

## Monthly Return of Equity Issuer on Movements in Securities

For the month ended (dd/mm/yyyy) : <u>30/9/2018</u>

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer	Differ Group Holding Company Limited
Date Submitted	2/10/2018

I. Movements in Authorised Share Capital

1. Ordinary	Shares

1) Stock code :       6878       Description :       Ordinary shares						
	No. of ordinary shares	Par value (State currency)	Authorised share capital (State currency)			
Balance at close of preceding month	20,000,000,000	HK\$0.0025	HK\$50,000,000			
Increase/(decrease)		-				
Balance at close of the month	20,000,000,000	<u>HK\$0.0025</u>	<u>HK\$50,000,000</u>			
(2) Stock code : <u>N/A</u> Descrip	ption :					
	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. of preference shares	Par value ence (State currency)	Authorised share capital (State currency)
Balance at close	of preceding	month		
Increase/(decreas	se)			
Balance at close	of the month			

#### 3. Other Classes of Shares

Stock code : <u>N/A</u> Descrip	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 ordir	nary shares	No of preference	No. of other classes
	(1) (2)		shares	of shares
Balance at close at preceding month	4980,387,880	N/A	N/A	N/A
Increase/ (decrease) during the month	350,000,000	N/A	N/A	N/A
Balance at close of the month	5,330,387,880	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 OptionScheme(26/11/2013)Exercise price0.734	Crunicu			Lapbea		
Ordinary shares (Note 1)	Nil	Nil	Nil	Nil	Nil	43,238,000
<u>2. N/A</u>						
( / / ) shares (Note 1)						
<u>3.N/A</u>						
$\frac{( / / )}{\text{shares}}$						
(Note 1)		Т	otal A. (Ordin	nary shares)	Nil	
		-		ence shares)	N/A	
				Other class)	N/A	
Total funds raised dur options (State currenc		rom 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)	( / / )				
<u>2. N/A</u>					
( / / ) 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)	( / / _)				
	· _ · · · · · · · · · · · · · · ·				
Stock code (if listed) Class of shares issuable (Note 1)	( / / )				
(dd inii 9999)	Tota	(Prefere	nary shares) <u>N/A</u> ence shares) <u>N/A</u> Other class) <u>N/A</u>		-

Convertibles (	i.e. Co	onvertible in	to Shares	of the	Issuer w	hich are	to be Liste	d)
Convertiones (	1.0. 0		to bhuies	or the	100401 111	men ure	to be Libte	u)

Class and description	Currend amou outstan	int	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. Convertible Bonds							
(Reference is made to the							
announcement dated 27.			• • • • • • • • • •	• • • • • • • • • •	2.714		
2018)	<u> </u>		210,000,000	210,000,000	Nil	350,000,000	Nil
Stock code (if listed) Class of shares issuable (Note 1)	Ordinary shar	95					
Subscription price	HK\$0.60 per						
EGM approval date (if applicable)		Silare					
(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		)					
<u>5. N/A</u>							
Stock code (if listed)							
Class of shares							
issuable (Note 1)							
Subscription price							
EGM approval date							
(if applicable) (dd/mm/yyyy)		)					
4. N/A	( / /	)	·				
4. IN/A							
Stark of $\frac{1}{2}$ (fligt 1)		·					
Stock code (if listed) Class of shares							
issuable (Note 1)							
Subscription price							
EGM approval date							
(if applicable)							
(dd/mm/yyyy)	( / /	)		T ( 1 C) ( C) "	1	00.000	
					nary shares) $\frac{350,0}{N/A}$	00,000	_
					Other class) $N/A$		-
		-					_

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

	For Main Board a	and GEM listed issuers
if applicable, and class of shares issuable:	issuer issued during	issuer which may be
	the month pursuant	issued pursuant thereto
	thereto	as at close of the month
1. N/A		
shares (Note 1)		
2. <u>N/A</u>		
shares (Note 1)		
3. N/A		
5. <u>IV/A</u>		
shares (Note 1)		
Total D. (Ordinary shares)	N/A	
(Preference shares)	N/A	
(Other class)	N/A	

	<u>ter Movements in Is</u> Type of Issue	suca Snare 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
			Class of shares issuable( <i>Note 1</i> )			
1.	Rights issue	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(Note 1)			
2.	Open offer	At price : State	Issue and allotment ( / / date : (dd/mm/yyyy)	)		
			EGM approval date: ( / / (dd/mm/yyyy)	)	<u>N/A</u>	<u>N/A</u>
		At price. State	Class of shares issuable Ordin (Note 1) Issue and allotment ( / /	-		
3.	Placing	At price : State	date : (dd/mm/yyyy)			
			EGM approval date: ( / / (dd/mm/yyyy)	)	<u>N/A</u>	<u>N/A</u>
			Class of shares issuable(Note 1)			
4.	Bonus issue		Issue and allotment ( / / date : (dd/mm/yyyy)	)		
			EGM approval date: ( / / (dd/mm/yyyy)	)	<b>N</b> T/ +	<b>N</b> T/4
					N/A	N/A
5.	Scrip dividend	At price : State currency	Class of shares issuable		N/A	N/A

					No. of new shares of issuer issued during the month pursuant thereto	issuers No. of new shares of issuer which may be issued pursuant thereto as at close of the month
]	Type of Issue	(Note 1)				month
		Issue and allotment date : (dd/mm/yyyy)	( / /	)		
		EGM approval date: (dd/mm/yyyy)	( / /	)		
		Class of shares				
		repurchased (Note 1)				
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 (Note 1)				
	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 (Note 1)	Ordina	<u>ary</u>		
8.	Consideration issue At price : State currency	Issue and allotment date : (dd/mm/yyyy)	( / )	/ )		
		EGM approval date: (dd/mm/yyyy)	( / /	)	N/A	N/A

shares of issuer shares issued during the issuer with month pursuant may be issued with thereto a close of month pursuant thereto a close of month of the shares issue and allotment $(///)$ and $(///)$ begin to the shares issue and allotment issue and allotment issue issue issue issue and allotment issue and allotment issue issue and allotment issue			 · · · · · · · · · · · · · · · · · · ·	<u>For Main Boa</u>	rd and GEM listed	
9. Capital reorganisation $ \begin{array}{c} \begin{array}{c} \begin{array}{c} \begin{array}{c} \begin{array}{c} \begin{array}{c} \begin{array}{c} \begin{array}{c}$		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
reorganisation date : (dd/mm/yyyy) $EGM approval date: (///) (dd/mm/yyyy)$ $N/A N/A$ $N/A$	9.		(Note 1)	( / / )		
N/A       N/A         10. Other       At price : $\frac{State}{currency}$ Class of shares issuable $\frac{Ordinary}{shares}$ Issue and allotment date : $(dd/mm/yyyy)$ Issue and allotment $(//)$ N/A         EGM approval date: $(dd/mm/yyyy)$ N/A       N/A			date : (dd/mm/yyyy) EGM approval date:			
10. Other       State currency $(Note 1)$ shares         Issue and allotment date : $(dd/mm/yyyy)$ $(//)$ EGM approval date: $(//)$ N/A			(dd/mm/yyyy)		<u>N/A</u>	<u>N/A</u>
At price :       State currency       Issue and allotment date : (dd/mm/yyyy)       ( / / )         EGM approval date: (dd/mm/yyyy)       ( / / )       N/A       N/A	10.	Other				
(dd/mm/yyyy) ( / / ) <u>N/A N/A</u>				(//)		
Total E (Ordinary shares) N/A				( / / )	<u>N/A</u>	N/A
$\frac{(\text{Orden all 5 billions)} \frac{1074}{\text{N/A}}}{(\text{Other class})} \frac{\text{N/A}}{\text{N/A}}$				reference shar	es) N/A	

Total increase / (decrease) in ordinary shares during the month (i.e. Total of A to E):	(1)	350,000,000			
	(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.