
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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If you are in doubt as to any aspect of this circular or as to the action to be taken, you should consult your licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Differ Group Auto Limited (the “**Company**”), you should at once hand this circular together with the accompanying form of proxy, to the purchaser(s) or transferee(s) or to the bank, licensed securities dealer or other agents through whom the sale or transfer was effected for transmission to the purchaser(s) or transferee(s).

DIFFER GROUP AUTO LIMITED

鼎豐集團汽車有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 6878)

**(I) PROPOSALS INVOLVING GENERAL MANDATES
TO ISSUE NEW SHARES AND REPURCHASE
ITS OWN SHARES;
(II) RE-ELECTION OF DIRECTORS;
AND
(III) NOTICE OF ANNUAL GENERAL MEETING**

This circular, for which the directors (the “**Directors**”) of the Company collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities (the “**Listing Rules**”) on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) 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 the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

A notice convening the annual general meeting of the Company (the “**AGM**”) to be held at Unit 2105 on 21/F of West Tower Shun Tak Centre, Nos.168–200 Connaught Road Central, Hong Kong on Thursday, 29 August 2024 at 3:00 p.m. is set out on pages 15 to 19 of this circular.

Whether or not you are able to attend the AGM, you are requested to complete and return the accompanying form of proxy in accordance with the instructions printed thereon and deposit the same as soon as possible and in any event not later than 48 hours before the time appointed for holding of the AGM or any adjournment thereof to the Company’s branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong. Completion and return of the form of proxy will not preclude you from attending and voting at the AGM or any adjournment thereof should you so wish.

This circular will be published on the websites of the Stock Exchange of Hong Kong at www.hkex.com.hk and that of the Company’s website at www.dfh.cn.

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DEFINITIONS

In this circular, unless the context otherwise requires, the expressions below shall have the following meanings:

“AGM”	the annual general meeting of the Company to be convened and held at Unit 2105 on 21/F of West Tower Shun Tak Centre, Nos.168–200 Connaught Road Central, Hong Kong on Thursday, 29 August 2024 at 3:00 p.m., a notice of which is set out on pages 15 to 19 of this circular
“Articles of Association”	the existing articles of association of the Company and the “Articles” shall mean the articles of the Articles of Association
“associate(s)”	has the same meaning as ascribed to it under the Listing Rules
“Board”	the board of Directors
“Companies Act”	the Companies Act, Cap 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands as amended, supplemented or otherwise modified from time to time
“Company”	Differ Group Auto Limited, a company incorporated in the Cayman Islands with limited liability, the issued shares of which were listed on the Stock Exchange
“connected person(s)”	has the same meaning as ascribed to it under the Listing Rules
“Director(s)”	the director(s) of the Company from time to time
“General Mandate”	the general mandate proposed to be granted to the Directors at the AGM to allot, issue and deal with further new Shares not exceeding 20% of the issued share capital of the Company as at the date of passing of the relevant resolution granting of such general mandate by the Shareholders
“Group”	the Company and its subsidiaries from time to time
“Hong Kong”	The Hong Kong Special Administrative Region of the PRC
“Latest Practicable Date”	25 July 2024, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained herein
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange, as amended, supplemented or otherwise modified from time to time
“PRC”	the People’s Republic of China which, for the purpose of this circular only, excludes Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan
“Remuneration Committee”	the remuneration committee of the Company

DEFINITIONS

“Repurchase Mandate”	the repurchase mandate proposed to be granted to the Directors at the AGM to exercise the power of the Company to repurchase up to a maximum of 10% of the issued share capital of the Company as at the date of passing of the relevant resolution granting of such repurchase mandate by the Shareholders
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	ordinary share(s) at par value of HK\$0.025 each in the share capital of the Company
“Shareholder(s)”	the holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Hong Kong Code on Takeovers and Mergers
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“%”	per cent.

DIFFER GROUP AUTO LIMITED

鼎豐集團汽車有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 6878)

Executive Directors:

Mr. Ng Chi Chung (*Chairman*)

Dr. Feng Xiaogang

Mr. Tong Lu

Non-executive Director:

Mr. Kang Fuming

Independent non-executive Directors:

Mr. Chan Sing Nun

Mr. Lam Kit Lam

Ms. Chuang Yin Lam

Registered office:

Cricket Square

Hutchins Drive

P.O. Box 2681

Grand Cayman KY1-1111

Cayman Islands

*Headquarters and principal place
of business in the PRC:*

Unit 1309, 13/F.,

Xinjingdi Building,

No. 469 Gaolin Middle Road,

Huli District, Xiamen City,

Fujian Province, PRC

*Principal place of business
in Hong Kong registered under
Part XI of the Company Ordinance:*

Unit 2105 on 21/F of

West Tower Shun Tak Centre,

Nos.168–200

Connaught Road Central,

Hong Kong

30 July 2024

To the Shareholders

Dear Sir or Madam,

**(I) PROPOSALS INVOLVING GENERAL MANDATES
TO ISSUE NEW SHARES AND REPURCHASE
ITS OWN SHARES;
(II) RE-ELECTION OF DIRECTORS;
AND
(III) NOTICE OF ANNUAL GENERAL MEETING**

LETTER FROM THE BOARD

1. INTRODUCTION

The primary purposes of this circular are to provide you with information regarding the resolutions to be proposed at the AGM which include, among other matters, the approval for (i) the granting of the General Mandate (including the extended General Mandate) and the Repurchase Mandate to the Directors; and (ii) the re-election of Directors; and (iii) to give you notice of the AGM.

2. GENERAL MANDATE AND REPURCHASE MANDATE

At the AGM, the Directors propose to seek the approval of the Shareholders to grant to the Directors the General Mandate (including the extended General Mandate) and the Repurchase Mandate.

General Mandate

At the AGM, an ordinary resolution will be proposed such that the Directors be given an unconditional general mandate (i.e. the General Mandate) to allot, issue and deal with unissued Shares or underlying shares of the Company (other than by way of rights or pursuant to a share option scheme for employees of the Company or Directors and/or any of its subsidiaries or pursuant to any scrip dividend scheme or similar arrangements providing for the allotment and issue of Shares in lieu of whole or part of the dividend on Shares in accordance with the Articles of Association) or make or grant offers, agreements, options and warrants which might require the exercise of such power, of an aggregate amount of up to 20% of the issued Shares as at the date of granting of the General Mandate.

In addition, a separate ordinary resolution will further be proposed for extending the General Mandate authorising the Directors to allot, issue and deal with Shares to the extent of the Shares repurchased pursuant to the Repurchase Mandate. Details on the Repurchase Mandate are further elaborated below.

As at the Latest Practicable Date, the Company has an aggregate of 939,423,988 Shares in issue. Subject to the passing of the resolution for the approval of the General Mandate and on the basis that no further Shares are issued or repurchased between the Latest Practicable Date and the date of the AGM, the Company would be allowed under the General Mandate to allot, issue and deal with a maximum of 187,884,797 Shares.

Repurchase Mandate

At the AGM, an ordinary resolution will also be proposed such that the Directors be given an unconditional general mandate to repurchase Shares (i.e. the Repurchase Mandate) on the Stock Exchange of an aggregate amount of up to a maximum 10% of the issued Shares as at the date of granting of the Repurchase Mandate.

Subject to the passing of the resolution for the approval of the Repurchase Mandate and on the basis that no further Shares are issued or repurchased between the Latest Practicable Date and the date of the AGM, the Company would be allowed under the Repurchase Mandate to repurchase a maximum of 93,942,398 Shares.

LETTER FROM THE BOARD

The General Mandate (including the extended General Mandate) and the Repurchase Mandate shall continue to be in force during the period from the date of passing of the resolutions for the approval of the General Mandate (including the extended General Mandate) and the Repurchase Mandate up to (i) the conclusion of the next annual general meeting of the Company; (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association, the Companies Law or any applicable laws of the Cayman Islands to be held; or (iii) the revocation or variation of the General Mandate (including the extended General Mandate) or the Repurchase Mandate (as the case may be) by ordinary resolution of the Shareholders in general meeting, whichever occurs first (the “**Relevant Period**”).

The Company may only repurchase its Shares on the Exchange if:

- (i) the Shares proposed to be repurchased by the Company are fully paid up;
- (ii) the Company has previously sent to the Shareholders the explanatory statement set out in the Appendix I to this circular; and
- (iii) the Shareholders have in general meeting approved the Repurchase Mandate and the relevant documents in connection therewith have been delivered to the Stock Exchange.

An explanatory statement in connection with the Repurchase Mandate and as required pursuant to the Listing Rules is set out in Appendix I to this circular. The explanatory statement contains all the requisite information required under the Listing Rules to be given to the Shareholders to enable them to make an informed decision on whether to vote for or against the resolution approving the Repurchase Mandate.

3. RE-ELECTION OF DIRECTORS

According to Article 83(3) of the Articles of Association, the Directors shall have the power from time to time and at any time to appoint any person as a Director either to fill a casual vacancy on the Board or as an addition to the existing Board. Any Director appointed by the Board to fill a casual vacancy shall hold office until the first general meeting of Shareholders after his appointment and be subject to re-election at such meeting and any Director appointed by the Board as an addition to the existing Board shall hold office only until the next following annual general meeting of the Company and shall then be eligible for re-election.

According to Article 84(1) of the Articles of Association, at each annual general meeting one-third of the Directors for the time being (or, if their number is not a multiple of three (3), the number nearest to but not less than one-third) shall retire from office by rotation provided that every Director shall be subject to retirement at an annual general meeting at least once every three years. According to Article 84(2) of the Articles of Association, a retiring Director shall be eligible for re-election and shall continue to act as a Director throughout the meeting at which he retires.

LETTER FROM THE BOARD

Based on the above, Dr. Feng Xiaogang, Mr. Chan Sing Nun and Mr. Lam Kit Lam will retire from office at the AGM. Being eligible, each of them will offer himself for re-election as an executive Director or independent non-executive Director (as the case may be).

Pursuant to code provision B.2.3 of Part 2 of the Corporate Governance Code set out in Appendix C1 to the Listing Rules, Mr. Chan has served as an independent non-executive director of the Company for more than nine years since November 2013 and his re-election will be subject to a separate resolution to be approved by shareholders. Mr. Chan has provided annual confirmations of independence to the Company pursuant to Rule 3.13 of the Listing Rules. During his appointment, Mr. Chan has not been involved in the daily operation of the Company nor in any relationship or circumstances which would affect his independent judgment and he can provide an independent and professional view to the Company's affairs. The Nomination Committee considers that Mr. Chan meets the independence criteria as set out in Rule 3.13 of the Listing Rules and is regarded as independent in accordance with the terms of the criteria. With his professional background and experience, the Nomination Committee considers that the continuous appointment of Mr. Chan will be beneficial to the Company and Shareholders as a whole as he will help to maintain the stability of the Board and has brought, and will continue to bring, independent, useful and constructive business advices, knowledge and professional insights, to the Board on its efficient and effective function. The Board, therefore, recommends Mr. Chan for re-election at the AGM.

At the AGM, ordinary resolutions will be proposed to re-elect each of Dr. Feng Xiaogang, Mr. Chan Sing Nun and Mr. Lam Kit Lam as an executive Director or independent non-executive Director (as the case may be).

Details of the retiring Directors who are proposed to be re-elected at the AGM are set out in Appendix II to this circular.

4. AGM

The notice convening the AGM to be held at Unit 2105 on 21/F of West Tower Shun Tak Centre, Nos.168–200 Connaught Road Central, Hong Kong on Thursday, 29 August 2024 at 3:00 p.m. is set out on page 15 to 19 of this circular. A form of proxy for use at the AGM is enclosed with this circular.

Ordinary resolutions will be proposed at the AGM to approve, among other things, the granting of the General Mandate (including the extended General Mandate) and the Repurchase Mandate and the re-election of Directors.

A form of proxy for use at the AGM is enclosed with this circular. Whether or not you are able to attend the AGM, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and deposit the same at the Hong Kong branch share registrar and transfer office of the Company, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the AGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjournment thereof should you so wish.

All the resolutions proposed to be approved at the AGM will be taken by poll and an announcement will be made by the Company after the AGM on the results of the AGM.

LETTER FROM THE BOARD

5. RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the 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 the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

6. RECOMMENDATION

The Directors consider the proposed grant of the General Mandate (including the extended General Mandate) and the Repurchase Mandate and the proposed re-election of Directors are in the interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of the relevant resolutions to be proposed at the AGM.

7. GENERAL

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, no Shareholder is required to abstain from voting on the resolutions to be proposed at the AGM.

8. MISCELLANEOUS

The English text of this circular shall prevail over the Chinese text for the purpose of interpretation.

Your faithfully,
For and on behalf of the Board
Differ Group Auto Limited
Ng Chi Chung
Chairman and Executive Director

This Appendix I serves as an explanatory statement given to all Shareholders relating to a resolution to be proposed at the AGM authorising the proposed Repurchase Mandate.

This explanatory statement contains all information pursuant to Rule 10.06(1)(b) and other relevant provisions of the Listing Rules which is set out as follows:

1. LISTING RULES RELATING TO THE REPURCHASE OR SHARES

The Listing Rules permit companies whose primary listing is on the Stock Exchange to repurchase their shares on the Stock Exchange and any other stock exchange on which the securities of the company are listed and such exchange is recognized by the Securities and Future Commission of Hong Kong subject to certain restrictions. Among such restrictions, the Listing Rules provide the shares of such company must be fully paid up and all repurchase of shares by such company must be approved in advance by an ordinary resolution of shareholders, either by way of a general repurchase mandate or by specific approval of a particular transaction.

2. SHARE CAPITAL

As at the Latest Practicable Date, there were a total of 939,423,988 Shares in issue. Subject to the passing of the proposed resolution granting the Repurchase Mandate and on the basis that no further Shares are issued or repurchased prior to the AGM, the Company will be allowed under the Repurchase Mandate to repurchase a maximum of 93,942,398 Shares during the period prior to the next annual general meeting of the Company following the passing of the resolution approving the Repurchase Mandate.

3. REASONS OF THE REPURCHASE

The Directors believe that it is in the best interests of the Company and the Shareholders as a whole to seek a general authority from the Shareholders to enable the Company to repurchase the Shares in the market. Share repurchase may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or earnings per Share and will only be made when the Directors believe that such repurchase will benefit the Company and the Shareholders as a whole.

4. SOURCE OF FUNDS

Repurchase made pursuant to the Repurchase Mandate would be funded out of funds legally available for the purpose in accordance with the Articles of Association, the Companies Law and other applicable laws of the Cayman Islands. A listed company shall not repurchase its own securities on the Stock Exchange for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Stock Exchange. Under the Companies Law, repurchases by the Company may only be made out of profits of the Company or out of the proceeds of a fresh issue of Shares made for the purpose, or out of capital on if immediately following the date the payment out of capital is proposed to be made, the Company shall be able to pay its debts as they fall due in the ordinary course of business. Any premium payable on a purchase over the par value of the Shares to be purchased must be provided for out of profits of the Company or out of the Company's share premium account.

5. IMPACT OF THE REPURCHASE

Taking into account the current working capital position of the Company, the Directors consider that, if the Repurchases Mandate was to be exercised in full, it might have a material adverse effect on the working capital and/or the gearing position of the Company as compared with the position as at 31 December 2023, being the date of its latest published audited consolidated financial statements. However, the Directors do not intend to make any repurchase to such an extent as would, in the circumstances, have a material adverse effect on the working capital requirements or the gearing position of the Company which in the opinion of the Directors are from time to time appropriate for the Company.

6. THE TAKEOVERS CODE

If a Shareholder's proportionate interest in the voting rights of the company increases on the Company exercising its powers to repurchase Shares pursuant to the Repurchase Mandate, such increase will be treated as an acquisition for the purpose of Rule 32 of the Takeovers Code. As a result, a Shareholder or a group of Shareholders acting in concert (as defined in the Takeovers Code) could obtain or consolidate control of the Company and becomes obliged to make a mandatory offer in accordance with Rule 26 and 32 of the Takeovers Code.

The Directors do not intend to exercise the power to repurchase Shares to an extent which would render any Shareholder or a group of Shareholders obliged to make a mandatory offer under Rule 26 or Rule 32 of the Takeovers Code.

The Directors will not repurchase the Shares if the repurchase would result in the number of Shares in public hands falling below the prescribed minimum percentage of 25% as required by the Stock Exchange.

7. SHARE PRICES

The highest and lowest prices at which the Shares were traded on the Stock Exchange during each of the previous twelve months up to the Latest Practicable Date were as follows:

	Price per Share	
	Highest HK\$	Lowest HK\$
2023		
April	1.80	1.28
May	1.37	0.79
June	1.00	0.71
July	0.84	0.72
August	0.79	0.61
September	0.82	0.64
October	0.65	0.48
November	0.62	0.49
December	0.72	0.45
2024		
January	0.48	0.40
February	0.41	0.244
March	0.244	0.109
April	0.113	0.113
May	0.113	0.113
June	0.113	0.113
July (up to the Latest Practicable Date)	0.113	0.062

8. SHARE REPURCHASE MADE BY THE COMPANY

No Shares have been repurchased by the Company in the six months preceding the Latest Practicable Date.

9. THE DIRECTORS, THEIR ASSOCIATES AND THE CONNECTED PERSON OF THE COMPANY

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their associates (as defined in the Listing Rules), have any present intention to sell any Shares to the Company or its subsidiaries under the Repurchase Mandate if such is approved by the Shareholders at the AGM and exercised.

No connected person (as defined in the Listing Rules) of the Company has notified the Company that he has present intention to sell any Shares to the Company or its subsidiaries nor has any such connected person undertaken not to do so in the event that the Repurchase Mandate is granted.

10. UNDERTAKING OF THE DIRECTORS

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, that they will only exercise the power of the Company to make repurchase pursuant to the Repurchase Mandate in accordance with the Listing Rules, the Articles of Association and the applicable laws of the Cayman Islands.

Detail of the Directors who will retire from office at the AGM and being eligible, will offer themselves for re-election at the AGM, are set out below:

(1) Dr. Feng Xiaogang (“Dr. Feng”)

Qualifications and experience

Dr. Feng, aged 58, was appointed as an executive Director on 9 December 2021. Dr. Feng is responsible for investment and business management of the Group. Dr. Feng holds a Bachelor of Law degree from Tianjin Normal University, a Master of Business Administration degree from the University of Science and Technology Beijing and a Doctor of Philosophy degree in Management from Twintech International University College of Technology. Dr. Feng currently acts as an investment consultant for various companies in the PRC and overseas. Dr. Feng has extensive experience in management and investment. During the period from 2001 to 2013, Dr. Feng was a senior management of Ambow Education Holding Ltd. (“**Ambow Education**”), a company listed on the New York Stock Exchange. During his tenure at Ambow Education, Dr. Feng led various fund raising, mergers and acquisitions projects. Prior to joining Ambow Education, Dr. Feng also worked in a government entity in the PRC and various international companies and was mainly responsible for investment and business management.

Dr. Feng was the chairman and an executive director of Courage Investment Group Limited (Hong Kong stock code: 1145 and Singapore stock code: CIN), a company listed on the Main Board of the Stock Exchange and the Singapore Stock Exchange from 12 January 2021 to 1 January 2022 and re-designated to a non-executive director from 1 January 2022 to 31 December 2022. Dr. Feng was also an executive director of Tack Fiori International Group Limited (now known as Life Healthcare Group Limited) (stock code: 928), a company listed on the Main Board of the Stock Exchange, until 15 February 2016 when he was re-designated as a non-executive director and served until 31 October 2019.

Interests in Shares

As at the Latest Practicable Date, Dr. Feng did not have any interests or underlying interests in the Shares within the meaning of Part XV of the SFO.

Others

Dr. Feng has entered into a service agreement with the Company with a term of no specific length or proposed length of service and his term of service shall continue unless and until terminated by either party giving to the other not less than three months’ written notice. He is subject to retirement and re-election at the annual general meeting of the Company in accordance with the Articles of Association.

He is entitled to annual salary of HK\$600,000, which is determined with reference to the prevailing market rate, the Company’s remuneration policy, his duties and responsibilities with the Company and his contribution to the Company. The Remuneration Committee will review his salary and then make recommendation to the Board.

Dr. Feng does not have any relationship with any existing Directors, Senior Management, substantial Shareholders or controlling Shareholders (within the meaning of the Listing Rules). Save as disclosed herein, he has not held any directorship in other public listed companies in the past three years prior to the Latest Practicable Date.

Save as disclosed above, there is no other matter that needs to be brought to the attention of the Shareholders and there is no information relating to Dr. Feng that is required to be disclosed pursuant to any of the requirements of Rules 13.51(2)(h) to (v) of the Listing Rules.

(2) Mr. Chan Sing Nun (“Mr. Chan”)

Qualifications and experience

Mr. Chan, aged 49, joined the Group as an independent non-executive Director on 26 November 2013. Mr. Chan is a certified public accountant of the Hong Kong Institute of Certified Public Accountants and a member of the Association of Chartered Certified Accountants. Mr. Chan has over 15 years’ experience in auditing, accounting and financial management. Mr. Chan is a company secretary of Platt Nera International Limited (stock code: 1949) and also a principal of an audit firm in Hong Kong. Other than his directorship in the Company, Mr. Chan served as an independent non-executive director of Fameglow Holdings Limited (stock code: 8603) from 21 September 2018 to 7 January 2021 and is currently an independent non-executive director of Guangdong Kanghua Healthcare Co., Ltd (stock code: 3689).

Interests in Shares

As at the Latest Practicable Date, Mr. Chan did not have any interests or underlying interests in the Shares within the meaning of Part XV of the SFO.

Others

Mr. Chan has entered into a letter of appointment with the Company for a term of three years. He is subject to retirement and re-election at the annual general meeting of the Company in accordance with the Articles of Association. He is entitled to annual salary of HK\$96,000, which is determined with reference to the performance of his duties, and allowance. The Remuneration Committee will review his salary and then make recommendation to the Board.

Mr. Chan does not have any relationship with any existing Directors, Senior Management, substantial Shareholders or controlling Shareholders (within the meaning of the Listing Rules). Save as disclosed herein, he has not held any directorship in other public listed companies in the past three years prior to the Latest Practicable Date.

Save as disclosed above, there is no other matter that needs to be brought to the attention of the Shareholders and there is no information relating to Mr. Chan that is required to be disclosed pursuant to any of the requirements of Rules 13.51(2)(h) to (v) of the Listing Rules.

(3) Mr. Lam Kit Lam (“Mr. Lam”)***Qualifications and experience***

Mr. Lam, aged 49, joined the Group as an independent non-executive Director on 7 June 2017. Mr. Lam is an Honorary Citizen of Xiamen City and is the chairman of DEBON Asset Management Inc. He has over 15 years of experience in the banking industry. He became a deputy general manager of the Bank of East Asia (China) Ltd. (“BEA”) Shanghai branch in 2007, he then worked as a general manager at BEA Wuhan branch and subsequently at BEA Xiamen branch until August 2014.

Mr. Lam obtained a bachelor’s degree in commerce from the University of Victoria in 1997, a master’s degree in world economics from the Beijing University in 2005 and a master’s degree in international real estate from the Hong Kong Polytechnic University in 2010. He was appointed as a professional member of the Royal Institution of Chartered Surveyors since 2014. He was a committee member of the Chinese People’s Political Consultative Conference (“CPPCC”) of Xiamen City (2012) and an invited guest member of CPPCC of Hubei Province (2010). He is currently the vice chairman of the North American Alliance of Commerce Association.

Interests in Shares

As at the Latest Practicable Date, Mr. Lam did not have any interests or underlying interests in the Shares within the meaning of Part XV of the SFO.

Others

Mr. Lam has entered into a letter of appointment with the Company for a term of three years. He is subject to retirement and re-election at the annual general meeting of the Company in accordance with the Articles of Association. He is entitled to annual salary of HK\$96,000, which is determined with reference to the performance of his duties, and allowance. The Remuneration Committee will review his salary and then make recommendation to the Board.

Mr. Lam does not have any relationship with any existing Directors, Senior Management, substantial Shareholders or controlling Shareholders (within the meaning of the Listing Rules). He has not held any directorship in other public listed companies in the past three years prior to the Latest Practicable Date.

Save as disclosed above, there is no other matter that needs to be brought to the attention of the Shareholders and there is no information relating to Mr. Lam that is required to be disclosed pursuant to any of the requirements of Rules 13.51 (2)(h) to (v) of the Listing Rules.

DIFFER GROUP AUTO LIMITED

鼎豐集團汽車有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 6878)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting of Differ Group Auto Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) will be held at Unit 2105 on 21/F of West Tower Shun Tak Centre, Nos.168–200 Connaught Road Central, Hong Kong on Thursday, 29 August 2024 at 3:00 p.m. (the “**Meeting**”) to consider and if thought fit, transact the following purposes:

ORDINARY BUSINESS

1. to receive and consider the audited consolidated financial statements and the reports of the directors (the “**Directors**”) and auditors of the Company for the year ended 31 December 2023;
2. to re-elect Dr. Feng Xiaogang as an executive Director;
3. to re-elect Mr. Chan Sing Nun as an independent non-executive Director;
4. to re-elect Mr. Lam Kit Lam as an independent non-executive Director;
5. to authorise the board of Directors (the “**Board**”) to fix the Directors’ remunerations;
6. to re-appoint SFAI (HK) CPA Limited (formerly known as Yongtuo Fuson CPA Limited) as the auditors of the Company and to authorise the Board to fix their remuneration;
7. and, to consider and, if thought fit, to pass with or without modification the following ordinary resolution (with or without modification):

“THAT:

- (a) subject to paragraph (c) below, pursuant to Rules Governing the Listing of Securities (the “**Listing Rules**”) on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”), the exercise by the Directors during the Relevant Period (as defined below) of all the powers of the Company to allot, issue and deal with the unissued shares of the Company (the “**Shares**”) and to make or grant offers, agreements and options, including warrants to subscribe for Shares, which might require the exercise of such powers be and the same is hereby generally and unconditionally approved;

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- (b) the approval in paragraph (a) above shall be in addition to any other authorization given to the Directors and shall authorise the Directors during the Relevant Period (as defined below) to make or grant offers, agreements and options which might require the exercise of such powers either during or after the end of the Relevant Period (as defined below);
- (c) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to options or otherwise) and issued by the Directors pursuant to the approval in paragraph (a) above, otherwise than pursuant to (i) a Rights Issue (as defined below); or (ii) the exercise of any options granted under the existing share option scheme of the Company; or (iii) any scrip dividend or similar arrangements providing for the allotment and issue of Shares in lieu of the whole or part of a dividend on Shares in accordance with the articles of association of the Company in force from time to time; or (iv) any issue of Shares upon the exercise of rights of subscription or conversion under the terms of any warrants of the Company or any securities which are convertible into Shares, shall not exceed the aggregate of:
 - (i) 20 per cent of the aggregate nominal amount of the share capital of the Company in issue on the date of the passing of this resolution; and
 - (ii) if the Directors are so authorised by a separate ordinary resolution of the shareholders of the Company, the nominal amount of any share capital of the Company repurchased by the Company subsequent to the passing of this resolution (up to a maximum equivalent to 10 per cent of the aggregate nominal amount of the share capital of the Company in issue on the date of the passing of resolution no. 8),

and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly; and

- (d) for the purposes of this resolution:

“**Relevant Period**” means the period from the date of the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company, the Companies Law (Revised) of the Cayman Islands or any other applicable laws of the Cayman Islands to be held; and
- (iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the Directors by this resolution;

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“**Rights Issue**” means an offer of Shares, or offer or issue of warrants, options or other securities giving rights to subscribe for Shares open for a period fixed by the Directors to holders of Shares on the register on a fixed record date in proportion to their then holdings of Shares (subject to such exclusion or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements, or having regard to any restrictions or obligations under the laws of, or the requirements of, or the expense or delay which may be involved in determining the existence or extent of any restrictions or obligation under the laws of, or the requirements of, any jurisdiction outside Hong Kong or any recognised regulatory body or any stock exchange outside Hong Kong);

8. “**THAT:**

- (a) subject to paragraph (b) of this resolution, the exercise by the Directors during the Relevant Period (as defined below) of all powers of the Company to repurchase the Shares on the Stock Exchange or any other stock exchange on which the Shares may be listed and recognised by the Securities and Futures Commission and the Stock Exchange for such purpose, and otherwise in accordance with the rules and regulations of the Securities and Futures Commission, the Stock Exchange, the Companies Law (Revised) of the Cayman Islands and all other applicable laws of the Cayman Islands in this regard, be and the same is hereby generally and unconditionally approved;
- (b) the aggregate nominal amount of Shares which may be repurchased by the Company pursuant to the approval in paragraph (a) during the Relevant Period (as define below) shall not exceed 10 per cent of the aggregate nominal amount of the issued share capital of the Company as at the date of the passing of this resolution and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly; and
- (c) for the purposes of this resolution, “**Relevant Period**” means the period from the date of the passing of this resolution until whichever is the earliest of:
 - (i) the conclusion of the next annual general meeting of the Company;
 - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company, the Companies Law (Revised) of the Cayman Islands or any other applicable law of the Cayman Islands to be held; and
 - (iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the Directors by this resolution.”;

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9. “**THAT** conditional upon the passing of resolution Nos. 7 and 8 (as set out in the Notice of this Meeting), the unconditional general mandate granted to the Directors and for the time being in force to exercise the powers of the Company to allot, issue and deal with shares of the Company pursuant to resolution No. 7 (as set out in the Notice of this Meeting) be and is hereby extended by the addition to the aggregate nominal amount of the share capital of the Company which may be allotted or agreed conditionally or unconditionally to be allotted by Directors pursuant to such unconditional general mandate of an amount representing the aggregate nominal amount of the share capital of the Company repurchased by the Company under the authority granted pursuant to resolution No. 8 (as set out in the Notice of this Meeting), provided that such extended amount shall not exceed 10% of the aggregate nominal value of the issued share capital of the Company at the date of passing this resolution.”

By order of the Board
Differ Group Auto Limited
Ng Chi Chung
Chairman and Executive Director

Hong Kong, 30 July 2024

As at the date hereof, the Board comprised the following Directors:

Executive Directors

Mr. Ng Chi Chung (*Chairman*)
Dr. Feng Xiaogang
Mr. Tong Lu

Non-executive Director

Mr. Kang Fuming

Independent non-executive Directors

Mr. Chan Sing Nun
Mr. Lam Kit Lam
Ms. Chuang Yin Lam

Registered office

Cricket Square
Hutchins Drive
P.O. Box 2681
Grand Cayman KY1-1111
Cayman Islands

*Headquarters and principal place of business
in the Peoples' Republic of China (the “PRC”)*

Unit 1309, 13/F.,
Xinjingdi Building,
No. 469 Gaolin Middle Road,
Huli District, Xiamen City,
Fujian Province, PRC

*Principal place of business in Hong Kong
registered under Part XI of the Company Ordinance*

Unit 2105 on 21/F of
West Tower Shun Tak Centre,
Nos.168–200
Connaught Road Central,
Hong Kong

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Notes:

- (1) Any Shareholder entitled to attend and vote at the Meeting is entitled to appoint one or, if he/she is the holder of two or more Shares, more than one proxy to attend and vote on his/her behalf in accordance with the articles of association. A proxy need not be a member of the Company.
- (2) In order to be valid, a form of proxy together with the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of such power or authority must be deposited at the Company's branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for Meeting or any adjournment meeting.
- (3) Delivery of an instrument appointing a proxy shall not preclude a Shareholder from attending and voting in person at the Meeting and in such event, appointing a proxy shall be deemed to be revoked.
- (4) In the case of joint holders of a Share, any one of such joint holders may vote, either in person or by proxy, in respect of such Share as if he/she was solely entitled thereto, if more than one of such joint holders are present at the Meeting, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders. For this purpose, seniority shall be determined by the order in which the names stand first in the Register of member of the Company in respect of the joint holding.
- (5) In relation to the proposed resolution no. 2, 3, 4 above, details of the retiring Directors standing for re-election are set out in Appendix II to this circular.
- (6) In relation to proposed resolutions nos. 7 and 9 above, approval is being sought from the Shareholders for the granting to the Directors of a general mandate to authorise the allotment and issue of Shares under the Listing Rules. The Directors have no immediate plans to issue any new Shares other than Shares which may fall to be issued under the share option scheme of the Company or any scrip dividend scheme which may be approved by the Shareholders.
- (7) In relation to proposed resolution no. 8 above, the Directors wish to state that they will exercise the powers conferred thereby to repurchase Shares in circumstances which they deem appropriate for the benefit of the Shareholders. An explanatory statement containing the information necessary to enable the Shareholders to make an informed decision to vote on the proposed resolution as required by the Listing Rules is set out in Appendix I to this circular of which this notice of the annual general meeting form part.
- (8) Any vote at the Meeting shall be taken by poll.
- (9) For ascertaining the entitlement to attend and vote at the AGM, the register of members of the Company will be closed from Monday, 26 August 2024 to Thursday, 29 August 2024, both days inclusive, during which period no transfer of shares will be registered. In order to be entitled to attend and vote at the AGM, all duly completed transfer forms accompanied by the relevant share certificates must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration not later than 4:30 p.m. on Friday, 23 August 2024.