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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)

INSIDE INFORMATION

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This announcement is made by the board of directors (the “**Board**”) of Differ Group Auto Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) pursuant to Rule 13.09 and Rule 13.49(3) of the Rules Governing the Listing of Securities (the “**Listing Rules**”) on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) and the Inside Information Provisions (as defined in the Listing Rules) under Part XIVA of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

Reference is made to the announcement of the Company dated 28 March 2024, 17 April 2024, 10 May 2024 and 31 May 2024 (the “**Announcements**”) in relation to, among others, the delay in publication of the 2023 Annual Results and delay in despatch of the 2023 Annual Report. Unless otherwise specified, capitalised terms used in this announcement shall have the same meanings as those defined in the Announcements.

FURTHER DELAY IN PUBLICATION OF 2023 ANNUAL RESULTS ANNOUNCEMENT AND DELAY IN DESPATCH OF 2023 ANNUAL REPORT

The Board would like to provide further information to its shareholders and potential investors regarding the delay in publication of the 2023 Annual Results. As stated in the Announcements, the Auditors have requested additional time to complete their audit procedures and gather all necessary supporting documents. As of the date of this announcement, the Auditors have completed all required audit procedures. However, the Company requires additional time to finalise the 2023 Annual Results and the 2023

Annual Report. According to the existing timetable, the publication and dispatch of the 2023 Annual Results Announcement and the 2023 Annual Report is expected to be further delayed to on or before 19 July 2024 and 31 July 2024 respectively.

Pursuant to Rule 13.49(1) of the Listing Rules, the Company is required to publish the 2023 Annual Results Announcement not later than three (3) months after the end of the financial year of the Company (i.e. on or before 31 March 2024). The delay in the publication of the 2023 Annual Results Announcement constitutes non-compliance with Rule 13.49(1) of the Listing Rules.

Pursuant to Rule 13.49(3) of the Listing Rules, if the Company is unable to publish the 2023 Annual Results Announcement within the prescribed timeframe, it must announce its results for the financial year based on financial results which have yet to be agreed with the Auditors (so far as the information is available), those results must have been reviewed by the issuer's audit committee, not later than three (3) months after the end of the financial year of the Company (i.e. on or before 31 March 2024). The Board, after due and careful consideration, is of the view that it would not be appropriate for the Company to publish the unaudited consolidated management accounts of the Group for the year ended 31 December 2023 at this stage as such management accounts may not accurately reflect the financial performance and/or position of the Group and the publication of the unaudited management accounts could cause confusion and may be misleading to the Shareholders and potential investors of the Company.

Pursuant to Rule 13.46(2) of the Listing Rules, the Company is required to despatch the 2023 Annual Report to the Shareholders not more than four (4) months after the end of the financial year of the Company (i.e. on or before 30 April 2024). Due to further delay in the publication of the 2023 Annual Results Announcement, it is expected that there will be a delay in the despatch of the 2023 Annual Report.

Based on the latest development and recent discussion with the Auditors, the Company expects that the 2023 Annual Results Announcement and 2023 Annual Report will be published and despatched on or before 19 July 2024 and 31 July 2024 respectively.

POSTPONEMENT OF ANNUAL GENERAL MEETING

Pursuant to Rule 13.46(2)(b) of the Listing Rules, the Company should lay its annual financial statements before its shareholders at its annual general meeting within the period of six months after the end of the financial year or accounting reference period to which the annual financial statements relate (i.e., on or before 30 June 2024).

Pursuant to Article 56 of the memorandum and articles of association of the Company, an annual general meeting of the Company shall be held in each financial year other than the year of the Company's adoption of these Articles (within a period of not more than fifteen (15) months after the holding of the last preceding annual general meeting or not

more than eighteen (18) months after the date of adoption of these Articles, unless a longer period would not infringe the rules of the Designated Stock Exchange, if any) at such time and place as may be determined by the Board.

Following the delay in publication of the 2023 Annual Results and the 2023 Annual Report, it is expected that the convening of the annual general meeting of the Company will be postponed beyond six months from the financial year end date of 31 December 2023. The postponement of the annual general meeting of the Company will constitute a non-compliance with Rule 13.46(2)(b) of the Listing Rules.

The Company will publish further announcement(s) to inform its Shareholders of the date of the annual general meeting as and when appropriate.

POSTPONEMENT OF BOARD MEETING

Due to the aforesaid delay in publication of the 2023 Annual Results Announcement, the Board Meeting for approving the 2023 Annual Results Announcement for publication will also be further delayed.

The Board will make further announcement(s) as and when appropriate to inform the Shareholders of the date of the Board Meeting.

CONTINUED SUSPENSION OF TRADING

Trading in the shares of the Company on the Stock Exchange has been suspended with effect from 9:00 a.m. on Tuesday, 2 April 2024 and will remain suspended pending the publication of the 2023 Annual Results by the Company.

Shareholders and potential investors of the Company should exercise caution when investing and dealing in the securities of the Company.

By order of the Board
Differ Group Auto Limited
Ng Chi Chung
Chairman and Executive Director

Hong Kong, 28 June 2024

As at the date of this announcement, the executive Directors are Mr. NG Chi Chung, Dr. FENG Xiaogang and Mr. TONG Lu; the non-executive Director is Mr. KANG Fuming; and the independent non-executive Directors are Mr. CHAN Sing Nun, Mr. LAM Kit Lam and Ms. CHUANG Yin Lam.