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If you have sold or transferred all your shares in Differ Group Holding Company 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 HOLDING COMPANY LIMITED**鼎豐集團控股有限公司**

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 6878)

**PROPOSED CHANGE OF COMPANY NAME AND
NOTICE OF
EXTRAORDINARY 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 extraordinary general meeting of the Company (the “**EGM**”) to 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. is set out on pages EGM-1 to EGM-2 of this circular.

Whether or not you are able to attend the EGM, 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 EGM 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 EGM 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.

22 June 2022

PRECAUTIONARY MEASURES AND SPECIAL ARRANGEMENT FOR THE EGM

In view of the recent development of the Coronavirus Disease 2019 (“**COVID-19**”) pandemic and the recent guidelines for preventing and controlling its spread, the Company will implement the following precaution measures at the EGM:

- (i) The Company will limit attendance in person at the EGM venue in accordance with prevailing requirements or guidelines published by the Government and/or regulatory authorities at the time of the EGM. Given the limited capacity of the EGM venue and the requirements for social distancing to ensure attendee safety, only Shareholders and/or their representatives and relevant EGM staff will be admitted to the EGM. Admission to the EGM venue will not be granted in excess of the capacity of the EGM venue;
- (ii) Upon arrival, all attendees are required to take body temperature before registration. Anyone with a body temperature above 37.3 degrees Celsius will not be given access to the venue;
- (iii) Attendees must wear face-masks properly throughout the EGM and sit at a distance from other attendees. Please note that no masks will be provided at the EGM venue and attendees should bring and wear their own masks;
- (iv) There shall be no distribution of physical corporate souvenirs/gifts and no refreshments will be served, and
- (v) The Company might adopt other additional safe distancing measures as appropriate.

Any attendee, who (a) refuses to comply with the precautionary measures; (b) is subject to the Government’s quarantine requirements or has close contact with any person under quarantine; (c) is subject to the Government’s prescribed testing requirement or direction and has not tested negative; or (d) feels unwell or has any symptoms of Covid-19, will be denied entry into or be required to leave the EGM venue at the absolute discretion of the Company as permitted by law.

It is possible that Shareholders and/or their representatives may not be able to attend in person at the EGM venue depending on prevailing Government regulations. Shareholders are strongly encouraged to appoint the chairman of the EGM as their proxy and to return their proxy forms by the time specified above, instead of attending the EGM in person.

The Company seeks the understanding and cooperation of all Shareholders to minimise the risk of spreading COVID-19. Subject to the development of COVID-19, the Company may implement further changes and precautionary measures and may issue further announcement on such measures as appropriate.

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DEFINITIONS

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

“Announcement”	the announcement published by the Company dated 8 June 2022 in relation to the Proposed Change of Company Name
“Board”	the board of the Directors
“Company”	Differ Group Holding Company Limited, a company incorporated in the Cayman Islands with limited liability, the issued shares of which were listed on the Stock Exchange
“Director(s)”	the director(s) of the Company from time to time
“EGM”	the extraordinary general meeting of the Company to be convened and 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. or at any adjournment thereof (as the case may be) to consider and, if thought fit, approve the Proposed Change of Company Name
“Group”	the Company and its subsidiaries from time to time
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange (as may be amended from time to time)
“Main Board”	the Main Board of the Stock Exchange
“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
“Proposed Change of Company Name”	the proposed change of the English name from “Differ Group Holding Company Limited” to “Differ Group Auto Limited”; and its dual foreign name in Chinese from “鼎豐集團控股有限公司” to “鼎豐集團汽車有限公司”, subject to the fulfilment of certain conditions
“Share(s)”	ordinary share(s) at par value of HK\$0.0025 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the issued Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

LETTER FROM THE BOARD

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)

Executive Directors:

Mr. Ng Chi Chung (*Chairman*)

Dr. Feng Xiaogang

Non-Executive Directors:

Mr. Kang Fuming

Mr. Xu Yiwei

Independent Non-Executive Directors:

Mr. Chan Sing Nun

Mr. Lam Kit Lam

Mr. Chen Naiké

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:*

33/F., Differ Fortune Centre,

No. 503 Gaolin Middle Road,

Huli District, Xiamen City,

Fujian Province, PRC

*Principal place of business in
Hong Kong registered under Part 16 of
the Companies Ordinance:*

Suites 501-05, 5/F, AIA Central,

1 Connaught Road Central,

Central, Hong Kong

22 June 2022

To the Shareholders

Dear Sir or Madam,

PROPOSED CHANGE OF COMPANY NAME AND NOTICE OF EXTRAORDINARY GENERAL MEETING

1. INTRODUCTION

Reference is made to the Announcement of the Company dated 8 June 2022 in respect of the Proposed Change of Company Name.

The purpose of this circular is to provide you with information regarding the Proposed Change of Company Name and to give you notice of the EGM at which a special resolution will be proposed to approve the Proposed Change of Company Name.

LETTER FROM THE BOARD

This circular contains further information relating to the resolution proposed so as to enable you to make an informed decision on whether to vote for or against the resolution proposed. A notice for convening the EGM is also set out in this circular and a form of proxy is also included for your further action.

2. PROPOSED CHANGE OF COMPANY NAME

The Board announced on 8 June 2022 that it proposed to change:

- (a) its English name from “Differ Group Holding Company Limited” to “Differ Group Auto Limited”; and
- (b) its dual foreign name in Chinese from “鼎豐集團控股有限公司” to “鼎豐集團汽車有限公司”,

subject to the conditions set out below being fulfilled.

Conditions for the Proposed Change of Company Name

The Proposed Change of Company Name is subject to the fulfillment of the following conditions:

- (i) the passing of a special resolution by the Shareholders at the EGM approving the Proposed Change of Company Name; and
- (ii) the Registrar of Companies in the Cayman Islands having approved the Proposed Change of Company Name.

Subject to the satisfaction of the above conditions, the Proposed Change of Company Name will take effect from the date of issue of the certificate of incorporation on change of name by the Registrar of Companies in the Cayman Islands.

Upon the issue of the certificate of incorporation on change of name by the Registrar of Companies in the Cayman Islands, the Company will complete the necessary filing procedures with the Companies Registry in Hong Kong.

LETTER FROM THE BOARD

Reasons for the Proposed Change of Company Name

The Group is principally engaged in the (i) assets 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 securities brokerage services), (iii) commodity trading business and (iv) automobile e-commerce business. For the interest of the Company and its Shareholders as a whole, the Company intended to put more emphasis on its automobile e-commerce business.

The Board considers that the Proposed Change of Company Name will provide the Company with a new corporate image and better reflect the current status of the Group's business development and its direction of future development. Therefore, the Board considers that the Proposed Change of Company Name is in the best interests of the Company and the Shareholders as a whole.

Effects of the Proposed Change of Company Name

The Proposed Change of Company Name will not affect any of the rights of the Shareholders or the Company's daily business operation and its financial position.

All existing share certificates in issue bearing the Company's existing name shall continue to be evidence of legal title to the Shares of the Company and valid for trading, settlement, registration and delivery purposes. Accordingly, there will not be any arrangement for free exchange of existing share certificates for new share certificates bearing the new names of the Company. Once the Proposed Change of Company Name becomes effective, share certificates of the Company will be issued in the new names of the Company and the shares of the Company will be traded on the Main Board of the Stock Exchange under the new names.

In addition, subject to confirmation by the Stock Exchange, the English and Chinese stock short names of the Company for trading in the securities on the Stock Exchange will also be changed after the Proposed Change of Company Name becomes effective.

LETTER FROM THE BOARD

3. EGM

The notice convening the EGM is set out on pages EGM-1 to EGM-2 of this circular. The EGM 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, to approve the Proposed Change of Company Name.

Special resolution will be proposed at the EGM to approve the Proposed Change of Company Name.

A form of proxy for use at the EGM is enclosed with this circular. Whether or not you are able to attend the EGM, 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 EGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM or any adjournment thereof should you so wish. In such event, the form of proxy shall be deemed to be revoked. It is advised that all Shareholders, particularly Shareholders who are subject to quarantine in relation to Coronavirus Disease 2019 (COVID-19), that they may appoint any person or the chairman of the EGM as a proxy to vote on the resolution, instead of attending the EGM in person. The form of proxy can be downloaded from the website of the Company at HKEXnews at www.hkexnews.hk.

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

Further announcement(s), as appropriate, will be made by the Company to inform the Shareholders of the results of the EGM, the effective date of the Proposed Change of Company Name, the new stock short names of the Company for trading of its shares on the Main Board of the Stock Exchange and other relevant information as and when appropriate.

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 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, no later than 4:30 p.m. on Monday, 25 July 2022.

LETTER FROM THE BOARD

4. 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.

5. RECOMMENDATIONS

The Directors consider that the Proposed Change of Company Name is in the best interests of the Company and the Shareholders as a whole and therefore recommend you to vote in favor of the special resolution to be proposed at the EGM.

6. 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 EGM.

7. MISCELLANEOUS

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

Yours faithfully,
For and on behalf of the Board
Differ Group Holding Company Limited
Ng Chi Chung
Chairman and Executive Director

NOTICE OF THE EGM

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

NOTICE OF THE EGM

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 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.