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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)

POLL RESULTS OF EXTRAORDINARY GENERAL MEETING HELD ON 12 JANUARY 2018

The Resolutions as set out in the Notice for approving the Acquisition, the granting of the Specific Mandate and the provisions of Financial Assistance were duly passed by the Independent Shareholders at the EGM held on 12 January 2018 by way of poll.

References are made to the circular of the Company (the “**Circular**”) and the accompanying notice of EGM (the “**Notice**”), both of which are dated 23 December 2017, in relation to the Acquisition, the granting of the Specific Mandate and the provisions of the Financial Assistance. Capitalised terms used herein shall have the same meanings as those defined in the Circular unless the context defined otherwise.

POLL RESULT OF THE EGM

The Company is pleased to announce that the ordinary resolutions (the “**Resolutions**”) as set out in the Notice were duly passed by the Independent Shareholders at the EGM held on 12 January 2018 by way of poll.

As at the date of the EGM, a total of 4,236,009,880 Shares were in issue. As disclosed in the Circular, the Vendor, Mr. Hong, Expert Corporate and their respective associates are required to abstain from voting on the Resolutions at the EGM. As at the date of the EGM, Mr. Hong and his associate, namely Expert Corporate, are interested in 1,884,200,000 Shares, representing approximately 44.48% of the total issued share capital of the Company, and had abstained from voting on the Resolutions at the EGM. Accordingly, the total number entitling the Independent Shareholders to attend and vote for or against the Resolutions at the EGM was 2,351,809,880 Shares, representing approximately 55.52% of the issued share capital of the Company as at the date of the EGM. No Shareholder was entitled to attend and abstain from voting in favour of the Resolutions at the EGM as set out in Rule 13.40 of the Listing Rules.

Tricor Investor Services Limited, the Company's branch share registrar in Hong Kong, acted as the scrutineer for the vote-taking at the EGM. Set out below are the poll results for the Resolutions:

No.	Resolutions	Number of votes (%)	
		For	Against
1.	To approve the Acquisition and the granting of the Specific Mandate as set out in resolution 1 in the Notice	1,157,685,970 (99.96%)	450,000 (0.04%)
2.	To approve the provisions of Financial Assistance as set out in resolution 2 in the Notice	1,157,685,970 (99.96%)	450,000 (0.04%)

Note: The full text of the Ordinary Resolutions is set out in the Notice.

As more than 50% of the votes were cast in favour of the Resolutions, the Resolutions were duly passed by the Independent Shareholders at the EGM.

No Shareholder had stated his/her/its intention in the Circular to vote against or to abstain from voting on the Resolutions at the EGM.

By order of the Board
Differ Group Holding Company Limited
Ng Chi Chung
Chief Executive Officer and Executive Director

Hong Kong, 12 January 2018

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.