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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)

DISCLOSEABLE TRANSACTION PROVISION OF FINANCIAL ASSISTANCE

The Board is pleased to announce that on 16 December 2013, the Entrusted Loan Agreement was entered into between Differ VC (as the entrusting party), the Lending Bank (as the entrusted party and the lender) and the Customer (as the borrower). Pursuant to the Entrusted Loan Agreement, Differ VC has agreed to entrust the Lending Bank with the Entrusted Fund in the total amount of RMB35,000,000 (equivalent to approximately HK\$44,640,000) for the purpose of lending the same to the Customer for a term of 3 months.

As certain applicable percentage ratio under Rule 19.07 of the GEM Listing Rules in respect of the Entrusted Loan Agreement were more than 5% but less than 25%, the Transaction constitutes a discloseable transaction for the Company under Chapter 19 of the GEM Listing Rules and is therefore subject to the reporting and announcement requirements under the GEM Listing Rules.

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Summarised below are the principal terms of the Entrusted Loan Agreement:

THE ENTRUSTED LOAN AGREEMENT

Date of the Entrusted Loan Agreement : 16 December 2013

Entrusting party : Differ VC

Entrusted party : The Lending Bank

Borrower	:	The Customer
Principal	:	RMB35,000,000 (equivalent to approximately HK\$44,640,000)
Interest rate	:	1.8% per month
Loan period	:	3 months
Security and guarantee	:	The Entrusted Loan is secured by: <ul style="list-style-type: none"> (i) the pledge of a piece of residential and commercial land in the PRC which is valued by an independent valuer at approximately RMB55,000,000 (equivalent to approximately HK\$70,150,000); (ii) personal guarantees of 2 individuals who are related to the Customer; and (iii) corporate guarantee of a company which is related to the Customer and is principally engaged in real estate development in the PRC.
Repayment	:	The Customer shall repay the interests on a monthly basis and the principal amount at the end of the loan period

FUNDING OF THE ENTRUSTED FUND

The Group will finance the Entrusted Fund mainly by using the net proceeds from the Placing (as defined in the prospectus of the Company dated 3 December 2013) and partly by its internal resources.

INFORMATION ON THE CUSTOMER

The Customer is a limited liability company established in the PRC and is principally engaged in real estate development in the PRC.

To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, the Customer and its ultimate beneficial owner and the guarantors providing personal/corporate guarantees are third parties independent of the Company and connected persons of the Company.

INFORMATION ON THE LENDING BANK

The Lending Bank is a local branch of a PRC commercial bank principally engaged in the provision of a range of banking services and related financial services.

To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, the Lending Bank and its ultimate beneficial owners are third parties independent of the Company and connected persons of the Company.

INFORMATION ON THE GROUP AND DIFFER VC

The Group is a provider of short to medium-term financing and financing-related solutions in Fujian Province and is principally engaged in the provision of (i) financing guarantee services, (ii) pawn loans, (iii) financial consultation services, (iv) entrusted loans and (v) finance lease services.

Differ VC is a limited liability company established in the PRC and an indirect wholly-owned subsidiary of the Company. Differ VC is principally engaged in the entrusted loan business of the Group.

REASONS FOR, AND BENEFITS OF, ENTERING INTO THE TRANSACTION

Taking into account the principal business activities of the Group, granting the Entrusted Loan to the Customer is in the ordinary and usual course of business of the Group.

The terms of the Entrusted Loan (including the principal amount and the interest rate) were negotiated on an arm's length basis between Differ VC and the Customer based on, among other things, the financing need as requested by the Customer, the quality and value of the security and guarantees provided, and the Group's assessment on the source of funds for repayment and the business conditions and creditworthiness of the Customer. The Directors are of the view that the Entrusted Loan Agreement were entered into on normal commercial terms in accordance with the Group's approval procedures. Taking into account the approval procedures undertaken by the Group and that interest income is expected to be generated as a result of the entering into of the Entrusted Loan Agreement, the Directors consider that the terms of the Transaction are fair and reasonable and in the interest of the Company and the Shareholders as a whole.

IMPLICATIONS UNDER THE GEM LISTING RULES

As certain applicable percentage ratio under Rule 19.07 of the GEM Listing Rules in respect of the Entrusted Loan Agreement were more than 5% but less than 25%, the Transaction constitutes a discloseable transaction for the Company under Chapter 19 of the GEM Listing Rules and is therefore subject to the reporting and announcement requirements under the GEM Listing Rules.

DEFINITIONS

In this announcement, the following terms shall have the meanings set opposite them unless the context requests otherwise:

“Board”	the board of Directors
“Company”	Differ Group Holding Company Limited
“Customer”	a limited liability company established in the PRC which is principally engaged in the real estate development in the PRC

“Differ VC”	廈門市鼎豐創業投資有限公司 (Xiamen Differ Venture Capital Company Limited), an indirect wholly-owned subsidiary of the Company
“Director(s)”	the director(s) of the Company
“Entrusted Fund”	a sum of RMB35,000,000 (equivalent to approximately HK\$44,640,000) made available by Differ VC to the Customer through the entrustment arrangement with the Lending Bank pursuant to the Entrusted Loan Agreement
“Entrusted Loan”	the entrusted loan granted by Differ VC to the Customer through the Lending Bank pursuant to the Entrusted Loan Agreement
“Entrusted Loan Agreement”	the entrusted loan agreement dated 16 December 2013 entered into between Differ VC (as the entrusting party), the Lending Bank (as the entrusted party and the lender) and the Customer (as the borrower) in relation to the granting of the Entrusted Loan to the Customer
“Fujian Province”	福建省 (Fujian Province), a province on the southeast coast of the PRC
“GEM”	the Growth Enterprise Market of the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Lending Bank”	a local branch of a PRC commercial bank
“PRC”	the People’s Republic of China, for the purpose of this announcement excludes Hong Kong, Macau Special Administrative Region of the PRC and Taiwan
“Shareholder(s)”	shareholder(s) of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Transaction”	the granting of the Entrusted Loan to the Customer pursuant to the Entrusted Loan Agreement
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong

“RMB”

Renminbi, the lawful currency of the PRC

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

Hong Kong, 16 December 2013

In this announcement, translation of RMB into HK\$ is based on the exchange rate of HK\$1:RMB0.784. No representation is made that any amounts in RMB and HK\$ can be or could have been converted at the above exchange rate or any other rates.

In this announcement, translated English names of Chinese entities for which no official English translation exists are unofficial translations for identification purposes only, and in the event of any inconsistency between the Chinese names and their English translation, the Chinese names shall prevail.

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, (i) the information contained in this announcement is accurate and complete in all material respects and not misleading or deceptive; and (ii) there are no other matters the omission of which would make any statement in 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.dingfeng-cn.com.