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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)**

## **MAJOR TRANSACTION IN RELATION TO THE DISPOSAL OF 51% EQUITY INTEREST IN FUJIAN CHINA OVERSEAS URBAN DEVELOPMENT CO., LTD\***

### **GRANT OF WAIVER FROM STRICT COMPLIANCE WITH RULE 14.41(A) OF THE LISTING RULES**

Reference is made to the announcement of Differ Group Holding Company Limited (the “**Company**”) dated 12 November 2020 in respect of, amongst other things, the major transaction in relation to the disposal of 51% equity interest in Fujian China Overseas Urban Development Co., Ltd\* (the “**Announcement**”). Unless otherwise defined, capitalised terms used herein shall have the same meanings as those defined in the Announcement.

As disclosed in the Announcement, a circular (the “**Circular**”) in respect of the Disposal was expected to be despatched to the Shareholders on or before 3 December 2020 in accordance with the Listing Rules. As additional time is required to prepare the information to be included in the Circular, the Company, with the agreement of all relevant professional parties, has applied to the Stock Exchange for a waiver from strict compliance with Rule 14.41(a) of the Listing Rules (the “**Waiver**”) in respect of the despatch of a circular on the Disposal within 15 business days after the publication of the Announcement.

The Stock Exchange has granted the Waiver to the Company on condition that the Company will despatch the circular in relation to the Proposed Acquisition on or before 11 December 2020 and disclose the Waiver by way of this announcement. The Stock Exchange may change or withdraw the Waiver if the Company’s situation changes.

\* *for identification purpose only.*

In accordance with Rule 14.44 of the Listing Rules, the Company has obtained written shareholders' approval from (i) Expert Corporate Limited, who holds 3,001,200,000 Shares (representing approximately 41.63% of issued Shares of the Company); (ii) Ever Ultimate Limited, who holds 822,000,000 Shares (representing approximately 11.40% of issued Shares of the Company) and (iii) Mr. Ng Chi Chung ("**Mr. Ng**"), who holds 305,898,000 Shares (representing approximately 4.24% of issued Shares of the Company) in the Company. Together, the abovementioned Shareholders collectively hold 4,129,098,000, Shares in the Company (representing approximately 57.28% of the voting rights at the general meeting of the Company) to approve the Disposal, in lieu of holding a general meeting.

Expert Corporate Limited, Ever Ultimate Limited and Mr. Ng constitute "a closely allied group of Shareholders" of the Company under Rule 14.45 of the Listing Rules as (i) Expert Corporate Limited has been a shareholder of the Company since 2013 and is wholly and beneficially owned by Mr. Hong Mingxian ("**Mr. Hong**"), who has been the chairman and executive director of the Company since the listing of its Shares on the Stock Exchange; (ii) Ever Ultimate Limited has been a shareholder of the Company since 2013 and has been wholly and beneficially owned by Mr. Ng since 2017 (for details, please refer to the announcement of the Company dated 12 April 2017), who has been the chief executive officer and executive director of the Company since the listing of its Shares on the Stock Exchange; (iii) Expert Corporate Limited and Ever Ultimate Limited have voted on the same side for all of the shareholders' resolutions of the Company in which they were both entitled to vote (i.e. not abstained from voting because he had a material interest in the relevant transaction); and (iv) Mr. Hong and Mr. Ng have known each other before the incorporation of the Company and have both been Shareholders of the Company for a considerable period of time (7 years and 4 years respectively).

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

Hong Kong, 3 December 2020

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

*As at the date of this announcement, the executive Directors are Mr. HONG Mingxian and Mr. NG Chi Chung; the non-executive Directors are Mr. CAI Huatan and Mr. WU Qinghan; and the independent non-executive Directors are Mr. CHAN Sing Nun, Mr. LAM Kit Lam and Mr. CHEN Naiké.*