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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)**

## **VOLUNTARY ANNOUNCEMENT STRATEGIC COOPERATION FRAMEWORK AGREEMENT WITH THE BANK OF COMMUNICATIONS CO., LTD. XIAMEN BRANCH**

This is a voluntary announcement made by Differ Group Holding Company Limited (the “**Company**”, and together with its subsidiaries, the “**Group**”).

The board (the “**Board**”) of directors (the “**Directors**”) of the Company is pleased to announce that on 21 April 2015, Differ Group (China) Company Limited (鼎豐集團(中國)有限公司) (“**Differ China**”), an indirect wholly-owned subsidiary of the Company, entered into a strategic cooperation framework agreement (the “**Framework Agreement**”) with the Bank of Communications Co., Ltd., Xiamen Branch (“**BoComm Xiamen**”).

The Framework Agreement serves as a mutual understanding of intention of future business strategic cooperation between Differ China and BoComm Xiamen and is non-legally binding. The Framework Agreement is valid for five years. Pursuant to the Framework Agreement, in order to satisfy the different needs of Differ China in its business operations, BoComm Xiamen agreed in principle to provide Differ China and its related companies with comprehensive financial products and services with aggregate values totaling RMB1.2 billion, provided that in any case for which cooperation is sought:

- (a) any feasibility study and financing plan of the relevant project shall be approved by the relevant authorities and the commencement of the relevant project shall be approved by the relevant authorities;
- (b) any self-fundraising of the relevant project is completed;
- (c) the relevant loan shall satisfy the relevant laws, regulations, regulatory documents, and any other regulatory requirements;

- (d) the relevant loan shall be reviewed and approved by BoComm Xiamen after BoComm Xiamen's credit due diligence and approval procedures;
- (e) BoComm Xiamen is provided with securities and guarantees to its satisfaction and all loan conditions as approved by BoComm Xiamen are implemented.

Specific details of the type and amount of financial products and services to be provided by BoComm Xiamen to Differ China and its related companies are not specified in the Framework Agreement and are subject to further negotiations between the parties on a case-by-case basis in the future in each case for which cooperation is sought.

BoComm Xiamen is the Xiamen branch of Bank of Communications Co., Ltd. According to publicly available information, Bank of Communications Co., Ltd. is listed on the main board of The Stock Exchange of Hong Kong Limited with stock code 3328 and is principally engaged in the provision of corporate and personal banking services and other financial and banking related services. To the best of the knowledge, information and belief of the Directors having made all reasonable enquiries, BoComm Xiamen is a third party independent of the Company and connected persons of the Company.

The Board considers that the strategic cooperation relationship with BoComm Xiamen under the Framework Agreement provides strategic values to the Group in terms of various aspects including but not limited to enhancing the Group's reputation, increasing the Group's recognition by customers, as well as providing convenience and potential economic benefits to the Group in conducting its various businesses such as the possibilities of obtaining referrals of customers from BoComm Xiamen, obtaining banking facilities from BoComm Xiamen, gaining BoComm Xiamen's acceptance for the Group to act as guarantor in terms of the Group's guarantee business, etc. As such, the Board is of the view that entering into the Framework Agreement is in the interest of the Company and its shareholders as a whole.

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

Hong Kong, 21 April 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 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.*

*This announcement will remain on the “Latest Listed Company Information” page of the website of the Stock Exchange at [www.hkexnews.hk](http://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](http://www.dfh.cn).*