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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)**

## **VOLUNTARY ANNOUNCEMENT**

### **THE STRATEGIC COOPERATION AGREEMENT**

The Board is pleased to announce that the Company and Quanzhou FH Group, an Independent Third Party, entered into the Strategic Cooperation Agreement on 28 March 2021.

The Strategic Cooperation Agreement is a master framework agreement which is not intended to be legally binding.

This is a voluntary announcement made by the Company.

### **THE STRATEGIC COOPERATION AGREEMENT**

The Board is pleased to announce that, on 28 March 2021, the Company entered into the Strategic Cooperation Agreement with Quanzhou FH Group, the largest state-owned financial holding group in Quanzhou with a registered capital of RMB10 billion. The Company understands from Quanzhou FH Group that it currently directly holds 19 companies, with state owned capital investment operations as the main body, and financial integrated services and industrial investment operations as the two wings, including banks, funds, venture capital, asset management, financial leasing, micro-finance, pawning, property rights trading and other businesses in various fields. Further, Quanzhou FH Group intends to vigorously promote independent market operation, fully extend its business reach, and expand in the supply chain business, high-tech industry investment, industrial fund management, commercial factoring business and other fields.

The Strategic Cooperation Agreement serves as a master framework agreement to record the mutual understanding of intention of future strategic cooperation between the Company and Quanzhou FH Group which is not intended to be legally binding.

The proposed strategic cooperation includes, among other things, (i) cooperation in acquiring distressed assets in the Quanzhou District of the PRC; (ii) cooperation in conducting due diligence and devising debt restructuring plans for mergers and/or acquisitions in respect of distressed companies; (iii) cooperating in conducting due diligence in respect of distressed real estate companies and devising restructuring plans for acquisition; (iv) cooperation in developing and operating a new supply chain company, which is intended to provide supply chain management services for institutions, trust asset management and business introduction services, and to provide financial institutions with integrated services such as third party post-loan management services; and (v) any other proposed cooperation, particularly across industrial and financial platforms (each of the above referred to as a “**Project**”).

Prior to commencing of each Project and/or any acquisition, the parties will execute legally binding agreements in respect of each Project (each referred to as a “**Formal Agreement**”). The Group will make announcements in respect of each Formal Agreement in accordance with the Listing Rules as and when appropriate.

The length of cooperation of the Strategic Cooperation Agreement is three years commencing from the date of the Strategic Cooperation Agreement and is subject to an automatic renewal of two years upon expiry of the Strategic Cooperation Agreement provided that both parties have not objected to the renewal.

## **REASONS FOR AND BENEFITS OF ENTERING INTO THE STRATEGIC COOPERATION AGREEMENT**

The Group is principally engaged in the (i) asset management business (including a) property development and investment and b) distressed assets, equities investment and fund management), (ii) provision of financial related services (including finance lease services, express loan services, consultancy services, guarantee services and the security brokerage services) and (iii) commodity trading business.

The Board is of the view that the entering into the Strategic Cooperation Agreement will enable the Group to leverage on the large operating scale, extensive experience, resources and expertise of Quanzhou FH Group as a state owned enterprise to (i) strengthen and diversify the Group’s business and expand the Group’s geographical coverage; (ii) broaden the Group’s customer base; and (iii) realise the Group’s business values and maximise the interest of the shareholders of the Company.

**The Board wishes to emphasise that the strategic cooperation may or may not be materialized and that the Strategic Cooperation Agreement is a master framework agreement which is not intended to be legally binding as at the date of this announcement.**

**Shareholders and potential investors of the Company are advised to exercise caution when dealing in the Shares.**

## DEFINITIONS

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

“associate(s)”	the meaning ascribed thereto in the Listing Rules
“Board”	the board of Directors
“Company”	Differ Group Holding Company Limited (stock code: 6878), a company incorporated in the Cayman Islands with limited liability, whose issued Shares are listed on the Stock Exchange
“Director(s)”	the director(s) of the Company
“Group”	the Company and its subsidiaries
“Independent Third Party(ies)”	any person or company and their respective ultimate beneficial owner(s), to the best of the Directors’ knowledge, information and belief having made all reasonable enquiries, are not connected persons of the Company and are third parties independent of the Company and its connected persons in accordance with the Listing Rules
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“PRC”	the People’s Republic of China which, for the purposes of this announcement, excludes Hong Kong, Macau and Taiwan
“Quanzhou FH Group”	Quanzhou Financial Holding Group Co., Ltd.* (泉州市金融控股集團有限公司), an Independent Third Party
“Share(s)”	the ordinary share(s) of par value of HK\$0.0025 each in the issued share capital of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

“Strategic Cooperation Agreement” the strategic cooperation agreement entered into between the Company and Quanzhou FH Group on 28 March 2021

\* *English translation for identification purpose only*

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

Hong Kong, 30 March 2021

*As at the date of this announcement, the executive Directors are Mr. HONG Mingxian and Mr. NG Chi Chung; the non-executive Directors are Mr. CAI Huatan and Mr. WU Qinghan; and the independent non-executive Directors are Mr. CHAN Sing Nun, Mr. LAM Kit Lam and Mr. CHEN Naike.*