

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.

DIFFER GROUP AUTO LIMITED
(IN LIQUIDATION)

鼎豐集團汽車有限公司

(清盤中)

(Incorporated in Cayman Islands with limited liability)

(Stock Code: 6878)

**(1) RESIGNATION OF INDEPENDENT NON-EXECUTIVE DIRECTOR
AND CHANGE IN COMPOSITION OF BOARD COMMITTEES; AND
(2) NON-COMPLIANCE WITH THE LISTING RULES**

The announcement is made by Differ Group Auto Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) pursuant to Rule 13.51(2) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) (the “**Listing Rules**”).

**RESIGNATION OF INDEPENDENT NON-EXECUTIVE DIRECTOR AND
CHANGE IN COMPOSITION OF BOARD COMMITTEES**

The Company hereby announces that Mr. LAM Kit Lam (“**Mr. Lam**”) resigned as an independent non-executive Director with effect from 19 May 2025 due to his other business engagements. Following Mr. Lam’s resignation, he has also ceased to be the Chairman of the Remuneration Committee and members of the Audit Committee and Nomination Committee of the Company with effect from that date.

Mr. Lam has confirmed that he has no disagreement with the Company and there is no other matter to his resignation that needs to be brought to the attention of the shareholders of the Company and the Stock Exchange.

NON-COMPLIANCE WITH THE LISTING RULES

Reference is made to the announcements of the Company dated 19 and 25 March 2025 in relation to the non-compliance with Rules 3.10(1), 3.21, Rule 3.25 and Rule 3.27A of the Listing Rules on the Stock Exchange.

Following the resignation of Mr. Lam, the Company is unable to comply with Rules 3.21 (in respect of the audit committee must comprise a minimum of three members, at least one of whom is an independent non-executive director with appropriate professional qualifications or accounting or related financial management expertise as required under

Rule 3.10(2). The majority of the audit committee members must be independent non-executive directors of the listed issuer. The audit committee must be chaired by an independent non-executive director.) and Rules 3.25 (in respect of the remuneration committee having an independent non-executive director as chairman with a majority of members comprising independent non-executive Directors) and 3.27A of the Listing Rules (in respect of the nomination committee having an independent non-executive Director as chairman with a majority of members comprising independent non-executive Directors).

The Company is in the process of identifying suitable candidate(s) to fill the vacancy of the independent non-executive Directors to ensure re-compliance of the relevant rules as soon as practicable but in any event within three months from the first date of non-compliance. Further announcement(s) will be made by the Company as and when appropriate.

CONTINUED SUSPENSION OF TRADING

Trading in the shares of the Company on the Stock Exchange, which has been suspended with effect from 11: 00 a.m. on 31 March 2025, will remain suspended until further notice.

The Company will keep the public informed by making further announcements as and when appropriate.

Differ Group Auto Limited
(In Liquidation)
So Man Chun
And
Jong Yat Kit
Joint and Several Liquidators
Acting as agents without personal liability

Hong Kong, 21 May 2025

As at the date of this announcement, the Executive Director is Ms. PAN Huili.