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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)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the "**Meeting**") of Differ Group Holding Company Limited (the "**Company**") will be held on Friday, 16 December 2016 at 9:30 a.m. at 19/F, Prosperity Tower, 39 Queen's Road Central, Central, Hong Kong for the purpose of considering and, if thought fit, passing with or without amendments, the following ordinary resolution:

ORDINARY RESOLUTION

"**THAT**

(a) the conditional equity transfer agreement dated 28 October 2016 (the "**Equity Transfer Agreement**", a copy of which has been produced to the EGM marked "A" and signed by the chairman of the EGM for the purposes of identification), entered into between 福建省鼎豐創業投資有限公司 (in English, for identification purpose only, as Fujian Differ Venture Capital Company Limited) as vendor and 贛州市問鼎商務諮詢有限公司 (in English, for identification purpose only, as Ganzhou Wen Ding Business Consulting Company Limited) as purchaser in relation to the sale and purchase of 6.25% equity interest in 中南成長(天津市)股權投資基金合伙企業 (有限合伙) (in English, for identification purpose only, as Zhongnan Chengzhang (Tianjin Shi) Equity Investment Fund Partnership Limited (Limited Partnership)), a limited partnership established in the People's Republic of China, and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified, as the case may be; and

(b) any one or more of the directors (the "**Directors**") of the Company be authorised, for and on behalf of the Company, to take all steps necessary or expedient in his/their opinion to approve and implement and/or give effect to the Equity Transfer Agreement and the transactions contemplated thereunder, including, among other things, to sign and deliver for and on behalf of the Company or its relevant subsidiary any and all documents necessary or desirable for giving effect to such agreements, or making non-material amendments thereto but including the authority to waive any conditions (save where they are stated not capable of being waived) and the authority to amend the time by which completions of such agreements are to take place."

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

Hong Kong, 30 November 2016

Registered office:
Cricket Square
Hutchins Drive
P.O. Box 2681
Grand Cayman KY1-1111
Cayman Islands

Head office and principal place of business in the Peoples' Republic of China (the "PRC"):
23rd Floor, Tower 11
166 Tapu East Road
Xiamen, PRC

Head office and principal place of business in Hong Kong registered under Part XI of the Companies Ordinance
Room 1602
Euro Trade Centre
13-14 Connaught Road Central
Central, Hong Kong

Notes:

1. A member entitled to attend and vote at the Meeting is entitled to appoint one or more proxy to attend and, subject to the provisions of the articles of association of the Company, to vote on his/her/its behalf. A proxy need not be a member of the Company but must be present in person at the Meeting to represent the member. If more than one proxy is so appointed, the appointment shall specify the number and class of shares in respect of which each such proxy is so appointed.

2. A form of proxy for use at the Meeting is enclosed. Whether or not you intend to attend the Meeting in person, you are encouraged to complete and return the enclosed form of proxy in accordance with the instructions printed thereon.

3. In order to be valid, the form of proxy, together with a power of attorney or other authority, if any, under which it is signed, or a certified copy of such power or authority must be deposited at the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong, not less than 48 hours before the time appointed for holding the Meeting or any adjournment thereof.

4. Completion and return of a proxy form shall not preclude a member from attending and voting in person at the Meeting or any adjournment thereof and in such event, the proxy form appointing a proxy shall be deemed to be revoked.

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.