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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) POLL RESULTS OF THE EXTRAORDINARY GENERAL MEETING
HELD ON 19 FEBRUARY 2024;**
**(II) SHARE CONSOLIDATION AND CHANGE IN BOARD LOT SIZE;
AND**
(III) INCREASE IN AUTHORISED SHARE CAPITAL

POLL RESULTS OF THE EGM

The Board hereby announces that at the EGM held on Monday, 19 February 2024, all the proposed ordinary resolutions as set out in the notice of the EGM were duly passed by the Shareholders by way of poll at the EGM.

Reference is made to the circular (the “**Circular**”) of Differ Group Auto Limited (the “**Company**”) dated 26 January 2024. Unless otherwise defined, capitalised terms used herein shall have the same meaning as in the Circular.

(I) POLL RESULTS OF THE EGM

The Board is pleased to announce that at the EGM held on Monday, 19 February 2024 at about 10:00 a.m., all the proposed ordinary resolutions as set out in the notice of the EGM were duly passed by the Shareholders by way of poll.

The Company’s Hong Kong branch share registrar, Computershare Hong Kong Investor Services Limited, was appointed as the scrutineer for the vote-taking at the EGM.

The poll results in respect of all the ordinary resolutions proposed at the EGM are set out as follows:

ORDINARY RESOLUTIONS <i>(Note 1)</i>		FOR	AGAINST	TOTAL
		<i>Number of Shares (%)</i>	<i>Number of Shares (%)</i>	<i>Number of Shares (%)</i>
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	1,314,159,426 (54.150%)	1,112,750,132 (45.850%)	2,426,909,558 (100%)
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	1,310,500,811 (56.222%)	1,020,452,146 (43.778%)	2,330,952,957 (100%)
3.	To approve the Placing Agreement and the transactions contemplated thereunder and grant a specific mandate 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	1,312,659,426 (55.271%)	1,062,288,009 (44.729%)	2,374,947,435 (100%)

Note 1: The full text of the ordinary resolutions proposed at the EGM are set out in the notice of the EGM.

As more than 50% of the votes were cast in favour of each of the ordinary resolutions at the EGM, all of the above resolutions were duly passed as ordinary resolutions of the Company at the EGM.

As at the date of the EGM, the total number of issued Shares was 8,979,139,880 Existing Shares, all the holders of which were entitled to attend and vote for or against the ordinary resolutions proposed at the EGM. There was no Share entitling any Shareholder to attend and vote only against any of the resolutions proposed at the EGM. No Shareholder was required to abstain from voting on any of the ordinary resolutions at the EGM. There were no restrictions on any Shareholders casting any vote on any of the resolutions proposed at the EGM. Mr. Chan Sing Nun attended the EGM in person while Mr. Ng Chi Chung, Dr. Feng Xiaogang, Mr. Tong Lu, Mr. Kang Fuming, Mr. Xu Yiwei, Mr. Lam Kit Lam and Ms. Chuang Yin Lam attended the EGM by electronic means.

(II) SHARE CONSOLIDATION AND CHANGE IN BOARD LOT SIZE

The Board is pleased to announce that all the conditions precedent of the Share Consolidation have been fulfilled and the Share Consolidation will become effective on Wednesday, 21 February 2024, upon which the board lot size of the Consolidated Share for trading on the Stock Exchange will be changed from 2,000 Existing Shares to 10,000 Consolidated Shares. Dealing in the Consolidated Shares on the Stock Exchange will commence at 9:00 a.m. on Wednesday, 21 February 2024.

Please refer to the Circular for the details, including the trading arrangement, the exchange of share certificates and matching services for odd lots arising in connection with the Share Consolidation. Shareholders should note that upon the Share Consolidation becoming effective, the colour of the share certificates of the Company will be changed from red to light green.

(III) INCREASE IN AUTHORISED SHARE CAPITAL

As the Increase in Authorised Share Capital has been approved at the EGM, the authorised share capital of the Company will be increased to HK\$250,000,000 divided into 10,000,000,000 Consolidated Shares with a par value of HK\$0.025 each by the creation of an additional 8,000,000,000 new Consolidated Shares. The Increase in Authorised Share Capital will become effective on Wednesday, 21 February 2024.

By Order of the Board
Differ Group Auto Limited
NG Chi Chung
Chairman and Executive Director

Hong Kong, 19 February 2024

As at the date of this notice, the executive Directors are Mr. NG Chi Chung, Dr. FENG Xiaogang and Mr. TONG Lu; 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 Ms. CHUANG Yin Lam.