

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, 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 announcement.

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 AND ADVANCE TO AN ENTITY

The Board is pleased to announce that on 5 May 2015, the Entrusted Loan Agreements were 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 Agreements, Differ VC has entrusted the Lending Bank with an amount of RMB50,000,000 (equivalent to approximately HK\$62,500,000) for the purpose of lending the same to the Customer for a term of 72 days.

IMPLICATIONS UNDER THE GEM LISTING RULES

As certain applicable percentage ratios under Rule 19.07 of the GEM Listing Rules in respect of the Entrusted Loan 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.

As the assets ratio as defined under Rule 19.07(1) of the GEM Listing Rules in respect of the amount of the Entrusted Loan together with the interest income arising therefrom exceeds 8%, the Transaction is also subject to the general disclosure obligations under Rule 17.15 of the GEM Listing Rules. The information required to be disclosed pursuant to Rule 17.15 of the GEM Listing Rules in respect of the Transaction is disclosed in the announcement.

The Board is pleased to announce that on 5 May 2015, the Entrusted Loan Agreements were 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 Agreements, Differ VC has entrusted the Lending Bank with an amount of RMB50,000,000 (equivalent to approximately HK\$62,500,000) for the purpose of lending the same to the Customer for a term of 72 days.

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

THE ENTRUSTED LOAN AGREEMENTS

- Date of the Entrusted Loan Agreements : 5 May 2015
- Entrusting party : Differ VC
- Entrusted party : The Lending Bank
- Borrower : The Customer
- Principal : RMB50,000,000 (equivalent to approximately HK\$62,500,000)
- Interest rate : 1.75% per month
- Loan period : 72 days
- Repayment : The Customer shall repay the interests on a monthly basis and the principal amount at the end of the loan period

Security and guarantees:

- 1) the pledge of a piece of residential land in the PRC which is valued by an independent valuer at approximately RMB138 million;
- 2) personal guarantee of one individual; and
- 3) corporate guarantees of two companies which are related to the Customer and are principally engaged in real estate development in the PRC.

SOURCE OF FUNDING

The Entrusted Loan was funded by the Group’s internal resources.

INFORMATION ON THE CUSTOMER

The Customer is a limited liability company established in the PRC and, together with its associate companies, is principally engaged in property development and trading of construction materials 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 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, (v) finance lease services and (vi) distressed asset management 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, the Transaction is in the ordinary and usual course of business of the Group.

The terms of the Entrusted Loan Agreements (including the principal amount, the interest rate and loan period) were negotiated on an arm's length basis between Differ VC and the Customer based on, among other things, the financing needs 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 Agreements 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 Agreements, 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 ratios under Rule 19.07 of the GEM Listing Rules in respect of the Entrusted Loan 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.

As the assets ratio as defined under Rule 19.07(1) of the GEM Listing Rules in respect of the amount of the Entrusted Loan together with the interest income arising therefrom exceeds 8%, the Transaction is also subject to the general disclosure obligations under Rule 17.15 of the GEM Listing Rules. The information required to be disclosed pursuant to Rule 17.15 of the GEM Listing Rules in respect of the Transaction is disclosed in the announcement.

DEFINITIONS

In this announcement, the following terms shall have the meanings set out below unless the context requires otherwise:

“Board”	the board of Directors
“Company”	Differ Group Holding Company Limited
“Customer”	廈門九天豪傑實業有限公司 (Xiamen Jiu Tian Hao Jie Industrial Limited), a limited liability company established in the PRC which is, together with its associate companies, principally engaged in property development and trading of construction materials 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 Loan”	the entrusted loan in the amount of RMB50,000,000 (equivalent to approximately HK\$62,500,000) granted by Differ VC to the Customer through the Lending Bank pursuant to the Entrusted Loan Agreements
“Entrusted Loan Agreements”	the entrusted loan agreements dated 5 May 2015 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 Agreements
“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, 5 May 2015

In this announcement, translation of RMB into HK\$ is based on the exchange rate of HK\$1:RMB0.8. 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 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 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.dfh.cn.