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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)

SUPPLEMENTAL ANNOUNCEMENT

IN RELATION TO DISCLOSEABLE AND CONNECTED TRANSACTION AT SUBSIDIARY LEVEL IN RELATION TO ACQUISITION OF 100% INTEREST IN CYUT SHING COMPANY LIMITED

Reference is made to the announcement of Differ Group Holding Company Limited (the “**Company**”) together with its subsidiaries (collectively, the “**Group**”) dated 17 December 2019 (the “**Announcement**”) in respect of the discloseable and connected transaction at subsidiary level in relation to the acquisition of 100% interest in Cyut Shing Company Limited. Unless otherwise defined, terms used herein shall have the same meanings as defined in the Announcement.

The Board wishes to provide the Shareholders and potential investors of the Company with additional information in relation to the Acquisition of 100% interest in Cyut Shing Company Limited as follows:

FURTHER INFORMATION REGARDING THE BASIS OF THE CONSIDERATION

In determining the Consideration for the Acquisition, aside from the factors mentioned in the Announcement, namely (i) the business development plans, prospects and future cost analysis of the Property Development; (ii) the prospect and future growth of the property market in Longquan; and (iii) the market value of similar existing properties in the locality, the Board had also taken into account additional factors as disclosed below for determination of the Consideration.

The Board had also taken into account the net book value of the Property Development as at 30 November 2019 in the approximate sum of RMB1,249,000,000 and the preliminary valuation of the Property Development at approximately RMB2,540,000,000 as conducted by an independent PRC valuer engaged by the Company. Further, the Board had also considered the consolidated net liability of the Target Group in the approximate sum of RMB3,415,000 as at 30 November 2019.

Save as disclosed above, all other information and content set out in the Announcement remain unchanged. This supplemental announcement is supplemental to and should be read in conjunction with the Announcement.

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

Hong Kong, 2 January 2020

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. CHEN Naike.

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