

**THE STOCK EXCHANGE OF HONG KONG LIMITED**  
(A wholly-owned subsidiary of Hong Kong Exchanges and Clearing Limited)

**APPENDIX 5**

**FORMS RELATING TO LISTING**

**FORM F**

**THE GROWTH ENTERPRISE MARKET (GEM)**

**COMPANY INFORMATION SHEET**

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this information sheet, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this information sheet.

**Company name:** Differ Group Holding Company Limited 鼎豐集團控股有限公司

**Stock code (ordinary shares):** 8056

This information sheet contains certain particulars concerning the above company (the “Company”) which is listed on the Growth Enterprise Market (“GEM”) of the Stock Exchange of Hong Kong Limited (the “Exchange”). These particulars are provided for the purpose of giving information to the public with regard to the Company in compliance with the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited (the “GEM Listing Rules”). They will be displayed at the GEM website on the Internet. This information sheet does not purport to be a complete summary of information relevant to the Company and/or its securities.

The information in this sheet was updated as of 31 March 2014.....

**A. General**

Place of incorporation: Cayman Islands

Date of initial listing on GEM: 9 December 2013

Name of Sponsor(s): Messis Capital Limited

Names of directors:  
(please distinguish the status of the directors  
- Executive, Non-Executive or Independent  
Non-Executive)

**Executive directors**  
HONG Mingxian  
NG Chi Chung  
CAI Huatan

**Non-executive directors:**  
CAI Jianfeng  
WU Qinghan

**Independent non-executive directors:**  
CHAN Sing Nun  
TSANG Hin Man Terence  
ZENG Haisheng

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Name(s) of substantial shareholder(s): (as such term is defined in rule 1.01 of the GEM Listing Rules) and their respective interests in the ordinary shares and other securities of the Company	Name	Number of shares	Percentage of shareholding interests
	Expert Corporate Limited	450,000,000 (Note 1)	45%
	SHI Hongjiao	450,000,000 (Note 1)	45%
	HONG Mingxian	450,000,000 (Note 2)	45%
	Ever Ultimate Limited	300,000,000 (Note 3)	30%
	CAI Huatan	300,000,000 (Note 3)	30%

## Notes:

1. These Shares were held by Expert Corporate Limited, which was wholly and beneficially owned by SHI Hongjiao.
2. HONG Mingxian is the spouse of SHI Hongjiao and is deemed to be interested in the 450,000,000 Shares held by Expert Corporate Limited under the SFO.
3. These Shares were held by Ever Ultimate Limited, which was wholly and beneficially owned by CAI Huatan.

Name(s) of company(ies) listed on GEM or the Main Board of the Stock Exchange within the same group as the Company:	N/A
Financial year end date:	31 December
Registered address:	Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman KY1-1111, Cayman Islands
Head office and principal place of business:	<b>Headquarters and principal place of business in the PRC:</b> 23rd Floor, Tower 11, 166 Tapu East Road, Xiamen, PRC  <b>Principal place of business in Hong Kong:</b> 19th Floor, Prosperity Tower, 39 Queen's Road Central, Central, Hong Kong
Web-site address (if applicable):	<a href="http://www.dfh.cn">www.dfh.cn</a>
Share registrar:	<b>Principal share registrar and transfer office:</b> Codan Trust Company (Cayman) Limited Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman KY1-1111, Cayman Islands  <b>Hong Kong branch share registrar and transfer office:</b> Tricor Investor Services Limited Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong
Auditors:	BDO Limited 25th Floor, Wing On Centre, 111 Connaught Road Central Hong Kong

**B. Business activities**

The Company and its subsidiaries are principally engaged in the provision of financing guarantee services, the provision of pawn loan, the provision of financial consultation services, the provision of entrusted loans and the provision of finance lease services.

**C. Ordinary shares**

Number of ordinary shares in issue:	<u>1,000,000,000</u>
Par value of ordinary shares in issue:	<u>HK\$0.01</u>

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Board lot size (in number of shares): 5,000

Name of other stock exchange(s) on which ordinary shares are also listed: N/A

**D. Warrants**

Stock code: N/A

Board lot size: N/A

Expiry date: N/A

Exercise price: N/A

Conversion ratio: N/A  
(Not applicable if the warrant is denominated in dollar value of conversion right)

No. of warrants outstanding: N/A

No. of shares falling to be issued upon the exercise of outstanding warrants: N/A

**E. Other securities**

Details of any other securities in issue.  
(i.e. other than the ordinary shares described in C above and warrants described in D above but including options granted to executives and/or employees).

(Please include details of stock code if listed on GEM or the Main Board or the name of any other stock exchange(s) on which such securities are listed).

If there are any debt securities in issue that are guaranteed, please indicate name of guarantor.

N/A

**Responsibility statement**

The directors of the Company (the "Directors") as at the date hereof hereby collectively and individually accept full responsibility for the accuracy of the information contained in this information sheet ("the Information") and confirm, having made all reasonable inquiries, that to the best of their knowledge and belief the Information is accurate and complete in all material respects and not misleading or deceptive and that there are no other matters the omission of which would make any Information inaccurate or misleading.

The Directors also collectively and individually accept full responsibility for submitting a revised information sheet, as soon as reasonably practicable after any particulars on the form previously published cease to be accurate.

The Directors acknowledge that the Stock Exchange has no responsibility whatsoever with regard to the Information and undertake to indemnify the Exchange against all liability incurred and all losses suffered by the Exchange in connection with or relating to the Information.

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Signed:

\_\_\_\_\_  
HONG Mingxian

\_\_\_\_\_  
NG Chi Chung

\_\_\_\_\_  
CAI Huatan

\_\_\_\_\_  
CAI Jianfeng

\_\_\_\_\_  
WU Qinghan

\_\_\_\_\_  
CHAN Sing Nun

\_\_\_\_\_  
TSANG Hin Man Terence

\_\_\_\_\_  
ZENG Haisheng

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**NOTES**

- (1) *This information sheet must be signed by or pursuant to a power of attorney for and on behalf of each of the Directors of the Company.*
- (2) *Pursuant to rule 17.52 of the GEM Listing Rules, the Company must submit to the Exchange (in the electronic format specified by the Exchange from time to time) for publication on the GEM website a revised information sheet, together with a hard copy duly signed by or on behalf of each of the Directors, as soon as reasonably practicable after any particulars on the form previously published cease to be accurate.*
- (3) *Please send a copy of this form by facsimile transaction to Hong Kong Securities Clearing Company Limited (on 2815-9353) or such other number as may be prescribed from time to time) at the same time as the original is submitted to the Exchange.*