

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss however arising from or in reliance upon the whole or any part of the contents of this announcement.

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) APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR; (2) RESIGNATION OF INDEPENDENT NON-EXECUTIVE DIRECTOR; AND (3) CHANGES IN COMPOSITION OF BOARD COMMITTEES

The Board announces that, with effect from 4 December 2019,

APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR

Mr. Chen Naike has been appointed as an independent non-executive Director

RESIGNATION OF INDEPENDENT NON-EXECUTIVE DIRECTOR

Mr. Zeng Haisheng has resigned as an independent non-executive Director.

CHANGES IN COMPOSITION OF BOARD COMMITTEES

Mr. Hong Mingxian has been appointed as the chairman of the Nomination Committee;

Mr. Ng Chi Chung has been appointed as the member of the Remuneration Committee;

Mr. Wu Qinghan has been appointed as the member of the Audit Committee; and

Mr. Zeng Haisheng has resigned as the chairman of the Nomination Committee, a member of the Audit Committee and the Remuneration Committee.

APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR

The board (the “**Board**”) of directors (the “**Directors**”) of Differ Group Holding Company Limited (the “**Company**” together with its subsidiaries, the “**Group**”) is pleased to announce that Mr. Chen Naike (“**Mr. Chen**”) has been appointed as independent non-executive Director with effect from 4 December 2019.

The biographical details of Mr. Chen is set out as follows:

Mr. Chen Naike (陳乃科先生)

Mr. Chen, aged 51, is the chairman of Guohe Holding Group Limited* (國和控股集團有限公司) since 2007, chairman of Zhejiang Qiaoshang Holding Limited* (浙江僑商控股有限公司) since 2014. He has over 25 years’ experience in corporate management, trading and manufacturing.

Mr. Chen obtained a bachelor’s degree in Electronic Technology from School of Marine Science and Technology at Northwestern Polytechnical University (西北工業大學航海工程學院) in 1990 and a master’s degree in Business Administration from School of Management at Zhejiang University (浙江大學工商管理學院) in 2006. Mr. Chen has undertaken a number of public service and community activities. Mr. Chen is at present a deputy of the Thirteenth National People’s Congress of the People’s Republic of China (十三屆人大代表), vice chairman of Zhejiang Federation of Returned Overseas Chinese (浙江省僑聯副主席), vice chairman of Zhejiang Association of Overseas Chinese Entrepreneurs (浙江省僑商會常務副會長), the first chairman of Zhejiang Lishui Association of Overseas Chinese Entrepreneurs (浙江首屆麗水僑商會會長) and member of All-China Federation of Returned Overseas Chinese (中國僑聯常委).

Mr. Chen has entered into a service agreement with the Company in relation to his appointment as an independent non-executive Director for a term of three years commencing from 4 December 2019. Mr. Chen is entitled to an annual director’s fee of HK\$96,000.

The remuneration of Mr. Chen has been determined by the remuneration committee of the Company (the “**Remuneration Committee**”) with reference to his background, performance, duties and responsibilities with the Company and the prevailing market situation. Mr. Chen will hold office until the next following annual general meeting of the Company and shall then be eligible for re-election at that meeting and is subject to rotation requirements and re-election pursuant to the articles of association of the Company.

Save as disclosed above, Mr. Chen has confirmed that he (i) does not hold any directorship in other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years or any other position with the Company and other members of the Group or other major appointments and professional qualifications; (ii) does not have any relationship with other Directors, senior management, substantial or controlling shareholders of the Company and have no interests in the shares of the Company which are required to be disclosed pursuant to Part XV of the Securities and Futures Ordinance (“SFO”); and (iii) as at the date of this announcement, was not aware of any other matters that need to be brought to the attention of the shareholders of the Company nor was there any information to be disclosed to the Company pursuant to any of the requirements under Rules 13.51(2)(h) to 13.51(2)(v) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”).

The Board would like to express its warmest welcome to Mr. Chen for joining the Board.

RESIGNATION OF INDEPENDENT NON-EXECUTIVE DIRECTOR

The Board also announces that Mr. Zeng Haisheng (“**Mr. Zeng**”) has tendered his resignation as an independent non-executive Director in order to devote more time to his other commitments, with effect from 4 December 2019.

Mr. Zeng has confirmed that he has no disagreement with the Board and there are no other matters relating to his resignation that need to be brought to the attention of the shareholders of the Company and the Stock Exchange.

The Board would like to take this opportunity to express its gratitude and appreciation to Mr. Zeng for his valuable contributions to the Company during his tenures of office.

CHANGES IN COMPOSITION OF BOARD COMMITTEES

The composition of the Board committees has been changed as follows:

- (1) Mr. Hong Mingxian has been appointed as the chairman of the nomination committee of the Company (the “**Nomination Committee**”);
- (2) Mr. Ng Chi Chung has been appointed as the member of the Remuneration Committee;
- (3) Mr. Wu Qinghan has been appointed as the member of the audit committee of the Company (the “**Audit Committee**”) ; and

- (4) Mr. Zeng Haisheng has resigned as the chairman of the Nomination Committee, a member of the Audit Committee and the Remuneration Committee.

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

Hong Kong, 4 December 2019

* *for identification purposes only*

As at the date of this announcement, the Board comprises Mr. Hong Mingxian and Mr. Ng Chi Chung as the executive Directors, Mr. Cai Huatan and Mr. Wu Qinghan as the non-executive Directors and Mr. Chan Sing Nun, Mr. Chen Naike and Mr. Lam Kit Lam as the independent non-executive Directors.