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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)

POLL RESULTS OF THE ANNUAL GENERAL MEETING HELD ON 28 JUNE 2023

The Board is pleased to announce that all the proposed resolutions set out in the Notice (as defined below) were duly passed by way of poll at the annual general meeting of the Company held on 28 June 2023 (the “AGM”).

Reference is made to the circular (the “**Circular**”) of Differ Group Auto Limited (the “**Company**”) dated 23 May 2023 and in the notice of AGM (the “**Notice**”) contained herein. Unless stated otherwise, capitalised terms used herein shall have the same meanings as those defined in the Circular.

POLL RESULTS OF THE AGM

The board (the “**Board**”) of directors (the “**Director(s)**”) of the Company is pleased to announce that all the proposed resolutions set out in the Notice were duly passed by way of poll at the AGM.

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

As at the AGM date, the total number of issued shares in the Company was 8,615,519,880 Shares, which was equivalent to the total number of Shares entitling the shareholders of the Company (the “**Shareholders**”) to attend and vote for or against the proposed resolutions at the AGM. To the best of the Directors’ knowledge, belief and information, no Shareholders had a material interest in the resolutions proposed at the AGM. No Shareholders were entitled to attend the AGM and abstain from voting in favour of the required resolutions under the Listing Rules. No Shareholders were required under the Listing Rules to abstain from voting on the proposed resolutions at the AGM. No Shareholders were entitled to attend and vote only against any resolutions at the AGM. No Shareholder has stated his/her/its intention in the Circular to vote against or to abstain from voting on any proposed resolutions at the AGM.

The poll results in respect of all the proposed resolutions at the AGM were as follows:

ORDINARY RESOLUTIONS		Number of Shares represented by votes cast (Approximate %)		Total votes
		FOR	AGAINST	
1	To receive and consider the audited consolidated financial statements and the reports of the directors (the “Directors”) and auditors of the Company for the year ended 31 December 2022	1,751,813,337 (98.599%)	24,898,001 (1.401%)	1,776,711,338
2	(a) To re-elect Mr. Ng Chi Chung as an executive Director	1,491,571,537 (75.498%)	484,065,801 (24.502%)	1,975,637,338
	(b) To re-elect Mr. Tong Lu as an executive Director	1,887,117,337 (98.528%)	28,194,000 (1.472%)	1,915,311,337
	(c) To re-elect Mr. Kang Fuming as a non-executive Director	1,574,969,537 (82.926%)	324,283,800 (17.074%)	1,899,253,337
	(d) To re-elect Ms. Chuang Yin Lam as an independent non-executive Director	1,852,001,337 (98.260%)	32,792,000 (1.740%)	1,884,793,337
	(e) to authorise the board of Directors (the “Board”) to fix the Directors’ remunerations	1,855,393,338 (98.717%)	24,110,000 (1.283%)	1,879,503,338
3	To re-appoint BDO Limited as the auditors of the Company and to authorise the Board to fix their remuneration	1,859,013,337 (98.407%)	30,088,001 (1.593%)	1,889,101,338
4	To grant the general mandate to the Directors to issue, allot and otherwise deal with the Shares	1,397,237,372 (70.658%)	580,225,966 (29.342%)	1,977,463,338
5	To grant the general mandate to the Directors to repurchase the Shares	1,903,001,337 (98.352%)	31,888,000 (1.648%)	1,934,889,337
6	To add the nominal amount of the Shares repurchased by the Company under repurchase mandate granted under resolution numbered 5 to the general mandate granted to the Directors under resolution numbered 4	1,653,561,372 (92.047%)	142,863,965 (7.953%)	1,796,425,337
SPECIAL RESOLUTIONS		FOR	AGAINST	
7	To amend the articles of association of the Company	1,780,517,337 (98.591%)	25,438,000 (1.409%)	1,805,955,337
8	To amend the memorandum of association of the Company	1,779,129,337 (99.021%)	17,594,000 (0.979%)	1,796,723,337

As more than 50% of the votes were cast in favour of each of the above ordinary resolutions and more than 75% of the votes were cast in favour of each of the above special resolutions, all the proposed resolutions were duly passed as ordinary resolutions and special resolutions of the Company respectively by way of poll at the AGM. Mr. Ng Chi Chung, Dr. Feng Xiaogang, Mr. Chan Sing Nun, and Ms. Chuang Yin Lam attended the AGM in person; Mr. Tong Lu, Mr. Kang Fuming and Mr. Xu Yiwei attended the AGM by electronic means, while Mr. Lam Kit Lam was unable to attend the AGM due to other work commitments.

By order of the Board of
Differ Group Auto Limited
Ng Chi Chung
Chairman and Executive Director

Hong Kong, 28 June 2023

As at the date of this announcement, the executive Directors are Mr. NG Chi Chung, Dr. FENG Xiaogang and Mr. TONG Lu; 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 Ms. CHUANG Yin Lam.