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 2011

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.

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 of Hong Kong Limited for the purpose of giving information with regard to the Company. The directors, having made all reasonable enquires, confirm that, to the best of their knowledge and belief the information contained in this announcement is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this announcement misleading.

* *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 2011, together with the comparative figures in 2010 as follows:

CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

For the year ended 30 November 2011

	Notes	**2011**	2010
		HK$'000	*HK$'000*
Turnover	4	**16,808**	17,141
Cost of sales		**(4,535)**	(4,782)
Gross profit		**12,273**	12,359
Other revenue	4	**85**	1
Other expense		**–**	(309)
Software research and development expenses		**(7,985)**	(6,826)
Selling and marketing expenses		**(1,307)**	(1,254)
Administrative expenses		**(6,600)**	(6,739)
Loss from operating activities	6	**(3,534)**	(2,768)
Finance costs	7	**(1,902)**	(1,742)
Loss before taxation		**(5,436)**	(4,510)
Taxation	8	**–**	–
Loss for the year		**(5,436)**	(4,510)
Other comprehensive loss, net of tax			
Exchange differences on translating foreign operations		**(154)**	(241)
Other comprehensive loss for the year, net of tax		**(154)**	(241)
Total comprehensive loss for the year		**(5,590)**	(4,751)
Loss for the year attributable to owners of the Company		**(5,436)**	(4,510)
Total comprehensive loss for the year attributable to owners of the Company		**(5,590)**	(4,751)
Loss per share			
– Basic and diluted	9	**HK(3.38) cents**	HK(2.81) cents

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

As at 30 November 2011

	Notes	2011 HK$'000	2010 HK$'000
Assets			
Non-current asset			
Property, plant and equipment		**416**	552
Current assets			
Work in progress		**226**	577
Trade and other receivables	11	**811**	1,421
Cash and cash equivalents		**5,418**	6,490
		6,455	8,488
Total assets		**6,871**	9,040
Capital and reserves			
Share capital	13	**16,059**	16,059
Reserves		**(68,943)**	(63,353)
Equity attributable to owners of the Company		**(52,884)**	(47,294)
Liabilities			
Non-current liabilities			
Promissory notes and interest payable to the related companies	14	**37,608**	34,529
Amount due to a shareholder	15	**5,635**	5,467
Amount due to a related party	15	**3,986**	3,927
		47,229	43,923
Current liabilities			
Other payables and accruals	12	**6,644**	6,291
Deferred revenue		**3,653**	4,008
Amount due to a related company	15	**314**	–
Amounts due to customers		**1,915**	2,112
		12,526	12,411
Total liabilities		**59,755**	56,334
Total equity and liabilities		**6,871**	9,040
Net current liabilities		**(6,071)**	(3,923)
Total assets less current liabilities		**(5,655)**	(3,371)
Net liabilities		**(52,884)**	(47,294)

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

For the year ended 30 November 2011

	Attributable to owners of the Company					
	Share capital *HK$'000*	**Share premium** *HK$'000*	**Contributed surplus** *HK$'000*	**Exchange reserve** *HK$'000*	**Accumulated losses** *HK$'000*	**Total equity** *HK$'000*
At 1 December 2009	16,059	106,118	37,600	(13,869)	(188,451)	(42,543)
Loss for the year	–	–	–	–	(4,510)	(4,510)
Other comprehensive loss for the year	–	–	–	(241)	–	(241)
Total comprehensive loss for the year	–	–	–	(241)	(4,510)	(4,751)
At 30 November 2010 and 1 December 2010	16,059	106,118	37,600	(14,110)	(192,961)	(47,294)
Loss for the year	–	–	–	–	(5,436)	(5,436)
Other comprehensive loss for the year	–	–	–	(154)	–	(154)
Total comprehensive loss for the year	–	–	–	(154)	(5,436)	(5,590)
At 30 November 2011	**16,059**	**106,118**	**37,600**	**(14,264)**	**(198,397)**	**(52,884)**

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 HM11, 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 principal activity of the Company is investment holding. The principal activities of its subsidiaries are design and sales of computer software and provision of professional and maintenance services.

The directors consider the Company's ultimate shareholder to be The City Place Trust ("CPT"), a trust incorporated in Bermuda.

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.

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 below.

The Group incurred a net loss of approximately HK$5,436,000 and accumulated losses of approximately HK$198,397,000 for the year ended 30 November 2011. As at 30 November 2011, the Group's current liabilities exceeded its current assets by approximately HK$6,071,000 and net liabilities of approximately HK$52,884,000. 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 shareholder, CPT, has also confirmed that it will not demand repayment of the amount due of approximately HK$5,635,000 within the next twelve months of the reporting date.

Moreover, Maximizer (Barbados) Management Inc ("Maximizer (Barbados)"), a party owned by an Executive Director of the Company, has confirmed that it will not demand repayment of the amount due of approximately HK$3,986,000 within the next twelve months of the reporting date.

Furthermore, Wickham Group Limited, a party connected to an 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$4,812,000 until their maturity on 31 May 2013.

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 amounts of approximately Canadian dollars ("CAD") 564,000 (approximately to HK$4,228,000), HK$21,156,000, HK$3,156,000, HK$2,000,000 and CAD300,000 (approximately to HK$2,256,000) until their maturity on 31 May 2013.

On 26 November 2011, Wickham Group Limited has agreed to extend the maturity date of the promissory note with the amount of HK$4,634,000 together with the accrued interest of approximately HK$178,000 to 31 May 2013. On 26 November 2011, Active Investments Capital Limited has also agreed to extend the maturity dates of the promissory notes with the amounts of approximately CAD485,000 (approximately to HK$3,649,000) together with the accrued interest of approximately CAD79,000 (approximately to HK$579,000), the amounts of approximately HK$18,205,000 together with the accrued interest of approximately HK$2,951,000 and the amounts of HK$3,000,000 together with the accrued interest of approximately HK$156,000 to 31 May 2013. The Company has issued promissory notes with the amount of HK$2,000,000 and CAD300,000 (approximately to HK$2,256,000) to Active Investments Capital Limited on 29 November 2011. The maturity date of the new promissory notes is on 31 May 2013.

The directors of the Company 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 and when 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")

In the current year, the Group has applied for the first time, the following amendments and new interpretations ("new HKFRSs") issued by the Hong Kong Institute of Certified Public Accountants ("HKICPA"), which are effective for the Group's financial year beginning on 1 December 2010.

HKFRSs (Amendments)	Improvements to HKFRSs 2009
HKFRSs (Amendment)	Improvements to HKFRSs 2010 *
HKFRS 1 (Amendment)	Additional Exemptions for First-time Adopters
HKFRS 1 (Amendment)	Limited Exemption from Comparative HKFRS 7 Disclosures for First-time Adopters
HKFRS 2 (Amendment)	Group Cash-settled Share-based Payment Transactions
HKAS 32 (Amendment)	Classification of Rights Issues
HK(IFRIC) – Int 19	Extinguishing Financial Liabilities with Equity Instruments

* Except for amendments that are effective for annual periods beginning on or after 1 January 2011.

The adoption of the new HKFRSs has had no material impact on the consolidated financial statements of the Group for the current or prior accounting periods.

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 issued in 2010[1]
HKFRS 1 (Amendment)	Severe Hyperinflation and Removal of Fixed Dates for First-time Adopters[2]
HKFRS 7 (Amendments)	Disclosures – Transfers of Financial Assets[2]
HKFRS 7 (Amendments)	Disclosures – Offsetting Financial Assets and Financial Liabilities[5]
HKFRS 9	Financial Instruments[7]
HKFRS 10	Consolidated Financial Statements[5]
HKFRS 11	Joint Arrangements[5]
HKFRS 12	Disclosure of Interests in Other Entities[5]
HKFRS 13	Fair Value Measurement[5]
HKAS 1 (Amendments)	Presentation of Items of Other Comprehensive Income[4]
HKAS 12 (Amendments)	Deferred Tax: Recovery of Underlying Assets[3]
HKAS 19 (as revised in 2011)	Employee Benefits[5]
HKAS 24 (Revised)	Related Party Disclosures[1]
HKAS 27 (as revised in 2011)	Separate Financial Statements[5]
HKAS 28 (as revised in 2011)	Investments in Associates and Joint Ventures[5]
HKAS 32 (Amendments)	Presentation – Offsetting Financial Assets and Financial Liabilities[6]
HK(IFRIC) – Int 14 (Amendments)	Prepayment of a Minimum Funding Requirement[1]
HK(IFRIC) – Int 20	Stripping Costs in the Production Phase of a Surface Mine[5]

1 Effective for annual periods beginning on or after 1 January 2011
2 Effective for annual periods beginning on or after 1 July 2011
3 Effective for annual periods beginning on or after 1 January 2012
4 Effective for annual periods beginning on or after 1 July 2012
5 Effective for annual periods beginning on or after 1 January 2013
6 Effective for annual periods beginning on or after 1 January 2014
7 Effective for annual periods beginning on or after 1 January 2015

HKFRS 9 *Financial Instruments* (as issued in November 2009) introduces new requirements for the classification and measurement of financial assets. HKFRS 9 *Financial Instruments* (as revised in November 2010) adds requirements for financial liabilities and for derecognition.

- Under HKFRS 9, all recognised financial assets that are within the scope of HKAS 39 *Financial Instruments: Recognition and Measurement* are subsequently measured at either amortised cost or fair value. Specifically, debt investments that are held within a business model whose objective is to collect the contractual cash flows, and that have contractual cash flows that are solely payments of principal and interest on the principal outstanding are generally measured at amortised cost at the end of subsequent accounting periods. All other debt investments and equity investments are measured at their fair values at the end of subsequent accounting periods.

- In relation to financial liabilities, the significant change relates to financial liabilities that are designated as at fair value through profit or loss. Specifically, under HKFRS 9, for financial liabilities that are designated as at fair value through profit or loss, the amount of change in the fair value of the financial liability that is attributable to changes in the credit risk of that liability is presented in other comprehensive income, unless the presentation of the effects of changes in the liability's credit risk in other comprehensive income would create or enlarge an accounting mismatch in profit or loss. Changes in fair value attributable to a financial liability's credit risk are not subsequently reclassified to profit or loss. Previously, under HKAS 39, the entire amount of the change in the fair value of the financial liability designated as at fair value through profit or loss was presented in profit or loss.

HKFRS 9 is effective for annual periods beginning on or after 1 January 2015, with earlier application permitted.

The directors of the Company anticipate that HKFRS 9 that will be adopted in the Company's financial statements for financial year ending 30 November 2016 and that the application of the new standard will have no significant impact on amounts reported in respect of the Company's financial assets and financial liabilities.

The amendments to HKFRS 7 *Disclosures – Transfer of Financial Assets* interest the disclosure requirements for transactions involving transfers of financial assets. These amendments are intended to provide greater transparency around risk exposures when a financial asset is transferred but the transferor retains some level continuing exposure in the asset. The amendments also require disclosures when transfers of financial assets are not evenly distributed throughout the period.

The directors of the Company do not anticipate that these amendments to HKFRS 7 will have a significant effect on the Company's disclosures. However, if the Company enters into any transactions involving transfers of financial assets in the future, disclosures regarding those transfers may be affected.

The amendments to HKAS 12 titled *Deferred Tax: Recovery of Underlying Assets* mainly deal with the measurement of deferred tax for investment properties that are measured using the fair value model in accordance with HKAS 40 *Investment Property*. Based on the amendments, for the purposes of measuring deferred tax liabilities and deferred tax assets for investment properties measured using the fair value model, the carrying amounts of the investment properties are presumed to be recovered through sale, unless the presumption is rebutted in certain circumstances. The executive committee members anticipate that the amendments to HKAS 12 will have no significant impact on the consolidated financial statements.

HKAS 24 *Related Party Disclosures* (Revised) modifies the definition of a related party and simplifies disclosures for government-related entities.

The disclosure exemptions introduced in HKAS 24 (Revised) do not affect the Company because the Company is not a government-related entity. However, disclosures regarding related party transactions and balances in these consolidated financial statements may be affected when the revised version of the standard is applied in future accounting periods because some counterparties that did not previously meet the definition of a related party may come within the scope of the standard.

HK(IFRIC)-Int 19 provides guidance regarding the accounting for the extinguishment of a financial liability by the issue of equity instruments. To date, the Company has not entered into transactions of this nature. However, if the Company does enter into any such transactions in the future, HK(IFRIC)-Int 19 will affect the required accounting. In particular, under HK(IFRIC)-Int 19, equity instruments issued under such arrangements will be measured at their fair value, and any difference between the carrying amount of the financial liability extinguished and the fair value of equity instruments issued will be recognised in profit or loss.

HKFRS 10 *Consolidated Financial Statements* builds on existing principles by identifying the concept of control as the determining factor in whether an entity should be included within the consolidated financial statements of the parent company. The standard provides additional guidance to assist in the determination of control where this is difficult to assess. This standard replaces HK(SIC)-12 *Consolidation—Special Purpose Entities* and replaces parts of HKAS 27 *Consolidated and Separate Financial Statements*.

HKFRS 11 *Joint Arrangements* provides for a more realistic reflection of joint arrangements by focusing on the rights and obligations of the arrangement, rather than its legal form (as is currently the case). The standard addresses inconsistencies in the reporting of joint arrangements by requiring a single method to account for interests in jointly controlled entities. HKFRS 11 supersedes HKAS 31 *Interests in Joint Ventures* and HK(SIC)-13 *Jointly Controlled Entities—Non-monetary Contributions by Venturers*.

HKFRS 12 *Disclosure of Interests in Other Entities* is a new and comprehensive standard on disclosure requirements for all forms of interests in other entities, including joint arrangements, associates, special purpose vehicles and other off balance sheet vehicles.

HKFRS 13 *Fair Value Measurement* improves consistency and reduces complexity by providing, for the first time, a precise definition of fair value and a single source of fair value measurement and disclosure requirements for use across HKFRSs. The requirements do not extend the use of fair value accounting, but provide guidance on how it should be applied where its use is already required or permitted by other standards within HKFRSs.

HK(IFRIC)-Int 20 *Stripping Costs in the Production Phase of a Surface Mine* clarifies the requirements for accounting for stripping costs in the production phase of a surface mine. It clarifies when production stripping should lead to the recognition of an asset and how that asset should be measured, both initially and in subsequent periods.

The directors of the Company is in the process of assessing the potential impact of the new HKFRSs but is not yet in a position to determine whether the new HKFRSs will have a significant impact on how its results of operations and financial position are prepared and presented. The 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 for the year is as follow:

	2011	2010
	HK$'000	*HK$'000*
Turnover:		
Sales of computer software licences, software rental and provision of related services	**6,860**	6,141
Provision of maintenance services	**7,401**	7,261
Contract revenue	**2,265**	2,754
Sales of computer hardware	**282**	985
	16,808	17,141
Other revenue:		
Interest income on bank deposits	**1**	1
Exchange gain	**84**	–
	85	1

Interest income is solely generated from loans and receivables (including cash and bank balances) for both years ended 30 November 2011 and 2010.

5. SEGMENT INFORMATION

The Group was engaged in two business segments, Financial Solutions and CRM Solutions, during the year ended 30 November 2011 and 30 November 2010. The chief operating decision maker regularly reviews the nature of their operations and the products and services. 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.

Segment revenue and results

The following is an analysis of the Group's revenue and results by reportable segment:

	Financial Solutions		CRM Solutions		Consolidated	
	2011	2010	**2011**	2010	**2011**	2010
	HK$'000	*HK$'000*	***HK$'000***	*HK$'000*	***HK$'000***	*HK$'000*
Turnover	**15,587**	16,414	**1,221**	727	**16,808**	17,141
Segment results	**3,002**	4,443	**(21)**	(164)	**2,981**	4,279
Interest income					**1**	1
Exchange gain/(loss)					**84**	(309)
Central administration costs					**(6,600)**	(6,739)
Finance costs					**(1,902)**	(1,742)
Loss before taxation					**(5,436)**	(4,510)
Taxation					**–**	–
Loss for the year					**(5,436)**	(4,510)

Revenue reported above represents revenue generated from external customers. There were no inter-segment sales during the year (2010: Nil).

Segment results represents the profit/(loss) earned/(suffered) by each segment without allocation of other revenue, exchange loss, central administration costs, finance costs and taxation. This is the measure reported to the chief operating decision maker for the purposes of resource allocation and assessment of segment performance.

Segment assets and liabilities

	Financial Solutions		CRM Solutions		Consolidated	
	2011	2010	**2011**	2010	**2011**	2010
	HK$'000	*HK$'000*	***HK$'000***	*HK$'000*	***HK$'000***	*HK$'000*
Assets and liabilities						
Segment assets	**1,673**	3,459	**44**	274	**1,717**	3,733
Unallocated assets					**5,154**	5,307
Consolidated total assets					**6,871**	9,040
Segment liabilities	**14,631**	14,767	**7,013**	6,580	**21,644**	21,347
Unallocated liabilities					**38,111**	34,987
Consolidated total liabilities					**59,755**	56,334

For the purposes of monitoring segment performance and allocating resources between segments, the group's chief operating decision maker monitors the results, assets and liabilities attributable to each reportable segment on the following bases:

All assets are allocated to reportable segments other than unallocated corporate assets (mainly include cash and cash equivalents that are used by the investment holding companies and prepayment that are prepaid by the investment holding companies).

All liabilities are allocated to reportable segments other than unallocated corporate liabilities (mainly include promissory notes and the related interest payable, other payables and accruals borne by the investment holding companies).

Other segment information

	Financial Solutions		**CRM Solutions**		**Consolidated**	
	2011	2010	**2011**	2010	**2011**	2010
	HK$'000	*HK$'000*	***HK$'000***	*HK$'000*	***HK$'000***	*HK$'000*
Other segment information						
Depreciation	**204**	261	**6**	9	**210**	270
Capital expenditure	**60**	456	**4**	–	**64**	456
Impairment loss recognised in respect of trade receivables	**3**	72	**–**	–	**3**	72

Geographical segments

The Group operates in two principal geographical areas – the PRC and Hong Kong.

The Group's revenue generated from external customers by location of operations and information about its non-current assets by location of assets are detailed below:

	Revenue from external customers		**Non-current assets**	
	2011	2010	**2011**	2010
	HK$'000	*HK$'000*	***HK$'000***	*HK$'000*
PRC	**–**	141	**197**	255
Hong Kong	**16,808**	17,000	**219**	297
	16,808	17,141	**416**	552

Information about major customers

No single customer contributed 10% or more to the Group's revenue for both years ended 30 November 2011 and 2010.

6. LOSS FROM OPERATING ACTIVITIES

	2011	2010
	HK$'000	*HK$'000*
Loss from operating activities is stated after charging:		
Auditors' remuneration	**205**	205
Impairment loss recognised in respect of trade receivables	**3**	72
Depreciation on owned property, plant and equipment	**210**	270
Loss on disposal of property, plant and equipment	**–**	29
Exchange loss	**–**	309
Operating lease payments in respect of		
– land and buildings	**1,589**	1,644
– plant and equipment	**30**	30
Staff costs (excluding directors' remuneration)		
– salaries and allowances	**13,736**	12,667
– retirement benefit costs	**550**	412
Cost of computer hardware sold	**207**	827

7. FINANCE COSTS

	2011	2010
	HK$'000	*HK$'000*
Interest on promissory notes		
– wholly repayable within five years *(Note 14)*	**1,668**	1,534
Interest on amount due to a shareholder/ a related party/a related company		
– wholly repayable within five years *(Note 15)*	**234**	208
	1,902	1,742

8. TAXATION

No provision for Hong Kong profits tax has been made as the Group either had no estimated assessable profits or had estimated tax losses brought forward to set off the estimated assessable profit for the year (2010: 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 (2010: Nil).

No Australian income tax has been provided by the Australian subsidiaries of the Group as they had no assessable profits for the year (2010: Nil).

The Group has tax losses arising in Hong Kong of approximately HK$69,928,830 (2010: HK$69,326,000) 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 owners of the Company is based on the following data:

	2011	2010
	HK$'000	*HK$'000*
Loss		
Loss for the purpose of basic loss per share (loss for the year attributable to the owners of the Company)	**(5,436)**	(4,510)

	2011	2010
Number of shares		
Weighted average number of shares for the purpose of basic loss per share	**160,590,967**	160,590,967
Basic loss per share	**HK(3.38) cents**	HK(2.81) cents

Diluted loss per share for the year ended 30 November 2011 and 2010 were the same as the basic loss per share. The Company's outstanding share options were not included in the calculation of diluted loss per share because the effect of the Company's share options were anti-dilutive.

10. DIVIDENDS

The directors do not recommend the payment of any dividend in respect of the year ended 30 November 2011 (2010: Nil).

11. TRADE AND OTHER RECEIVABLES

	2011	2010
	HK$'000	*HK$'000*
Trade receivables	**397**	951
Prepayment, deposits and other receivables	**414**	470
	811	1,421

The analysis of trade receivables were as follow:

	2011 *HK$'000*	2010 *HK$'000*
Trade receivables	**2,097**	2,648
Less: Impairment loss recognised in respect of trade receivables	**(1,700)**	(1,697)
At 30 November 2011/2010	**397**	951

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:

	2011 *HK$'000*	2010 *HK$'000*
Current	**269**	549
31 – 60 days	**38**	164
61 – 90 days	**–**	32
Over 90 days	**90**	206
	397	951

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

	2011 *HK$'000*	2010 *HK$'000*
31 – 60 days	**38**	164
61 – 90 days	**–**	32
Over 90 days	**90**	206
	128	402

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 reporting 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 are as follows:

	2011	2010
	HK$'000	*HK$'000*
At 1 December 2010/2009	**1,697**	1,625
Impairment loss recognised in respect of trade receivables	**3**	72
At 30 November 2011/2010	**1,700**	1,697

Included in provision for impairment loss recognised in respect of trade receivables are individually impaired trade receivables with balance of approximately HK$3,000 (2010: HK$72,000). 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.

As at 30 November 2011, 4% (2010: 45%) of the trade receivables were due from the Group's top five customers. Two individual customers exceeded 10% of the total balance of trade receivables which represents approximately HK$235,000 (2010: HK$185,000).

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

	2011	2010
	HK$'000	*HK$'000*
Prepayment, deposits and other receivables	**824**	880
Less: Impairment loss recognised in respect of prepayment, deposits and other receivables	**(410)**	(410)
At 30 November 2011/2010	**414**	470

The directors of the Group had assessed the recoverability of prepayment, deposits and other receivables for the year ended 30 November 2011 and considered no further provision for impairment in respect of prepayment, deposits and other receivables is required.

The maximum exposure to credit risk at the reporting date is the carrying value of each class of receivable mentioned above. The Group does not hold any collateral as security.

12. OTHER PAYABLES AND ACCRUALS

	2011	2010
	HK$'000	*HK$'000*
Accruals	**2,221**	1,951
Receipt in advance	**3,292**	3,235
Other payables	**1,131**	1,105
	6,644	6,291

13. SHARE CAPITAL

	2011		2010	
	Number of shares	**Amount *HK$'000***	Number of shares	Amount *HK$'000*
Authorised:				
Ordinary shares of HK$0.1 each	**10,000,000,000**	**1,000,000**	10,000,000,000	1,000,000
Issued and fully paid:				
Ordinary shares of HK$0.1 each	**160,590,967**	**16,059**	160,590,967	16,059

14. PROMISSORY NOTES AND INTEREST PAYABLE TO THE RELATED COMPANIES

As at 30 November 2011, the promissory notes of HK$33,744,000 (2010: HK$29,536,000) payable to the related companies are interest bearing at Hong Kong prime rate (2010: Hong Kong prime rate).

Active Investments Capital Limited, a related company owned by the Chief Executive Officer of the Company, has agreed that it will not demand repayment of the promissory note and the interest related to the promissory note in the amount of approximately CAD564,000 (approximately to HK$4,228,000) within the next twelve months of the reporting period. On 26 November 2011, Active Investments Capital Limited had agreed to further extend the maturity date of the promissory note in the amount of CAD485,000 (approximately to HK$3,649,000) together with the accrued interest of approximately CAD79,000 (approximately to HK$579,000) to 31 May 2013. Interest incurred during the current year was being approximately CAD28,000 (approximately to HK$217,000) (2010: CAD26,000, approximately to HK$195,000) *(Note 7)*.

Active Investments Capital Limited has also agreed that it will not demand repayment of the promissory note and the interest related to the promissory note in the amount of approximately HK$21,156,000 within the next twelve months of the reporting period. On 26 November 2011, 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$2,951,000 to 31 May 2013. Interest incurred during the current year was being approximately HK$1,029,000 (2010: HK$980,000) *(Note 7)*.

Active Investments Capital Limited has also agreed that it will not demand repayment of the promissory note and the interest related to the promissory note in the amount of HK$3,156,000 within the next twelve months of the reporting period. On 26 November 2011, Active Investments Capital Limited had agreed to extend the maturity date of the promissory note in the amount of HK$3,000,000 together with the accrued interest of approximately HK$156,000 to 31 May 2013. Interest incurred during the current year was being approximately HK$154,000 (2010: HK$2,000) *(Note 7)*.

On 29 November 2011, the Company had issued two promissory notes in the amount of HK$2,000,000 and CAD300,000 (approximately to HK$2,256,000) payable to Active Investments Capital Limited, which was unsecured, interest bearing at the Hong Kong prime rate and will not be repayable within the next eighteen months of 31 May 2013.

Furthermore, a party connected to an 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 note in the amount of approximately HK$4,812,000 within the next twelve months of the reporting period. On 26 November 2011, 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$178,000 to 31 May 2013. The Group had repaid an incurred interest of approximately HK$2,797,000 during the year. Interest incurred during the current year was being approximately HK$268,000 (2010: HK$357,000) *(Note 7)*.

15. AMOUNT DUE TO A SHAREHOLDER/A RELATED PARTY/A RELATED COMPANY

The amounts mainly represent payables for development costs, purchases of software merchandise, royalty fee and expenses paid on behalf of the Group. The balance is unsecured and approximately HK$5,635,000, HK$3,986,000 and HK$314,000 respectively of which carries interest at the annual Canadian prime rate as quoted by the Hong Kong and Shanghai Banking Corporation Limited plus 2% compounded monthly (2010: Annual Canadian prime rate as quoted by the Hong Kong and Shanghai Banking Corporation Limited plus 2% compounded monthly). The shareholder and the related party have confirmed that it will not demand repayment within the next twelve months of the reporting period.

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 2011 contains an 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$5,436,000 during the year ended 30 November 2011 and, as of that date, the Group's total liabilities exceeded its total assets by approximately HK$52,884,000. 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$16,808,000 for the year ended 30 November 2011, a 2% decrease from approximately HK$17,141,000 for the same period of the previous year. Of the total turnover amount, HK$6,860,000 or 41% was generated from software license sales, HK$2,265,000 or 13% was generated from contract revenue, HK$7,401,000 or 44% was generated from maintenance services, and HK$282,000 or 2% was generated from sales of hardware. At 30 November 2011, 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 2011 was HK$5,436,000, whereas the Group recorded a net loss of approximately HK$4,510,000 for the same period of the previous year.

The operating expenditures amounted to HK$15,892,000 for the year ended 30 November 2011, a 7% increase from HK$14,819,000 for the corresponding period of the previous year. The increases were mainly attributed to increase in headcounts and overall increment in payroll during the year.

As a result of the most of the property, plant and equipment in the Group was fully depreciated, depreciation expenses decreased from approximately HK$270,000 for the year ended 30 November 2010 to approximately HK$210,000 in the current fiscal year.

The Group did not have any amortisation expenses for the year ended 30 November 2011 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$7,985,000 in developing new modules for its OCTO Straight Through Processing ("STP") system.

During the year of 30 November 2011, an additional provision for impairment of approximately HK$3,000 was provided for 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$14,286,000 for the year ended 30 November 2011, a 9% increase from approximately HK$13,079,000 for the same period of the previous year. The increases were mainly attributed to increase in headcounts and overall salary increment during the year.

Operation Review

For the year ended 30 November 2011, Financial Solutions turnover is HK$15,587,000, a decrease of 5% when compared to HK$16,414,000 for the same period of the previous year. The decrease was primarily due to a slowdown in the new contracts signed in 2011. During the year, the Group benefited from the new RMB Equity Trading Function Enhancement and new AMS3.8 system were launched in the stock trading market by the Stock Exchange of Hong Kong Limited, the Group was able to conclude more new sales contracts with the related brokerage firms to implement these new enhancement in 2011. To assist our customers to implement these enhancement and upgrade in the Hong Kong stock market, we have concentrated our resources in providing corresponding program changes and professional services to our customers in the second half year of 2011. As a result, the Group completed development and successfully implemented the new RMB Equity Trading Solution with the customers in the second quarter of 2011 and successfully assisted our customers to fulfill the Stock Exchange's market rehearsal for AMS3.8 system upgrade in the fourth quarter of 2011.

The Group continued to enhance the features of is brokerage trading solutions and focused on new modules development to assist our customers facing technological challenge in financial industry.

For the year ended 30 November 2011, CRM Solutions turnover is HK$1,221,000, an increase of 68% when compared to HK$727,000 for the same period of previous year. Reviewing 2011, the Group had signed 2 major sales contracts, one with well known Hong Kong airway company to upgrade its Maximizer licenses in their global outports and other with a European bank in its global branches to implement our Maximizer Enterprise version 11 CRM Solution in the second and fourth quarter respectively.

Furthermore, the newly version of Maximizer Enterprise 12 were launched in the market in the fourth quarter of 2011. It is benefit to strengthen our competitive ability. The Group continues its focus on marketing activities in the region to promote the Maximizer branding in Greater China and Asian markets.

Prospects

To maintain our competitiveness in the market, the Group will more focus on our core business and technology development to improve product functionality and expand service dimensions to our customers. We continue to channel our resources to business development in the high growth solutions area under operational efficiency; and resilience will continue to be top priorities for the Group for 2012.

We aimed at reaching out to a more diversified customer base via seeking new opportunities in Asian market. To achieve this goal, we will engage more actively in marketing and promotional activities, and seek collaboration partners to provide more innovative business solutions. The directors believed that the Group has a well diversified product range that is fitted to the market needs and it is well equipped to face challenges from the 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 2011.

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. William Keith Jacobsen is the chairman of the audit committee for the year.

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 2011, 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 2011 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 (2010: Nil).

By order of the Board
Kau Mo Hui
Chairman

As at the date of this announcement, the Board comprises the following directors:

Mr. Kau Mo HUI	*(Executive Director)*
Ms. Clara Hiu Ling LAM	*(Executive Director)*
Mr. Terence Chi Yan HUI	*(Non-executive Director)*
Mr. Joseph Chi Ho 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, 3 February 2012

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.