

Monthly Return of Equity Issuer on Movements in Securities

For the month ended (dd/mm/yyyy): 31/5/2014

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer	Differ Group Holding Company Limited
Date Submitted	3/6/2014

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	<u>HK\$0.01</u>	HK\$50,000,000
Increase/(decrease)			
Balance at close of the month	5,000,000,000	HK\$0.01	HK\$50,000,000
(2) Stock code : <u>N/A</u> Descr	ription :		
	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	Description :			
		No. o	of preference shares	Par value (State currency)	Authorised share capital (State currency)
Balance at close	of precedii	ng month			
Increase/(decreas	se)				
Balance at close	of the mon	th			

3. Other Classes of Shares

Stock code : <u>N/A</u> Descri	ption :		
	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	ary 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 during 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				Luporu		
(26 /11 /2013) Ordinary shares (Note 1)	Nil	Nil	Nil	Nil	Nil	Nil
<u>2. N/A</u>						
(/ /) shares (Note 1)						
<u>3.N/A</u>						
(/ /) shares						
(Note 1)		Т	otal A. (Ordi	nary shares)	Nil	
			(Prefere	ence shares)	N/A	
				Other class)	N/A	
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 during the month	Nominal value 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 (<i>Note 1</i>) 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)	(/ /)				
<u>3. N/A</u>					
(/ /) Stock code (if listed) Class of shares issuable (Note 1)					
Subscription price EGM approval date (if applicable) (dd/mm/yyyy)	(/ /)				
<u>4. N/A</u>					
(/ /) Stock code (if listed) Class of shares issuable (Note 1)					
Subscription price EGM approval date (if applicable) (dd/mm/yyyy)	(/ /)				
	Tota	(Prefere	nary shares) <u>N/A</u> ence shares) <u>N/A</u> Other class) <u>N/A</u>	L	

Convertibles (i.e. Convertible i	nto Shores of the	laguar which are to		For Main Board and GEM listed issuers			
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	
1. N/A							
Stock code (if listed)							
Class of shares issuable (<i>Note 1</i>)							
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)	(/ /)						
J. IV/A							
Stock code (if listed)							
Class of shares							
issuable (Note 1)							
Subscription price							
(if applicable)							
	(/ /)						
4. N/A							
Stock code (if listed) Class of shares							
issuable (<i>Note 1</i>)							
Subscription price							
EGM approval date							
(if applicable)	<i>, ,</i> .						
(dd/mm/yyyy)	(/ /)				`		
				nary shares) <u>N/A</u> ence shares) <u>N/A</u>		-	
				Other class) N/A		-	
			(<u></u>	-	-	

Any other Agreements or Arrangements to Issue Shares of the Issuer which are to be Listed, including Options (other than under Share Option Schemes)

Full particulars including EGM approval date (dd/mm/yyyy), if applicable, and class of shares issuable:	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
1. <u>N/A</u>		
(/ /) shares (Note 1)		
2. <u>N/A</u>		
(/ /) shares (Note 1)		
3. <u>N/A</u>	-	
	-	
	-	
Total D. (Ordinary shares)	N/A	
(Preference shares) (Other class)	N/A N/A	

Oth	ner Movements in	n Issued Share Capital				No of	No. of new
	Type of Issue					No. of new shares of issuer issued during the month pursuant thereto	shares of
			Class of shares issuable				
			(Note 1)				
1.	Rights issue	At price : State currency	Issue and allotment date : (dd/mm/yyyy)	(/ /)		
			EGM approval date: (dd/mm/yyyy)	(/ /)		
						<u>N/A</u>	<u>N/A</u>
			Class of shares issuable				
	0	State	(<i>Note 1</i>) Issue and allotment	(/ /)		
2.	Open offer	At price : State currency	date : (dd/mm/yyyy)		,		
			EGM approval date: (dd/mm/yyyy)	(/ /)	NT/4	27/4
						<u>N/A</u>	<u>N/A</u>
			Class of shares issuable (<i>Note 1</i>)				
3.	Placing	At price : State	Issue and allotment date : (dd/mm/yyyy)	(/ /)		
			EGM approval date: (dd/mm/yyyy)	(/ /)		
						<u>N/A</u>	<u>N/A</u>
			Class of shares issuable				
4.	Bonus issue		(<i>Note 1</i>) Issue and allotment date : (dd/mm/yyyy)	(/ /)		
			EGM approval date: (dd/mm/yyyy)	(/ /)		
			(aa/mm/yyyy)			N/A	N/A

	Type of Issue		F	For Main	Boar	rd and GEM lis No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of
	Type of issue						
5.	Scrip dividend	At price : State currency	Class of shares issuable (<i>Note 1</i>) Issue and allotment date : (dd/mm/yyyy)	(/ /)		
			EGM approval date: (dd/mm/yyyy)	(/ /)	N/A	<u>N/A</u>
			Class of shares repurchased (<i>Note 1</i>)				
6.	Repurchase of shares		Cancellation date : (dd/mm/yyyy)	(/ /)		
			EGM approval date: (dd/mm/yyyy)	(/ /)	<u>N/A</u>	<u>N/A</u>
			Class of shares redeemed (<i>Note 1</i>)				
7.	Redemption of shares		Redemption date : (dd/mm/yyyy)	(/ /)		
			EGM approval date: (dd/mm/yyyy)	(/ /)	N/A	<u>N/A</u>
			Class of shares issuable (Note 1)				
8.	Consideration issue	At price : State	Issue and allotment date : (dd/mm/yyyy)	(/ /)		
			EGM approval date: (dd/mm/yyyy)	(/ /)	<u>N/A</u>	N/A

			H	For Main Bo	ard and GEM lis	sted issuers
	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 (<i>Note 1</i>)			
10.	Other (Please specify)	At price : State	- Issue and allotment date : (dd/mm/yyyy)	(/ /))	
			EGM approval date: (dd/mm/yyyy)	(/ /)	N/A	N/A
				Ordinary sha eference sha (Other cla	res) N/A	-

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: <u>Tam Wai Tak Victor</u>

 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.