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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: 6878)**

## **DISCLOSURE PURSUANT TO RULES 13.17 AND 13.18 OF THE LISTING RULES**

This announcement is made by Differ Group Holding Company Limited (the “**Company**”) pursuant to Rules 13.17 and 13.18 of the Rules (the “**Listing Rules**”) Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.

The board of directors (the “**Directors**”) of the Company would like to announce that on 14 December 2017, the Company as borrower entered into a term loan agreement (the “**Loan Agreement**”) with a lender (the “**Lender**”), pursuant to which the Lender agreed to grant the term loan to the Company of US\$10,000,000.

### **PLEDGE OF SHARES BY A CONTROLLING SHAREHOLDER**

In accordance with the Loan Agreement, Ever Ultimate Limited (“**Ever Ultimate**”), one of the controlling shareholders (as defined in the Listing Rules) of the Company, which is wholly-owned by Mr. Ng Chi Chung, an executive Director, has executed a share and account charge (“**Share and Account Charge**”) in favour of the Lender, pursuant to which Ever Ultimate has charged all the securities, including the 400,000,000 shares (the “**Shares**”) of the Company as collaterals, and assets, in a designated securities account of Ever Ultimate as security for, among others, the performance and repayment obligation of the Company under the Loan Agreement.

Reference is made to the announcement of the Company dated 29 June 2017 in relation to, among other matters, the execution of an account charge (the “**Previous Account Charge**”) by Ever Ultimate in favour of Jianda Value Investment Fund L.P. (“**Jianda**”), whereby Ever Ultimate was required to maintain not less than 550,000,000 Shares and assets in the securities account (the “**Cinda Securities Account**”) opened by Ever Ultimate with Cinda International Securities Limited as a security for, among other matters, the performance and repayment obligations of the Company under the loan agreements dated 14 February 2017 (the “**First Jianda Loan Agreement**”) and dated 29 June 2017 (the “**Second Jianda Loan Agreement**”), both entered into by the Company as borrower and Jianda as lender.

As the Company has arranged to repay the loan under the First Jianda Loan Agreement in full, by a deed of release dated 14 December 2017, Jianda has released and discharged Ever Ultimate's obligations and liabilities under the Previous Account Charge and contemporaneously Ever Ultimate has executed a new account charge dated 14 December 2017 in favour of Jianda, whereby Ever Ultimate is required to maintain not less than 350,000,000 Shares in the Cinda Securities Account as a security for the performance and repayment obligation of the Company in relation to the loan of US\$9,000,000 under the Second Jianda Loan Agreement.

By order of the board of  
**Differ Group Holding Company Limited**  
**HONG Mingxian**  
*Chairman and executive Director*

Hong Kong, 14 December 2017

*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. LAM Kit Lam and Mr. ZENG Haisheng.*