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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)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “**Meeting**”) of Differ Group Holding Company Limited (the “**Company**”) will be held on Unit 1102-3, 11/F, Nine Queen’s Road Central, Hong Kong on Friday, 18 January 2019 at 10:30 a.m. for the purpose of considering and, if thought fit, passing with or without amendments, the following ordinary resolution. Capitalised terms contained in the circular dated 24 December 2018 issued by the Company (the “**Circular**”) shall have the same meanings when used herein unless otherwise specified:

ORDINARY RESOLUTIONS

1. “THAT:

- (a) the entering into of the conditional cooperation agreement dated 2 November 2018 between Xiamen Differ, Investor A, Investor B and the Purchaser, in respect of the joint operation of, and investment in the Purchaser for the Acquisitions be and is hereby approved, confirmed and ratified;
- (b) the Acquisitions entered by Longquan Differ Cultural Tourism Company Limited* (龍泉市鼎豐文化旅遊有限公司), 70%-owned subsidiary of the Company, as the purchaser, with Longquan City Land and Resources Bureau* (龍泉市國土資源局), a local PRC government authority, as the vendor and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified;
- (c) any one or more of the Directors be authorised, for and on behalf of the Company, to take all steps necessary or expedient in his/their opinion to approve and implement and/or give effect to the Acquisitions and the transactions contemplated thereunder, including, among other things, to sign and deliver for and on behalf of the Company or its relevant subsidiary any and all documents necessary or desirable for giving effect to the Acquisitions, or making non-material amendments thereto and the authority to amend the time by which completions of such agreements are to take place; and

- (d) all the conducts, including but not limit to the submission of the Bid and execution of documents, taken by any one Director prior to the date of this resolution be approved, ratified and confirmed.

Yours faithfully,
By order of the Board
Differ Group Holding Company Limited
HONG Mingxian
Chairman and executive Director

Hong Kong, 24 December 2018

As at the Latest Practicable Date, 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.

* *In this notice, 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.*

Registered office:

Cricket Square
Hutchins Drive
P. O. Box 2681
Grand Cayman KY1-1111
Cayman Islands

*Head office and principal place of business
in the People's Republic of China:*

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

*Head office and principal place of business in Hong Kong
registered as non-Hong Kong company under the
Companies Ordinance, cap. 622:*

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

Notes:

1. A member entitled to attend and vote at the Meeting is entitled to appoint one or more proxy to attend and, subject to the provisions of the articles of association of the Company, to vote on his/her/its behalf. A proxy need not be a member of the Company but must be present in person at the Meeting to represent the member. If more than one proxy is so appointed, the appointment shall specify the number and class of shares in respect of which each such proxy is so appointed.
2. A form of proxy for use at the Meeting is enclosed. Whether or not you intend to attend the Meeting in person, you are encouraged to complete and return the enclosed form of proxy in accordance with the instructions printed thereon.
3. In order to be valid, the form of proxy, together with a power of attorney or other authority, if any, under which it is signed, or a certified copy of such power or authority must be deposited at the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong, not less than 48 hours before the time appointed for holding the Meeting or any adjournment thereof.
4. Completion and return of a proxy form shall not preclude a member from attending and voting in person at the Meeting or any adjournment thereof and in such event, the proxy form appointing a proxy shall be deemed to be revoked.