

## DoD Submission Form

**DoD Submission Form** (\*\* Please read the example in the previous sheet before you start any input here \*\*)**Display of documents on the SFC website pursuant to Note 2 to Rule 8 of the Takeovers Code**

A copy of each document to be displayed under Note 1 to Rule 8 of the Takeovers Code must be provided in electronic form acceptable to the Executive for display on the SFC website before the despatch of the offer document or offeree board circular, or other documents issued under the Codes on Takeovers and Mergers and Share Repurchases as appropriate. After the end of the offer period, the provider of the documents on display may make arrangements to remove such documents from display on the SFC websites.

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The signer also confirms this printed form is generated from the soft copy being submitted.

	English	Chinese	Stock code
Name of firm/company providing DoD <b>**Note : this should be the provider of the DoD or the financial or legal adviser of the issuer of the documents</b>	Differ Group Holding Company Limited		
Contact Person of the Provider - Name	Tam Wai Tak Victor		
- Position	Company Secretary		
- Phone Number	2619 9947		
Offeree / Name of the target company	Differ Group Holding Company Limited	鼎豐集團控股有限公司	06878
Offeror	Shi Hongjiao	施鴻嬌	
Document Type	Offeree board circular	受要約公司董事局通告	
Document Date (dd/mm/yyyy) e.g. 06/01/2006	28/12/2018		
Address of the websites where the documents are displayed pursuant to Note 1 to Rule 8 of the Takeovers Code	<a href="http://www.dfh.cn/en/">http://www.dfh.cn/en/</a>	<a href="http://www.dfh.cn/">http://www.dfh.cn/</a>	
Authorised Signature of the provider of the DoD <b>**Note: This should be signed by the provider of the DoD or the financial or legal adviser of the issuer of the documents. The signer also confirms this printed form is generated from the soft copy being submitted.</b>			
- Name	Ng Chi Chung		
- Position	Director		

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Control Total		Please prepare all your PDF files in one single directory and in a way that each document, even after being splitted into multiple files, will bear the same "File Name Prefix" (i.e. first 6 characters); Then Click this [Extract] button to extract all PDF file "names & sizes" from your selected directory into this form		
Number of Documents	49			
Number of PDF Files	51			
Total File Size	120.76 MB			
List of Documents on Display				
Document Description		Partition	File Name	File Size
English	Chinese	File must be in Portable Document Format (PDF)		<= 10 MB
(001) Memorandum and Articles of Association of the Company (Eng)	(001) 本公司的組織章程大綱及細則 (英文)	All	<a href="#">(001) Memorandum and Articles of Association of the Company (Eng).pdf</a>	0.60 MB
(002) Memorandum and Articles of Association of the Company (Chi)	(002) 本公司的組織章程大綱及細則 (中文)	All	(002) Memorandum and Articles of Association of the Company (Chi).pdf	0.99 MB
(003) AR2015 (Eng)	(003) 2015公司年報 (英文)	All	(003) AR2015 (Eng).pdf	0.84 MB
(004) AR2015 (Chi)	(004) 2015公司年報 (中文)	All	(004) AR2015 (Chi).pdf	1.28 MB
(005) AR2016 (Eng)	(005) 2016公司年報 (英文)	All	(005) AR2016 (Eng).pdf	1.89 MB
(006) AR2016 (Chi)	(006) 2016公司年報 (中文)	All	(006) AR2016 (Chi).pdf	2.29 MB
(007) AR2017 (Eng)	(007) 2017公司年報 (英文)	All	(007) AR2017 (Eng).pdf	2.43 MB
(008) AR2017 (Chi)	(008) 2017公司年報 (中文)	All	(008) AR2017 (Chi).pdf	3.27 MB
(009) IR2018 (Eng)	(009) 2018公司中期報 (英文)	All	(009) IR2018 (Eng).pdf	1.70 MB
(010) IR2018 (Chi)	(010) 2018公司中期報 (中文)	All	(010) IR2018 (Chi).pdf	2.14 MB
(011) Letter from the Board	(011) 董事會函件	All	(011) Letter from the Board.pdf	2.89 MB
(012) Letter from the Connected Transaction IBC	(012) 關連交易獨立董事會委員會函件	All	(012) Letter from the Connected Transaction IBC.pdf	0.21 MB

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(013) Letter from IBC	(013) 獨立董事會委員會函件	All	(013) Letter from IBC.pdf	0.24 MB
(014) Letter from IFA	(014) 裕韜資本函件	All	(014) Letter from IFA.pdf	3.02 MB
(015) Accountants_ report of the Target Group	(015) 目標集團會計師報告	All	(015) Accountants_ report of the Target Group.pdf	1.35 MB
(016) Report on the unaudited pro forma financial information	(016) 未經審核備考財務資料報告	All	(016) Report on the unaudited pro forma financial information.pdf	0.44 MB
(017) Valuation report on the properties (Eng)	(017) 物業的估值報告	All	(017) Valuation report on the properties (Eng).pdf	2.25 MB
(018) Material contracts – finance lease agreement_29.12.16	(018) 重大合同 – 融資租賃協議_29.12.16	All	(018) Material contracts – finance lease agreement_29.12.16.pdf	7.18 MB
(019) Material contracts – loan agreement_14.02.17	(019) 重大合同 – 貸款協議_14.02.17	All	(019) Material contracts – loan agreement_14.02.17.pdf	2.03 MB
(020) Material contracts – entrusted loan agreement_05.05.17	(020) 重大合同 – 委託貸款協議_05.05.17	All	(020) Material contracts – entrusted loan agreement_05.05.17.pdf	1.36 MB
(021) Material contracts – entrusted loan agreement_05.05.17	(021) 重大合同 – 委託貸款協議_05.05.17	All	(021) Material contracts – entrusted loan agreement_05.05.17.pdf	1.37 MB
(022) Material contracts – finance lease agreement_09.05.17	(022) 重大合同 – 融資租賃協議_09.05.17	All	(022) Material contracts – finance lease agreement_09.05.17.pdf	1.63 MB
(023) Material contracts – guarantee service agreements_29.06.2017	(023) 重大合同 – 擔保服務協議_29.06.17	All	(023) Material contracts – guarantee service agreements_29.06.2017.pdf	2.43 MB
(024) Material contracts – guarantee service agreements_29.06.17	(024) 重大合同 – 擔保服務協議_29.06.17	All	(024) Material contracts – guarantee service agreements_29.06.17.pdf	2.45 MB
(025) Material contracts – guarantee service agreements_29.06.17	(025) 重大合同 – 擔保服務協議_29.06.17	All	(025) Material contracts – guarantee service agreements_29.06.17.pdf	2.46 MB
(026) Material contracts – loan agreement_29.06.17	(026) 重大合同 – 貸款協議_29.06.17	All	(026) Material contracts – loan agreement_29.06.17.pdf	2.21 MB
(027) Material contracts – placing agreement_01.08.17	(027) 重大合同 – 配售協議_01.08.17	All	(027) Material contracts – placing agreement_01.08.17.pdf	1.11 MB

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(028) Material contracts – guarantee service master agreement_14.09.17	(028) 重大合同 – 擔保服務總協議_14.09.17	All	(028) Material contracts – guarantee service master agreement_14.09.17.pdf	3.38 MB
(029) Material contracts – conditional sale and purchase agreement_27.09.17	(029) 重大合同 – 買賣協議_27.09.17	All	(029) Material contracts – conditional sale and purchase agreement_27.09.17.pdf	3.34 MB
(030) Material contracts – entrusted loan agreement_28.09.17	(030) 重大合同 – 委託貸款協議_28.09.17	All	(030) Material contracts – entrusted loan agreement_28.09.17.pdf	1.31 MB
(031) Material contracts – entrusted loan agreement_28.09.17	(031) 重大合同 – 委託貸款協議_28.09.17	All	(031) Material contracts – entrusted loan agreement_28.09.17.pdf	1.30 MB
(032) Material contracts – conditional sale and purchase agreement_27.10.17	(032) 重大合同 – 有條件買賣協議_27.10.17	All	(032) Material contracts – conditional sale and purchase agreement_27.10.17.pdf	5.86 MB
(033) Material contracts – conditional sale and purchase agreement_21.11.17	(033) 重大合同 – 有條件買賣協議_21.11.17	All	(033) Material contracts – conditional sale and purchase agreement_21.11.17.pdf	4.20 MB
(034) Material contracts – master agreement_20.04.18	(034) 重大合同 – 總協議_20.04.18	All	(034) Material contracts – master agreement_20.04.18.pdf	0.16 MB
(035) Material contracts – placing and subscription agreement_21.06.18	(035) 重大合同 – 配售及認購協議_21.06.18	All	(035) Material contracts – placing and subscription agreement_21.06.18.pdf	2.22 MB
(036) Material contracts – sale and purchase agreement_27.07.18	(036) 重大合同 – 買賣協議_27.07.18	1	(036) Material contracts – sale and purchase agreement_27.07.18 - 001.pdf	7.78 MB
		2	(036) Material contracts – sale and purchase agreement_27.07.18 - 002.pdf	8.68 MB
(037) Material contracts – placing agreement_14.09.18	(037) 重大合同 – 配售協議_14.09.18	1	(037) Material contracts – placing agreement_14.09.18 - 001.pdf	8.71 MB
		2	(037) Material contracts – placing agreement_14.09.18 - 002.pdf	8.14 MB
(038) Material contracts – sale and purchase agreement_18.09.18	(038) 重大合同 – 買賣協議_18.09.18	All	(038) Material contracts – sale and purchase agreement_18.09.18.pdf	1.60 MB
(039) Material contracts – conditional sale and purchase agreement_07.11.18	(039) 重大合同 – 有條件買賣協議_07.11.18	All	(039) Material contracts – conditional sale and purchase agreement_07.11.18.pdf	0.82 MB
(040) Material contracts – confirmation letter A_13.11.18	(040) 重大合同 – 確認書甲_13.11.18	All	(040) Material contracts – confirmation letter A_13.11.18.pdf	0.13 MB

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(041) Material contracts – confirmation letter B_13.11.18	(041) 重大合同 – 確認書乙_13.11.18	All	(041) Material contracts – confirmation letter B_13.11.18.pdf	0.14 MB
(042) Conditional Sale and purchase agreement_07.11.18	(042) 有條件買賣協議_07.11.18	All	(042) Conditional Sale and purchase agreement_07.11.18.pdf	0.82 MB
(043) Consent letter from BDO Limited	(043) 立信德豪會計師事務所有限公司專家函件	All	(043) Consent letter from BDO Limited.pdf	0.05 MB
(044) Consent letter from Euto Capital	(044) 裕韜資本專家函件	All	(044) Consent letter from Euto Capital.pdf	0.04 MB
(045) Consent letter from Jones Lang LaSalle (Eng)	(045) 仲量聯行專家函件	All	(045) Consent letter from Jones Lang LaSalle (Eng).pdf	0.38 MB
(046) Consent letter from Tian Yuan Law Firm (Eng)	(046) 天元律師事務所函件	All	(046) Consent letter from Tian Yuan Law Firm (Eng).pdf	0.26 MB
(047) Circular of the Company_23.12.17	(047) 本公司通函_23.12.17	All	(047) Circular of the Company_23.12.17.pdf	1.89 MB
(048) Circular of the Company_24.12.18	(048) 本公司通函_24.12.18	All	(048) Circular of the Company_24.12.18.pdf	2.67 MB
(049) Circular of the Company_28.12.18	(049) 本公司通函_28.12.18	All	(049) Circular of the Company_28.12.18.pdf	4.84 MB
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