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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)**

### **NOTICE OF EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that an extraordinary general meeting of Differ Group Holding Company Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) will be held at Suites 501-05, 5/F, AIA Central, 1 Connaught Road Central, Central, Hong Kong on Friday, 29 July 2022 at 3:00 p.m. for the purpose of considering and, if thought fit, passing the following resolution as a special resolution of the Company:

#### **SPECIAL RESOLUTION**

“**THAT** subject to and conditional upon the approval of the Registrar of Companies in the Cayman Islands being obtained, the English name of the Company be changed from “Differ Group Holding Company Limited” to “Differ Group Auto Limited” and the dual foreign name in Chinese of the Company be changed from “鼎豐集團控股有限公司” to “鼎豐集團汽車有限公司” with effect from the date of entry of the new English name and the dual foreign name of the Company on the register of companies maintained by the Registrar of Companies in the Cayman Islands, and that any one director of the Company and the registered office provider of the Company be and are hereby authorised severally to do all such acts and things and execute such further documents and take all steps which, in his/her opinion, may be necessary, desirable or expedient to implement and give effect to the aforesaid change of the Company’s name and to attend to any necessary registration and/or filing for and on behalf of the Company.”

By order of the Board

**Differ Group Holding Company Limited**

**Ng Chi Chung**

*Chairman and Executive Director*

Hong Kong, 22 June 2022

*Notes:*

- (1) Any Shareholder entitled to attend and vote at the EGM 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 EGM 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 EGM, 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) Any vote at the EGM shall be taken by poll.
- (6) For ascertaining the entitlement to attend and vote at the EGM, the register of members of the Company will be closed from Tuesday, 26 July 2022 to Friday, 29 July 2022, both days inclusive, during which period no transfer of shares will be registered. In order to be entitled to attend and vote at the EGM, all transfers of shares accompanied by the relevant share certificates and properly completed transfer forms must be lodged for registration 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 Monday, 25 July 2022.
- (7) If Typhoon Signal No. 8 or above, or extreme conditions caused by super typhoon is in force in Hong Kong, or a "black" rainstorm warning is in effect at any time after 8:00 a.m. on the date of the EGM, the EGM will be postponed. Shareholders may visit the website of the Company at [www.dfh.cn](http://www.dfh.cn) for details of the postponement and alternative meeting arrangement.

*As at the date of this notice, the executive Directors are Mr. NG Chi Chung and Dr. FENG Xiaogang; the non-executive Directors are Mr. KANG Fuming and Mr. XU Yiwei; and the independent non-executive Directors are Mr. CHAN Sing Nun, Mr. LAM Kit Lam and Mr. CHEN Naike.*