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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)

INSIDE INFORMATION MEMORANDUM OF UNDERSTANDING IN RELATION TO THE PROPOSED DISPOSAL

This announcement is made by the Company pursuant to Rule 13.09(2) of the Listing Rules and the Inside Information Provisions (as defined in the Listing Rules) under Part XIVA of the Securities and Futures Ordinance (Cap. 571 of the Laws of Hong Kong).

The Board announces that on 13 March 2019 (after trading hours), the Vendor, as the intended vendor, entered into the MOU with the Purchaser, as the intended purchaser, pursuant to which the Vendor intends to sell and the Purchaser intends to acquire all or certain equity interests of the Target Company.

The MOU is not intended to be legally binding (save for provision on confidentiality). If the Vendor proceeds with the Proposed Disposal, the Vendor and the Purchaser will enter into legally binding formal agreement.

If the Proposed Disposal materialises, the Board contemplates that it may constitute a discloseable transaction of the Company under the Listing Rules. Shareholders and potential investors of the Company are advised to exercise caution when dealing in the Shares. The Company will make further announcement in respect of the Proposed Disposal as and when appropriate in accordance with the Listing Rules.

This announcement is made by the Company pursuant to Rule 13.09(2) of the Listing Rules and the Inside Information Provisions under Part XIVA of the SFO.

MOU

The Board announces that on 13 March 2019 (after trading hours), the Vendor, as the intended vendor, has entered into the MOU with the Purchaser, as the intended purchaser, pursuant to which the Vendor intends to sell and the Purchaser intends to acquire all or certain equity interests of the Target Company. To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, the Purchaser is an Independent Third Party.

As at the date of the MOU, the Company indirectly owns 100% of the issued share capital of the Target Company, which is a wholly owned subsidiary of the Company. The Target Subsidiary A, the Target Subsidiary B and the Target Subsidiary C are wholly-owned subsidiaries of the Target Company. The Vendor has acquired 100% equity interests of the Target Company in 2018. For details of the above acquisition, please refer to the announcement of the Company dated 27 July 2018.

The terms and conditions, including but not limit to the consideration, for the Proposed Disposal have not yet agreed and determined. After the execution of the MOU, the Purchaser will conduct due diligence.

The MOU is not intended to be legally binding (save for provision on confidentiality). If the Vendor proceeds with the Proposed Disposal, the Vendor and the Purchaser will enter into legally binding formal agreement.

The Board wishes to emphasise that the Proposed Disposal may or may not proceed and that the Purchaser and the Vendor have not entered into a legally binding agreement in relation to the Proposed Disposal as at the date of this announcement. If the Proposed Disposal materialises, the Board contemplates that it may constitute a discloseable transaction of the Company under the Listing Rules.

Shareholders and potential investors of the Company are advised to exercise caution when dealing in the Shares. The Company will make further announcement in respect of the Proposed Disposal as and when appropriate in accordance with the Listing Rules.

DEFINITIONS

In this announcement, the following expressions shall, unless the context requires otherwise, have the following meanings:

“Board”	the board of Directors
“BVI”	the British Virgin Islands
“Company”	Differ Group Holding Company Limited (鼎豐集團控股有限公司), a company incorporated in the Cayman Islands with limited liability, the Shares of which are listed on the Main Board (Stock Code: 6878)
“Director(s)”	the director(s) of the Company
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC

“Independent Third Party(ies)”	any person or company and their respective ultimate beneficial owner(s), to the best of the Directors’ knowledge, information and belief having made all reasonable enquiries, are not connected persons of the Company and are third parties independent of the Company and its connected persons in accordance with the Listing Rules
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
“Main Board”	Main Board of the Stock Exchange
“MOU”	the non-legally binding memorandum of understanding dated 13 March 2019 entered into by the Vendor and the Purchaser and in respect of the Proposed Disposal
“PRC”	the People’s Republic of China which, for the purposes of this announcement, excludes Hong Kong, Macau and Taiwan
“Proposed Disposal”	the proposed disposal of all or certain equity interests of the Target Company as contemplated under the MOU
“Share(s)”	the ordinary share(s) of HK\$0.0025 each in the issued share capital of the Company
“Shareholder(s)”	the holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Purchaser”	Ample Route Limited (博途有限公司), a company incorporated in the British Virgin Islands
“Target Company”	Karhoe Company Limited (嘉禾有限公司), a limited company incorporated in the British Virgin Islands and its principal activity is investment holding
“Target Subsidiary A”	Karhoe Asset Management Company Limited (嘉禾資產管理有限公司), a direct wholly-owned subsidiary of the Target Company, which is a limited company incorporated in Hong Kong and its principal activity is investment holding

“Target Subsidiary B”	Xiamen Kai Tou Sheng Business Consultation Company Limited* (廈門凱投盛商務諮詢有限公司), a direct wholly-owned subsidiary of Target Subsidiary A, which is a limited company established in the PRC and is principally engaged in, among other things, business information consultation and corporate management consultation
“Target Subsidiary C”	Yingkou City Dong Yu Bai Sheng Properties Company Limited* (營口市東宇百勝置業有限公司), a direct wholly-owned subsidiary of Target Subsidiary B, which is a limited company established in the PRC and is principally engaged in, among other things, real estate development and management
“Vendor”	Differ Cultural and Creative Investment Company Limited (鼎豐文創投資有限公司), a direct wholly-owned subsidiary of the Company, which is a limited company incorporated in the British Virgin Islands and is principally engaged in investment holding
“HK\$”	Hong Kong dollar(s), the lawful currency of Hong Kong
“%”	per cent

* For identification purpose only.

By order of the Board
Differ Group Holding Company Limited
Hong Mingxian
Chairman and Executive Director

Hong Kong, 13 March 2019

If there is any inconsistency in this announcement between the Chinese and English versions, the English version shall prevail.

As at the date of this announcement, the executive Directors are Mr. HONG Mingxian and Mr. NG Chi Chung; the non-executive Directors are Mr. CAI Huatan and Mr. WU Qinghan; and the independent non-executive Directors are Mr. CHAN Sing Nun, Mr. LAM Kit Lam and Mr. ZENG Haisheng.