capital of the Company as enlarged by the allotment and issue of the Consideration Shares.

EFFECT ON THE SHAREHOLDING STRUCTURE OF THE COMPANY

The table below sets out the shareholding structure of the Company (i) immediately prior to the allotment and issuance of the Consideration Shares; and (ii) immediately after the allotment and issuance of the Consideration Shares:

	Immediately prior to the allotment and issuance of the Consideration Shares		Immediately after the allotment and issuance of the Consideration Shares	
	<i>Number of Shares</i>	<i>Approximate %</i>	<i>Number of Shares</i>	<i>Approximate %</i>
Expert Corporate Limited (Note 1)	3,001,200,000	45.28%	3,001,200,000	41.63%
Ever Ultimate Limited (Note 2)	822,000,000	12.40%	822,000,000	11.40%
Mr. Ng Chi Chung (Note 2)	305,898,000	4.61%	305,898,000	4.24%
Vendor and his nominees	–	–	580,000,000	8.05%
Other public shareholders	2,499,289,880	37.71%	2,499,289,880	34.68%
Total:	<u>6,628,387,880</u>	<u>100.00%</u>	<u>7,208,387,880</u>	<u>100.00%</u>

Notes:

1. Expert Corporate Limited is beneficially wholly-owned by Mr. Hong Mingxian, the chairman, an executive Director and a substantial shareholder of the Company. Mr. Hong Mingxian is therefore deemed to be interested in the Shares owned by Expert Corporate Limited.
2. Ever Ultimate Limited is beneficially wholly-owned by Mr. Ng Chi Chung. Mr. Ng Chi Chung is therefore deemed to be interested in the Shares owned by Ever Ultimate Limited.

By Order of the Board
Differ Group Holding Company Limited
HONG Mingxian
Chairman and Executive Director

Hong Kong, 10 July 2020

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