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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 at Units 1102-03, 11/F, Nine Queen’s Road Central, Hong Kong on Friday, 18 January 2019 at 11:00 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 31 December 2018 issued by the Company (the “**Circular**”) shall have the same meanings when used herein unless otherwise specified:

ORDINARY RESOLUTIONS

Resolution in relation to the Acquisition and the grant of the Specific Mandate

1. “THAT:

- (a) the Agreement (a copy of which has been produced to the meeting marked “A” and signed by the chairman of the meeting for the purposes of identification), entered into between Ms. Shi Hongjiao (施鴻嬌) as the vendor and Differ Cultural Tours Limited, a wholly-owned subsidiary of the Company, as the purchaser, in relation to the Acquisition and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified;
- (b) 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 Acquisition 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 such agreements, or making non-material amendments thereto but including the authority to

waive any conditions (save where they are stated not capable of being waived) and the authority to amend the time by which completions of such agreements are to take place;

- (c) the grant of the Specific Mandate for the allotment and issue of the Consideration Shares for the settlement of the Consideration, be and is hereby approved; and
- (d) the director(s) of the Company (the “**Director(s)**”) be and are hereby granted a Specific Mandate to exercise the powers of the Company and authorised to allot and issue the Consideration Shares to the Vendor or its nominee pursuant to the Agreement, such Consideration Shares shall rank equally in all respects among themselves and with all fully paid Shares of the Company in issue as at the date of allotment and issue. The Specific Mandate is in addition to, and shall not prejudice nor revoke any general or specific mandate(s) which has/have been granted or may from time to time be granted to the Directors prior to the passing of this resolution;
- (e) 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 issue of the Consideration Shares and the Agreement, 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 such issue and to agree to and make such variations, amendments or waivers of any of the matters relating thereto or in connection therewith.”

Resolution in relation to the Whitewash Waiver

2. “THAT:

subject to the passing of ordinary resolution no. 1, and subject to the granting of the Whitewash Waiver as defined in the circular of the Company dated 31 December 2018 by the Executive and any conditions that may be imposed thereon, the Whitewash Waiver, granted or to be granted by the Executive pursuant to Note 1 on dispensations from Rule 26 of the Takeovers Code waiving the obligation on the part of the Vendor and parties acting in concert with it, to make a mandatory general offer for all the Shares that are not already owned or agreed to be acquired by the Concert Group as a result of the Company allotting and issuing the Consideration Shares to the Vendor or its nominee, be and is hereby approved, and that any one or more of the Directors be and is/are hereby authorised to do all such acts and things and execute all such documents as he/they consider necessary,

desirable or expedient for the purpose of, or in connection with, the implementation of and giving effect to any of the matters relating to, or incidental to, the Whitewash Waiver.”

Yours faithfully,
By order of the Board
Differ Group Holding Company Limited
NG Chi Chung
*Chief Executive Officer and executive
Director*

Hong Kong, 31 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.

Registered office:

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Cayman Islands

*Head office and principal place of business
in the Peoples' 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.