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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: 8056)

POLL RESULTS OF THE ANNUAL GENERAL MEETING HELD ON 5 MAY 2015

The Board is pleased to announce that all the proposed resolutions set out in the Notice (as defined below) were duly passed by way of poll at the annual general meeting of the Company held on 5 May 2015 (the “AGM”).

Reference is made to the circular (the “**Circular**”) of Differ Group Holding Company Limited (the “**Company**”) dated 5 March 2015 and in the notice of AGM (the “**Notice**”) contained herein. Unless stated otherwise, capitalised terms used herein shall have the same meanings as those defined in the Circular.

POLL RESULTS OF THE AGM

The board (the “**Board**”) of directors (the “**Director(s)**”) of the Company is pleased to announce that all the proposed resolutions set out in the Notice were duly passed by way of poll at the AGM.

The Company’s branch share registrar in Hong Kong, Tricor Investor Services Limited, was appointed as the scrutineer for the purpose of vote-taking at the AGM.

As at the AGM date, the total number of issued shares in the Company was 1,000,000,000 Shares, which was equivalent to the total number of Shares entitling the shareholders of the Company (the “**Shareholders**”) to attend and vote for or against the proposed resolutions at the AGM. To the best of the Directors’ knowledge, belief and information, no Shareholders had a material interest in the resolutions proposed at the AGM. No Shareholders were entitled to attend the AGM and abstain from voting in favour of the required resolutions as set out in Rule 17.47A of the GEM Listing Rules. No Shareholders were required under the GEM Listing Rules to abstain from voting on the proposed resolutions at the AGM. No Shareholders were entitled to attend and vote only against any resolutions at the AGM. No Shareholder has stated his/her/its intention in the Circular to vote against or to abstain from voting on any proposed resolutions at the AGM.

The poll results in respect of all the proposed resolutions at the AGM were as follows:

ORDINARY RESOLUTIONS		Number of Shares represented by votes cast (Approximate %)	
		FOR	AGAINST
1	To receive and consider the audited consolidated financial statements and the reports of the Directors and auditors of the Company for the year ended 31 December 2014	750,000,313 (100%)	0 (0%)
2	2.1 (a) To re-elect Mr. Ng Chi Chung as an executive Director	750,000,313 (100%)	0 (0%)
	(b) To re-elect Mr. Cai Jianfeng as a non-executive Director	750,000,313 (100%)	0 (0%)
	(c) To re-elect Mr. Chan Sing Nun as an independent non-executive Director	750,000,313 (100%)	0 (0%)
3	To re-appoint BDO Limited as the auditors of the Company and to authorise the Board to fix their remuneration	750,000,313 (100%)	0 (0%)
4	To grant a general mandate to the Directors to issue, allot and otherwise deal with the Shares	750,000,313 (100%)	0 (0%)
5	To grant a general mandate to the Directors to repurchase the Shares	750,000,313 (100%)	0 (0%)
6	To add the nominal amount of the Shares repurchased by the Company under repurchase mandate granted under resolution numbered 5 to the general mandate granted to the Directors under resolution numbered 4	750,000,313 (100%)	0 (0%)

As more than 50% of the votes were cast in favour of each of the above resolutions, all the proposed resolutions were duly passed as ordinary resolutions of the Company by way of poll at the AGM.

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

Hong Kong, 5 May 2015

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.

This announcement, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this announcement is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this announcement misleading.

This announcement will remain on the “Latest Listed Company Information” page of the website of the Stock Exchange at www.hkexnews.hk for at least seven days from the day of its posting. This announcement will also be published on the Company’s website at www.dfh.cn.