

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)

FORM OF PROXY

Form of proxy for use by shareholders of Differ Group Auto Limited (the “Company”) at the extraordinary general meeting of the Company (the “Meeting”) to be held at Suites 501-05, 5/F, AIA Central, 1 Connaught Road Central, Central, Hong Kong on Monday, 19 February 2024 at 10:00 a.m.

I/We (Note a) _____
of _____
being the registered holder(s) of (Note b) _____ ordinary share(s) (each a “Share”) of HK\$0.0025 each in the capital of the Company **HEREBY APPOINT** _____
of _____

or failing him, the chairman of the Meeting to act as my/our proxy (Note c) to attend and vote for me/us and on my/our behalf at the Meeting to be held at Suites 501-05, 5/F, AIA Central, 1 Connaught Road Central, Central, Hong Kong on Monday, 19 February 2024 at 10:00 a.m. or any adjournment thereof for the purpose of considering and, if thought fit, passing the ordinary resolutions set out in the notice convening such meeting and at such meeting (or any adjournment thereof) to vote for me/us in my/our name(s) in respect of the said resolutions as hereunder indicated or, if no such indication is given, as my/our proxy thinks fit:

Please tick (✓) in the appropriate boxes below to indicate how you wish your vote(s) to be cast.

ORDINARY RESOLUTIONS		FOR (Note d)	AGAINST (Note d)
1	To approve the proposed consolidation of every ten (10) issued shares and unissued shares of HK\$0.0025 each in the share capital of the Company into one (1) Consolidated Share of HK\$0.025		
2	To approve the increase in authorised share capital of the Company from HK\$50,000,000 divided into 2,000,000,000 Consolidated Shares to HK\$250,000,000 divided into 10,000,000,000 Consolidated Shares by the creation of an additional 8,000,000,000 new Consolidated Shares		
3	To approve the Placing Agreement and the transactions contemplated thereunder and grant a specific mandate to the Directors to the Directors for the allotment and issue of the Placing Shares as set out in the circular of the Company dated 26 January 2024		

Date: _____ Signature: (Notes e, f, g and h) _____

Notes:

- Full name(s) and address(es) are to be inserted in **BLOCK CAPITALS**. The names of all joint registered holders should be stated.
- Please insert the number of Shares registered in your name(s) to which the proxy relates. If no number is inserted, this form of proxy will be deemed to relate to all the shares in the capital of the Company registered in your name(s).
- Please insert the name and address of the proxy desired. **IF NO NAME IS INSERTED, THE CHAIRMAN OF THE MEETING WILL ACT AS YOUR PROXY**. The proxy need not be a shareholder of the Company but must attend the meeting in person to represent you. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON WHO SIGNS IT.**
- Please indicate with a tick (✓) in the relevant box the way you wish your vote to be cast. If this form of proxy when returned is duly signed but without specific direction on the proposed resolutions, the proxy will vote or abstain at his/her/its discretion in respect of the proposed resolutions. A proxy will also be entitled to vote or abstain at his/her/its discretion on any amendment of a resolution put to the Meeting.
- In the case of joint registered holders of any share(s), this form of proxy may be signed by any joint registered holder, but if more than one joint registered holders are present at the Meeting, whether in person or by proxy, that one of the joint registered holders whose name stands first on the register of shareholders of the Company in respect of the relevant joint registered share alone be entitled to vote in respect thereof to the exclusion of the votes of the other joint registered holders.
- This form of proxy must be signed by a shareholder of the Company, or his/her/its attorney duly authorised in writing, or if the shareholder is a corporation, either under its common seal or under the hand of an officer or attorney so authorized.
- To be valid, this form of proxy together with any power of attorney or other authority (if any) under which it is signed or a 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 later than 48 hours before the time appointed for holding of the Meeting or any adjournment thereof.
- Any alteration made to this form should be initialed by the person who signs the form.
- Completion and return of this form of proxy will not preclude you from attending and voting in person at the Meeting or any adjournment thereof if you so wish and in such event, appointing a proxy shall be deemed to be revoked.

PERSONAL INFORMATION COLLECTION STATEMENT

Your supply of your and your proxy’s (or proxies’) name(s) and address(es) is on a voluntary basis for the purpose of processing your request for the appointment of a proxy (or proxies) and your voting instructions for the Meeting of the Company (the ‘Purposes’). We may transfer your and your proxy’s (or proxies’) name(s) and address(es) to our agent, contractor, or third party service provider who provides administrative, computer and other services to us for use in connection with the Purposes and to such parties who are authorized by law to request the information or are otherwise relevant for the Purposes and need to receive the information. Your and your proxy’s (or proxies’) name(s) and address(es) will be retained for such period as may be necessary to fulfil the Purposes. Request for access to and/or correction of the relevant personal data can be made in accordance with the provisions of the Personal Data (Privacy) Ordinance and any such request should be in writing by mail to Computershare Hong Kong Investor Services Limited at the above address.