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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)

CLARIFICATION ANNOUNCEMENT IN RELATION TO THE PLACING OF NEW SHARES UNDER GENERAL MANDATE

Placing Agent



References are made to the announcements issued by Differ Group Auto Limited (the “**Company**”) dated 17 April 2023 (the “**Announcements**”) in relation to the Placing. Unless otherwise defined herein, capitalised terms used in this announcement shall have the same meanings as those defined in the Announcements.

The Board would like to clarify the inadvertent clerical errors regarding the Announcement under the section headed “**EFFECTS ON SHAREHOLDING STRUCTURE OF THE COMPANY**” on page 8 of both the English and Chinese versions of the Announcement.

The Company hereby clarifies that the section headed “**EFFECTS ON SHAREHOLDING STRUCTURE OF THE COMPANY**” in the Announcement:

“To the best of the Directors’ knowledge, information and belief after having made all reasonable enquiries, the shareholding structure of the Company (i) as at the date of this announcement; and (ii) immediately after the completion of the Placing (assuming all the Placing Shares are fully placed and there is no other change in the issued share capital of the Company before the completion of the Placing) are set out below:

| Name of Shareholder | As at the date of this announcement | | Immediately after the completion of the Placing (assuming all the Placing Shares are fully placed) | |
|-----------------------------------|-------------------------------------|----------------------|--|----------------------|
| | Number of Shares | Approx.% (Note 2) | Number of Shares | Approx.% (Note 2) |
| Expert Corporate Limited | 1,310,000,000 | 18.17 | 1,310,000,000 | 15.14 |
| Ever Ultimate ^(Note 1) | 63,660,000 | 0.88 | 63,660,000 | 0.74 |
| Mr. Ng ^(Note 1) | 50,000,000 | 0.70 | 50,000,000 | 0.58 |
| Public Shareholders | | | | |
| Placees | – | – | 1,441,677,576 | 16.67 |
| Other public Shareholders | <u>5,784,727,880</u> | <u>80.25</u> | <u>5,784,727,880</u> | <u>66.87</u> |
| Total | <u>7,208,387,880</u> | <u>100.00</u> | <u>8,650,065,456</u> | <u>100.00</u> |

Notes:

- As at the date of this announcement, Ever Ultimate Limited (“Ever Ultimate”), is wholly and beneficial owned by Mr. Ng Chi Chung (“Mr. Ng”), the chairman and executive Director of the Company. By virtue of the SFO, Mr. Ng is deemed to be interested in 113,660,000 Shares under the SFO.
- The above percentage figures are subject to rounding adjustments. Accordingly, figures shown as total may not be an arithmetic aggregation of the figures preceding it.”,

should be replaced in its entirety by the following:

“To the best of the Directors’ knowledge, information and belief after having made all reasonable enquiries, the shareholding structure of the Company (i) as at the date of this announcement; and (ii) immediately after the completion of the Placing (assuming all the Placing Shares are fully placed and there is no other change in the issued share capital of the Company before the completion of the Placing) should set out below:

| Name of Shareholder | As at the date of this announcement | | Immediately after the completion of the Placing (assuming all the Placing Shares are fully placed) | |
|-----------------------------------|-------------------------------------|-----------------------|--|-----------------------|
| | Number of Shares | Approx. % (Note 2) | Number of Shares | Approx. % (Note 2) |
| Expert Corporate Limited | 1,310,000,000 | 18.17 | 1,310,000,000 | 15.14 |
| Ever Ultimate ^(Note 1) | 113,660,000 | 1.58 | 113,660,000 | 1.32 |
| Public Shareholders | | | | |
| Placees | – | – | 1,441,677,576 | 16.67 |
| Other public Shareholders | <u>5,784,727,880</u> | <u>80.25</u> | <u>5,784,727,880</u> | <u>66.87</u> |
| Total | <u>7,208,387,880</u> | <u>100.00</u> | <u>8,650,065,456</u> | <u>100.00</u> |

Notes:

- As at the date of this announcement, Ever Ultimate Limited (“**Ever Ultimate**”), is wholly and beneficially owned by Mr. Ng Chi Chung (“**Mr. Ng**”), the chairman and executive Director of the Company. By virtue of the SFO, Mr. Ng is deemed to be interested in 113,660,000 Shares under the SFO.
- The above percentage figures are subject to rounding adjustments. Accordingly, figures shown as total may not be an arithmetic aggregation of the figures preceding it.”

Save as disclosed in this announcement, all information set out in the Announcement remain unchanged.

By Order of the Board
Differ Group Auto Limited
NG Chi Chung
Chairman and Executive Director

Hong Kong, 28 April 2023

As at the date of this announcement, the executive Directors are Mr. NG Chi Chung and Dr. FENG Xiaogang; the non-executive Directors are Mr. KANG Fuming and Mr. XU Yiwei; and the independent non-executive Directors are Mr. CHAN Sing Nun, Mr. LAM Kit Lam and Mr. CHEN Naike.