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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 STRATEGIC COOPERATION AGREEMENTS AND BUSINESS COOPERATION AGREEMENTS

Reference is made to the voluntary announcement of Differ Group Holding Company Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) dated 7 August 2021 in relation to, among other matters, the acquisition (the “**Acquisition**”) of online e-commerce platform in the automobile industry in the People’s Republic of China (the “**PRC**”).

STRATEGIC COOPERATION AGREEMENTS

The Board is pleased to announce that to further develop online e-commerce platform in the automobile industry in the PRC, the Group has decided to establish and carry out all its online automobile e-commerce businesses under the brand of Cherries Car# (車厘籽汽車) (“**Cherries Car**”), which will provide comprehensive solutions and services to a wide range of customers ranging from car manufacturers, car dealers to retailing customers.

In order to support the development of Cherries Car, on 31 August 2021, the Company entered into fourteen (14) strategic cooperation agreements (collectively the “**Strategic Cooperation Agreements**”) with 14 strategic partners (collectively, the “**Strategic Partners**”) respectively for the possible cooperation, including but not limited to by way of capital injection to the Strategic Partners or acquisition of equity stakes in the Strategic Partners. Each of the Strategic Cooperation Agreements has a term of one year commencing from 31 August 2021. The fourteen (14) Strategic Cooperation Agreements will support the following five distinct services to be carried out by Cherries Car.

- (a) business to business platform in relation to sale and purchase of automobiles (B2B Automobile Sales# (買賣車))

The Company has identified Qilang (Suzhou) New Energy Automobile Company Limited# (奇狼(蘇州)新能源汽車有限公司) as strategic partner for its B2B Automobile Sales service and entered into the relevant Strategic Cooperation Agreement on 31 August 2021.

- (b) business to customers platform in relation to sale and purchase of automobiles (B2C Automobile Sales# (車智銷))

The Company has identified three (3) strategic partners, namely (i) Sichuan Zhuzi Automobile Sales Company Limited# (四川竹子汽車銷售有限公司); (ii) Diandong Bang Technology (Beijing) Company Limited# (電動邦科技(北京)有限公司); and (iii) Guizhou Botianwen Travel Industry (Group) Company Limited# (貴州博天文旅產業(集團)有限公司) for its B2C Automobile Sales service and entered into the relevant Strategic Cooperation Agreements on 31 August 2021.

- (c) a platform for integration of storage, exhibition and sales of automobile, direct sale and marketing activities, such as organising flash sales, group purchase and advertising (Smart Car City# (雲車城))

The Company has identified two (2) strategic partners, namely (i) Weiwo Intelligent Technology (Tianjin) Company Limited# (帷幄智能科技(天津)有限公司); and (ii) Shenzhen City Yunlai Information Technology Company Limited# (深圳市雲來信息科技有限公司) for its Smart Car City service and entered into the relevant Strategic Cooperation Agreements on 31 August 2021.

- (d) a platform for providing aftersales services, including maintenance and repairs of cars and sale of parts (Automobile Master# (車師傅))

The Company has identified three (3) strategic partners, namely (i) Maipa (Shanghai) Network Technology Company Limited# (麥帕(上海)網絡科技有限公司); (ii) Guangdong Chemayuan Trading Company Limited# (廣東車馬源貿易有限公司); and (iii) Wuhan Zhonghe Dingli Industrial Development Company Limited# (武漢中和鼎力實業發展有限公司) for its Automobile Master service and entered into the relevant Strategic Cooperation Agreements on 31 August 2021.

- (e) a platform providing professional automobile supply chain financing for institutional customers (e.g. car dealers) and finance lease service to retailing customers so as to provide comprehensive financing service to institutional customers as well as retailing customers (Automobile Financing# (車金服)).

The Company has identified five (5) strategic partners, namely (i) Dongguan Oukai Supply Chain Technology Company Limited# (東莞市謳凱供應鏈科技有限公司); (ii) Shanghai Zhizheng Financial Leasing Company Limited# (上海至正融資租賃有限公司); (iii) Beijing Lixiang Shengtong Technology Company Limited# (北京利祥盛通科技有限公司); (iv) Detong Financial Leasing Company Limited# (德通融資租賃有限公司); and (v) Beijing Gaoshihaoye Investment Management Company Limited# (北京高氏浩業投資管理有限公司) for its Automobile Financing service and entered into the relevant Strategic Cooperation Agreements on 31 August 2021.

Pursuant to the Strategic Cooperation Agreements, the Group will leverage on the resources and advantages of the respective Strategic Partners and share the channels and platforms together. The Company will also conduct due diligence on the Strategic Partners, to explore and develop diversified cooperation models, including but not limited to acquisition and/or capital injection. Announcement(s) will be made by the Company for further developments in compliance with the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.

To the best of the Board's knowledge, information and belief, and having made all reasonable enquiries, each of the Strategic Partners and their respective ultimate beneficial owners are all third parties independent of the Company and its connected persons.

BUSINESS COOPERATION AGREEMENTS

On 31 August 2021, Tianjin Free Trade Gancheng Taifeng Technology Company Limited# (天津自貿乾程泰鋒科技有限公司) (the “**PRC Project Company**”), a company indirectly controlled by the Company after the completion of the Acquisition, entered into seven (7) business cooperation agreements (collectively, the “**Business Cooperation Agreements**”) with the following seven (7) business partners (collectively, the “**Business Partners**”) respectively in order to support the operation of Cherries Car:

- (a) Beijing Tiantu Zefeng Supply Chain Management Company Limited# (北京天圖澤豐供應鏈管理有限公司) which provides automobile supply chain financing services to customers of Cherries Car;
- (b) Tianjin Free Trade Pilot Branch of Bohai Bank Company Limited# (渤海銀行股份有限公司天津自貿試驗區分行) which will provide payment gateway for the online platform and mobile app of Cherries Car;
- (c) Guangxi Zhaotuo Investment Management Company Limited# (廣西兆拓投資管理有限公司) which provides consultancy services in relation to investment opportunities of automobile business;

- (d) Beijing Tiandao Insurance Brokers Company Limited# (北京天道保險經紀有限責任公司) which will provide insurance brokerage service to customers of Cherries Car;
- (e) Beijing Yunchewang Network Technology Company Limited# (北京運車網網絡科技有限公司) which will provide intelligent logistics services to Cherries Car;
- (f) Xiamen City Hongshang Investment Management Company Limited# (廈門市洪商投資管理有限公司) which will provide venues for physical delivery of automobiles sold via the online platform and mobile app of Cherries Car; and
- (g) Baoneng Automobile Sales Company Limited# (寶能汽車銷售有限公司) which will supply designated model(s) of automobiles to customers of Cherries Car for purchase.

Subject to further negotiation of the exact terms of cooperation, including but not limited to fees to be charged, the Business Partners will provide supply chain financing, insurance brokerage, electronic payment gateway services and introduce insurance products for Cherries Car's clients, and the PRC Project Company can also make use of the Business Partners' warehouses and venues for physical delivery of automobiles.

To the best of the Board's knowledge, information and belief, and having made all reasonable enquiries, each of the Business Partners and their respective ultimate beneficial owners are all third parties independent of the Company and its connected persons.

REASONS FOR AND BENEFITS OF THE ENTERING INTO OF THE STRATEGIC COOPERATION AGREEMENTS AND BUSINESS COOPERATION AGREEMENTS

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 financial lease services, express loan services, consultancy services, guarantee services and the security brokerage services); (iii) commodity trading business; and (iv) online automobile e-commerce business.

The Board believes that, apart from strengthening and enriching the Group's scope of financing business, given the unique expertise and clientele of each Strategic Partners, the strategic cooperation with the Strategic Partners represents an important step in the development of the Group's online e-commerce platform in the automobile industry and will bring significant business opportunities to the Group's business with a comprehensive automobile platform covering upstream car manufacturers and dealers, as well as the downstream customers.

The entering into of the Business Cooperation Agreements are in line with the Group's development of the services to be provided through Cherries Cars to its customers and are beneficial for the provision of services under the online automobile e-commerce platform.

The terms of the Strategic Cooperation Agreements and the Business Cooperation Agreements are determined by the parties after arm's length negotiations, are fair and reasonable, and in the interests of the Company and its shareholders as a whole.

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

Hong Kong, 31 August 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.

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.