

Unless otherwise defined, terms and expressions used in this announcement shall have the same meanings as those defined in the prospectus dated 3 December 2013 (the “Prospectus”) issued by Differ Group Holding Company Limited (the “Company”).

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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)

LISTING ON THE GROWTH ENTERPRISE MARKET OF THE STOCK EXCHANGE OF HONG KONG LIMITED BY WAY OF PLACING

**Number of Placing Shares : 250,000,000 Placing Shares (subject to
the Over-allotment Option)**
**Placing Price : HK\$0.78 per Share (plus brokerage fee of
1%, SFC transaction levy of 0.003%
and Stock Exchange trading fee of
0.005%)**
Nominal value : HK\$0.01 each
Stock code : 8056

Sponsor



大有融資有限公司
MESSIS CAPITAL LIMITED

**Joint Bookrunners and Joint Lead Managers
(in alphabetical order)**



中國富強金融集團
**CHINA FORTUNE
FINANCIAL GROUP**



KINGSTON SECURITIES LTD



Sinomax Securities Ltd.
佳富達證券

- On 3 December 2013, the Placing Price was determined at HK\$0.78 per Placing Share (excluding brokerage fee of 1%, SFC transaction levy of 0.003% and Stock Exchange trading fee of 0.005%).
- After deducting the related expenses, the net proceeds to be received by the Company from the Placing are estimated to be approximately HK\$175.0 million (assuming the Over-allotment Option is not exercised).
- The 250,000,000 Shares offered by the Company under the Placing has been moderately over-subscribed.
- As at the date of this announcement, the Over-allotment Option has not been exercised. In the event the Over-allotment Option is exercised, an announcement will be made at Company's website at www.dingfeng-cn.com and the Stock Exchange's website at www.hkexnews.hk.
- Pursuant to the Placing, 250,000,000 Shares have been conditionally allocated to a total of 132 selected professional, institutional and other investors.
- The Directors confirm that all placees under the Placing are independent of and not connected with the Company, any of the Directors, chief executive, Controlling Shareholders, Substantial Shareholders or significant shareholders of the Company or any of its subsidiaries, and their respective associates (as defined in the GEM Listing Rules) or any person or group of persons as stated in Rule 10.12(4) of the GEM Listing Rules or any nominees of the foregoing. No placee will, individually, be placed with more than 10% of the enlarged issued share capital of the Company immediately after completion of the Capitalisation Issue and the Placing.
- The Directors confirm that immediately after completion of the Capitalisation Issue and the Placing, the public float of the Company will be 25% of the enlarged issued share capital of the Company and not more than 50% of the Shares in public hands at the time of the Listing will be owned by the three largest public Shareholders.
- Dealings in the Shares on GEM are expected to commence at 9:00 a.m. on Monday, 9 December 2013. Shares will be traded in board lots of 5,000 Shares each. The stock code of the Shares is 8056.
- **Investors should be aware that the concentration of Shareholders may affect the liquidity of the Shares. Consequently, Shareholders and potential investors are advised to exercise caution when dealing in the Shares.**

PLACING PRICE AND USE OF PROCEEDS

On 3 December 2013, the Placing Price was determined at HK\$0.78 per Placing Share (exclusive of brokerage fee of 1%, SFC transaction levy of 0.003% and Stock Exchange trading fee of 0.005%).

After deducting the related expenses, the net proceeds to be received by the Company from the Placing are estimated to be approximately HK\$175.0 million. The Directors intend to apply the net proceeds of the Placing as follows:

	Up to 31		For the six months ending			Total
	December	30 June	31	30 June	31	
	2013	2014	2014	2015	2015	
	HK\$ million	HK\$ million	HK\$ million	HK\$ million	HK\$ million	HK\$ million
Further development of finance lease business	—	78.0	—	—	—	78.0
Strengthening of entrusted loan business	34.3	17.5	—	—	—	51.8
Enhancement of guarantee services	11.4	11.4	11.7	—	—	34.5
Improvement on risk management	—	1.1	1.1	1.1	1.7	5.0
Net proceeds reserved for general working capital	5.7	—	—	—	—	5.7
	<u>51.4</u>	<u>108.0</u>	<u>12.8</u>	<u>1.1</u>	<u>1.7</u>	<u>175.0</u>

LEVEL OF INDICATIONS OF INTERESTS UNDER THE PLACING

The 250,000,000 Shares offered by the Company under the Placing has been moderately over-subscribed.

As at the date of this announcement, the Over-allotment Option has not been exercised. In the event the Over-allotment Option is exercised, an announcement will be made at Company's website at www.dingfeng-cn.com and the Stock Exchange's website at www.hkexnews.hk.

RESULTS OF ALLOCATION

Pursuant to the Placing, 250,000,000 Shares have been conditionally allocated to a total of 132 selected professional, institutional and other investors. The distribution of the Placing Shares is set out below:

	Aggregate number of Placing Shares allocated	Approximate percentage of the total number of Placing Shares allocated (assuming the Over-allotment Option is not exercised)	Approximate percentage of shareholding over the enlarged issued share capital of the Company immediately after completion of the Capitalisation Issue and the Placing (assuming the Over-allotment Option is not exercised)
Top placee	30,500,000	12.20%	3.05%
Top 5 placees	132,500,000	53.00%	13.25%
Top 10 placees	215,500,000	86.20%	21.55%
Top 25 placees	247,300,000	98.92%	24.73%

Number of Placing Shares allocated

Number of places

5,000 to 10,000	74
10,001 to 100,000	23
100,001 to 1,000,000	17
1,000,001 to 10,000,000	8
10,000,001 and above	10

The Directors confirm that all placees under the Placing are independent of and not connected with the Company, any of the Directors, chief executive, Controlling Shareholders Substantial Shareholders or significant shareholders of the Company or any of its subsidiaries, and their respective associates (as defined in the GEM Listing Rules) or any person or group of persons as stated in Rule 10.12(4) of the GEM Listing Rules or any nominees of the foregoing. No placee will, individually, be placed with more than 10% of the enlarged issued share capital of the Company immediately after completion of the Capitalisation Issue and the Placing.

Investors should be aware that the concentration of Shareholders may affect the liquidity of the Shares. Consequently, Shareholders and potential investors are advised to exercise caution when dealing in the Shares.

OVER-ALLOTMENT OPTION

In connection with the Placing, the Company has granted to Kingston Securities the Over-allotment Option, which is exercisable by Kingston Securities or its agent on behalf of the Underwriters at any time within a period commencing from the date of the Prospectus (i.e. 3 December 2013) and ending on the 30th day after the date of the Prospectus, to require the Company to issue at the Placing Price up to an aggregate of 37,500,000 additional new Shares, representing 15% of the total number of Placing Shares initially available under the Placing, to cover over-allocations in the Placing. If the Over-allotment Option is exercised in full, the Company's issued share capital will increase to 1,037,500,000 Shares and the Placing Shares will represent approximately 27.71% of the Company's enlarged issued share capital immediately following the completion of the Placing and the exercise of the Over-allotment Option.

As at the date of this announcement, the Over-allotment Option has not been exercised. In the event that the Over-allotment Option is exercised, an announcement will be made at Company's website at www.dingfeng-cn.com and the Stock Exchange's website at www.hkexnews.hk.

MINIMUM PUBLIC FLOAT REQUIREMENT

Pursuant to Rule 11.23(7) of the GEM Listing Rules, the Company is required to maintain a public float of at least 25% of its total issued share capital at the time of the Listing and at all times thereafter. Pursuant to Rule 11.23(8) of the GEM Listing Rules, not more than 50% of the Shares in public hands at the time of the Listing shall be owned by the three largest public Shareholders. The Directors confirmed that immediately after completion of the Capitalisation Issue and the Placing, the public float of the Company will be 25% of the issued share capital of the Company and not more than 50% of the Shares in public hands at the time of the Listing will be owned by the three largest public Shareholders.

DEPOSIT OF SHARE CERTIFICATES INTO CCASS

Subject to the granting of the listing of, and permission to deal in, the Shares on GEM and the compliance by the Company with the stock admission requirements of HKSCC, the Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the Listing Date or such other date as determined by HKSCC.

Settlement of transactions between participants of the Stock Exchange is required to take place in CCASS on the second business day after any trading day. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time.

All necessary arrangements have been made for the Shares to be admitted into CCASS.

No receipt will be issued for any application monies paid. The Company will not issue any temporary documents of title.

The share certificates issued in respect of the Placing Shares will be deposited into CCASS on Friday, 6 December 2013 for credit to the relevant CCASS Participants' stock accounts or CCASS Investor Participants' stock accounts designated by the Underwriters, the places or their respective agents (as the case may be).

Prospective investors of the Placing Shares should note that Kingston Securities (for itself and on behalf of the Underwriter) are entitled to terminate the Underwriting Agreement by giving written notice to the Company upon the occurrence of any of the events set forth under the paragraph headed "Grounds for termination" in the section headed "Underwriting" in the Prospectus at any time prior to 8:00 a.m. (Hong Kong time) on the Listing Date. Such events include, without limitation, any act of God, war, riot, public disorder, civil commotion, fire, flood, explosion, epidemic, act of terrorism, strike or lock-out. In the event that the Underwriting Agreement does not become unconditional or is terminated in accordance with its terms and conditions, an announcement will be published by the Company on the website of the Stock Exchange at www.hkexnews.hk and the Company's website at www.dingfeng-cn.com accordingly.

All share certificates will only become valid certificates of title when the Placing has become unconditional in all respects and the Underwriting Agreement has not been terminated in accordance with its terms prior to 8:00 a.m. (Hong Kong Time) on the Listing Date (i.e. Monday, 9 December 2013).

COMMENCEMENT OF DEALINGS

Dealings in the Shares on GEM are expected to commence at 9:00 a.m. on Monday, 9 December 2013.

If there is any change to the expected timetable, an announcement will be published immediately by the Company on the website of the Stock Exchange at www.hkexnews.hk and the Company's website at www.dingfeng-cn.com. Shares will be traded in board lots of 5,000 Shares each. The Stock code of the Shares is 8056.

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

Hong Kong, 6 December 2013

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, (i) the information contained in this announcement is accurate and complete in all material respects and not misleading; (ii) there are no other matters the omission of which would make any statement in this announcement misleading; and (iii) all opinions expressed in this announcement have been arrived at after due and careful consideration and are founded on bases and assumptions that are fair and reasonable.

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.dingfeng-cn.com.