HKEン 香港交易所

Monthly Return of Equity Issuer on Movements in Securities

For the month ended (dd/mm/yyyy) :

31/1/2020

To : Hong Kong Exchanges and Clearing Limited

3/2/2020

Name of Issuer	
Date Submitted	

Differ Group Holding Company Limited

I. Movements in Authorised Share Capital

1. Ordinary Shares

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

2. Preference Shares

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

3. Other Classes of Shares

Stock code :	N/A	_Descript	tion :		
			No. of other classes of shares	Par value (State currency)	Authorised share capital <i>(State currency)</i>
Balance at clos	e of precedin	g month			
Increase/(decre	ease)	-		-	
Balance at clos	e of the mon	th _			

Total authorised share capital at the end of the month (*State currency*):

II. Movements in Issued Share Capital

	No. of ordir (1)	nary shares (2)	No of preference shares	No. of other classes of shares
Balance at close of preceding month	6,363,387,880	<u>N/A</u>	N/A	<u>N/A</u>
Increase/ (decrease) during the month	-	<u>N/A</u>	<u>N/A</u>	<u>N/A</u>
Balance at close of the month	6,363,387,880	<u>N/A</u>	<u>N/A</u>	<u>N/A</u>

III. Details of Movements in Issued Share Capital

Share Options (un	der Share Op	tion Schemes of	of the Issuer)			
Particulars of						No. of new shares of
share option						issuer which may be
scheme					the month pursuant	issued pursuant
including EGM	I	Movement duri	ng the month		thereto	thereto as at close of
approval date					_	the month
(dd/mm/yyyy) and						
class of shares issuable	Granted	Exercised	Cancelled	Langed		
1.Share	Granied	Exercised	Cancelled	Lapsed		
Option						
Scheme						
(26/11/2013)						
Exercise price						
HK\$0.734						
Ordinary	Nil	Nil	Nil	Nil	Nil	37,136,000
shares						
(Note 1)						
2. N/A						
(/ /)						
shares						
(Note 1)						
3. N/A						
(/ /)						
shares						
(Note 1)						
(Tota	IA. (Ordina	rv shares)	Nil	
				ce shares)		
				ther class)		
Total funds raised	during the mo	nth from evero	•		<u></u>	
of options (State ci			150			

Warrants to Issue Shares of the	e Issuer which	are to be Listed				
Description of warrants (Date of expiry - dd/mm/yyyy)	Currency of nominal value	Nominal value at close of 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						
		·		<u> </u>		
(/ /)						
Subscription price						
EGM approval date (if applicable) (dd/mm/yyyy)	(/ /)				
3. N/A						
(/ /) Stock code (if listed) Class of shares						
issuable (Note 1)						
EGM approval date						
(if applicable) (dd/mm/yyyy)	())	\				
	(/ /)				
<u>4. N/A</u>						
		· <u> </u>				
Stock code (if listed)						
Class of shares						
Subscription price						
EGM approval date (if applicable)						
(dd/mm/yyyy)	(/ /)				
	,	•				
		Total B		ary shares) <u>N/A</u>		-
				ce shares) <u>N/A</u>		-
			(0	ther class) <u>N/A</u>		-

Convertibles (i.e. Convertible	into Shares of th	e Issuer whic	ch are to be Liste	ed)		
Class and description	Currency of amount outstanding	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 <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) 3. N/A	(/ /)					
<u>3. N/A</u>	_					
	_					
	_					
Stock code (if listed)						
Class of shares						
issuable (Note 1)						
Subscription price						
EGM approval date (if applicable)						
	(/ /)					
4. N/A						
	_					
	_					
Stock code (if listed)						
Class of shares						
issuable (Note 1) Subscription price						
EGM approval date						
(if applicable)						
(dd/mm/yyyy)	(/ /)					
			Total C. (Ordina			_
				ce shares) <u>N/A</u>		-
			(U	ther class) <u>N/A</u>	۱.	-

Any other Agreements or Arrangements to Issue Shares of the Issue Options (other than under Share Option Schemes)	er which are to be Liste	ed, including
Full particulars including EGM approval date (dd/mm/yyyy),	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
if applicable, and class of shares issuable:		
1. <u>N</u> /A		
	-	
	-	
	-	
2. N/A		
	-	
shares (Note 1)		
3. N/A		
5. <u>N/A</u>		
	-	
	-	
shares (Note 1)		
Total D. (Ordinary shares)	N/A	
(Preference shares)	N/A	
(Other class)	N/A	

Otl	her Movements	in Issued Sha	are Capital					
	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
				Class of shares issuable <i>(Note 1)</i>				
1.	Rights issue	At price :	State currency	lssue and allotment date : (dd/mm/yyyy)	(/ /)		
				EGM approval date: (dd/mm/yyyy)	(/ /)	N/A	N/A
							<u>IN/A</u>	<u> </u>
				Class of shares issuable <i>(Note 1)</i>				
2.	Open offer	At price :	State currency	lssue and allotment 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>				
3.	Placing	At price :	State currency	lssue and allotment 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>				
4.	Bonus issue			Issue and allotment date : (dd/mm/yyyy)	(/ /)		
				EGM approval date: (dd/mm/yyyy)	(/ /)	N/A	N/A
L								

5. Scrip dividend At price : State currency Issue and allotment (///) 5. Scrip dividend At price : State currency Issue and allotment (///) 6. Repurchase of shares Class of shares merepurchased (Note 1) 7. Redemption of shares Class of shares medemotion of shares 7. Redemption of shares Class of shares medemotion of shares 8. Consideration size Class of shares missue 8. Consideration size Class of shares missue 8. Consideration At price : State currency 8. Consideration At price : State currency 8. Consideration At price : State currency 9. Class of shares (d/mm/yyyy) Issue and allotment (///) (d/mm/yyyy) 8. Consideration At price : State currency 9. State issue Class of shares (///) (d/mm/yyyy) 8. Consideration issue At price : 9. M/A N/A		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
5. Scrip dividend At price : State currency Issue and allotment (/ /) tate : (dd/mm/yyyy) EGM approval date: (/ /) (dd/mm/yyyy) N/A N/A 6. Repurchase of shares Class of shares									
5. Schp dividend At price : currency				01-1-		(`		
Image: Consideration of issue N/A N/A N/A N/A N/A N/A N/A N/A Image: Class of shares repurchased (Note 1) Cancellation date : (/ /) (dd/mm/yyyy) N/A Image: Class of shares redeemed (Note 1) N/A N/A Image: Class of shares redeemed (Note 1) N/A N/A Image: Class of shares redeemed (Note 1) N/A N/A Image: Class of shares redeemed (Note 1) N/A N/A Image: Class of shares redeemed (Note 1) N/A N/A Image: Class of shares redeemed (Note 1) N/A N/A Image: Class of shares redeemed (Note 1) N/A N/A Image: Class of shares redeemed (Note 1) N/A N/A Image: Class of shares redeemed (Note 1) N/A N/A Image: Class of shares redeemed (Note 1) N/A N/A Image: Class of shares redeemed (Note 1) N/A N/A Image: Class of shares redeemed (Note 1) State redeemed (Note 1) State redeemed (Note 1) Image: Class of shares redeemed (Note 1) State redeemed (Note 1) State redeemed (Note 1) State redeemed (Note 1) Image: Class of shar	5.	Scrip dividend	At price :			(/ /)		
N/A N/A N/A N/A N/A N/A Repurchase of shares Class of shares					EGM approval date: (dd/mm/yyyy)	(/ /)		
6. Repurchase of shares Cancellation date : (/ /) (dd/mm/yyyy) EGM approval date: (/ /) (dd/mm/yyyy) EGM approval date: (/ /) (dd/mm/yyyy) N/A N/A 7. Redemption of shares Class of shares redeemed (Note 1) 7. Redemption of shares Class of shares redeemed (Note 1) 8. Consideration issue At price : State currency 8. Consideration issue At price : State currency EGM approval date: (/ /) ((<u>N/A</u>	<u>N/A</u>
6. Repurchase of shares Cancellation date : (/ /) (d/mm/yyyy) EGM approval date: (/ /) (d/mm/yyyy) N/A 7. Redemption of shares Class of shares redeemed (Note 1) 7. Redemption of shares Class of shares (/ /) (d/mm/yyyy) 8. Consideration At price : State currency Class of shares N/A N/A N/A N/A N/A									
Class of shares N/A N/A N/A Redemption date : (/ /) (dd/mm/yyyy) EGM approval date: B. Consideration issue Class of shares Issue and allotment (/ /) Issue and allotment (/ /) EGM approval date: (/ /) EGM approval date: (/ /)	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) EGM approval date: (/ /) (dd/mm/yyyy)						(/ /)	N/A	N/A
7. Redemption 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) Issue and allotment (/ /) (date : (/ /) (date : (/ /)) (dd/mm/yyyy) EGM approval date: (/ /) (dd/mm/yyyy)								<u></u>	
shares (dd/mm/yyyy) EGM approval date: (/ /) (dd/mm/yyyy) N/A N/A N/A N/A N/A N/A N/A N/A N/A N/A N/A Issue Class of shares Issue and allotment (/ /) date : (dd/mm/yyyy) EGM approval date: EGM approval date: (/ /) (dd/mm/yyyy) EGM approval date:									
B. Consideration issue At price : State currency Class of shares Issue and allotment (/ /) B. Consideration issue At price : State currency Issue and allotment (/ /) Issue and allotment (/ /) B. Consideration issue At price : State currency Issue and allotment (/ /) Issue and allotment (/ /) B. Consideration issue EGM approval date: (/ /) Issue and allotment (/ /)	7.				Redemption date : (dd/mm/yyyy)	(/ /)		
N/A N/A N/A N/A N/A N/A Class of shares					EGM approval date:	(/ /)		
8. Consideration issue At price : State currency — EGM approval date: (/ /) (dd/mm/yyyy)								<u>N/A</u>	<u>N/A</u>
8. Consideration issue At price : State currency Issue and allotment (/ /) date : (dd/mm/yyyy) EGM approval date: (/ /) (dd/mm/yyyy)									
EGM approval date: (/ /) (dd/mm/yyyy)	8.		At price :		Issue and allotment	(/ /)		
<u>N/A</u> <u>N/A</u>					EGM approval date:	(/ /)		
								<u>N/A</u>	<u>N/A</u>

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 reorganisation	Class of shares issuable (Note 1) Issue and allotment (/ /) date : (dd/mm/yyyy) EGM approval date: (/ /) (dd/mm/yyyy)	<u>N/A</u>	<u>N/A</u>
10. Other (Please specify) 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)	<u>N/A</u>	<u>N/A</u>
	Total E. (Ordinar shares (Preference shares (Other class	s) <u>N/A</u> s) <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 Capital").)	Issued Share

IV. Confirmations

We hereby confirm to the best knowledge, information and belief that, in relation to each of the securities issued by the issuer during the month as set out in Part III which has not been previously disclosed in a return published under rule 13.25A, it has been duly authorized by the board of directors of the listed issuer and, insofar as applicable:

(Note 2)

- (i) all money due to the listed issuer in respect of the issue of securities has been received by it;
- (ii) all pre-conditions for listing imposed by the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited under "Qualifications of listing" have been fulfilled;
- (iii) all (if any) conditions contained in the formal letter granting listing of and permission to deal in the securities have been fulfilled;

- (iv) all the securities of each class are in all respects identical (Note 3);
- (v) all documents required by the Companies (Winding Up and Miscellaneous Provisions) Ordinance to be filed with the Registrar of Companies have been duly filed and that compliance has been made with other legal requirements;
- (vi) all the definitive documents of title have been delivered/are ready to be delivered/are being prepared and will be delivered in accordance with the terms of issue;
- (vii) completion has taken place of the purchase by the issuer of all property shown in the listing document to have been purchased or agreed to be purchased by it and the purchase consideration for all such property has been duly satisfied; and
- (viii) the trust deed/deed poll relating to the debenture, loan stock, notes or bonds has been completed and executed, and particulars thereof, if so required by law, have been filed with the Registrar of Companies.

Remarks (if any):

Submitted by: Tam Wai Tak Victor

Title: <u>Company Secretary</u> (Director, Secretary or other duly authorised officer)

Notes :

- 1. State the class of shares (e.g. ordinary, preference or other).
- 2. Items (i) to (viii) are suggested forms of confirmation which may be amended to meet individual cases. Where the issuer has already made the relevant confirmations in a return published under rule 13.25A in relation to the securities issued, no further confirmation is required to be made in this return.
- 3. *"Identical" means in this context:*
 - the securities are of the same nominal value with the same amount called up or paid up;
 - they are entitled to dividend/interest at the same rate and for the same period, so that at the next ensuing distribution, the dividend/interest payable per unit will amount to exactly the same sum (gross and net); and
 - they carry the same rights as to unrestricted transfer, attendance and voting at meetings and rank pari passu in all other respects.
- 4. If there is insufficient space, please append the prescribed continuation sheet.