

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: 6878)

DISCLOSEABLE TRANSACTION PROVISION OF FINANCIAL ASSISTANCE

PROVISION OF FINANCIAL ASSISTANCE

The Board is pleased to announce that on 20 April 2018, the Entrusted Loan Master Agreement was entered into between Differ Dai and the Customer. Pursuant to the Entrusted Loan Master Agreement, Differ Dai agreed to provide entrusted loans with an aggregate amount up to RMB150,000,000 to the Customer through the Lending Bank for a period of 24 months. In order to grant loans under the Entrusted Loan Master Agreement, separate entrusted loan agreements will be entered into among Differ Dai, the Lending Bank and the Customer. During any time within the period of the Entrusted Loan Master Agreement, the aggregate outstanding loan balance granted to the Customer by Differ Dai under the entrusted loan agreements entered pursuant to the Entrusted Loan Master Agreement shall not exceed RMB150,000,000, being the Entrusted Loan Cap.

IMPLICATIONS UNDER THE LISTING RULES

As certain applicable percentage ratios under Rule 14.07 of the Listing Rules in respect of the amount of the Entrusted Loan Cap were more than 5% but less than 25%, the Transaction constitutes a discloseable transaction for the Company under Chapter 14 of the Listing Rules and is therefore subject to the reporting and announcement requirements under the Listing Rules.

PROVISION OF FINANCIAL ASSISTANCE

The Board is pleased to announce that on 20 April 2018, the Entrusted Loan Master Agreement was entered into between Differ Dai and the Customer. Pursuant to the Entrusted Loan Master Agreement, Differ Dai agreed to provide entrusted loans with an aggregate amount up to RMB150,000,000 to the Customer through the Lending Bank for a period of 24 months. In order to grant loans under the Entrusted Loan Master Agreement, separate entrusted loan agreements will be entered into among Differ Dai, the Lending Bank and the Customer. During any time within the period of the Entrusted Loan Master Agreement, the aggregate outstanding loan balance granted to the Customer by Differ Dai under the entrusted loan agreements entered pursuant to the Entrusted Loan Master Agreement shall not exceed RMB150,000,000, being the Entrusted Loan Cap.

ENTRUSTED LOAN MASTER AGREEMENT

Summarised below are the principal terms of the Entrusted Loan Master Agreement:

Date of the Entrusted Loan Master Agreement	:	20 April 2018
Entrusting party	:	Differ Dai
Entrusted party	:	The Lending Bank
Borrowers	:	The Customer
Entrusted Loan Cap	:	Up to RMB150,000,000 (equivalent to approximately HK\$185,185,000)
Interest rate	:	17.0% per annum
Loan period	:	24 months
Repayment	:	Customer shall repay the interests on a monthly basis and the principal amount at the end of the loan period
Early repayment	:	Customer shall have an option at any time to make repayment of the whole or part of the entrusted loan and the relevant interests after the date of loan drawdown subject to customer giving Differ Dai not less than five days advance notice in writing

SECURITY AND GUARANTEES

The Entrusted Loan Master Agreement is secured by the pledge of the equity rights from the shareholders of the Customer at fair value of approximately RMB172,000,000 (equivalent to HK\$212,346,000).

SOURCE OF FUNDING

The Entrusted Loan Master Agreement is funded by the Group's internal resources.

INFORMATION ON THE CUSTOMER

The Customer is a limited liability company established in the PRC and is principally engaged in investment and management of assets and investment advisory service in the PRC.

To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, the Customer and its ultimate beneficial owners 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 DAI

The Group is a provider of short to medium-term financing and financing-related solutions in PRC and is principally engaged in the provision of (i) asset management services, (ii) finance lease services and (iii) financial services.

Differ Dai is a limited liability company established in the PRC and an indirect wholly-owned subsidiary of the Company. Differ Dai is principally engaged in the express 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 Master Agreement (including the principal amounts, the interest rates and the loan periods) were negotiated on an arm's length basis between the Group 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 Master Agreement was 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 Master Agreement, 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 LISTING RULES

As certain applicable percentage ratios under Rule 14.07 of the Listing Rules in respect of the amount of the Entrusted Loan Cap were more than 5% but less than 25%, the Transaction constitutes a disclosable transaction for the Company under Chapter 14 of the Listing Rules and is therefore subject to the reporting and announcement requirements under the Listing Rules.

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”	a limited liability company established in the PRC which is principally engaged in investment and management of assets and investment advisory service in the PRC
“Differ Dai”	廈門市鼎豐貸投資諮詢有限公司(Xiamen Differ Dai Investment Consulting Company Limited), an indirect wholly-owned subsidiary of the Company
“Director(s)”	The director(s) of the Company
“Entrusted Loan Cap”	the entrusted loan cap of RMB150,000,000 (equivalent to approximately HK\$185,185,000) pursuant to the Entrusted Loan Master Agreement
“Entrusted Loan Master Agreement”	the master agreement dated 20 April 2018 entered into between Differ Dai and the Customer, pursuant to which Differ Dai agreed to provide entrusted loans with an aggregate amount up to RMB150,000,000 (equivalent to approximately HK\$185,185,000) through the Lending Bank to the Customer
“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
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“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 entrusted loans under the Entrusted Loan Master Agreement
“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, 20 April 2018

In this announcement, translation of RMB into HK\$ is based on the exchange rate of HK\$1:RMB0.81. 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. LAM Kit Lam and Mr. ZENG Haisheng.