

Monthly Return of Equity Issuer on Movements in Securities

For the month ended (dd/mm/yyyy) :30/11/2014

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer	Differ Group Holding Company Limited
Date Submitted	1/12/2014

I. Movements in Authorised Share Capital

1. Ordinary Shares			
(1) Stock code : <u>8056</u> Descr	ription : 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>	HK\$50,000,000
(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	Descrip	tion :		
			No. of preference shares	Par value (State currency)	Authorised share capital (State currency)
Balance at close	of preceding	g month			
Increase/(decreas	se)				
Balance at close	of the mont	h			

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 ordinary 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	Crantou	2210101300		Lupsed		
(26 /11 /2013) Ordinary shares (Note 1)	Nil	Nil	Nil	Nil	Nil	Nil
2. N/A						
(/ /) shares (Note 1)						
<u>3.N/A</u>						
(/ /) shares (Note 1)						
(Ivole I)		T	otal A. (Ordin	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 (Note 1) Subscription price	· ·				
EGM approval date (if applicable)					
(dd/mm/yyyy) 2. N/A	(/ /)				
(/ /) Stock code (if listed) Class of shares					
issuable (<i>Note 1</i>) Subscription price EGM approval date (if applicable) (dd/mm/yyyy)	(/ /)				
<u>3. 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)	(/ /)				
<u>4. N/A</u>					
Class of shares					
issuable (<i>Note 1</i>) Subscription price					
EGM approval date (if applicable) (dd/mm/yyyy)	(/ /)				
	Total	(Prefere	nary shares) <u>N/A</u> ence shares) <u>N/A</u> Other class) <u>N/A</u>	1	

Convertibles (i.e. Convertible i	nto Sharas of the l	suor which are to		For Main Board	and GEM liste	d 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 (<i>Note 1</i>)						
EGM approval date (if applicable) (dd/mm/yyyy) 3. 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)	(/ /)					
Τ. Ι\/Α						
Stock code (if listed) Class of shares issuable (<i>Note 1</i>)						
Subscription price EGM approval date (if applicable)						
(dd/mm/yyyy)	(/ /)		(Prefere	nary shares) <u>N/A</u> ence shares) <u>N/A</u> Other class) <u>N/A</u>	ł	-

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. N/A		
(/ /) shares (Note 1)		
3. <u>N/A</u>		
(/ /)	-	
shares (Note 1)		
Total D. (Ordinary shares)	N/A	
(Preference shares) (Other class)	N/A N/A	

$\begin{array}{c ccccccccccccccccccccccccccccccccccc$		Type of Issue	Issued Share Capital				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. Rights issue At price : State currency Issue and allotment date : (dd/mm/yyyy) $(///)$ EGM approval date: (dd/mm/yyyy) $(///)$ N/A N/A 2. Open offer At price : State currency Class of shares issuable (Note 1)		Type of Issue		Class of shores issueble				
1. Nights 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 date : (dd/mm/yyyy) (/ /) 2. Open offer At price : State currency Issue and allotment date : (dd/mm/yyyy) (/ /) 3. Placing At price : State currency Issue and allotment date : (dd/mm/yyyy) (/ /) 3. Placing At price : State currency Issue and allotment date : (dd/mm/yyyy) (/ /) 4. Bonus issue Class of shares issuable (Note 1) N/A N/A 4. Bonus issue Issue and allotment (dd/mm/yyyy) (/ /) N/A 4. Bonus issue Issue and allotment (dd/mm/yyyy) (/ /) N/A								
(dd/mm/yyyy) N/A N/A 2. Open offer At price : State Class of shares issuable (///)	1.	Rights issue	At price : State		(/ /)		
2. Open offer At price : State currency Class of shares issuable (Note 1)					(/ /)		
2. Open offer At price : $\frac{State}{currency}$ Issue and allotment $(///)$ Issue and allotment $(///)$ $(///)$ EGM approval date: $(///)$ N/A N/A N/A N/A N/A N/A N/A State Class of shares issuable							<u>N/A</u>	<u>N/A</u>
2. Open offer At price : State currency Issue and allotment date : (dd/mm/yyyy) (/ /) EGM approval date: (dd/mm/yyyy) N/A N/A 3. Placing At price : State currency Issue and allotment date : (dd/mm/yyyy) N/A 3. Placing At price : State currency Issue and allotment date : (dd/mm/yyyy) N/A N/A 4. Bonus issue Class of shares issuable (Note 1) Issue and allotment (Note 1) N/A N/A 4. Bonus issue EGM approval date: (dd/mm/yyyy) Issue and allotment date : (dd/mm/yyyy) (/ /) N/A N/A								
EGM approval date: (//) N/A N/A $N/A N/A$ $N/A N/A$ $N/A N/A$ $N/A N/A$ $N/A N/A$ $N/A N/A$ $M/A N/A$ $M/A N/A$ $M/A N/A$ $M/A N/A$ $N/A N/A N/A$ $N/A N/A$ $N/A N/A$ $N/A N/A$ $N/A N/A$ $M/A N/A$	2.	Open offer		Issue and allotment	(/ /)		
3. Placing At price : State currency Class of shares issuable (Note 1)				EGM approval date:	(/ /)		
3. Placing At price : $\frac{State}{currency}$ Issue and allotment $(/ /)$ Bonus issue $\frac{N/A}{M/A}$ $\frac{N/A}{M/A}$ 4. Bonus issue Issue and allotment $(/ /)$ Issue Issue							<u>N/A</u>	<u>N/A</u>
3. Placing At price : State currency Issue and allotment date : (d/mm/yyyy) (/ /) EGM approval date: (d/mm/yyyy) N/A N/A VA N/A N/A 4. Bonus issue Issue and allotment (/ /) Issue and allotment (/ /) EGM approval date: (d/mm/yyyy) EGM approval date: (/ /) EGM approval date: (/ /) Issue and allotment (/ /) EGM approval date: (/ /) EGM approval date: (/ /)								
4. Bonus issue	3.	Placing	At price : State		(/ /)		
4. Bonus issue Class of shares issuable				EGM approval date: (dd/mm/yyyy)	(/ /)		
4. Bonus issue (Note 1) 4. Bonus issue Issue and allotment date: (dd/mm/yyyy) EGM approval date: (/ /) (dd/mm/yyyy)							<u>N/A</u>	<u>N/A</u>
4. Bonus issue								
EGM approval date: (/ /) (dd/mm/yyyy)	4.	Bonus issue		Issue and allotment	(/ /)		
				EGM approval date:	(/ /)		
							<u>N/A</u>	<u>N/A</u>

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

			F	For Main Boa	rd 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)	(/ /)		
			(dd/min/yyyy)		N/A	N/A
			Class of shares issuable (Note 1)			
10.	Other (Please specify)	At price : State currency	— Issue and allotment date : (dd/mm/yyyy)	(/ /)		
			EGM approval date: (dd/mm/yyyy)	(/ /)	N/A	N/A
				Ordinary shar eference shar (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: 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.