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) COMPLETION OF ISSUE OF SERIES A BONDS; AND (2) THE ENTERING INTO OF THE SUPPLEMENTAL DEED TO THE SUBSCRIPTION AND PLACING AGREEMENT

Placing Agent

信達國際證券有限公司
CINDA INTERNATIONAL SECURITIES LIMITED
Cinda International Securities Limited

(1) COMPLETION OF ISSUE OF SERIES A BONDS

The Board is pleased to announce that all the Series A Bonds Conditions Precedent have been fulfilled and the Series A Bonds Closing took place on 18 May 2016. The HI Series A Bonds in the principal amount of US$20,000,000 have been issued to Huarong Subscriber, and the CI Series A Bonds in the principal amount of US$10,000,000 have been issued to Cinda Subscriber on 18 May 2016.

(2) THE SUPPLEMENTAL DEED TO THE SUBSCRIPTION AND PLACING AGREEMENT

The Board further announces that on 18 May 2016 (after trading hours), the Company, Cinda Subscriber and the Placing Agent entered into the Supplemental Deed to amend and vary (i) the Placing Period, to the period commencing from the date of execution of the Supplemental Deed for a period of three weeks and ending on 8 June 2016, unless the parties to the Supplemental Deed otherwise mutually agree in writing; and (ii) the Series B Bonds Long Stop Date to 8 June 2016, unless the parties to the Supplemental Deed otherwise mutually agree in writing.

Reference is made to the announcement (the "**Announcement**") of the Company dated 6 May 2016, in relation to, the Subscription and Placing Agreement and the transactions contemplated thereunder. Capitalised terms used herein shall have the same meanings as those defined in the Announcement unless the context requires otherwise.

COMPLETION OF ISSUE OF SERIES A BONDS

The Board is pleased to announce that all the Series A Bonds Conditions Precedent have been fulfilled and the Series A Bonds Closing took place on 18 May 2016. The HI Series A Bonds in the principal amount of US$20,000,000 have been issued to Huarong Subscriber, and the CI Series A Bonds in the principal amount of US$10,000,000 have been issued to Cinda Subscriber on 18 May 2016.

Assuming there is no adjustment to the Initial Conversion Price, a total of 181,395,348 new Shares will be allotted and issued to Huarong Subscriber upon conversion of the HI Series A Bonds in full, and a total of 90,697,674 new Shares will be allotted and issued to Cinda Subscriber upon conversion of the CI Series A Bonds in full.

THE SUPPLEMENTAL DEED TO THE SUBSCRIPTION AND PLACING AGREEMENT

The Board further announces that on 18 May 2016 (after trading hours), the Company, Cinda Subscriber and the Placing Agent entered into a supplemental deed to the Subscription and Placing Agreement (the "**Supplemental Deed**") to amend and vary (i) the Placing Period, to the period commencing from the date of execution of the Supplemental Deed for a period of three weeks and ending on 8 June 2016, unless the parties to the Supplemental Deed otherwise mutually agree in writing; and (ii) the Series B Bonds Long Stop Date to 8 June 2016, unless the parties to the Supplemental Deed otherwise mutually agree in writing.

Save for the aforesaid, all other terms and conditions of the Subscription and Placing Agreement remain unchanged.

Shareholders and potential investors should note that Completion of the Placing is subject to fulfillment of the conditions as set out in the section headed "Series B Bonds Conditions Precedent" in the Announcement. As the Placing may or may not proceed, Shareholders and potential investors are reminded to exercise caution when dealing in the Shares.

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

Hong Kong, 18 May 2016

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