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
鼎豐集團汽車有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 6878)

UPDATE ANNOUNCEMENT IN RELATION TO SCHEME OF ARRANGEMENT

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, 6 June 2024 and 16 August 2024 respectively (the "**Announcements**") in relation to, among other things, 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, since the Company is in the course of adjusting and revising the terms of the Scheme in response to the comments from certain creditors and regulator, the Scheme Meeting has been postponed as announced on 16 August 2024. Accordingly, the Company has applied to the High Court of Hong Kong, and on 30 August 2024, the High Court of Hong Kong has ordered that the sanction hearing scheduled on 17 September 2024 (the "**Sanction Hearing**") be vacated and the proceedings to convene the Sanction Hearing be dismissed. The Company will strive for a revised Scheme and make application to the Court for the convening of a new Scheme Meeting as soon as practicable. Further announcement(s) will be made by the Company to inform the public on any updates on the Proposed Restructuring 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, 2 September 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.