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This announcement is for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for securities of Differ Group Holding Company Limited (the “Company”).

Unless otherwise defined in this announcement, capitalized terms in this announcement shall have the same meanings as those defined in the prospectus dated 3 December 2013 (the “Prospectus”) issued by the Company.

DIFFER GROUP HOLDING COMPANY LIMITED

鼎豐集團控股有限公司

(incorporated in the Cayman Islands with limited liability)

NOTICE OF LISTING BY WAY OF PLACING ON THE GROWTH ENTERPRISE MARKET OF THE STOCK EXCHANGE OF HONG KONG LIMITED

Number of Placing Shares : 250,000,000 Placing Shares
Placing Price : not be more than HK\$0.78 per Placing Share and is expected to be not less than HK\$0.60 per Placing Share (payable in full on application, plus brokerage of 1%, SFC transaction levy of 0.003% and Stock Exchange trading fee of 0.005%)
Nominal value : HK\$0.01 each
Stock code : 8056

Sponsor



大有融資有限公司
MESSIS CAPITAL LIMITED

**Joint Bookrunners and Joint Lead Managers
(in alphabetical order)**



中國富強金融集團
CHINA FORTUNE
FINANCIAL GROUP



KINGSTON SECURITIES LTD



Sinomax Securities Ltd.
佳富達證券

Copies of the Prospectus required by the GEM Listing Rules and the Companies Ordinance are available, for information purposes, during normal office hours from 9:00 a.m. to 5:00 p.m. at the offices of Messis Capital Limited at Room 1606, 16th Floor, Tower 2, Admiralty Centre, 18 Harcourt Road, Hong Kong from 3 December 2013 up to and including 9 December 2013.

Pursuant to the Underwriting Agreement, the Company is offering 250,000,000 Placing Shares by way of Placing, on and subject to the terms and conditions set out in the Prospectus and the Underwriting Agreement. The Company has also granted the Over-allotment Option to Kingston Securities Limited under the Underwriting Agreement pursuant to which Kingston Securities Limited or its agent may at any time up to the 30th day after the date of the Prospectus exercise the Over-allotment Option to require the Company to allot and issue up to an aggregate of 37,500,000 additional Placing Shares, representing 15% of the initial number of Placing Shares at the Placing Price, to cover any over-allocations in the Placing.

Application for the Placing Shares will only be considered on the basis of the terms and conditions as stated in the Prospectus. The Placing is conditional upon the fulfillment of the conditions set forth under the paragraph headed “Conditions of the Placing” in the section headed “Structure of the Placing” in the Prospectus. Prospective investors of the Placing Shares should note that Kingston Securities Limited (on behalf of the Underwriters) is entitled to terminate the Underwriting Agreement by notice in writing to the Company given by Kingston Securities Limited (on behalf of the Underwriters), upon the occurrence of any of the events set forth under the paragraph headed “Grounds for termination” in the section headed “Underwriting” in the Prospectus at any time prior to 8:00 a.m. (Hong Kong time) on the Listing Date, i.e. 9 December 2013. In the event that the conditions of the Placing as mentioned therein are not fulfilled (or, where applicable, not waived) prior to the date specified in the Prospectus, the Placing will lapse and the subscription money will be refunded to the placees or the Underwriters without interest and the Stock Exchange will be notified immediately. Notice of the lapse of the Placing will be published by the Company on the website of the Stock Exchange (www.hkexnews.hk) and the Company’s website (www.dingfeng-cn.com) on the next business day following the date of such lapse.

Application has been made to the Listing Division of the Stock Exchange for the listing of and permission to deal in the Shares issued and to be issued pursuant to the Placing, the Capitalisation Issue, the exercise of the Over-allotment Option or any option which may be granted under the Share Option Scheme as described in the Prospectus. Subject to the granting of the listing of, and permission to deal in, the Shares on GEM as mentioned in the Prospectus and the compliance with the stock admission requirements of HKSCC, the Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the Listing Date, or, under contingent situation, any other date as determined by HKSCC. Settlement of transactions between participants of the Stock Exchange is required to take place in CCASS on the second business day after any trading day. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time. All necessary arrangements have been made for the Shares to be admitted into CCASS.

No receipt will be issued for application monies paid. The Company will not issue temporary documents of title.

The Placing Price is expected to be fixed by the Price Determination Agreement between Kingston Securities Limited (on behalf of the Underwriters) and the Company on the Price Determination Date. The Price Determination Date is expected to be on Tuesday, 3 December 2013. If for any reason, the Placing Price is not agreed on that date, or such later date as agreed by the Company and Kingston Securities Limited (for itself and on behalf of the Underwriters), the Placing will not become unconditional and will not proceed. In such event, the Company will issue an announcement on the website of the Stock Exchange (www.hkexnews.hk) and the Company's website at (www.dingfeng-cn.com) on or before Tuesday, 3 December 2013.

The Placing Price will not be more than HK\$0.78 per Placing Share and is expected to be not less than HK\$0.60 per Placing Share. Share certificates for the Pricing Shares will only become valid documents of title when the Placing has become unconditional in all respects and the Underwriting Agreement has not been terminated in accordance with its term prior to 8:00 a.m. (Hong Kong time) on the Listing Date. No temporary documents of title will be issued by the Company. No receipt will be issued for the subscription monies for the Placing Shares.

The announcement of the level of indication of interest in the Placing and the basis of allocation of the Placing Shares will be published on the website of the Stock Exchange at www.hkexnews.hk and the Company's website at www.dingfeng-cn.com on or before Friday, 6 December 2013.

Dealings in the Shares on GEM are expected to commence at 9:00 a.m. on Monday, 9 December 2013. Shares will be traded in board lots of 5,000 Shares each. The GEM stock code for the Shares is 8056.

By Order of the Board
Differ Group Holding Company Limited
Hong Mingxian
Chairman

Hong Kong, 3 December 2013

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 in this announcement misleading.

This announcement and a copy of the Prospectus will remain on the website of the Stock Exchange (www.hkexnews.hk) and in the case of this announcement, on the “Latest Company Announcements” page for at least 7 days from the date of its posting. This announcement and a copy of the Prospectus will also be published on the Company’s website (www.dingfeng-cn.com).