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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)

SUPPLEMENTAL ANNOUNCEMENT —

(1) REASONS OF WITHDRAWAL OF APPLICATION TO CONVENE THE SCHEME MEETING; AND (2) STATUS OF THE WINDING-UP PETITION

This announcement is made by Differ Group Auto Limited (the “**Company**”) pursuant to Rule 13.09 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).

References are made to (i) 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, 19 July 2024, 16 August 2024, 2 September 2024 and 17 October 2024 respectively in relation to, among other things, the Proposed Restructuring of the Company; (ii) the announcements of the Company dated 14 November 2024, 21 November 2024 and 13 January 2025 respectively in relation to, among other things, the PRC Litigations; (iii) the announcement of the Company dated 13 December 2024 in relation to the adjournment of direction hearing for the proposed scheme of arrangement of the Company; and (iv) the announcement of the Company dated 10 February 2025 in relation to the withdrawal (the “**Withdrawal**”) of application to convene the Scheme Meeting (the “**Announcements**”). Unless otherwise defined, capitalised terms used herein shall have the same meanings as used in the Announcements.

The Company would like to provide further information to the Shareholders and the potential investors in relation to the status of the Proposed Restructuring, the Winding Up Petition and the PRC Litigations as follows:

The Proposed Restructuring

The Company has been striving to liaise and negotiate with the Scheme Creditors on the terms of the Proposed Restructuring so as to solicit their support towards the Proposed Restructuring, but has yet to secure sufficient support before 10 February 2025. As such, the Company resolved to proceed with the Withdrawal to save costs. As at the date of this announcement, the Company is still in the course of negotiating with certain creditors with a revised restructuring plan. The Company will update the Shareholders and potential investors as and when appropriate.

The Board is of the view that the Withdrawal has no impact on the Company's business operation and/or financial condition. However, in the event that a winding up order is granted by the High Court of Hong Kong against the Company, the Company could be taken over by any liquidators to be appointed which may affect the business operation of the Company and its subsidiaries.

The Winding-Up Petition

References are made to the announcements of the Company dated 20 June 2023, 23 August 2023, 20 September 2023, 18 October 2023, 20 October 2023, 30 October 2023 and 17 January 2024 respectively in relation to the Winding Up Petition. The Company would like to update the Shareholders that the hearing for the Winding Up Petition is scheduled to be heard on 23 April 2025 at 10:00 a.m. at the High Court of Hong Kong.

PRC Litigations

As at the date of this announcement, the Company has not received any judgements or updates from any of the PRC Courts in relation to the PRC Litigations.

Further announcement(s) will be made by the Company to inform the public on any updates on the Winding-up Petition and the Proposed Restructuring as and when appropriate.

WARNING

Shareholders and potential investors are advised to exercise caution when dealing in the Shares.

By Order of the Board
Differ Group Auto Limited
Pan Huili
Executive Director

Hong Kong, 3 March 2025

As at the date of this announcement, the executive Directors are Ms. PAN Huili 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.