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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 FOR
(1) MAJOR 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) MAJOR TRANSACTION IN RELATION TO THE
PARTICIPATION OF THE ACQUISITION OF
LAND PLOTS IN ZHEJIANG PROVINCE

The Board would like to inform the Shareholders that, subsequent to the issue of the Announcement and the Second Announcement, the Transaction One and the Transaction Two were aggregated for calculation of the applicable percentage ratio(s) (as defined in the Listing Rules) in respect of the Acquisition and the Acquisitions respectively for Rule 14.23(4) of the Listing Rules. Both the Transaction One and the Transaction Two will now be reclassified as very substantial acquisitions of the Company pursuant to the Listing Rules as when the said transactions together with previous transactions conducted by the Company which were completed within a 12 month period or are otherwise related. Accordingly, the Company will comply with relevant requirements under Chapter 14 of the Listing Rules for the Transaction One and the Transaction Two. The Company will convene the Second EGM of the Company for the purpose to consider and, if thought fit, approve the Acquisitions and other ancillary matters as may be required under the Listing Rules.

Reference is made to the announcement (the “**Announcement**”) made by Differ Group Holding Company Limited (the “**Company**”) dated 7 November 2018 relating to the acquisition (the “**Transaction One**”) of the Sale Share, representing the entire issued share capital of the Target Company, at the total Consideration of RMB499,972,000 (equivalent to approximately HK\$568,150,000) which was classified as a major and connected transaction of the Company.

Reference is further made to the announcement (the “**Second Announcement**”) made by the Company dated 8 November 2018 relating to the granting by the Vendor to the Purchaser (the “**Transaction Two**”) the right to acquire the land use rights of Land Plot A and Land Plot B, both located in Chengdong District, Longquan City, Zhejiang Province, the PRC, at the consideration of RMB430,300,000 and RMB704,750,000 respectively (equivalent to HK\$488,977,272.7 and HK\$800,852,272.7, respectively) which was classified as a major transaction of the Company.

Unless otherwise specified, terms defined in this announcement shall have the same meanings as those defined in the Announcement and the Second Announcement.

The Board would like to inform the Shareholders that, subsequent to the issue of the Announcement and the Second Announcement, in the process of post-vetting, the Transaction One and the Transaction Two were aggregated for calculation of the applicable percentage ratio(s) (as defined in the Listing Rules) in respect of the Acquisition and the Acquisitions respectively for Rule 14.23(4) of the Listing Rules. Both the Transaction One and the Transaction Two will now be reclassified as very substantial acquisitions of the Company pursuant to the Listing Rules as when the said transactions together with previous transactions conducted by the Company, which were completed within a 12 month period or are otherwise related, lead to substantial involvement by the listed issuer in a business activity which did not previously form part of the Company’s principal business activities. Accordingly, the Company will comply with relevant requirements under Chapter 14 of the Listing Rules for the Transaction One and the Transaction Two. The Company will convene an extraordinary general meeting (the “**Second EGM**”) of the Company for the purpose to consider and, if thought fit, approve the Acquisitions and other ancillary matters as may be required under the Listing Rules.

To the best of the knowledge, information and belief of the Directors, having made all reasonable enquiries, no Shareholder has any material interest in the Acquisitions and accordingly, no Shareholder is required to abstain from voting at the Second EGM for approving, inter alia, the Acquisitions.

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

Hong Kong, 13 November 2018

* *In this announcement, translated English names of Chinese entities for which no official English translation exists are unofficial translations for identification purposes only, and in the event of any inconsistency between the Chinese names and their English translation, the Chinese names shall prevail.*

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.