

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: 8056)

FORM OF PROXY

Form of proxy for use by shareholders of Differ Group Holding Company Limited (the “Company”) at the Annual General Meeting of the Company (the “Meeting”) to be held at 29A, Admiralty Centre I, 18 Harcourt Road, Hong Kong on Tuesday, 5 May 2015 at 11:00 a.m.

I/We (Note a) _____
of _____
being the registered holder(s) of (Note b) _____ ordinary share(s) (each a “Share”) of HK\$0.01 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 29A, Admiralty Centre I, 18 Harcourt Road, Hong Kong on Tuesday, 5 May 2015 at 11:00 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 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 2014		
2	(a) To re-elect Mr. Ng Chi Chung as an executive Director		
	(b) To re-elect Mr. Cai Jianfeng as a non-executive Director		
	(c) To re-elect Mr. Chan Sing Nun as an independent non-executive Director		
	(d) to authorise the board of Directors (the “Board”) to fix the Directors’ remunerations		
3	To re-appoint BDO Limited as the auditors of the Company and to authorise the Board to fix their remuneration		
4	To grant the general mandate to the Directors to issue, allot and otherwise deal with the Shares		
5	To grant the general mandate to the Directors to repurchase the Shares		
6	To add the nominal amount of the Shares repurchased by the Company under repurchase mandate granted under resolution numbered 5 to the general mandate granted to the Directors under resolution numbered 4		

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). 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, Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen’s Road East, 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.