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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)

**(1) RESIGNATION OF EXECUTIVE DIRECTOR;
(2) APPOINTMENT OF EXECUTIVE DIRECTOR;
(3) CHANGES IN COMPOSITION OF BOARD COMMITTEES;
AND
(4) CHANGE OF AUTHORISED REPRESENTATIVE**

RESIGNATION OF EXECUTIVE DIRECTOR

The Board is pleased to announce that, with effect from 1 January 2025, Dr. Feng Xiaogang has tendered his resignation as (i) an executive Director; and (ii) a member of each of the Remuneration Committee and Nomination Committee.

APPOINTMENT OF EXECUTIVE DIRECTOR

The Board is pleased to announce that, with effect from 1 January 2025, Ms. Pan Huili has been appointed as (i) an executive Director; and (ii) a member of each of the Remuneration Committee and Nomination Committee.

CHANGES IN COMPOSITION OF BOARD COMMITTEES

After the abovementioned changes in Directors with effect from 1 January 2025:

- (1) the Audit Committee will be composed of one non-executive Director and two independent non-executive Directors, namely, Mr. Chan Sing Nun as the chairman of the Audit Committee, Mr. Lam Kit Lam and Mr. Kang Fuming;
- (2) the Remuneration Committee will be composed of one executive Director and two independent non-executive Directors, namely, Mr. Lam Kit Lam as the chairman of the Remuneration Committee, Mr. Chan Sing Nun and Ms. Pan Huili; and
- (3) the Nomination Committee will be composed of one executive Director and two independent non-executive Directors, namely, Mr. Chan Sing Nun as the chairman of the Nomination Committee, Mr. Lam Kit Lam and Ms. Pan Huili.

CHANGE OF AUTHORISED REPRESENTATIVE

The Board is pleased to announce that, with effect from 1 January 2025, Dr. Feng will cease to act as the Authorised Representative under Rule 3.05 of the Listing Rules and Ms. Pan Huili will be appointed as the Authorised Representative under Rule 3.05 of 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 (the “**Listing Rules**”) Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”).

RESIGNATION OF EXECUTIVE DIRECTOR

The board (the “**Board**”) of directors (the “**Director**”) is pleased to announce that with effect from 1 January 2025, Dr. Feng Xiaogang (“**Dr. Feng**”) has tendered his resignation as (i) an executive Director; and (ii) a member of each of the Remuneration Committee and Nomination Committee in order to devote more time to his other business commitments.

Dr. Feng has confirmed that save for the outstanding director’s remuneration, he has no disagreement with the Board and there is no other matter to his resignation that needs to be brought to the attention of the shareholders (the “**Shareholders**”) of the Company and the Stock Exchange.

The Board would like to take this opportunity to express its sincere gratitude to Dr. Feng for his valuable contributions to the Group during his tenure of office.

APPOINTMENT OF EXECUTIVE DIRECTOR

The Board is pleased to announce that, with effect from 1 January 2025, Ms. Pan Huili (“**Ms. Pan**”) will be appointed as (i) an executive Director; and (ii) a member of each of the Remuneration Committee and Nomination Committee.

The biographic details of Ms. Pan are as follows:

Ms. Pan Huili (潘薈麗)

Ms. Pan, aged 32, received a certificate in Cosmetic Techniques & Management from Seneca Polytechnic (formerly known as, Seneca College), Canada, in June 2016. Ms. Pan worked as a general manager of Hainan Huili Agricultural Technology Co., Ltd. (海南省薈麗農業科技有限公司) from August 2022 to August 2023 and is currently the general manager of Shenzhen Yuanhenggu Enterprise Management Co., Ltd. (深圳市元恒谷企業管理有限公司) from August 2023. Ms. Pan also works as directors of various subsidiaries of the Company.

Pursuant to the service contract entered into between the Company and Ms. Pan, (i) Ms. Pan is not appointed for any specific length or proposed length of service and her term of service shall continue unless and until terminated by either party giving to the other not less than three months' prior written notice; (ii) Ms. Pan's term of office as executive Director shall also be subject to retirement and re-election at the annual general meeting in accordance with the articles of association of the Company; and (iii) Ms. Pan is entitled to receive a remuneration of HK\$20,000 per month which were determined by the Board upon recommendation from the Remuneration Committee of the Company with reference to the prevailing market rate, the Company's remuneration policy, her duties and responsibilities with the Company and her contribution to the Company.

Save as disclosed above, as at the date of this announcement, Ms. Pan has confirmed that she (i) does not hold any other position with the Company or other members of the Group; (ii) does not hold any other directorships in any other listed public companies in Hong Kong or overseas in the last three years; and (iii) does not hold any other major appointments and professional qualifications. Ms. Pan (i) does not have any relationship with any Director, senior management or substantial Shareholders (as defined in the Listing Rules) or controlling Shareholders (as defined in the Listing Rules); and (ii) does not have or is not deemed to have any interests or short positions in the shares or underlying shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of the Hong Kong) ("SFO") as at the date of this announcement.

Save as disclosed above, Ms. Pan confirmed that there are no other matters concerning the appointment of Ms. Pan that need to be brought to the attention of the Shareholders and there is no other information in respect of Ms. Pan which is disclosable pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules.

Ms. Pan has obtained the legal advice pursuant to Rule 3.09D of the Listing Rules and has confirmed that she understood her obligations as a Director of the Company.

The Board would like to take this opportunity to welcome Ms. Pan as a new Board members.

CHANGES IN COMPOSITION OF BOARD COMMITTEES

The Board is pleased to announce that Dr. Feng has tendered his resignation as member of each of the Remuneration Committee and Nomination Committee; and Ms. Pan will be appointed as member of each of the Remuneration Committee and Nomination Committee with effect from 1 January 2025.

After the abovementioned changes:

- (1) the Audit Committee will be composed of one non-executive Director and two independent non-executive Directors, namely, Mr. Chan Sing Nun as the chairman of the Audit Committee, Mr. Lam Kit Lam and Mr. Kang Fuming;

- (2) the Remuneration Committee will be composed of one executive Director and two independent non-executive Directors, namely, Mr. Lam Kit Lam as the chairman of the Remuneration Committee, Mr. Chan Sing Nun and Ms. Pan Huili; and
- (3) the Nomination Committee will be composed of one executive Director and two independent non-executive Directors, namely, Mr. Chan Sing Nun as the chairman of the Nomination Committee, Mr. Lam Kit Lam and Ms. Pan Huili.

CHANGE OF AUTHORISED REPRESENTATIVE

The Board is pleased to announce that, with effect from 1 January 2025, Dr. Feng will cease to act as an authorised representative of the Company under Rule 3.05 of the Listing Rules (the “**Authorised Representative under the Listing Rules**”) and Ms. Pan will be appointed as the Authorised Representative under the Listing Rules.

Shareholders and potential investors of the Company are advised to exercise caution when dealing in the shares and other securities of the Company.

By order of the Board
Differ Group Auto Limited
Feng Xiaogang
Executive Director

Hong Kong, 31 December 2024

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