

**abcmultiactive**  
**abc Multiactive Limited**  
**辰罡科技有限公司\***  
*(Incorporated in Bermuda with limited liability)*  
**(Stock Code: 8131)**

**ANNUAL RESULTS ANNOUNCEMENT  
FOR THE YEAR ENDED 30 NOVEMBER 2009**

**CHARACTERISTICS OF THE GROWTH ENTERPRISE MARKET (“GEM”)  
OF THE STOCK EXCHANGE OF HONG KONG LIMITED  
(THE “STOCK EXCHANGE”)**

**GEM has been positioned as a market designed to accommodate companies to which a higher investment risk may be attached than other companies listed on the Stock Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration. The greater risk profile and other characteristics of GEM mean that it is a market more suited to professional and other sophisticated investors.**

**Given the emerging nature of companies listed on GEM, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board of the Stock Exchange and no assurance is given that there will be a liquid market in the securities traded on GEM.**

*Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.*

*This announcement, for which the directors of abc Multiactive Limited collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on the Growth Enterprise Market of the Stock Exchange for the purpose of giving information with regard to abc Multiactive Limited. The directors, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief: (1) the information contained in this announcement is accurate and complete in all material respects and not misleading; (2) there are no other matters the omission of which would make any statement in this announcement misleading; and (3) all opinions expressed in this announcement have been arrived at after due and careful consideration and are founded on bases and assumptions that are fair and reasonable.*

\* For identification purposes only

## FINAL RESULTS

The board of directors (the “Board”) of abc Multiactive Limited (the “Company”) is pleased to announce the audited consolidated results of the Company and its subsidiaries (collectively the “Group”) for the year ended 30 November 2009, together with the comparative figures in 2008 as follows:

### CONSOLIDATED INCOME STATEMENT

*For the year ended 30 November 2009*

	<i>Notes</i>	<b>2009</b> <i>HK\$'000</i>	2008 <i>HK\$'000</i>
Turnover	4	<b>14,980</b>	17,851
Cost of sales		<b>(3,941)</b>	(5,375)
Gross profit		<b>11,039</b>	12,476
Other revenue	4	<b>7</b>	7
Other (expense)/income	6	<b>(162)</b>	878
Software research and development expenses		<b>(6,161)</b>	(6,081)
Selling and marketing expenses		<b>(1,703)</b>	(1,724)
Administrative expenses		<b>(6,055)</b>	(6,193)
Loss from operating activities	6	<b>(3,035)</b>	(637)
Finance costs	7	<b>(1,629)</b>	(1,577)
Loss before taxation		<b>(4,664)</b>	(2,214)
Taxation	8	<b>–</b>	–
Loss for the year attributable to equity holders of the Company		<b>(4,664)</b>	(2,214)
<b>Loss per share</b>			
– Basic and diluted	9	<b>HK(2.90) cents</b>	HK(1.38) cents
<b>Dividends</b>	10	<b>–</b>	–

## CONSOLIDATED BALANCE SHEET

At 30 November 2009

	<i>Notes</i>	<b>2009</b> <b>HK\$'000</b>	2008 HK\$'000
<b>Assets</b>			
<b>Non-current asset</b>			
Property, plant and equipment		<u>395</u>	<u>634</u>
<b>Current assets</b>			
Work in progress		<b>663</b>	1,124
Trade and other receivables	11	<b>1,307</b>	1,424
Cash and cash equivalents		<u>5,205</u>	<u>5,128</u>
		<u>7,175</u>	<u>7,676</u>
<b>Total assets</b>		<b><u>7,570</u></b>	<b><u>8,310</u></b>
<b>Capital and reserves</b>			
Share capital	13	<b>16,059</b>	16,059
Reserves		<u>(58,602)</u>	<u>(52,594)</u>
<b>Equity attributable to equity holders of the Company</b>		<u>(42,543)</u>	<u>(36,535)</u>
<b>Liabilities</b>			
<b>Non-current liabilities</b>			
Promissory notes and interest payable to the related companies	14	<b>29,842</b>	27,908
Amount due to the ultimate holding company		<u>8,527</u>	<u>6,872</u>
		<u>38,369</u>	<u>34,780</u>
<b>Current liabilities</b>			
Trade and other payables	12	<b>6,073</b>	5,985
Deferred revenue		<b>4,217</b>	2,913
Amounts due to customers		<u>1,454</u>	<u>1,167</u>
		<u>11,744</u>	<u>10,065</u>
<b>Total liabilities</b>		<u>50,113</u>	<u>44,845</u>
<b>Total equity and liabilities</b>		<b><u>7,570</u></b>	<b><u>8,310</u></b>
<b>Net current liabilities</b>		<b><u>(4,569)</u></b>	<b><u>(2,389)</u></b>
<b>Total assets less current liabilities</b>		<b><u>(4,174)</u></b>	<b><u>(1,755)</u></b>
<b>Net liabilities</b>		<b><u>(42,543)</u></b>	<b><u>(36,535)</u></b>

## CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

*For the year ended 30 November 2009*

	Attributable to equity holders of the Company					
	Share capital <i>HK\$'000</i>	Share premium <i>HK\$'000</i>	Contributed surplus <i>HK\$'000</i>	Exchange reserve <i>HK\$'000</i>	Accumulated losses <i>HK\$'000</i>	Total equity <i>HK\$'000</i>
At 1 December 2007	16,059	106,118	37,600	(13,540)	(181,573)	(35,336)
Exchange difference arising on translation of financial statements of foreign subsidiaries	-	-	-	1,015	-	1,015
Loss for the year	-	-	-	-	(2,214)	(2,214)
	16,059	106,118	37,600	(12,525)	(183,787)	(36,535)
At 30 November 2008 and 1 December 2008	16,059	106,118	37,600	(12,525)	(183,787)	(36,535)
Exchange difference arising on translation of financial statements of foreign subsidiaries	-	-	-	(1,344)	-	(1,344)
Loss for the year	-	-	-	-	(4,664)	(4,664)
	16,059	106,118	37,600	(13,869)	(188,451)	(42,543)
<b>At 30 November 2009</b>	<b><u><u>16,059</u></u></b>	<b><u><u>106,118</u></u></b>	<b><u><u>37,600</u></u></b>	<b><u><u>(13,869)</u></u></b>	<b><u><u>(188,451)</u></u></b>	<b><u><u>(42,543)</u></u></b>

*Notes:*

## **1. CORPORATE INFORMATION**

The Company was incorporated in Bermuda on 2 March 2000 as an exempted company with limited liability under the Companies Act 1981 of Bermuda (as amended) and its shares are listed on the Growth Enterprise Market (“GEM”) of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”). The registered office of the Company is located at Clarendon House, 2 Church Street, Hamilton HM 11, Bermuda. The principal place of business of the Company is located at 17/F, Regent Centre, 88 Queen’s Road Central, Central, Hong Kong.

The Group’s principal activities were design and sales of computer software and provision of maintenance services.

The directors consider the Company’s ultimate holding company to be Maximizer Software Inc. (“MSI”), a company incorporated in Canada and listed on the Toronto Stock Exchange. On 11 December 2009, MSI has completed a privatisation exercise and following the completion of the privatisation, the shares of MSI were delisted from the Toronto Stock Exchange on 15 December 2009.

## **2. BASIS OF PREPARATION**

The consolidated financial statements have been prepared under the historical cost basis except for certain financial instruments, which are measured at fair value as explained in the accounting policies set out in note 3 of annual report.

The Group incurred a net loss of approximately HK\$4,664,000 and accumulated losses of approximately HK\$188,451,000 for the year ended 30 November 2009. As at 30 November 2009, the Group’s current liabilities exceeded its current assets by approximately HK\$4,569,000 and net liabilities of approximately HK\$42,543,000. Notwithstanding the above results, the consolidated financial statements have been prepared on a going concern basis, the validity of which is dependent upon the success of the Group’s future operations, its ability to generate adequate cash flows in order to meet its obligations as and when fall due and its ability to refinance or restructure its borrowings such that the Group can meet its future working capital and financing requirements.

The ultimate holding company, MSI, has also confirmed that it will not demand repayment of the amount due of approximately HK\$8,527,000 within the next twelve months of the balance sheet date. Furthermore, Wickham Group Limited, the party connected to a non-executive director of the Company, has agreed that it will not demand repayment of the promissory note and the related interest in the total amount of approximately HK\$6,984,000 until their maturity on 21 May 2011. Active Investments Capital Limited, a related company owned by the chief executive officer of the Company, has also agreed that it will not demand repayment of the promissory notes and the related interests in the total amount of approximately CAD510,000 and HK\$19,147,000 respectively until their maturity on 25 November 2011 and 31 May 2011 respectively. On 27 November 2009, Wickham Group Limited has agreed to extend the maturity dates of the promissory note with the amount of HK\$4,634,000 together with the accrued interest of approximately HK\$2,350,000 to 21 May 2011. On 27 November 2009, Active Investments Capital Limited have also agreed to extend the maturity dates of the promissory notes with the amounts of approximately CAD485,000 together with the accrued interest of approximately CAD25,000 and HK\$18,205,000 together with the accrued interest of approximately HK\$942,000 to 25 November 2011 and 31 May 2011 respectively.

The directors are confident that the Group's future operations will be successful and able to generate sufficient cash flows in order to meet its obligations as they fall due over the next twelve months. Accordingly, the directors are satisfied that it is appropriate to prepare the consolidated financial statements on a going concern basis.

### 3. APPLICATION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRS”)

The consolidated financial statements have been prepared in accordance with HKFRSs, which is a collective term that includes all applicable individual Hong Kong Financial Reporting Standards, Hong Kong Accounting Standards (“HKASs”) and Interpretations issued by the Hong Kong Institute of Certified Public Accountants (“HKICPA”) and accounting principles generally accepted in Hong Kong. In addition, the consolidated financial statements also comply with the applicable disclosure provisions of the Rules Governing the Listing of Securities on the Growth Enterprise Market (“GEM”) of the Stock Exchange (the “GEM Listing Rules”) and the disclosure requirements of the Hong Kong Companies Ordinance. The consolidated financial statements are presented in Hong Kong dollars and all values are rounded to the nearest thousand (“HK\$’000”) except when otherwise indicated.

In the current year, the Group has applied for the first time, the following new interpretations (“new HKFRSs”) issued by the HKICPA, which are effective for the Group's financial year beginning 1 December 2008.

HK(IFRIC) – Int 12	Service Concession Arrangements
HK(IFRIC) – Int 13	Customer Loyalty Programmes
HK(IFRIC) – Int 14	HKAS 19 – The Limit on a Defined Benefit Asset, Minimum Funding Requirements and their Interaction
HK(IFRIC) – Int 16	Hedges of a Net Investment in a Foreign Operation

The application of the new HKFRSs had no material effect on how the results and financial position for the current or prior accounting periods have been prepared and presented. Accordingly, no prior period adjustment has been required.

#### Impact of new and revised HKFRSs not yet effective

The Group has not early applied the following new and revised standards, amendments or interpretations that have been issued but are not yet effective.

HKFRSs (Amendments)	Improvements to HKFRSs <sup>1</sup>
HKFRSs (Amendments)	Improvements to HKFRSs 2009 <sup>2</sup>
HKFRS 1 (Amendment)	Additional Exemptions for First-time Adopters <sup>7</sup>
HKFRS 1 & HKAS 27 (Amendments)	Cost of an Investment in a Subsidiary, Jointly Controlled Entity or Associate <sup>3</sup>
HKFRS 2 (Amendment)	Share-based Payment – Vesting Conditions and Cancellations <sup>3</sup>
HKFRS 2 (Amendment)	Share-based Payment – Group Cash-settled Share-based Payment Transactions <sup>7</sup>
HKFRS 3 (Revised)	Business Combinations <sup>5</sup>
HKFRS 7 (Amendment)	Financial Instruments: Disclosures – Improving Disclosures about Financial Instruments <sup>3</sup>

HKFRS 8	Operating Segments <sup>3</sup>
HKFRS 9	Financial Instruments <sup>11</sup>
HKAS 1 (Revised)	Presentation of Financial Statements <sup>3</sup>
HKAS 23 (Revised)	Borrowing Costs <sup>3</sup>
HKAS 24 (Revised)	Related Party Disclosures <sup>10</sup>
HKAS 27 (Revised)	Consolidated and Separate Financial Statements <sup>5</sup>
HKAS 32 & HKAS 1 (Amendments)	Puttable Financial Instruments and Obligations Arising on Liquidation <sup>3</sup>
HKAS 32 (Amendment)	Classification of Rights Issues <sup>8</sup>
HKAS 39 (Amendment)	Eligible Hedged Items <sup>5</sup>
HK(IFRIC) – Int 9 & HKAS 39 (Amendments)	Embedded Derivatives <sup>4</sup>
HK(IFRIC) – Int 15	Agreements for the Construction of Real Estate <sup>3</sup>
HK(IFRIC) – Int 17	Distributions of Non-cash Assets to Owners <sup>5</sup>
HK(IFRIC) – Int 18	Transfers of Assets from Customers <sup>6</sup>
HK(IFRIC) – Int 19	Extinguishing Financial Liabilities with Equity Instruments <sup>9</sup>

<sup>1</sup> Effective for annual periods beginning on or after 1 January 2009 except for the amendments to HKFRS 5 – effective for annual periods beginning on or after 1 July 2009

<sup>2</sup> Effective for annual periods beginning on or after 1 January 2009, 1 July 2009 or 1 January 2010, as appropriate

<sup>3</sup> Effective for annual periods beginning on or after 1 January 2009

<sup>4</sup> Effective for annual periods ending on or after 30 June 2009

<sup>5</sup> Effective for annual periods beginning on or after 1 July 2009

<sup>6</sup> Effective for transfers of assets from customers received on or after 1 July 2009

<sup>7</sup> Effective for annual periods beginning on or after 1 January 2010

<sup>8</sup> Effective for annual periods beginning on or after 1 February 2010

<sup>9</sup> Effective for annual periods beginning on or after 1 July 2010

<sup>10</sup> Effective for annual periods beginning on or after 1 January 2011

<sup>11</sup> Effective for annual periods beginning on or after 1 January 2013

The application of HKFRS 3 (Revised) may affect the accounting for business combination for which the acquisition date is on or after 1 December 2009. HKAS 27 (Revised) will affect the accounting treatment for changes in a parent's ownership interest in a subsidiary. The directors of the Company is in the process of assessing the potential impact of these new HKFRSs but is not yet in a position to determine whether these new HKFRSs will have a significant impact on how its results of operations and financial position are prepared and presented. These new HKFRSs may result in changes in the future as to how the results and financial position are prepared and presented.

#### 4. TURNOVER AND OTHER REVENUE

The Group is principally engaged in the designing and sale of computer software and the provision of professional and maintenance services for such products. All significant intra-group transactions have been eliminated on consolidation.

An analysis of the Group's turnover and other revenue is as follow:

	2009 <i>HK\$'000</i>	2008 <i>HK\$'000</i>
<b>Turnover:</b>		
Sales of computer software licences, software rental and provision of related services	5,630	8,615
Provision of maintenance services	6,612	5,702
Contract revenue	2,513	2,620
Sales of computer hardware	225	914
	<u>14,980</u>	<u>17,851</u>
<b>Other revenue:</b>		
Interest income on bank deposits	<u>7</u>	<u>7</u>

#### 5. SEGMENT INFORMATION

Segment information is presented by way of two segment formats: (i) on a primary segment reporting basis, by business segment; and (ii) on a secondary segment reporting basis, by geographical segment.

Segment information is presented by way of the Group's primary segment reporting basis, by business segment. For the years ended 30 November 2009 and 2008, the Group was primarily engaged in two business segments: (a) eFinance; and (b) eBusiness.

In determining the Group's geographical segments, revenues are attributed to the segments based on the location of the customers, and assets are attributed to the segments based on the location of the assets.

Inter-segment sales and transfers are transacted with reference to the selling prices used for sales made to third parties at the then prevailing market prices.

Segment assets consist primarily of property, plant and equipment, work in progress, trade and other receivables, and cash and cash equivalents.

Segment liabilities comprise operating liabilities.

Unallocated assets and liabilities comprise items such as corporate borrowings.



## Business segments

The Group's operating business are structured and managed separately, according to the nature of their operations and the products and services they provide. Each of the Group's business segments represents a strategic business unit that offers products and services which are subject to risks and returns that are different from those of the other business segments.

	eFinance		eBusiness		Consolidated	
	2009	2008	2009	2008	2009	2008
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
Turnover	<b>14,202</b>	16,733	<b>778</b>	1,118	<b>14,980</b>	17,851
Segment results	<b>3,749</b>	5,284	<b>(574)</b>	(644)	<b>3,175</b>	4,640
Other revenue					7	7
Exchange (loss)/gain					(162)	878
Corporate and other unallocated expenses					<b>(6,055)</b>	(6,162)
Loss from operating activities					<b>(3,035)</b>	(637)
Finance costs					<b>(1,629)</b>	(1,577)
Loss before taxation					<b>(4,664)</b>	(2,214)
Taxation					–	–
Loss for the year					<b>(4,664)</b>	(2,214)

	eFinance		eBusiness		Consolidated	
	2009	2008	2009	2008	2009	2008
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
<b>Assets and liabilities</b>						
Segment assets	<b>2,761</b>	4,045	<b>434</b>	415	<b>3,195</b>	4,460
Unallocated assets					<b>4,375</b>	3,850
Consolidated total assets					<b>7,570</b>	8,310
Segment liabilities	<b>13,723</b>	11,738	<b>6,103</b>	4,766	<b>19,826</b>	16,504
Unallocated liabilities					<b>30,287</b>	28,341
Consolidated total liabilities					<b>50,113</b>	44,845

	eFinance		eBusiness		Consolidated	
	2009	2008	2009	2008	2009	2008
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
<b>Other segment information</b>						
Depreciation	284	309	17	19	301	328
Capital expenditure	54	140	–	8	54	148
Impairment loss recognised in respect of trade receivables	100	–	–	29	100	29

### Geographical segments

The Group's segment turnover, segment results, segment assets, segment liabilities and capital expenditure for the year, analysed by geographical market, are as follows:

	Segment turnover	Segment results	2009		
			Segment assets	Segment liabilities	Capital expenditure
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
Hong Kong and other Asian countries	14,980	(5,039)	7,351	46,434	54
Australia and New Zealand	–	375	219	3,679	–
	<u>14,980</u>	<u>(4,664)</u>	<u>7,570</u>	<u>50,113</u>	<u>54</u>
	Segment turnover	Segment results	2008		
	HK\$'000	HK\$'000	Segment assets	Segment liabilities	Capital expenditure
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
Hong Kong and other Asian countries	17,851	(2,017)	8,128	41,894	148
Australia and New Zealand	–	(197)	182	2,951	–
	<u>17,851</u>	<u>(2,214)</u>	<u>8,310</u>	<u>44,845</u>	<u>148</u>

## 6. LOSS FROM OPERATING ACTIVITIES

	2009 <i>HK\$'000</i>	2008 <i>HK\$'000</i>
<b>Loss from operating activities is stated after charging:</b>		
Auditors' remuneration	205	205
Impairment loss recognised in respect of trade receivables	100	29
Depreciation on owned property, plant and equipment	301	328
Operating lease payments in respect of		
– land and buildings	1,691	1,236
– plant and equipment	29	29
Staff costs (excluding directors' remuneration)		
– salaries and allowances	12,511	12,815
– retirement benefit costs	435	439
Cost of computer hardware sold	162	740
	<u>          </u>	<u>          </u>
<b>and after crediting:</b>		
<b>Other (expense)/income:</b>		
Exchange (loss)/gain	(162)	878
	<u>          </u>	<u>          </u>

## 7. FINANCE COSTS

	2009 <i>HK\$'000</i>	2008 <i>HK\$'000</i>
Interest on promissory notes		
– wholly repayable within five years	1,436	1,327
Interest on amount due to the ultimate holding company		
– wholly repayable within five years	193	250
	<u>          </u>	<u>          </u>
	<u>1,629</u>	<u>1,577</u>

## 8. TAXATION

No provision for Hong Kong profits tax has been made as the Group had either no estimated assessable profits or had estimated tax losses brought forward to set off the estimated assessable profit for the year (2008: Nil).

No provision for the PRC income taxes has been made during the year as the subsidiaries operated in the PRC had no assessable profits for the year (2008: Nil).

No Australian income tax has been provided by the Australian subsidiaries of the Group as they had estimated tax losses brought forward to set off the estimated assessable profit for the year (2008: Nil).

The Group has tax losses arising in Hong Kong of approximately HK\$67,585,000 (2008: HK\$71,552,000) that are available indefinitely for offsetting against future taxable profits of the companies in which the losses arose. Deferred tax assets have not been recognised due to the unpredictability of the future profit streams.

## 9. LOSS PER SHARE

The calculation of the basic loss per share attributable to the ordinary equity holders of the Company is based on the following data:

	<b>2009</b>	2008
	<b>HK\$'000</b>	HK\$'000
<i>Loss</i>		
Loss for the purpose of basic		
loss per share (loss for the year attributable		
to the equity holders of the Company)	<b>(4,664)</b>	(2,214)
	<b>2009</b>	2008
<i>Number of shares</i>		
Weighted average number of shares		
for the purpose of basic loss per share	<b>160,590,967</b>	160,590,967
Basic loss per share	<b>HK(2.90) cents</b>	HK(1.38) cents

Diluted loss per share equal basic loss per share because there were no potential dilutive shares outstanding during the last two years.

## 10. DIVIDENDS

The directors do not recommend the payment of any dividend in respect of the year ended 30 November 2009 (2008: Nil).

## 11. TRADE AND OTHER RECEIVABLES

	<b>The Group</b>	
	<b>2009</b>	2008
	<i>HK\$'000</i>	<i>HK\$'000</i>
Trade receivables	<b>865</b>	969
Prepayment, deposits and other receivables	<b>442</b>	455
	<u>1,307</u>	<u>1,424</u>
	<b><u>1,307</u></b>	<b><u>1,424</u></b>

The analysis of trade receivables were as follows:

	<b>The Group</b>	
	<b>2009</b>	2008
	<i>HK\$'000</i>	<i>HK\$'000</i>
Trade receivables	<b>2,490</b>	2,494
Less: Impairment loss recognised in respect of trade receivables	<b>(1,625)</b>	(1,525)
	<u>865</u>	<u>969</u>
At 30 November 2009/2008	<b><u>865</u></b>	<b><u>969</u></b>

The Group maintains a defined credit policy to assess the credit quality of each counterparty. The collection is closely monitored to minimise any credit risk associated with these trade debtors. The Group's trading terms with its customers are mainly based on product delivery and user acceptance. The Group allows an average credit period of 0 day to 30 days to its contract customers.

The following is an aged analysis of the trade receivables, net of provision of impairment loss:

	<b>The Group</b>	
	<b>2009</b>	2008
	<i>HK\$'000</i>	<i>HK\$'000</i>
Current	<b>378</b>	215
31 – 60 days	<b>18</b>	14
61 – 90 days	<b>47</b>	10
Over 90 days	<b>422</b>	730
	<u>865</u>	<u>969</u>
	<b><u>865</u></b>	<b><u>969</u></b>

The following is an aged analysis of the trade receivables which are past due but not impaired:

	<b>The Group</b>	
	<b>2009</b>	2008
	<i>HK\$'000</i>	<i>HK\$'000</i>
31 – 60 days	<b>18</b>	14
61 – 90 days	<b>47</b>	10
Over 90 days	<b>422</b>	730
	<hr/>	<hr/>
	<b>487</b>	754
	<hr/> <hr/>	<hr/> <hr/>

For the past due but not impaired trade receivables, although no collateral is held, the Group has assessed the credit worthiness, past payment history and substantial settlement after the balance sheet date, and considers that the amounts are still recoverable and no further credit provision is required in excess of allowance for doubtful debts. The Group seeks to maintain strict control over its outstanding trade receivables. Overdue balances are reviewed regularly by the management.

The movements in provision for impairment loss on trade receivables were as follows:

	<b>The Group</b>	
	<b>2009</b>	2008
	<i>HK\$'000</i>	<i>HK\$'000</i>
At 1 December 2008/2007	<b>1,525</b>	1,496
Impairment loss recognised in respect of trade receivables	<b>100</b>	29
	<hr/>	<hr/>
At 30 November 2009/2008	<b>1,625</b>	1,525
	<hr/> <hr/>	<hr/> <hr/>

Included in provision for impairment loss recognised in respect of trade receivables are individually impaired trade receivables with balance of approximately HK\$100,000 (2008: HK\$29,000). The individually impaired receivables related to customers that were in financial difficulties and the directors assessed that the amounts are not expected to be recovered.

The movements in provision for impairment loss in respect of prepayment, deposits and other receivables are as follows:

	<b>The Group</b>	
	<b>2009</b>	2008
	<b><i>HK\$'000</i></b>	<i>HK\$'000</i>
Prepayment, deposits and other receivables	<b>852</b>	865
Less: Impairment loss recognised in respect of prepayment, deposits and other receivables	<b>(410)</b>	(410)
	<hr/>	<hr/>
At 30 November 2009/2008	<b>442</b>	455
	<hr/> <hr/>	<hr/> <hr/>

The directors of the Group had assessed the recoverability of prepayment, deposits and other receivables for the year ended 30 November 2009 and considered no provision for impairment in respect of prepayment, deposits and other receivables is required. The directors of the Company consider that the fair value of the Group's prepayment, deposits and other receivables at the balance sheet date were approximate their carrying amount.

## 12. TRADE AND OTHER PAYABLES

	<b>The Group</b>	
	<b>2009</b>	2008
	<b><i>HK\$'000</i></b>	<i>HK\$'000</i>
Trade payables	–	12
Accruals	<b>1,978</b>	1,779
Receipt in advance	<b>3,101</b>	3,222
Other payables	<b>994</b>	972
	<hr/>	<hr/>
	<b>6,073</b>	5,985
	<hr/> <hr/>	<hr/> <hr/>

As at 30 November 2009, the aged analysis of the trade payables was as follows:

	<b>The Group</b>	
	<b>2009</b>	2008
	<b><i>HK\$'000</i></b>	<i>HK\$'000</i>
0 – 30 days	–	12
	<hr/> <hr/>	<hr/> <hr/>

### 13. SHARE CAPITAL

	2009		2008	
	Number of shares	Amount HK\$'000	Number of shares	Amount HK\$'000
Authorised:				
Ordinary shares of HK\$0.10 each	<u>10,000,000,000</u>	<u>1,000,000</u>	<u>10,000,000,000</u>	<u>1,000,000</u>
Issued and fully paid:				
Ordinary shares of HK\$0.10 each	<u>160,590,967</u>	<u>16,059</u>	<u>160,590,967</u>	<u>16,059</u>

### 14. PROMISSORY NOTES AND INTEREST PAYABLE TO THE RELATED COMPANIES

As at 30 November 2009, the promissory notes of HK\$26,383,000 (2008: HK\$25,885,000) payable to the related companies are interest bearing at Hong Kong prime rate (2008: Hong Kong prime rate).

On 26 November 2008, the Company had issued a promissory note in the amount of CAD485,000 payable to Active Investments Capital Limited, a related company owned by the chief executive officer of the Company, which was unsecured, interest bearing at the Hong Kong prime rate and will not be repayable within the next twenty four months of 26 November 2008. On 27 November 2009, Active Investments Capital Limited had agreed to extend the maturity date of the promissory note in the amount of CAD485,000 together with the accrued interest of approximately CAD25,000 to 25 November 2011.

On 27 November 2008, two old promissory notes of amount HK\$9,500,000 and HK\$3,000,000 and their related interests with the amount of HK\$5,705,000 payable to Pacific East Limited were cancelled and a new promissory note was issued by the Company in favour of Active Investments Capital Limited in the principal loan amount of HK\$18,205,000 under the original terms and conditions, which was unsecured, interest bearing at the Hong Kong prime rate (2008: Hong Kong prime rate) and will not repayable on or before 31 May 2010. Active Investments Capital Limited have also agreed that it will not demand repayment of the two promissory notes and interests related to the promissory notes in the total amount of approximately HK\$22,858,000 within the next twelve months of the balance sheet date. On 27 November 2009, Active Investments Capital Limited had agreed to extend the maturity date of the promissory note in the amount of HK\$18,205,000 together with the accrued interest of approximately HK\$942,000 to 31 May 2011.

Furthermore, a party connected to a non-executive director of the Company, Wickham Group Limited, has also agreed that it will not demand repayment of the promissory note and the interest related to the promissory notes in the amount of approximately HK\$6,984,000 within the next twelve months of the balance sheet date. On 27 November 2009, Wickham Group Limited had agreed to extend the maturity date of the promissory note in the amount of HK\$4,634,000 together with the accrued interest of approximately HK\$2,350,000 to 21 May 2011.



## **SUMMARY OF THE INDEPENDENT AUDITORS' REPORT ON THE GROUP'S CONSOLIDATED FINANCIAL STATEMENTS**

The independent auditors' report of the Group's consolidated financial statements for the year ended 30 November 2009 contains a modified auditors' opinion:

“Without qualifying our opinion, we draw attention to Note 2 in the consolidated financial statements which indicates that the Group incurred a net loss of approximately HK\$4,664,000 during the year ended 30 November 2009 and, as of that date, the Group's total liabilities exceeded its total assets by approximately HK\$42,543,000. These conditions, along with other matters as set forth in Note 2 to the consolidated financial statements, indicate the existence of a material uncertainty which may cast significant doubt about the Group's ability to continue as a going concern.”

### **BUSINESS REVIEW**

#### **Financial Review**

The Group recorded a turnover of approximately HK\$14,980,000 for the year ended 30 November 2009, a 16% decrease from approximately HK\$17,851,000 for the same period of the previous year. Of the total turnover amount, HK\$5,630,000 or 37% was generated from software license sales, HK\$2,513,000 or 17% was generated from contract revenue, HK\$6,612,000 or 44% was generated from maintenance services, and HK\$225,000 or 2% was generated from sales of hardware. At 30 November 2009, the Group had approximately HK\$6 million worth of contracts that were in progress. The net loss attributable to shareholders for the year ended 30 November 2009 was HK\$4,664,000, whereas the Group recorded a net loss of approximately HK\$2,214,000 for the same period of the previous year.

The operating expenditures amounted to HK\$13,919,000 for the year ended 30 November 2009, remains stable when compared to HK\$13,998,000 for the corresponding period of the previous year. During the year, the Group continued to exercise prudent cost control measures by implementing tight expenses measures in its regional operations.

As a result of the most of the property, plant and equipment in the Group was fully depreciated, depreciation expenses decreased from approximately HK\$328,000 for the year ended 30 November 2008 to approximately HK\$301,000 in the current fiscal year.

The Group did not have any amortisation expenses for the year ended 30 November 2009 due to the write-off of the remaining amounts of goodwill and intellectual property rights at the end of fiscal year 2002.

During the year, the Group invested approximately HK\$6,161,000 in developing new modules for its OCTO Straight Through Processing (“STP”) system.

As at 30 November 2009, a provision for impairment of approximately HK\$100,000 was carried in the balance sheet for of the long outstanding trade receivables. The directors were uncertain whether the amount would ultimately be collected due to the sluggish economy and considered that it was prudent to make such a provision.

Total staff costs (excluding directors' remuneration) are approximately HK\$12,946,000 for the year ended 30 November 2009, remains stable compared to HK\$13,254,000 for the same period of the previous year.

### **Operation Review**

For the year ended 30 November 2009, e-Finance turnover is HK\$14,202,000 a decrease of 15% when compared to HK\$16,733,000 for the same period of the previous year. The decrease was mainly attributed to less new contract signed and slowdown in project delivery to customer as some of our project customers are suffering from financial tsunami and cut back on their investments in technology infrastructure. During the second quarter 2009, the Group cooperated with a PRC-based domestic stock information supplier to launch our new "ABC QianLong HK Equity Trading System" in the market and which, was successfully implemented to a subsidiary of a PRC-based bank. The ABC QiangLong HK Equity Trading System is an unique online integrated platform for browsing equity information and processing the order for Hong Kong equity stock trading with Chinese investors preferred interface. Following ABC QiangLong HK Equity Trading System was launched in the market; the Group can expand its customer's network in China.

Following the recent rebound in global stock market in the third quarter 2009, some of our customers commenced to reactive their expansion plan and are seeking for our cost competitive solutions to upgrade their brokerage and futures trading system. As a result, the Group had signed a sale contract with a Japan brokerage firm to implement the Group's e-Finance well known OCTOSTP futures trading solutions in the last quarter of the year. Furthermore, the Group had set up a China business development team to explore more business opportunity in China. The Group is actively preparing itself to promote its OCTOSTP solutions to China market.

During the year, e-Business turnover is HK\$778,000, a decrease of 30% when compared to HK\$1,118,000 for the same period of previous year. The decrease was attributed to decrease in sales of Maximizer CRM products as some of its customer would like to holdup the expansion budget as effect by the worldwide economy declined during the year 2009.

During the year, the Group continues its focus on marketing activities in the region to promote the Maximizer branding in Greater China market.

## **Prospects**

The Group will continue to focus on the Group's fundamentals to achieve profitability. Considering the keen competition in Hong Kong e-Finance market, the Group will be more proactive in seeking for overseas opportunities and develop more financial solutions that fit for Greater China region. The directors believed that the Group has well diversified product range that is fitted to the global market needs and it is well equipped to face new challenges from the overseas markets.

The Group believes the growth of CRM market in the Asian region especially in Greater China region still under its development stage. Following the launch of new version of Maximizer CRM solutions in the period, the Group will continue to promote Maximizer CRM brand name in the region by attending regional exhibitions and effective marketing campaign.

Based on signs of the local economy recovery and economic growth in China, the Company will continue to provide our clients with cost effective brokerage solution and CRM products to enhance their competitiveness in this market.

## **Corporate Governance Practices**

The Stock Exchange has issued Code on Corporate Governance Practices (the "Code") as set out in Appendix 15 of the GEM Listing Rules which are effective for accounting periods beginning on or after 1 January 2005.

The Company has complied with all the code provisions set out in Appendix 15 – Code on Corporate Governance Practices ("CG Code") of the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited (the "GEM Listing Rules") for the financial year ended 30 November 2009.

## **Audit Committee**

Pursuant to the GEM Listing Rules, an audit committee was established on 22 January 2001, comprising three independent non-executive directors, namely Messrs. Kwong Sang Liu, Edwin Kim Ho Wong and William Keith Jacobsen. On 28 September 2004, Mr. Kwong Sang Liu was appointed as independent non-executive director and member of audit committee of the Company. On 29 August 2008, Mr. Edwin Kim Ho Wong was appointed as independent non-executive director and member of audit committee of the Company. Mr. William Keith Jacobsen was appointed as independent non-executive director and member of audit committee of the Company on 10 July 2009. Mr. Edwin Kim Ho Wong is the chairman of the audit committee.

Mr. Ronald Kwok Fai Poon was the audit committee member when it was established on 22 January 2001. On 10 July 2009, Mr. Ronald Kwok Fai Poon resigned as an independent non-executive director, member of audit committee and member of remuneration committee of the Company due to other business engagements which require more of his dedication. On the same date, Mr. William Keith Jacobsen was appointed as an independent non-executive director, member of audit committee and member of remuneration committee of the Company to fill the vacancy cause by the resignation of Mr. Ronald Kwok Fai Poon.

The written terms of reference which describe the authorities and duties of the audit committee were prepared and adopted with reference to “A Guide for the Formation of an Audit Committee” published by the Hong Kong Institute of Certified Public Accountants. The audit committee provides an important link between the board of directors and the Company’s auditors in matters coming within the scope of the Group audit. It also reviews the financial reporting process and the adequacy and effectiveness of the Group’s internal control system.

During the financial year ended 30 November 2009, the audit committee held four meetings for the purpose of reviewing the Company’s reports and accounts, and providing advice and recommendations to the Board of Directors. The minutes of the audit committee meeting are kept by the Company Secretary.

The Group’s results for the year ended 30 November 2009 have been reviewed by the audit committee, which was of the opinion that the preparation of such results complied with the applicable accounting standard.

### **Purchase, Sale or Redemption of Listed Securities**

The Company has not redeemed any of its listed securities during the year. Neither the Company nor any of its subsidiaries has purchased or sold any of the Company’s listed securities during the year (2008: Nil).

By order of the Board  
**Terence Chi Yan Hui**  
*Chairman*

Mr. Terence Chi Yan HUI (*Executive Director*)  
Mr. Joseph Chi Ho HUI (*Executive Director*)  
Mr. Kau Mo HUI (*Non-executive Director*)  
Mr. Kwong Sang LIU (*Independent Non-executive Director*)  
Mr. Edwin Kim Ho WONG (*Independent Non-executive Director*)  
Mr. William Keith JACOBSEN (*Independent Non-executive Director*)

Hong Kong: 9 February 2010

*This announcement will remain on the GEM website on the “Latest Company Announcements” page for at least 7 days from the day of its posting and the website of the Company at [www.hklistco.com](http://www.hklistco.com).*