



Monthly Return for Equity Issuer and Hong Kong Depositary Receipts listed under Chapter 19B of the Exchange Listing Rules on Movements in Securities

For the month ended: 29 February 2024

Status: New Submission

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer: Differ Group Auto Limited

Date Submitted: 01 March 2024

I. Movements in Authorised / Registered Share Capital

1. Class of shares	Ordinary shares	Type of shares	Not applicable	Listed on SEHK (Note 1)	Yes	
Stock code	06878	Description	Ordinary Shares			
	Number of authorised/registered shares	Par value		Authorised/registered share capital		
Balance at close of preceding month	2,000,000,000	HKD	0.025	HKD	50,000,000	
Increase / decrease (-)	8,000,000,000			HKD	200,000,000	
Balance at close of the month	10,000,000,000	HKD	0.025	HKD	250,000,000	

Total authorised/registered share capital at the end of the month: HKD 250,000,000

Remarks:

(i) every 10 issued shares and unissued shares with par value of HK\$0.0025 each in the share capital of the Company consolidated into 1 Consolidated Share with par value of HK\$0.025 with effect on 21 February 2024; and (ii) after the share consolidation become effective, the authorised share capital of the Company increased 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 with par value of HK\$0.025 by the creation of an additional 8,000,000,000 new Consolidated Shares (details of which are disclosed in the circular of the Company dated 26 January 2024)

II. Movements in Issued Shares

1. Class of shares	Ordinary shares	Type of shares	Not applicable	Listed on SEHK (Note 1)	Yes	
Stock code	06878	Description	Ordinary Shares			
Balance at close of preceding month		897,913,988				
Increase / decrease (-)		41,510,000				
Balance at close of the month		939,423,988				

Remarks:

- (i) every 10 issued shares and unissued shares with par value of HK\$0.0025 each in the share capital of the Company consolidated into 1 Consolidated Share with par value of HK\$0.025 with effect on 21 February 2024, details of which are disclosed in the circular of the Company dated 26 January 2024
- (ii) Issue and allotment of 41,510,000 new shares on 29 February 2024 pursuant to the placing agreement dated 19 December 2023, details of which are disclosed in the circular of the Company dated 26 January 2024

III. Details of Movements in Issued Shares**(A). Share Options (under Share Option Schemes of the Issuer)** Not applicable**(B). Warrants to Issue Shares of the Issuer which are to be Listed** Not applicable**(C). Convertibles (i.e. Convertible into Issue Shares of the Issuer which are to be Listed)** Not applicable**(D). Any other Agreements or Arrangements to Issue Shares of the Issuer which are to be listed, including Options (other than Share Options Schemes)** Not applicable**(E). Other Movements in Issued Share**

1. Class of shares issuable (Note 5 and 6)	Ordinary shares	Type of shares	Not applicable	Shares issuable to be listed on SEHK (Note 1, 5 and 6)	Yes	
Stock code of shares issuable (if listed on SEHK) (Note 1, 5 and 6)		06878				
Type of Issue	At price (if applicable)		Issue and allotment date (Note 5 and 6)	General Meeting approval date (if applicable)	No. of new shares of issuer issued during the month pursuant thereto (E)	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
	Currency	Amount				
1). Placing/Subscription	HKD	0.36	29 February 2024	19 February 2024	41,510,000	0

Total E (Ordinary shares): 41,510,000

Remarks:

(i) every 10 issued shares and unissued shares with par value of HK\$0.0025 each in the share capital of the Company into 1 Consolidated Share with par value of HK\$0.025, details of which are disclosed in the circular of the Company dated 26 January 2024

(ii) Issue and allotment of 41,510,000 new shares on 29 February 2024 pursuant to the placing agreement dated 19 December 2023, details of which are disclosed in the circular of the Company dated 26 January 2024

Total increase / decrease (-) in Ordinary shares during the month (i.e. Total of A to E)	<u>41,510,000</u>
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IV. Information about Hong Kong Depositary Receipt (HDR) Not applicable

V. Confirmations

We hereby confirm to the best knowledge, information and belief that, in relation to each of the securities issued by the issuer during the month as set out in Part III and IV which has not been previously disclosed in a return published under Main Board Rule 13.25A / GEM Rule 17.27A, it has been duly authorised by the board of directors of the listed issuer and, insofar as applicable:

(Note 2)

- (i) all money due to the listed issuer in respect of the issue of securities has been received by it;
- (ii) all pre-conditions for listing imposed by the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited under "Qualifications of listing" have been fulfilled;
- (iii) all (if any) conditions contained in the formal letter granting listing of and permission to deal in the securities have been fulfilled;
- (iv) all the securities of each class are in all respects identical (Note 3);
- (v) all documents required by the Companies (Winding Up and Miscellaneous Provisions) Ordinance to be filed with the Registrar of Companies have been duly filed and that compliance has been made with other legal requirements;
- (vi) all the definitive documents of title have been delivered/are ready to be delivered/are being prepared and will be delivered in accordance with the terms of issue;
- (vii) completion has taken place of the purchase by the issuer of all property shown in the listing document to have been purchased or agreed to be purchased by it and the purchase consideration for all such property has been duly satisfied; and
- (viii) the trust deed/deed poll relating to the debenture, loan stock, notes or bonds has been completed and executed, and particulars thereof, if so required by law, have been filed with the Registrar of Companies.

Submitted by: Ng Chi Chung

Title: Director

(Director, Secretary or other Duly Authorised Officer)

Notes

1. SEHK refers to Stock Exchange of Hong Kong.
2. Items (i) to (viii) are suggested forms of confirmation which may be amended to meet individual cases. Where the issuer has already made the relevant confirmations in a return published under Main Board Rule 13.25A / GEM Rule 17.27A in relation to the securities issued, no further confirmation is required to be made in this return.

3. "Identical" means in this context:
 - . the securities are of the same nominal value with the same amount called up or paid up;
 - . they are entitled to dividend/interest at the same rate and for the same period, so that at the next ensuing distribution, the dividend/interest payable per unit will amount to exactly the same sum (gross and net); and
 - . they carry the same rights as to unrestricted transfer, attendance and voting at meetings and rank pari passu in all other respects.
4. If there is insufficient space, please submit additional document.
5. In the context of repurchase of shares:
 - . "shares issuable to be listed on SEHK" should be construed as "shares repurchased listed on SEHK"; and
 - . "stock code of shares issuable (if listed on SEHK)" should be construed as "stock code of shares repurchased (if listed on SEHK)"; and
 - . "class of shares issuable" should be construed as "class of shares repurchased"; and
 - . "issue and allotment date" should be construed as "cancellation date"
6. In the context of redemption of shares:
 - . "shares issuable to be listed on SEHK" should be construed as "shares redeemed listed on SEHK"; and
 - . "stock code of shares issuable (if listed on SEHK)" should be construed as "stock code of shares redeemed (if listed on SEHK)"; and
 - . "class of shares issuable" should be construed as "class of shares redeemed"; and
 - . "issue and allotment date" should be construed as "redemption date"