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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)

(I) POLL RESULTS OF THE EXTRAORDINARY GENERAL MEETING HELD ON 29 NOVEMBER 2024; AND (II) SHARE CONSOLIDATION AND CHANGE IN BOARD LOT SIZE NOT BECOMING EFFECTIVE

POLL RESULTS OF THE EGM

The Board hereby announces that at the EGM held on Friday, 29 November 2024, all the proposed ordinary resolutions as set out in the notice of the EGM were not carried by the Shareholders by way of poll at the EGM.

Reference is made to the circular (the “**Circular**”) of Differ Group Auto Limited (the “**Company**”) dated 11 November 2024. Unless otherwise defined, capitalised terms used herein shall have the same meaning as in the Circular.

(I) POLL RESULTS OF THE EGM

The Board announces that at the EGM held on Friday, 29 November 2024 at about 3:00 p.m., all the proposed ordinary resolutions as set out in the notice of the EGM were not carried by the Shareholders by way of poll.

The Company’s Hong Kong branch share registrar, Computershare Hong Kong Investor Services Limited, was appointed as the scrutineer for the vote-taking at the EGM.

The poll results in respect of all the ordinary resolutions proposed at the EGM are set out as follows:

ORDINARY RESOLUTIONS ^(Note 1)		FOR	AGAINST	TOTAL
		<i>Number of Shares (%)</i>	<i>Number of Shares (%)</i>	<i>Number of Shares (%)</i>
1.	To approve the proposed consolidation of every twenty (20) issued shares and unissued shares of HK\$0.025 each in the share capital of the Company into one (1) Consolidated Share of HK\$0.5	2,162,247 (5.6%)	36,121,603 (94.4%)	38,283,850 (100%)
2.	To approve the Placing Agreement and the transactions contemplated thereunder and grant a specific mandate to the Directors for the allotment and issue of the Placing Shares as set out in the circular of the Company dated 11 November 2024	2,162,247 (6.1%)	33,226,203 (93.9%)	35,388,450 (100%)

Note 1: The full text of the ordinary resolutions proposed at the EGM are set out in the notice of the EGM.

As less than 50% of the votes were cast in favour of each of the ordinary resolutions at the EGM, all of the above resolutions were not carried.

As at the date of the EGM, the total number of issued Shares was 939,423,988 Existing Shares, all the holders of which were entitled to attend and vote for or against the ordinary resolutions proposed at the EGM. There was no Share entitling any Shareholder to attend and vote only against any of the resolutions proposed at the EGM. No Shareholder was required to abstain from voting on any of the ordinary resolutions at the EGM. There were no restrictions on any Shareholders casting any vote on any of the resolutions proposed at the EGM. Mr. CHAN Sing Nun attended the EGM in person while Dr. FENG Xiaogang, Mr. TONG Lu, Mr. KANG Fuming and Mr. LAM Kit Lam attended the EGM by electronic means. Ms. CHUANG Yin Lam was unable to attend the EGM due to other work commitments.

(II) SHARE CONSOLIDATION AND CHANGE IN BOARD LOT SIZE NOT BECOMING EFFECTIVE

The Board announces that, as resolution 1 was not carried, condition (i) of the Share Consolidation as specified under the section headed “Conditions of the Share Consolidation” in the Circular was not fulfilled. Accordingly, the Share Consolidation and Change in Board Lot Size will not become effective and the events as set out in the expected timetable in the Circular which were conditional on the fulfillment of the conditions for the implementation of the Share Consolidation will not occur.

By Order of the Board
Differ Group Auto Limited
FENG Xiaogang
Executive Director

Hong Kong, 29 November 2024

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