

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)

Executive Directors:

Mr. HONG Mingxian (*Chairman*)
Mr. NG Chi Chung (*Chief executive officer*)
Mr. CAI Huatan

Non-executive Director:

Mr. CAI Jianfeng
Mr. WU Qinghan

Independent non-executive Directors:

Mr. CHAN Sing Nun
Mr. LAM Kit Lam
Mr. ZENG Haisheng

Registered Office:

Cricket Square
Hutchins Drive
PO Box 268
Grand Cayman
KY1-1111
Cayman Islands

*Headquarters and principal
place of business in the PRC:*

33/F, Differ Fortune Centre,
No. 503 Gaolin Middle Road,
Huli District,
Xiamen City,
Fujian Province, PRC

*Principal place of business in
Hong Kong:*

Room 1602, Euro Trade Centre,
13-14 Connaught Road Central,
Central, Hong Kong

31 December 2018

To the Independent Shareholders,

Dear Sir or Madam,

**(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**

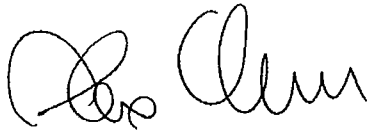
We refer to this circular (“**Circular**”) dated 31 December 2018 issued by the Company of which this letter forms part. Terms defined in the Circular shall have the same meanings in this letter unless the context otherwise requires.

We have been appointed as members of the Connected Transaction Independent Board Committee to consider the Acquisition and to advise you as to whether, in our opinion, the Acquisition and the transactions contemplated thereunder and the Specific Mandate, are fair and reasonable so far as the Independent Shareholders are concerned. Euto Capital Partners Limited has been appointed as the Independent Financial Adviser to advise the Connected Transaction Independent Board Committee and the Independent Shareholders in respect of the terms of the Agreement and the transactions contemplated thereunder and the Specific Mandate.

We also wish to draw your attention to (i) the letter from the Board; (ii) the letter from Euto Capital Partners Limited; and (iii) the additional information set out in the appendices to the Circular.

Having considered the terms of the Acquisition and the transactions contemplated thereunder and the Specific Mandate, and having taken into account the opinion of Euto Capital Partners Limited and, in particular, the factors, reasons and recommendations as set out in the letter from Euto Capital Partners Limited on pages 43 to 104 of the Circular, we consider that the terms of the Acquisition and the transactions contemplated thereunder, the Specific Mandate are fair and reasonable so far as the Independent Shareholders are concerned, and the Acquisition and the transactions contemplated thereunder are in the interests of the Independent Shareholders and the Company as a whole. Accordingly, we recommend the Independent Shareholders to vote in favour of the relevant resolutions which will be proposed at the EGM to approve the Acquisition and the transactions contemplated thereunder (including the issue and allotment of the Consideration Shares under the Specific Mandate and the grant of the Specific Mandate).

Yours faithfully,
For and on behalf of the Connected Transaction
Independent Board Committee



CHAN Sing Nun
*Independent Non-executive
Director*

LAM Kit Lam
*Independent Non-executive
Director*

Zeng Haisheng
*Independent Non-executive
Director*

Yours faithfully,
For and on behalf of the Connected Transaction
Independent Board Committee

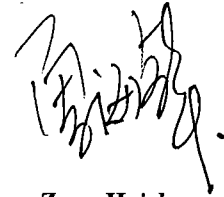
A handwritten signature in black ink, appearing to be 'LAM Kit Lam', written over a horizontal line.

CHAN Sing Nun
*Independent Non-executive
Director*

LAM Kit Lam
*Independent Non-executive
Director*

Zeng Haisheng
*Independent Non-executive
Director*

Yours faithfully,
For and on behalf of the Connected Transaction
Independent Board Committee



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*Independent Non-executive
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