

## Monthly Return of Equity Issuer on Movements in Securities

 For the month ended (dd/mm/yyyy):
 31/1/2014

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer	Differ Group Holding Company Limited
Date Submitted	4/2/2014

I. Movements in Authorised Share Capital

1. Ordinary Shares			
(1) Stock code : <u>8056</u> Descr	iption : Ordinary	shares	
	No. of ordinary shares	Par value (State currency)	Authorised share capital (State currency)
Balance at close of preceding month	5,000,000,000	HK\$0.01	HK\$50,000,000
Increase/(decrease)			
Balance at close of the month	5,000,000,000	<u>HK\$0.01</u>	<u>HK\$50,000,000</u>
(2) Stock code : <u>N/A</u> Descr	iption :		
	No. of ordinary shares	Par value (State currency)	Authorised share capital (State currency)
Balance at close of preceding month			
Increase/(decrease)			
Balance at close of the month			

## 2. Preference Shares

Stock code :	N/A	Descripti	on :		
		]	No. of preference shares	Par value (State currency)	Authorised share capital (State currency)
Balance at close	of precedin	ig month			
Increase/(decrea	se)	_			
Balance at close	of the mont	th			

### 3. Other Classes of Shares

Stock code : <u>N/A</u> Descrip	otion :		
	No. of other classes of shares	Par value (State currency)	Authorised share capital (State currency)
Balance at close of preceding month			
Increase/(decrease)			
Balance at close of the month			

 Total authorised share capital at the end of the month (State currency) :
 HK\$50,000,000

# II. Movements in Issued Share Capital

	No. of ordin	nary shares	No of preference	No. of other classes	
	(1)	(2)	shares	of shares	
Balance at close at preceding month	1,000,000,000	N/A	N/A	N/A	
Increase/ (decrease) during the month		N/A	N/A	N/A	
Balance at close of the month	1,000,000,000	N/A	N/A	N/A	

# III. Details of Movements in Issued Share Capital

### Share Options (under Share Option Schemes of the Issuer)

Particulars of share option scheme including EGM approval date (dd/mm/yyyy) and		Movement dur	ing the month		No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
class of shares						
issuable	Granted	Exercised	Cancelled	Lapsed		
1. Share Option Scheme						
(26 /11 /2013)						
Ordinary shares	Nil	Nil	Nil	Nil	Nil	Nil
(Note 1)						
<u>2. N/A</u>						
( / / ) 						
(Note 1)						
<u>3.N/A</u>						
( / / ) shares						
(Note 1)		Т	otal A. (Ordi	nary shares)	Nil	
		1		ence shares)		
				Other class)		
Total funds raised dur options (State currenc		from exercise of	Nil			

Description of warrants (Date of expiry - dd/mm/yyyy)	Currency of Nominal value at nominal close of value preceding month	Exercised Nominal value during the at close of the month month	No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
<u>1. N/A</u>				
( / / ) Stock code (if listed) Class of shares issuable (Note 1) Subscription price EGM approval date (if applicable)				
(dd/mm/yyyy) 2. N/A	( / / )			
( / / ) Stock code (if listed) Class of shares issuable (Note 1) Subscription price				
EGM approval date (if applicable) (dd/mm/yyyy) 3. N/A	( / / )			
( / / ) Stock code (if listed) Class of shares issuable (Note 1) Subscription price				
EGM approval date (if applicable) (dd/mm/yyyy) 4. N/A	( / / )			
( / / ) Stock code (if listed) Class of shares issuable (Note 1) Subscription price				
EGM approval date (if applicable) (dd/mm/yyyy)	( / / )			
	Total	B. (Ordinary shares) N/A (Preference shares) N/A (Other class) N/A	L	

Commentibles (i.e. Commentible i	eta Chanag af tha I			For Main Board and GEM listed issuers			
Convertibles (i.e. Convertible in Convertibles Class and description		Amount at close of preceding month	Converted during the month	Amount at close of the month	No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month	
<u>1. N/A</u>							
	_						
Stock code (if listed) Class of shares issuable (Note 1) Subscription price EGM approval date (if applicable) (dd/mm/yyyy))	( / / )	·					
2. N/A	· · · ·						
	_						
Stock code (if listed) Class of shares issuable (Note 1) Subscription price		·					
EGM approval date (if applicable) (dd/mm/yyyy) 3. N/A	( / / )						
Stock code (if listed) Class of shares issuable (Note 1) Subscription price		·					
EGM approval date							
(if applicable) (dd/mm/yyyy) 4. N/A	( / / )						
Stock code (if listed) Class of shares issuable (Note 1)		·					
Subscription price EGM approval date (if applicable) (dd/mm/yyyy)	( / / )						
	· · · · · · · · · · · · · · · · · · ·	r		nary shares) <u>N/A</u>		-	
				ence shares) $\frac{N/A}{N/A}$		<u>-</u>	
			()	Other class) <u>N/A</u>	1	-	

For Main Board and GEM listed issuers Any other Agreements or Arrangements to Issue Shares of the Issuer which are to be Listed, including Options (other than under Share Option Schemes)

	No. of new shares of issuer issued during the month pursuant	No. of new shares of issuer which may be issued pursuant thereto
Full particulars including EGM approval date (dd/mm/yyyy), if applicable, and class of shares issuable:	thereto	as at close of the month
1. <u>N/A</u>	-	
shares (Note 1)	-	
2. <u>N/A</u>		
	-	
( / / ) shares (Note 1)		
3. N/A		
	-	
( / / )		
shares (Note 1)		
Total D. (Ordinary shares)	N/A	
(Preference shares) (Other class)	N/A N/A	

shares of issuer issued may horizon pursuan thereto       shares of issuer issued may horizon thereto       shares issuer issued may horizon thereto       issue may horizon thereto         1. Rights issue       At price:       State currency       Class of shares issuable (Note 1)	Ot	her Movements in	Issued Share Capital				No. of new	No. of new
I. Rights issue       At price:       State currency       Issue and allotment date: $(dd/mm/yyyy)$ $(///)$ I. Rights issue       At price:       State currency       Issue and allotment (More 1) $(///)$ EGM approval date: $(///)$ N/A       N/A         I. Open offer       At price:       State currency       Issue and allotment (Nore 1) $(///)$ 2. Open offer       At price:       State currency       Issue and allotment (Admm/yyyy) $(///)$ 3. Placing       At price:       State currency       Issue and allotment (More 1) $(///)$ 3. Placing       At price:       State currency       Issue and allotment (More 1) $(///)$ 4. Bonus issue       Class of shares issuable (More 1)       Issue and allotment (More 1) $(///)$ 4. Bonus issue       Issue and allotment (More 1) $(///)$ $(///)$		Type of Issue					shares of issuer issued during the month pursuant	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
1. Rights issue       At price : State currency       Issue and allotment date : (dd/mm/yyyy) $(///)$ EGM approval date: $(///)$ N/A       N/A         2. Open offer       At price : State currency       Class of shares issuable (Note 1)				Class of shares issueble				
1. Kights issue       At price : currency       date : (dd/mm/yyyy)         EGM approval date: $(///)$ (dd/mm/yyyy)       N/A       N/A         2. Open offer       At price : State currency       Issue and allotment (Note 1) $(///)$ 2. Open offer       At price : State currency       Issue and allotment (Note 1) $(///)$ 3. Placing       At price : State currency       Class of shares issuable (Note 1) $(///)$ 3. Placing       At price : State currency       Issue and allotment (Note 1) $(///)$ 4. Bonus issue       Class of shares issuable (Note 1) $(///)$ 4. Bonus issue       Issue and allotment (Note 1) $(///)$ 4. Bonus issue       Issue and allotment (More 1) $(///)$								
$\frac{(dd'mm/yyyy)}{(dd'mm/yyyy)} \xrightarrow{N/A} N/A$ $\frac{N/A}{N/A} N/A$ 2. Open offer At price : State currency	1.	Rights issue			( / /	)		
2. Open offer       At price : State currency       Class of shares issuable (/// )         2. Open offer       At price : State currency       Issue and allotment (// )         Begin approval date:       (// )         (d/mm/yyyy)       N/A       N/A         3. Placing       At price : State currency       Issue and allotment (// )       N/A         Begin approval date:       (// )       Issue and allotment (// )       N/A         M/A       N/A       N/A       N/A         Issue and allotment (// )       Issue and allotment (// )       N/A         Issue and allotment (// )       Issue and allotment (// )       N/A         Issue and allotment (// )       Issue and allotment (// )       N/A         Issue and allotment (// )       Issue and allotment (// )       N/A         Issue and allotment (// )       Issue and allotment (// )       Issue and allotment (// )         Issue and allotment (// )       Issue and allotment (// )       Issue and allotment (// )         Issue and allotment (// )       Issue and allotment (// )       Issue and allotment (// )         Issue and allotment (I )       I// )       Issue and allotment (// )       Issue and allotment (// )         Issue and allotment (I )       Issue and allotment (// )       I// )       Issue and allotment (// )					( / /	)		
2. Open offer       At price : State currency       Issue and allotment date : (d/mm/yyyy) $(// / )$ EGM approval date: $(// / )$ N/A       N/A         3. Placing       At price : State currency       Class of shares issuable (// / )       N/A       N/A         3. Placing       At price : State currency       Issue and allotment (// / )       N/A       N/A         4. Bonus issue       Class of shares issuable (// Note 1)       N/A       N/A       N/A         4. Bonus issue       Gas of shares issuable (// Note 1)       Issue and allotment (// / )       N/A       N/A         4. Bonus issue       Gas of shares issuable (// Note 1)       Issue and allotment (// / )       (// / )       I/A							<u>N/A</u>	<u>N/A</u>
2. Open offer At price : $\frac{\text{State}}{\text{currency}}$ Issue and allotment $\binom{//}{}$ EGM approval date: $\binom{//}{}$ $(\frac{d}{\text{mm}})$ $(\frac{d}{\text{mm}})$ $\frac{\text{N/A}}{\text{N/A}}$ $\frac{\text{N/A}}{\text{N/A}}$ 3. Placing At price : $\frac{\text{State}}{\text{currency}}$ Class of shares issuable $(\frac{/}{/})$ $\frac{\text{Issue and allotment}}{\text{date : } (\frac{d}{\text{mm}})$ $\frac{(\frac{/}{/})}{\text{EGM approval date: } (\frac{/}{/})}$ $\frac{\text{EGM approval date: } (\frac{/}{/})$ $\frac{\text{K}}{\text{M}}$ $\frac{\text{N/A}}{\text{M}}$ $\frac{\text{N/A}}{\text{M}}$ $\frac{\text{N/A}}{\text{M}}$ $\frac{\text{N/A}}{\text{M}}$ $\frac{\text{N/A}$								
$EGM approval date: (//) \\ EGM approval date: (//) \\ (dd/mm/yyyy) \\ \underline{N/A} \\ \underline{N/A}$	2.	Open offer		Issue and allotment	( / /	)		
N/A       N/A         Second shares issuable				EGM approval date:	( / /	)		
3. Placing       At price : State currency       Issue and allotment date : $(d/mm/yyyy)$ $(///)$ EGM approval date: $(d/mm/yyyy)$ $N/A$ $N/A$ 4. Bonus issue       Class of shares issuable (///) $N/A$ Issue and allotment date : $(d/mm/yyyy)$ $N/A$ $N/A$ EGM approval date: $(Note 1)$ $N/A$ $N/A$ Issue and allotment date : $(d/mm/yyyy)$ $(///)$ $(///)$ EGM approval date: $(///)$ $(///)$ $(///)$				(			<u>N/A</u>	<u>N/A</u>
3. Placing       At price : State currency       Issue and allotment date : (d/mm/yyyy)       ( / / )         EGM approval date:       ( / / )       N/A       N/A         (d/mm/yyyy)       N/A       N/A       N/A         4. Bonus issue       Issue and allotment date : (d/mm/yyyy)       ( / / )         EGM approval date:       ( / / )       Issue and allotment date : (d/mm/yyyy)         EGM approval date:       ( / / )       ( / / )         Glass of shares issuable date : (d/mm/yyyy)       Issue and allotment date : (d/mm/yyyy)       ( / / )         EGM approval date:       ( / / )       ( / / )       ( / / )								
(dd/mm/yyyy)     N/A     N/A	3.	Placing	At price : State	Issue and allotment	( / /	)		
N/A     N/A				EGM approval date:	( / /	)		
4. Bonus issue       (Note 1)         Issue and allotment date : (dd/mm/yyyy)       ( / / )         EGM approval date: ( / / )       ( / / )         (dd/mm/yyyy)       ( / / )							<u>N/A</u>	<u>N/A</u>
4. Bonus issue date : (dd/mm/yyyy) EGM approval date: ( / / ) (dd/mm/yyyy)								
(dd/mm/yyyy)	4.	Bonus issue			( / /	)		
<u>N/A</u> <u>N/A</u>					( / /	)		
							<u>N/A</u>	<u>N/A</u>

S. Scrip dividend       At price:       State currency       Issue and allotment (Nore 1) $(///)$ S. Scrip dividend       At price:       State currency       Issue and allotment (d/mm/yyy) $(///)$ EGM approval date: $(///)$ N/A       N/A         6. Repurchase of shares       Class       of       shares         6. Repurchase of shares       Class       of       shares         7. Redemption of shares       Class of shares       N/A       N/A         8. Consideration issue       At price:       State       N/A       N/A         8. Consideration issue       At price:       State       lssue and allotment       (///)       idd:         9. Consideration issue       At price:       State       lssue and allotment       (///)       idd:         9. Consideration issue       At price:       State       lssue and allotment       (///)       idd:idd:idd:idd:idd:idd: <tdi:< td="">      &lt;</tdi:<>		Type of Issue	I	For Ma	in Boa	rd and GEM lis No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of
S. Scrip dividend       At price:       State currency       Issue and allotment date: $(///)$ FGM approval date: $(///)$ N/A       N/A         6. Repurchase of shares       Class       of       shares         6. Repurchase of shares       Class       of       shares         7. Redemption of shares       Class       of       shares         7. Redemption of shares       Class       of       shares         8. Consideration issue       At price:       State currency       N/A       N/A         8. Consideration issue       At price:       State currency       Issue and allotment (Note 1)       (////)         8. Consideration issue       At price:       State currency       Issue and allotment (Note 1)       (///)         8. Consideration issue       At price:       State currency       Issue and allotment (Note 1)       (///)         9. Class of shares       Issue and allotment (Note 1)       (///)       Issue and allotment (Note 1)       (///)         9. Class of shares       Issue and allotment (Note 1)       (///)       Issue and allotment (Note 1)       (////)         9. Class of shares       Issue and allotment (Note 1)       Issue and allotment (Ad/mm/yyyy)       (////)							
S. Serb dividend       At price : currency       date : (dd/mm/yyyy)         EGM approval date: $(//)$ N/A       N/A         6. Repurchase of shares       Class of shares repurchased (Nove 1)       N/A       N/A         6. Repurchase of shares       Cancellation date : (///)       N/A       N/A         7. Redemption of shares       Class of shares redeemed (Nove 1)       N/A       N/A         7. Redemption of shares       Class of shares redeemed (Nove 1)       N/A       N/A         7. Redemption of shares       Class of shares (///)       N/A       N/A         8. Consideration issue At price : State currency       Class of shares issuable (///)       N/A       N/A         8. Consideration issue At price : State (ud/mm/yyyy)       Issue and allotment (///)       (///)       (///)         8. Consideration issue At price : State (ud/mm/yyyy)       Issue and allotment (///)       (///)       (///)         8. Consideration issue At price : State (ud/mm/yyyy)       Issue and allotment (///)       (///)       (///)							
FGM approval date: $(///)$ FGM approval date: $(///)$ (dd/mm/yyyy)       N/A         N/A       N/A	5.	Scrip dividend		( / ,	/ )		
6. Repurchase of shares       Class of shares repurchased (Note 1)         6. Repurchase of shares       Cancellation date : $(///)$ (d/mm/yyyy)       EGM approval date: $(///)$ (d/mm/yyyy)       N/A         N/A       N/A         7. Redemption of shares       Class of shares redeemed (Note 1)         7. Redemption of shares       Class of shares (///)         8. Consideration issue At price : State currency       Class of shares issuable (///)         8. Consideration issue At price : State currency       Issue and allotment (///)         GM approval date: (///)       EGM approval date: (///)         EGM approval date: (///)       EGM approval date: (///)			EGM approval date:	( / )	/ )		NT/ A
6. Repurchase of shares       repurchased (Note 1)         6. Repurchase of shares       Cancellation date : $(//)$ (d/mm/yyyy)       EGM approval date: $(//)$ (d/mm/yyyy)       N/A         N/A       N/A         Redemption of shares       (///)         Redemption date : (///)       N/A         (dd/mm/yyyy)       N/A         EGM approval date: (dd/mm/yyyy)       N/A         N/A       Issue and allotment (///)         (Mapproval date: (///)       (///)         EGM approval date: (///)       (///)         Barres       (///)         Barres       (///)         Barres       (///)         Barres       (///)         Barres       (/						<u>N/A</u>	<u>N/A</u>
6. Repurchase of shares $(//)$ $(d/mm'yyyy)$ EGM approval date: $(//)$ $(d/mm'yyyy)$ EGM approval date: $(//)$ $(//)$ (d/mm'yyyy) $N/A$ $N/A7. Redemption of shares redeemed (Note 1)7. Redemption date : (//) (d/mm'yyyy)EGM approval date: (//) (d/mm'yyyy)EGM approval date: (//) N/A N/A8. Consideration issue At price : State currency EGM approval date: (//) (//) N/A N/A$							
N/A       N/A         State       Class of shares issuable (Note 1)         EGM approval date:       (///)         EGM approval date:       (///)         N/A       N/A	6.		Cancellation date :	( / )	/ )		
7. Redemption of shares       Class of shares redeemed (Note 1)         7. Redemption of shares       Redemption date : ( / / ) (dd/mm/yyyy)         EGM approval date: ( / / ) (dd/mm/yyyy)       N/A         8. Consideration issue At price : State currency       Issue and allotment ( / / ) (dd/mm/yyyy)         8. Consideration issue At price : Currency       State currency         Issue and allotment ( / / ) (dd/mm/yyyy)       Issue and allotment ( / / ) (dd/mm/yyyy)				( / )	/ )	N/A	NI/A
7. Redemption of shares       redeemed (Note 1)         7. Redemption of shares       Redemption date : $(//)$ (dd/mm/yyyy)       EGM approval date: $(//)$ EGM approval date: $(//)$ N/A         N/A       N/A         N/A       N/A         8. Consideration issue At price : State currency       Issue and allotment date : $(//)$ EGM approval date: $(//)$ EGM approval date: $(//)$ EGM approval date: $(//)$						<u>IN/A</u>	
shares (dd/mm/yyyy) EGM approval date: ( / / ) (dd/mm/yyyy) <u>N/A</u> <u>N/A</u> N/A N/A N/A 8. Consideration issue At price : State currency — Issue and allotment ( / / ) date : (dd/mm/yyyy) EGM approval date: ( / / ) ( / / ) EGM approval date: ( / / ) ( / / )							
8. Consideration issue At price : State currency Class of shares issuable (Note 1) EGM approval date: $(//)$ (//) EGM approval date: $(//)$	7.			( / ,	/ )		
8. Consideration issue At price : State currency —       Class of shares issuable			EGM approval date: (dd/mm/yyyy)	( / )	/ )	NT/ A	NT/ A
8. Consideration issue At price : State currency ( <i>Note 1</i> ) Issue and allotment ( / / ) date : (dd/mm/yyyy) EGM approval date: ( / / )						<u>N/A</u>	<u>N/A</u>
8. Consideration issue At price : currency     date : (dd/mm/yyyy)       EGM approval date:     ( / / )       (dd/mm/yyyy)							
(dd/mm/yyyy)	8.	Consideration issue		( / )	/ )		
<u>N/A</u> <u>N/A</u>			EGM approval date: (dd/mm/yyyy)	( / )	/ )		27/4
						<u>N/A</u>	N/A

				For Main Bo	ard and GEM lis	
	Type of Issue				No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
9.	Capital		Class of shares issuable ( <i>Note 1</i> ) Issue and allotment	;	)	
	reorganisation		date : (dd/mm/yyyy) EGM approval date: (dd/mm/yyyy)	( / / )	N/A	N/A
			Class of shares issuable (Note 1)			
10.	Other (Please specify)	At price : State	- Issue and allotment date : (dd/mm/yyyy)	( / / )		
			EGM approval date: (dd/mm/yyyy)	( / / )	<u>N/A</u>	<u>N/A</u>
	Total E. (Ordinary shares) <u>N/A</u> (Preference shares) <u>N/A</u> (Other class) <u>N/A</u>					-

Total increase / (decrease) in ordinary shares during the month (i.e. Total of A to E):	(1)	N/A
	(2)	N/A
Total increase / (decrease) in preference shares during the month (i.e. Total of A to E):		N/A
Total increase / (decrease) in other classes of shares during the month (i.e. Total of A to E):		N/A
(These figures should be the same as the relevant figures under II above ("Movements in Issued Share Capital").)		

Remarks (if any):

Submitted by: Tam Wai Tak Victor

 
 Company Secretary (Director, Secretary or other duly authorised officer)

*Notes* :

- 1. State the class of shares (e.g. ordinary, preference or other).
- 2. If there is insufficient space, please append the prescribed continuation sheet.