

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=""> <</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.