

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 howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.

This announcement appears for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for any securities.

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) VERY SUBSTANTIAL ACQUISITION AND
CONNECTED TRANSACTION
IN RELATION TO THE ACQUISITION OF
THE ENTIRE ISSUED SHARE CAPITAL OF
PRIME THRIVE INVESTMENTS LIMITED
INVOLVING ISSUE OF CONSIDERATION SHARES
UNDER SPECIFIC MANDATE;
AND
(2) APPLICATION FOR WHITEWASH WAIVER**

COMPLETION OF THE ISSUE OF THE CONSIDERATION SHARES

Reference is made to (1) the announcement (the “**Announcement**”) of Differ Group Holding Company Limited (the “**Company**”) dated 7 November 2018 in relation to, among others, the Acquisition and the application for the Whitewash Waiver; (2) the Company’s announcement dated 13 November 2018 in relation to, among others, the aggregation and reclassification of the Acquisition as a very substantial acquisition; (3) the Company’s announcement dated 28 November 2018 in relation to delay in despatch of the Circular; (4) the Company’s corrigendum announcement dated 30 November 2018; (5) the Company’s announcement dated 12 December 2018 in relation to further delay in despatch of the Circular; (6) the Company’s announcement dated 27 December 2018 in relation to further delay in despatch of the Circular; (7) the Company’s announcement dated 10 January 2019 in relation to the despatch of the Circular on 31 December 2018; and (8) the Company’s announcement dated 18 January 2019 in relation to the poll results of the EGM and grant of Whitewash Waiver. Unless otherwise the context requires, capitalised terms used in this announcement shall have the same meanings as those defined in the Circular.

The Board is pleased to announce that all conditions precedent in respect of the Acquisition set out under the sub-section headed “Condition precedent” in the “Letter from the Board” of the Circular have been fulfilled and the completion of the allotment and issue of the Consideration Shares took place on 23 January 2019. 1,033,000,000 Shares were issued by the Company to Expert Corporate Limited (as the Vendor's nominee) pursuant to the Agreement.

Set out below is the shareholding structure of the Company (i) Immediately prior to the Completion; (ii) Immediately following the Completion and the allotment and issue of the Consideration Shares; and (iii) Immediately following the Completion and allotment and issue of Consideration Shares (assuming all outstanding share options have been exercised on or before the Completion):

	(i) Immediately prior to the Completion		(ii) Immediately following the Completion and allotment and issue of Consideration Shares		(iii) Immediately following the Completion and allotment and issue of Consideration Shares (assuming all outstanding share options have been exercised on or before the Completion)	
	No. of Shares	Approx.%	No. of Shares	Approx.%	No. of Shares	Approx.%
Expert Corporate Limited (Note 1)	1,968,200,000	36.92%	3,001,200,000	47.16%	3,001,200,000	46.85%
Mr. Hong (Note 3)	—	—	—	—	6,400,000	0.10%
Sub-total of the Concert Group	1,968,200,000	36.92%	3,001,200,000	47.16%	3,007,600,000	46.95%
Ever Ultimate Limited (Note 2)	1,115,800,000	20.93%	1,115,800,000	17.54%	1,115,800,000	17.42%
Mr. Ng Chi Chung (Notes 2 & 3)	12,098,000	0.23%	12,098,000	0.19%	18,498,000	0.29%
Public Shareholders	2,234,289,880	41.92%	2,234,289,880	35.11%	2,234,289,880	34.88%
Other holders of share options (Note 3)	—	—	—	—	29,394,000	0.46%
Total:	5,330,387,880	100.00%	6,363,387,880	100.00%	6,405,581,880	100.00%

Notes:

- (1) Expert Corporate is beneficially wholly-owned by Mr. Hong, the chairman and the executive Director of the Company. Mr. Hong is therefore deemed to be interested in the Shares owned by Expert Corporate.
- (2) Ever Ultimate Limited is beneficially wholly-owned by Mr. Ng Chi Chung. Mr. Ng Chi Chung is therefore deemed to be interested in the Shares owned by Ever Ultimate Limited.

- (3) The share options refer to the total of 42,194,000 outstanding share options granted by the Company on 25 April 2016 pursuant to the share option scheme of the Company adopted on 26 November 2013.

By order of the Board
Differ Group Holding Company Limited
NG CHI CHUNG
Chief Executive Officer and
Executive Director

Hong Kong, 23 January 2019

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. LAM Kit Lam and Mr. ZENG Haisheng.

The directors of the Company jointly and severally accept full responsibility for the accuracy of information contained in this announcement and confirm, having made all reasonable inquiries, that to the best of their knowledge, opinions expressed in this announcement have been arrived at after due and careful consideration and there are no other facts not contained in this announcement, the omission of which would make any statement in this announcement misleading.

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