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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)

POSTPONEMENT OF SCHEME MEETING

This announcement is made by Differ Group Auto Limited (the “**Company**”) pursuant to Rule 13.09(2) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) and the Inside Information provisions (as defined under 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 announcements of the Company dated 16 June 2023, 20 June 2023, 4 July 2023, 23 August 2023, 30 August 2023, 20 September 2023, 18 October 2023, 30 October 2023, 5 January 2024, 23 April 2024 and 6 June 2024 respectively (the “**Announcements**”) in relation to, among other things, the application of the Proposed Restructuring of the Company. Unless otherwise defined, capitalised terms used herein shall have the same meanings as used in the Announcements.

The Company would like to provide update to the Shareholders and potential investors that the Scheme Meeting, which was originally scheduled to be held on 16 August 2024, has been postponed to another date to be announced. The Company will make further announcement when there are any updates on the Scheme Meeting and the sanction hearing (which is currently scheduled on 17 September 2024) as and when appropriate.

WARNING

The Scheme will involve issuance of shares of the Company and the details of the terms thereof are subject to the approval by the Stock Exchange and the Shareholders. The proposed transactions contemplated under the Proposed Restructuring (including the Scheme) may or may not be fulfilled and are subject to conditions precedent of the Scheme, approval by the Shareholders, creditors of the Company, regulators and the Court. Shareholders and potential investors are advised to exercise caution when dealing in the Shares.

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

Hong Kong, 16 August 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.