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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)**

## **CLARIFICATION TO PRESS ARTICLES**

The board (the “**Board**”) of directors (the “**Directors**”) of Differ Group Holding Company Limited (the “**Company**”, and together with its subsidiaries, the “**Group**”) noted that there were several press articles (the “**Articles**”) published on 14 November 2014 which reported, among other things, that Mr. Hong Mingxian (“**Mr. Hong**”), the chairman of the Board and an executive Director, had made certain statements that the Group will (i) commence P2P and internet microfinance business; (ii) invest RMB100 million in the distressed asset management business in 2015; and (iii) commence money lending business in Hong Kong (collectively, the “**New Businesses**”).

In relation to the above information reported in the Articles, the Board would like to clarify as follows:

- The Board would like to emphasize that prior to the publication of the Articles, the Board had never discussed any plan, timetable or possibility to commence any of the New Businesses and the Group had not commenced any of the New Businesses, except to the extent that Differ Financial Holdings Limited (“**Differ Hong Kong**”), an indirect wholly-owned subsidiary of the Company, has been in the process of applying for a money lender’s licence in Hong Kong as at the date of the Articles.
- Differ Hong Kong made an application for a money lender’s licence in Hong Kong in August 2014. Such application has been granted by the Licencing Court on 18 November 2014. The Board would like to emphasize that such application was made solely for the purpose of providing the flexibility for the Group to readily expand into the Hong Kong money lending industry in the future should it consider appropriate and in the interest of the Company and its shareholders (the “**Shareholders**”). Up to the date of this announcement, the Board has yet to decide the business scale of money lending business in Hong Kong and the Group may or may not commence such business, depending on the Board’s further discussion and decision. Further announcement will be made by the Company if the Group launches money lending business in Hong Kong.

- The Board does not rule out the possibility of expanding into different areas of the financing and financing-related solutions business by the Group in the future, including but not limited to the New Businesses, so long as such expansion(s) is in the interest of the Company and the Shareholders as a whole. However, the Board would like to emphasize again that except to the extent disclosed in the preceding paragraph, the Board had never discussed any plan, timetable or possibility to commence any of the New Businesses and the Group had not commenced any of the New Businesses prior to the publication of the Articles.
- After becoming aware of the Articles and having considered (i) that the New Businesses are in line with the Group's core business activities of providing financing and financing-related solutions and (ii) the potential merits of the New Businesses as mentioned by Mr. Hong, the Board intends to direct that a preliminary study regarding the New Businesses be carried out by the Company in due course. Subject to the results of such preliminary study, the Board will further determine whether it is in the interest of the Company and the Shareholders as a whole to commence any of the New Businesses, and if so, the specific business models, strategies and timetable for doing so. Should there be any decision by the Board in relation to the above, the Company will make separate announcement(s) as and when appropriate in compliance with the applicable laws and regulations.

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

Hong Kong, 18 November 2014

*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 Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited 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.*

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