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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)

PLEDGE OF SHARES BY CONTROLLING SHAREHOLDER

This announcement is made by Differ Group Holding Company Limited (the “**Company**”) pursuant to Rule 13.17 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.

Reference is made to announcement of the Company dated 7 June 2018 (the “**Announcement**”) in relation to, among others, the entering into of the Subscription Agreement. Unless otherwise defined herein, capitalised terms used in this announcement shall have the same meanings as those defined in the Announcement.

On 7 June 2018, Expert Corporate (a controlling shareholder of the Company, as defined under the Listing Rules) has charged the Pledged Shares of the Company as collaterals in favour of the Subscribers under the Subscription Agreement. On 24 September 2019, due to the recent changes in the environment of the capital market, Expert Corporate has further charged an additional 100,000,000 shares of the Company (the “**New Pledged Shares**”) as additional collateral which is maintained in the designated securities account of Expert Corporate in favour of the Subscribers pursuant to a supplemental deed to the Share and Account Charge dated 24 September 2019.

The total 850,000,000 shares of the Company pledged by Expert Corporate in favour of the Subscribers, including the 750,000,000 Pledged Shares and the 100,000,000 New Pledged Shares, represent approximately 13.36% of the total issued shares of the Company as at the date of this announcement.

As at the date of this announcement, Expert Corporate has an aggregate interest of approximately 47.16% of the issued share capital of the Company.

By order of the board of
Differ Group Holding Company Limited
HONG Mingxian
Chairman and executive Director

Hong Kong, 24 September 2019

As at the date of this announcement, the executive Directors are Mr. HONG Mingxian, 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.