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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)**

**(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;  
(2) POLL RESULTS OF TWO  
EXTRAORDINARY GENERAL MEETINGS  
BOTH HELD ON 18 JANUARY 2019;  
AND  
(3) GRANT OF WHITEWASH WAIVER**

References are made to the circulars of the Company respectively in relation to:

- (1) the very substantial acquisition transaction in relation to the participation of the acquisition of land plots in Zhejiang province dated 24 December 2018 (the “**First Circular**”) to be considered by Shareholders at the extraordinary general meeting of the Company held on 18 January 2019 at 10:30 a.m. (the “**First EGM**”) and the notice of First EGM (the “**First Notice**”) contained therein; and
- (2) the 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 application for whitewash waiver dated 31 December 2018 (the “**Second Circular**”, together with the First Circular, the “**Circulars**”, as supplemented by the Company’s clarification announcement dated 9 January 2019) to be considered by Independent Shareholders at the extraordinary general meeting of the Company held on 18 January 2019 at 11:00 a.m. (the “**Second EGM**”, together with the First EGM, the “**EGMs**”) and the notice of Second EGM (the “**Second Notice**”) contained therein.

Capitalised terms used in this announcement shall have the same meanings as those defined in the Circulars unless otherwise indicated.

Reference is also made to (1) the announcement (the “**Announcement**”) of Differ Group Holding Company Limited (the “**Company**”) dated 7 November 2018 in relation to, among others, the Acquisition and the application for the Whitewash Waiver; (2) the Company’s announcement dated 13 November 2018 in relation to, among others, the aggregation and reclassification of the Acquisition as a very substantial acquisition; (3) the Company’s announcement dated 28 November 2018 in relation to delay in despatch of the Circular; (4) the Company’s corrigendum announcement dated 30 November 2018; (5) the Company’s announcement dated 12 December 2018 in relation to further delay in despatch of the Circular; (6) the Company’s announcement dated 27 December 2018 in relation to further delay in despatch of the Circular; and (7) the Company’s announcement dated 10 January 2019 in relation to the despatch of the Circular on 31 December 2018.

## **POLL RESULTS OF TWO EXTRAORDINARY GENERAL MEETINGS BOTH HELD ON 18 JANUARY 2019**

### **POLL RESULTS OF THE FIRST EGM**

The Company is pleased to announce that the ordinary resolutions (the “**First Resolutions**”) as set out in the First Notice were duly passed by the Independent Shareholders at the First EGM by way of poll.

As at the date of the EGMs, a total of 5,330,387,880 Shares were in issue which was equivalent to the total number of Shares entitling the shareholders of the Company (the “**Shareholders**”) to attend and vote for or against the proposed resolutions at the First EGM. As disclosed in the First Circular, no Shareholder was required to abstain from voting in favour of the First Resolutions at the First EGM as set out in Rule 13.40 of the Listing Rules. No Shareholders were entitled to attend and vote only against the First Resolutions at the First EGM. No Shareholder has stated his/her/its intention in the First Circular to vote against or to abstain from voting on any proposed resolutions at the First EGM. Tricor Investor Services Limited, the Company’s branch share registrar in Hong Kong, was appointed as the scrutineer for the vote-taking at the EGMs. Set out below are the poll results for the First Resolutions:

<b>No.</b>	<b>Resolutions</b>	<b>Number of Shares represented by votes cast (Approximate%)</b>	
		<b>For</b>	<b>Against</b>
1.	To approve, confirm and ratify, among other things, the entering into of the conditional cooperation agreement dated 2 November 2018, the Acquisitions and the transactions contemplated thereunder as set out in resolution 1 of the First Notice.	3,136,227,814 (100.00%)	0 (0.00%)

*Note: The full text of the First Resolutions is set out in the First Notice.*

As more than 50% of the votes were cast in favour of the First Resolutions, the First Resolutions were duly passed by the Shareholders at the First EGM.

### **POLL RESULTS OF THE SECOND EGM**

The Company is pleased to announce that the ordinary resolutions (the “**Second Resolutions**”) as set out in the Second Notice were duly passed by the Independent Shareholders at the Second EGM by way of poll.

As at the date of the EGMs, a total of 5,330,387,880 Shares were in issue. As disclosed in the Second Circular, Ms. Shi Hongjiao, Mr. Hong Mingxian, Expert Corporate Limited and their respective associates were required to abstain from voting on the Second Resolutions at the Second EGM as set out in Rule 13.40 of the Listing Rules and Takeovers Code. As at the date of the Second EGM, Ms. Shi Hongjiao, Mr. Hong Mingxian, Expert Corporate Limited and their respective associates, are interested in 1,968,200,000 Shares, representing approximately 36.92% of the total issued share capital of the Company, and had abstained from voting on the Second Resolutions at the Second EGM. Accordingly, the total number entitling the Independent Shareholders to attend and vote for or against the Second Resolutions at the Second EGM was 3,362,187,880 Shares, representing approximately 63.08% of the issued share capital of the Company as at the date of the Second EGM. The Director who is entitled to vote on the resolutions in respect of the Acquisition and the Whitewash Waiver at the Second EGM, namely Mr. Ng Chi Chung, intends to vote in favour of the Acquisition and the Whitewash Waiver. Mr. Ng Chi Chung has voted in favour of the Acquisition and the Whitewash Waiver at the Second EGM. No Shareholder had stated his/her/its intention in the Second Circular to vote against or to abstain from voting on the Second Resolutions at the Second EGM. Tricor Investor Services Limited, the Company’s branch share registrar in Hong Kong, was appointed as the scrutineer for the vote-taking at the EGMs. Set out below are the poll results for the Second Resolutions:

No.	Resolutions	Number of votes (%)	
		For	Against
1.	To approve the Acquisition and the granting of Specific Mandate as set out in resolution 1 of the Second Notice.	1,166,521,574 (100.00%)	0 (0.00%)
2.	To approve the Whitewash Waiver, and to authorise the Director(s) to do all such acts and things necessary for implementation of and giving effect of the matters relating to or incidental to the Whitewash Waiver as set out in resolution 2 of the Second Notice.	1,166,521,574 (100.00%)	0 (0.00%)

*Note: The full text of the Second Resolutions is set out in the Second Notice.*

As more than 50% of the votes were cast in favour of the above Resolution No. 1, the said resolution was duly passed by the Independent Shareholders at the Second EGM. As more than 75% of the votes were cast in favour of the above Resolution No. 2, the said resolution was duly passed by the Independent Shareholders at the Second EGM.

#### **GRANT OF WHITEWASH WAIVER**

The Board is pleased to announced that the Executive conditionally granted the Whitewash Waiver to the Vendor on 17 January 2019, subject to (i) the issue of the Consideration Shares being approved by a vote of the Independent Shareholders at a general meeting of the Company, to be taken on a poll; and (ii) unless the Executive gives prior consent, no acquisition or disposal of voting rights being made by the Vendor and parties acting in concert with her between the announcement of the proposed allotment and issue of the Consideration Shares and the completion of the allotment and issue. Accordingly, no mandatory general offer under Rule 26 of the Takeovers Code will be required to be made by the Vendor and parties acting in concert with her as a result of the allotment and issue of the Consideration Shares pursuant to the Agreement. As at the date of this announcement, the aforementioned conditions have been satisfied.

Set out below is the shareholding structure of the Company (i) immediately before the Completion; (ii) immediately upon Completion and the allotment and issuance of the Consideration Shares; and (iii) upon immediately the allotment and issue of Consideration Shares and the exercise of all outstanding share options and assuming there are no other changes in the share capital of the Company from the date of the Circular to Completion:

	(i) As at the date of this announcement after the convention of the Second EGM prior to the Completion		(ii) Immediately following Completion and allotment and issue of Consideration Shares (assuming no outstanding share options have been exercised on or before the Completion)		(iii) Immediately following Completion and allotment and issue of Consideration Shares (assuming all outstanding share options have been exercised on or before the Completion)	
	No. of Shares	Approx. %	No. of Shares	Approx. %	No. of Shares	Approx. %
Expert Corporate Limited (Note 1)	1,968,200,000	36.92%	1,968,200,000	30.93%	1,968,200,000	30.73%
The Vendor (Note 2)	–	–	1,033,000,000	16.23%	1,033,000,000	16.12%
Mr. Hong (Note 4)	–	–	–	–	6,400,000	0.10%
<b>Sub-total of the Concert Group</b>	<b>1,968,200,000</b>	<b>36.92%</b>	<b>3,001,200,000</b>	<b>47.16%</b>	<b>3,007,600,000</b>	<b>46.95%</b>
Ever Ultimate Limited (Note 3)	1,115,800,000	20.93%	1,115,800,000	17.54%	1,115,800,000	17.42%
Mr. Ng Chi Chung (Notes 3 & 4)	12,098,000	0.23%	12,098,000	0.19%	18,498,000	0.29%
Public Shareholders	2,234,289,880	41.92%	2,234,289,880	35.11%	2,234,289,880	34.88%
Other holders of share options (Note 4)	–	–	–	–	29,394,000	0.46%
<b>Total:</b>	<b>5,330,387,880</b>	<b>100.00%</b>	<b>6,363,387,880</b>	<b>100.00%</b>	<b>6,405,581,880</b>	<b>100.00%</b>

*Notes:*

- Expert Corporate is beneficially wholly-owned by Mr. Hong, the chairman and the executive Director of the Company. Mr. Hong is therefore deemed to be interested in the Shares owned by Expert Corporate.
- The Vendor is the spouse of Mr. Hong. The Vendor is therefore deemed to be interested in all the Shares owned by Mr. Hong.
- 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.
- The share options refer to the total of 42,194,000 outstanding share options granted by the Company on 25 April 2016 pursuant to the share option scheme of the Company adopted on 26 November 2013.

As at the date of this announcement, save and except for condition precedent (c), being the Listing Committee of the Stock Exchange having granted the listing of, and permission to deal in, the Consideration Shares, all the other conditions precedent have been satisfied. Shareholders and potential investors of the Company should note that the Completion is still subject to the fulfillment of the said conditions set out under the section sub-headed “Conditions precedent” in the Circular. Further announcement(s) will be made by the Company upon the Completion.

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

Hong Kong, 18 January 2019

*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.*