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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) RESIGNATIONS OF DIRECTORS;
(2) CHANGE IN COMPOSITION OF BOARD COMMITTEES;
AND
(3) FAILURE TO COMPLY WITH THE LISTING RULES**

RESIGNATION OF DIRECTORS

The board of directors (the “**Board**”) of Differ Group Auto Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) hereby announce that with effect from 25 March 2025:

- (1) Mr. Tong Lu (“**Mr. Tong**”) has resigned as an executive Director due to his pursuit of other business commitments;
- (2) Mr. Chan Sing Nun (“**Mr. Chan**”) has resigned as an independent non-executive Director and ceased to be the chairman of each of the audit committee (the “**Audit Committee**”) and the nomination committee (the “**Nomination Committee**”) and a member of the remuneration committee of the Company (the “**Remuneration Committee**”) due to his pursuit of other business commitments.

Mr. Chan has confirmed that 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 of Hong Kong Limited (the “**Stock Exchange**”).

Mr. Tong has confirmed that save for the outstanding director’s remuneration and expenses reimbursement, 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 and The Stock Exchange.

The Board would like to take this opportunity to express its sincere gratitude to Mr. Tong and Mr. Chan for their valuable contributions to the Group during their tenure of office.

CHANGES OF COMPOSITION OF THE BOARD COMMITTEES

The Board further announces that with effect from 25 March 2025, the composition of the Board committees is changed as follows.

Following Mr. Chan's resignation, Mr. Chan has ceased to be the chairman of each of the Audit Committee and the Nomination Committee and a member of Remuneration Committee.

NON-COMPLIANCE OF THE LISTING RULES

Reference is made to the announcements of the Company dated 19 and 25 March 2025 in relation to the non-compliance with Rules 3.10(1) and 3.21 of the Rules Governing the Listing of Securities (the "**Listing Rules**") on the Stock Exchange.

Following the resignation of Mr. Chan, the Company is unable to comply with Rules 3.21 (in respect of the audit committee must comprise a minimum of three members, at least one of whom is an independent non-executive director with appropriate professional qualifications or accounting or related financial management expertise as required under rule 3.10(2). The majority of the audit committee members must be independent non-executive directors of the listed issuer. The audit committee must be chaired by an independent non-executive director.) and Rules 3.25 (in respect of the remuneration committee with a majority of members comprising independent non-executive Directors) and 3.27A of the Listing Rules (in respect of the nomination committee having an independent non-executive Director as chairman with a majority of members comprising independent non-executive Directors).

The Company is in the process of identifying suitable candidate(s) to fill the vacancy of the independent non-executive Directors to ensure re-compliance of the relevant rules as soon as practicable but in any event within three months from the first date of non-compliance. Further announcement(s) will be made by the Company as and when appropriate.

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

Hong Kong, 25 March 2025

As at the date of this announcement, the executive Director is Ms. PAN Huili and the independent non-executive Director is Ms. CHUANG Yin Lam.