



Monthly Return of Equity Issuer on Movements in Securities

For the month ended (dd/mm/yyyy) : 31/8/2018

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer Differ Group Holding Company Limited

Date Submitted 3/9/2018

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	<u>20,000,000,000</u>	<u>HK\$0.0025</u>	<u>HK\$50,000,000</u>
Increase/(decrease)	<u>-</u>		<u>-</u>
Balance at close of the month	<u>20,000,000,000</u>	<u>HK\$0.0025</u>	<u>HK\$50,000,000</u>

(2) Stock code : N/A Description : _____

	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 :	<u>N/A</u>	Description :	_____
	No. of preference shares	Par value (<i>State currency</i>)	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 :	<u>N/A</u>	Description :	_____
	No. of other classes of shares	Par value (<i>State currency</i>)	Authorised share capital (<i>State currency</i>)
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 shares	No. of other classes of shares
	(1)	(2)		
Balance at close at preceding month	<u>4930,387,880</u>	<u>N/A</u>	<u>N/A</u>	<u>N/A</u>
Increase/ (decrease) during the month	<u>50,000,000</u>	<u>N/A</u>	<u>N/A</u>	<u>N/A</u>
Balance at close of the month	<u>4,980,387,880</u>	<u>N/A</u>	<u>N/A</u>	<u>N/A</u>

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 class of shares issuable	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
	Granted	Exercised	Cancelled	Lapsed		
1. Share Option Scheme (26/11/2013) Exercise price 0.734						
Ordinary shares (Note 1)	Nil	Nil	Nil	Nil	Nil	43,238,000
2. N/A						
(/ /) shares (Note 1)						
3. N/A						
(/ /) shares (Note 1)						
Total A. (Ordinary shares)					Nil	
(Preference shares)					N/A	
(Other class)					N/A	
Total funds raised during the month from exercise of options (State currency)	Nil					

Warrants to Issue Shares of the 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
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>)						
Subscription price						
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) (dd/mm/yyyy)		(/ /)				
4. N/A						
(/ /)						
Stock code (if listed)						
Class of shares issuable (<i>Note 1</i>)						
Subscription price						
EGM approval date (if applicable) (dd/mm/yyyy)		(/ /)				
Total B.				(Ordinary shares) N/A		
				(Preference shares) N/A		
				(Other class) N/A		

Convertibles (i.e. Convertible into Shares of the Issuer which are to be Listed)

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
1. Convertible Bonds (Reference is made to the announcement dated 27 Jul 2018)	HK\$	N/A	30,000,000	210,000,000	50,000,000	350,000,000
Stock code (if listed)						
Class of shares issuable (<i>Note 1</i>)	Ordinary shares					
Subscription price	HK\$0.60 per share					
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)	(/ /)					
3. N/A						
Stock code (if listed)						
Class of shares issuable (<i>Note 1</i>)						
Subscription price						
EGM approval date (if applicable) (dd/mm/yyyy)	(/ /)					
4. N/A						
Stock code (if listed)						
Class of shares issuable (<i>Note 1</i>)						
Subscription price						
EGM approval date (if applicable) (dd/mm/yyyy)	(/ /)					
Total C. (Ordinary shares)				50,000,000		
(Preference shares)				N/A		
(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)

Full particulars including EGM approval date (dd/mm/yyyy),	No. of new shares of	No. of new shares of
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		For Main Board and GEM listed issuers	
if applicable, and class of shares issuable:		issuer issued during the month pursuant thereto	issuer which may be issued pursuant thereto as at close of the month
1.	N/A		
	(/ /)		
	shares (<i>Note 1</i>)		
2.	N/A		
	(/ /)		
	shares (<i>Note 1</i>)		
3.	N/A		
	(/ /)		
	shares (<i>Note 1</i>)		
	Total D. (Ordinary shares)	N/A	
	(Preference shares)	N/A	
	(Other class)	N/A	

Other Movements in Issued Share 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
1. Rights issue	At price : State currency _____	Class of shares issuable (Note 1) _____ 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) _____ Issue and allotment date : (dd/mm/yyyy) _____ EGM approval date: (dd/mm/yyyy) _____	(/ /) (/ /)	N/A	N/A
3. Placing	At price : State currency _____	Class of shares issuable (Note 1) <u>Ordinary</u> Issue and allotment date : (dd/mm/yyyy) _____ EGM approval date: (dd/mm/yyyy) _____	(/ /) (/ /)	N/A	N/A
4. Bonus issue	_____	Class of shares issuable (Note 1) _____ Issue and allotment date : (dd/mm/yyyy) _____ EGM approval date: (dd/mm/yyyy) _____	(/ /) (/ /)	N/A	N/A
5. Scrip dividend	At price : State currency _____	_____ Class of shares issuable _____	_____	N/A	N/A

For Main Board and GEM listed issuers

		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
Type of Issue			
(Note 1)			
_____ Issue and allotment date : (dd/mm/yyyy)		(/ /)	
_____ EGM approval date: (dd/mm/yyyy)		(/ /)	
		_____	_____
6. Repurchase of shares	Class of shares repurchased (Note 1) _____		
	Cancellation date : (dd/mm/yyyy)	(/ /)	
	EGM approval date: (dd/mm/yyyy)	(/ /)	
		N/A	N/A
7. Redemption of shares	Class of shares redeemed (Note 1) _____		
	Redemption date : (dd/mm/yyyy)	(/ /)	
	EGM approval date: (dd/mm/yyyy)	(/ /)	
		N/A	N/A
8. Consideration issue	At price : State currency _____	Class of shares issuable (Note 1) <u>Ordinary</u>	
	_____	Issue and allotment date : (dd/mm/yyyy)	(/ /)
		EGM approval date: (dd/mm/yyyy)	(/ /)
		N/A	N/A

For Main Board and GEM listed issuers

			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
Type of Issue				
9. Capital reorganisation	Class of shares issuable _____ (Note 1)			
	Issue and allotment date : (dd/mm/yyyy)		(/ /)	
	EGM approval date: (dd/mm/yyyy)		(/ /)	
			N/A	N/A
10. Other	Class of shares issuable _____ (Note 1)		Ordinary shares	
	At price : State currency _____	Issue and allotment date : (dd/mm/yyyy)	(/ /)	
	EGM approval date: (dd/mm/yyyy)		(/ /)	
			N/A	N/A
Total E.			(Ordinary shares)	N/A
			(Preference shares)	N/A
			(Other class)	N/A

Total increase / (decrease) in ordinary shares during the month (i.e. Total of A to E):	(1)	50,000,000
	(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

Title: 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.*