
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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If you are in any doubt about this circular, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in abc Multiactive Limited (the “Company”), you should at once hand this circular and the accompanying form of proxy to the purchaser or the transferee or to the bank, stockbroker or other agent through whom the sale was effected for transmission to the purchaser or transferee.

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

**PROPOSALS FOR GENERAL MANDATES TO ISSUE AND
REPURCHASE SHARES,
RE-ELECTION OF RETIRING DIRECTORS
AND
NOTICE OF ANNUAL GENERAL MEETING**

This circular, for which the directors of the Company (the “Directors”) collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules 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 enquiries, confirm that, to the best of their knowledge and belief the information contained in this circular 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 circular misleading.

The notice convening the Annual General Meeting (the “AGM”) of the Company to be held at Portion 2, 12th Floor, The Center, 99 Queen’s Road Central, Hong Kong on Thursday, 9 May 2024 at 11:00 a.m. is contained in this circular. Shareholders of the Company are advised to read the notice and to complete and return the form of proxy for use at the AGM enclosed in accordance with the instructions printed thereon. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjournment thereof if you so wish.

This circular will remain on the “Latest Listed Company Information” page of the Stock Exchange’s website at www.hkexnews.hk for at least seven (7) days from the date of its posting and on the Company’s website at www.hklistco.com.

* For identification purposes only

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CHARACTERISTICS OF GEM

GEM has been positioned as a market designed to accommodate small and mid-sized 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.

Given that the companies listed on GEM are generally small and mid-sized companies, 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.

LETTER FROM THE BOARD OF DIRECTORS

abcmultiactive

abc Multiactive Limited

辰罡科技有限公司*

(Incorporated in Bermuda with limited liability)

(Stock Code: 8131)

Executive directors:

Mr. Ka Lun HWA

Mr. Jinzhao HUANG

Independent non-executive directors:

Mr. Wai Hing CHAU

Mr. Hoi Yuen NG

Ms. Ouyang CAI

Registered Office:

Clarendon House

2 Church street

Hamilton HM 11

Bermuda

Head Office and Principal Place

of Business:

Unit 12, 21/F., Wayson Commercial Building

No. 28 Connaught Road West, Sheung Wan

Hong Kong

16 April 2024

To the shareholders of abc Multiactive Limited

Dear Sir or Madam,

**PROPOSALS FOR GENERAL MANDATES TO ISSUE AND
REPURCHASE SHARES,
RE-ELECTION OF RETIRING DIRECTORS
AND
NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

The purpose of this circular is to provide you with information in respect of the resolutions to be proposed at the AGM for the granting of the Issue Mandate, the Repurchase Mandate, the re-election of Directors, and the notice of the AGM.

* For identification purposes only

LETTER FROM THE BOARD OF DIRECTORS

At the last AGM of the Company held on 11 May 2023, the Directors were granted a general mandate to allot and issue Shares and a general mandate to repurchase Shares. These mandates will expire at the conclusion of the forthcoming AGM.

GENERAL MANDATE TO ISSUE SHARES

A resolution will be proposed at the AGM to grant a general mandate to the Directors to allot, issue and deal with new Shares up to 20% of the issued share capital of the Company as at the date of passing the relevant resolution. In addition, subject to the Shareholders' approval at the AGM, the number of Shares purchased by the Company under the Repurchase Mandate will also be added to the total number of Shares which may be allotted and issued under the general mandate as mentioned above.

As at 4 April 2024, ("the Latest Practicable Date"), the total issued share capital of the Company comprised 475,813,216 fully paid-up Shares and 123,529,400 convertible preference shares. Subject to the passing of the relevant ordinary resolution to approve the general mandate and on the basis that no further Shares are issued or repurchased between the Latest Practicable Date and the AGM, the Company would be allowed under the Share Issue Mandate to allot, issue and deal with up to a maximum of 95,162,643 Shares.

GENERAL MANDATE TO REPURCHASE SHARES

A resolution will be proposed at the AGM to grant a general mandate to the Directors to exercise the powers of the Company to repurchase Shares on the Stock Exchange of an aggregate amount of up to 10% of the issued share capital of the Company as at the date of passing the relevant resolution.

As at the Latest Practicable Date, the total issued share capital of the Company comprised 475,813,216 fully paid-up Shares and 123,529,400 convertible preference shares. Subject to the passing of the relevant ordinary resolution to approve the general mandate and on the basis that no further Shares are issued or repurchased between the Latest Practicable Date and the AGM, the Company would be allowed under the Repurchase Mandate to purchase a maximum of 47,581,321 Shares on the market.

In compliance with Rules 13.08 and 13.09 of the GEM Listing Rules, an explanatory statement is set out in the Appendix to this circular to provide you with requisite information reasonably necessary to enable you to make an informed decision on whether to vote for or against the resolution to approve the granting of the Repurchase Mandate.

The Share Issue Mandate and the Repurchase Mandate will continue to be in force until the conclusion of the next AGM of the Company or until revoked or varied by ordinary resolution of the Shareholders in a general meeting prior to the next AGM of the Company.

LETTER FROM THE BOARD OF DIRECTORS

RE-ELECTION OF RETIRING DIRECTORS

In accordance with Bye-laws 83.(2) of the Company's Bye-laws, any Director appointed by the Board to fill a casual vacancy or as an addition to the Board shall hold office until the first annual general meeting of Members after his appointment and be subject to re-election at such meeting. Mr. Ka Lun HWA, Mr. Jinzhao HUANG, Mr. Wai Hing CHAU, Mr. Hoi Yuen NG and Ms. Ouyang CAI will retire by rotation at the forthcoming AGM and, being eligible, offer themselves for re-election.

Brief biographical details of the retiring directors proposed to be re-elected at the AGM are set out in Appendix to this circular.

ANNUAL GENERAL MEETING

The notice convening the AGM for the year ended 30 November 2023 to be held at Portion 2, 12th Floor, The Center, 99 Queen's Road Central, Hong Kong, on Thursday, 9 May 2024 at 11:00 a.m. is set out on pages 15 to 19 of this circular.

A proxy form for use at the AGM is enclosed with this circular. Whether or not you are able to attend the AGM in person, you are requested to complete the proxy form in accordance with the instructions printed thereon and return the same to the Company's branch share registrar in Hong Kong, Tricor Abacus Limited at 17/F., Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding of the AGM or any adjournment thereof. Completion and return of the proxy form will not preclude you from attending and voting in person at the AGM or any adjournment thereof should you so wish.

VOTING BY POLL

Pursuant to Rule 17.47(4) of the GEM Listing Rules, any vote of shareholders at a general meeting must be taken by poll except where the chairman, in good faith, decides to allow resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. As such, all resolutions proposed at the AGM shall be voted by poll.

An announcement on the poll results will be made by the Company after the AGM.

LETTER FROM THE BOARD OF DIRECTORS

CLOSURE OF REGISTER OF MEMBERS

For determining the entitlement of the shareholders of the Company to attend and vote at the AGM, the register of members of the Company will be closed from Monday, 6 May 2024 to Thursday, 9 May 2024 (both days inclusive), during which period no transfer of shares of the Company can be registered. In order to be eligible to attend and vote at the AGM, unregistered holders of Shares shall ensure that all transfer documents accompanied by the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Tricor Abacus Limited at 17/F., Far East Finance Centre, 16 Harcourt Road, Hong Kong before 4:30 p.m. on Friday, 3 May 2024.

RECOMMENDATION

The Directors consider that the Repurchase Proposal (as defined in the Appendix), the granting and the extension of the general mandate to issue new Shares and the re-election of retiring Directors, are in the best interests of the Company and its shareholders and, accordingly, recommend that all shareholders to vote in favour of all the resolutions to be proposed at the AGM.

Yours faithfully,
On behalf of the Board of Directors
Jinzhao HUANG
Chairman

The following is the explanatory statement given to all shareholders which is required by Rule 13.08 of the GEM Listing Rules in connection with the proposed Repurchase Mandate.

(i) GEM Listing Rules

The GEM Listing Rules permit companies with a primary listing on GEM to repurchase their fully paid-up Shares on the Stock Exchange subject to certain restrictions.

(ii) Share Capital

As at the Latest Practicable Date, the issued share capital of the Company comprised 475,813,216 fully paid-up Shares and 123,529,400 convertible preference shares.

Subject to the passing of the Repurchase Mandate, the Company would be allowed under the Repurchase Proposal to repurchase Shares up to a maximum of 47,581,321 Shares on the basis that no further Shares will be issued or repurchased prior to the date of the AGM.

(iii) The Repurchase Proposal

The resolution set out in resolution no. 5 in the notice convening the AGM which will be proposed at the AGM relates to the granting of a general and unconditional mandate (the “Repurchase Mandate”) to the Directors to repurchase, on GEM or any other stock exchange on which the Shares may be listed and recognised by the Commission and the Exchange under the Code on Share Buy-backs, Shares up to a maximum of 10% of the issued share capital of the Company at the date of passing the resolution (the “Repurchase Proposal”). Exercise in full of the Repurchase Mandate, on the basis of 475,813,216 Shares in issue as at the Latest Practicable Date, would result in repurchase of 47,581,321 Shares (representing 10% of the total issued share capital of the Company).

The Repurchase Mandate would continue in force until the conclusion of the next AGM of the Company or the expiration of the period within which the next AGM of the Company is required by the Bye-laws or any applicable laws of Bermuda to be held or the Repurchase Mandate is revoked or varied by an ordinary resolution in a general meeting by the shareholders of the Company, whichever is the earliest.

(iv) Reasons for Repurchase

Although the Directors have no present intention of repurchasing the Shares, they believe that it is in the best interests of the Company and its shareholders for the Directors to have a general authority from the shareholders to enable the Company to repurchase Shares in the market. Such repurchase may, depending on the market conditions and funding arrangement at the time, lead to an enhancement of the net assets value of the Company and/or its earnings per Share and will only be made when the Directors believe that such a repurchase will benefit the Company and its shareholders.

(v) Funding of Repurchases

In repurchasing Shares, the Company may only apply funds legally available for such purpose in accordance with the memorandum of association and Bye-laws of the Company, the GEM listing Rules and the applicable laws of Bermuda.

The laws of Bermuda provide that the amount of capital repaid in connection with a share repurchase may only be paid out of those funds legally permitted to be utilised in this connection, including capital paid up on the relevant Shares, or out of funds of the Company otherwise available for dividend or distribution or the proceeds of a fresh issue of shares made for the purpose. The amount of premium payable on repurchase may only be paid out of funds of the Company otherwise available for dividend or distribution or out of the share premium account of the Company.

There might be a material adverse impact on the working capital or gearing position of the Company as compared with the position disclosed in the audited accounts contained in the 2023 Annual Report in the event that the Repurchase Mandate were to be exercised in full at any time during the relevant period. However, the Directors do not propose to exercise the Repurchase Mandate to such an extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

(vi) Share Prices

The highest and lowest prices at which the Shares have been traded on GEM during each of the twelve months preceding the Latest Practicable Date were as follows:

	Share Prices	
	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2023		
April	0.055	0.044
May	0.050	0.041
June	0.048	0.040
July	0.055	0.042
August	0.050	0.040
September	0.152	0.080
October	0.140	0.082
November	0.162	0.088
December	0.148	0.113
2024		
January	0.161	0.113
February	0.161	0.113
March	0.138	0.100
April (up to the Latest Practicable Date)	0.134	0.134

(vii) Substantial Shareholders

As at the Latest Practicable Date, the interests of substantial shareholders of the Company were as follows:

Name	Capacity/Nature of interest	Number of ordinary shares	Percentage of issued share capital
Bravo Merit Management Groups Limited	Beneficial interest	355,942,790	74.81%
Wai Ming LEUNG	Interest in controlled corporation	355,942,790	74.81%

Note: Bravo Merit Management Groups Limited is wholly-owned by Wai Ming LEUNG. Wai Ming LEUNG was deemed to be interested in the 355,942,790 shares held by Bravo Merit Groups Limited pursuant to the SFO.

(viii) Undertaking

- (a) None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their associates, have any present intention to sell any Shares to the Company or any of its subsidiaries under the Repurchase Mandate, in the event that the Repurchase Mandate is approved by the Shareholders.
- (b) The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the power of the Company to make repurchases pursuant to the Repurchase Mandate in accordance with the GEM Listing Rules and the applicable laws of Bermuda.
- (c) No core connected persons (as defined in the GEM Listing Rules) of the Company have notified the Company that they have a present intention to sell Shares to the Company or its subsidiaries, or have undertaken not to do so, in the event that the Repurchase Mandate is approved by the Shareholders.

(ix) Takeovers Code

If on exercise of the power to repurchase Shares pursuant to the Repurchase Mandate, a shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of Rule 32 of Hong Kong Code on Takeovers and Mergers (the "Takeovers Code"). As a result, a shareholder or group of shareholders acting in concert could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rules 26 of the Takeovers Code.

Assuming that the substantial shareholders do not dispose of their Shares or exercise the conversion rights of the convertible preference shares so that no further Shares will be issued, if the Repurchase Mandate were exercised in full, the percentage shareholdings of the substantial shareholders before and after such repurchase would be as follows:

Substantial Shareholders	Before repurchase	After repurchase
Bravo Merit Management Groups Limited	74.81%	83.12%
Wai Ming LEUNG	74.81%	83.12%

On the basis of the shareholdings held by the substantial Shareholders named above, an exercise of the Repurchase Mandate in full will not give rise to an obligation to make a mandatory offer under Rule 26 of the Takeovers Code.

Assuming that there is no issue of Shares between the date of this circular and the date of a repurchase, an exercise of the Repurchase Mandate whether in whole or in part will result in less than relevant prescribed minimum percentage of the shares of the Company being held by the public as required by the Stock Exchange. The Directors have no intention to exercise the Repurchase Mandate to an extent which may result in a public shareholding of less than such minimum percentage.

The Directors are not aware of any consequences that may arise under the Takeovers Code as a result of any repurchases to be made under the Repurchase Mandate.

(x) Shares Purchase Made by the Company

The Company had not purchased any Shares (whether on the GEM or otherwise) in the previous six months prior to the Latest Practicable Date.

The details of the retiring directors proposed to be re-elected and re-appointed at the AGM are set out as follows:

Mr. Ka Lun HWA (“Mr. Hwa”), aged 45, joined the Company in October 2023 as an executive director. He possesses over 18 years of experience in the financial printing industry. Since 2021, Mr. Hwa has been the founder and chief executive officer of a sizable information technology company in Hong Kong, a company principally engaged in digital transformation, web design and mobile app development. From 2019 to 2021, Mr. Hwa was a chief executive officer of Solomon Financial Press Limited, a financial printing company principally engaged in the provision of innovative printing solutions and creative design. Previously, he served as the business development director of GenNex Financial Media Limited, a financial printing company principally engaged in the provision of printing solutions, from 2016 to 2017.

Save as disclosed above, Mr. Hwa does not have any relationship with any other directors, senior management, management shareholders, substantial shareholders, or controlling shareholders of the Company (within the meanings of the GEM Listing Rules). As at the Latest Practicable Date, Mr. Hwa does not have any interests in the shares within the meaning of Part XV of the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong.

Mr. Hwa has entered into a service contract with the Company for an initial term of service for three years. He is subject to retirement by rotation and re-election in accordance with the GEM Listing Rules and the Bye-laws of the Company. Mr. Hwa is entitled to receive a basic emolument of HK\$240,000 per annum which is subject to review by the Board or its delegated committee with reference to his duties and responsibilities as well as the prevailing market conditions and to be authorized by the shareholders of the Company at the AGM.

Save as disclosed above, Mr. Hwa has not previously held any position in the Company and he has not held any other directorships in listed public companies in the last three years. There is no other information relating to Mr. Hwa that is required to be disclosed pursuant to rule 17.50(2)(h) to (v) of the GEM Listing Rules and there is no other matter concerning Mr. Hwa that needs to be brought to the attention of the Shareholders pursuant to rule 17.50(2)(w) of the GEM Listing Rules.

Mr. Jinzhao HUANG (“**Mr. Huang**”), aged 35, joined the Company in October 2023 as an executive director. He served as an account manager of GF Securities Company Limited, a company listed on Main Board of the Stock Exchange (stock code: 1776) and the Shenzhen Stock Exchange (stock code: 000776) from 2020 to 2021. Previously, he also served as a creditor officer of Postal Savings Bank of China Company Limited, a company listed on Main Board of the Stock Exchange (stock code: 1658) from 2012 to 2018. Mr. Huang obtained a Bachelor of Economics degree in Financial Insurance from Jiangxi University of Finance and Economics* (江西財經大學), PRC in July 2011. Mr. Huang also obtained the Certification of China Banking Professional* (中國銀行業從業人員資格認證) and the Securities Qualification Certificate* (證券從業資格證). Mr. Huang was ranked as one of the “Top Ten Retail Credit Excellence Account Manager” of the Zhanjiang Branch of Postal Savings Bank of China Company Limited for three consecutive years from 2016 to 2018.

Save as disclosed above, Mr. Huang does not have any relationship with any other directors, senior management, management shareholders, substantial shareholders, or controlling shareholders of the Company (within the meanings of the GEM Listing Rules). As at the Latest Practicable Date, Mr. Huang does not have any interests in the shares within the meaning of Part XV of the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong.

Mr. Huang has entered into a service contract with the Company for an initial term of service for three years. He is subject to retirement by rotation and re-election in accordance with the GEM Listing Rules and the Bye-laws of the Company. Mr. Huang is entitled to receive a basic emolument of HK\$240,000 per annum which is subject to review by the Board or its delegated committee with reference to his duties and responsibilities as well as the prevailing market conditions and to be authorized by the shareholders of the Company at the AGM.

Save as disclosed above, Mr. Huang has not previously held any position in the Company and he has not held any other directorships in listed public companies in the last three years. There is no other information relating to Mr. Huang that is required to be disclosed pursuant to rule 17.50(2)(h) to (v) of the GEM Listing Rules and there is no other matter concerning Mr. Huang that needs to be brought to the attention of the Shareholders pursuant to rule 17.50(2)(w) of the GEM Listing Rules.

Mr. Wai Hing CHAU (“**Mr. Chau**”), aged 57, joined the Company in October 2023 as an independent non-executive director. He has over 30 years of experience in the banking, finance and wealth management industries and held executive positions at several international financial institutions and listed companies. Mr. Chau currently serves as an executive director of UBA Investments Limited, a company listed on Main Board of the Stock Exchange (stock code: 768) and the chairman and an executive director of Cocoon Holdings Limited, a company listed on Main Board of the Stock Exchange (stock code: 428).

Mr. Chau is also an independent non-executive director of Carnival Group International Holdings Limited (in liquidation), a company listed on Main Board of the Stock Exchange (stock code: 996) since 2019, a company incorporated in the Bermuda with limited liability and is principally engaged in the theme-based leisure and consumption business and was ordered to be wound up by the High Court of Hong Kong on 23 August 2022. From 2017 to 2021, Mr. Chau also held position as an independent non-executive director of Vestate Group Holdings Limited, a company listed on Main Board of the Stock Exchange (stock code: 1386).

Mr. Chau graduated from the City University of Hong Kong with a Bachelor of Arts degree in Quantitative Analysis for Business in 1991, a Postgraduate Certificate in Professional Accounting in 1993, and a Master of Science degree in Finance in 1998. He also obtained a Master of Professional Accounting degree from Southern Cross University in Australia in 2005. Mr. Chau has been a fellow member of the Institute of Public Accountants in Australia since June 2011, a fellow member of the Institute of Financial Accountants in England since January 2015, a chartered member of the Chartered Institute for Securities and Investment in England since November 2010 and a fellow member of the Hong Kong Securities and Investment Institute since 2008. Mr. Chau was previously a licensed person to carry out type 1 (dealing in securities), type 4 (advising on securities) and type 9 (asset management) regulated activities under the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

Save as disclosed above, Mr. Chau does not have any relationship with any other directors, senior management, management shareholders, substantial shareholders, or controlling shareholders of the Company (within the meanings of the GEM Listing Rules). As at the Latest Practicable Date, Mr. Chau does not have any interests in the shares within the meaning of Part XV of the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong.

Mr. Chau has entered into a service contract with the Company for an initial term of service for three years. He is subject to retirement by rotation and re-election in accordance with the GEM Listing Rules and the Bye-laws of the Company. Mr. Chau is entitled to receive a basic emolument of HK\$180,000 per annum which is subject to review by the Board or its delegated committee with reference to his duties and responsibilities as well as the prevailing market conditions and to be authorized by the shareholders of the Company at the AGM.

Save as disclosed above, Mr. Chau has not previously held any position in the Company and he has not held any other directorships in listed public companies in the last three years. There is no other information relating to Mr. Chau that is required to be disclosed pursuant to rule 17.50(2)(h) to (v) of the GEM Listing Rules and there is no other matter concerning Mr. Chau that needs to be brought to the attention of the Shareholders pursuant to rule 17.50(2)(w) of the GEM Listing Rules.

Mr. Hoi Yuen NG (“Mr. Ng”), aged 34, joined the Company in October 2023 as an independent non-executive director. He has been a wealth management advisor of Wise Fortune Advisors Limited, a company principally engaged in the provision of financial planning services, since 2022. He previously served as an executive consultant at Sunlife Hong Kong Limited, a company principally engaged in the provision of individual and group insurance, wealth management and pension services from 2018 to 2022. Mr. Ng also possessed 8 years of experience in the watches industry between 2011 and 2018.

Save as disclosed above, Mr. Ng does not have any relationship with any other directors, senior management, management shareholders, substantial shareholders, or controlling shareholders of the Company (within the meanings of the GEM Listing Rules). As at the Latest Practicable Date, Mr. Ng does not have any interests in the shares within the meaning of Part XV of the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong.

Mr. Ng has entered into a service contract with the Company for an initial term of service for three years. He is subject to retirement by rotation and re-election in accordance with the GEM Listing Rules and the Bye-laws of the Company. Mr. Ng is entitled to receive a basic emolument of HK\$120,000 per annum which is subject to review by the Board or its delegated committee with reference to his duties and responsibilities as well as the prevailing market conditions and to be authorized by the shareholders of the Company at the AGM.

Save as disclosed above, Mr. Ng has not previously held any position in the Company and he has not held any other directorships in listed public companies in the last three years. There is no other information relating to Mr. Ng that is required to be disclosed pursuant to rule 17.50(2)(h) to (v) of the GEM Listing Rules and there is no other matter concerning Mr. Ng that needs to be brought to the attention of the Shareholders pursuant to rule 17.50(2)(w) of the GEM Listing Rules.

Ms. Ouyang CAI (“Ms. Cai”), aged 34, joined the Company in October 2023 as an independent non-executive director. She has over 10 years of experience in the finance and taxation industry. She joined Autel Intelligent Technology Corporation Limited, a company listed on the Shanghai Stock Exchange (stock code: 688208) since 2015 and currently serves as a taxation manager of the company, where she is mainly responsible for the design, tracking and management of tax planning projects, and proficient at cross-organisation communication and co-ordination to promote project implementation. During her tenure with the company, Ms. Cai has served in several accounting, analysis and tax positions, and familiarised herself with the business process and financial and tax system of smart manufacturing enterprises. Ms. Cai graduated with a Bachelor of Accountancy degree from Changsha University of Science and Technology* (長沙理工大學), PRC.

Save as disclosed above, Ms. Cai does not have any relationship with any other directors, senior management, management shareholders, substantial shareholders, or controlling shareholders of the Company (within the meanings of the GEM Listing Rules). As at the Latest Practicable Date, Ms. Cai does not have any interests in the shares within the meaning of Part XV of the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong.

Ms. Cai has entered into a service contract with the Company for an initial term of service for three years. She is subject to retirement by rotation and re-election in accordance with the GEM Listing Rules and the Bye-laws of the Company. Ms. Cai is entitled to receive a basic emolument of HK\$120,000 per annum which is subject to review by the Board or its delegated committee with reference to her duties and responsibilities as well as the prevailing market conditions and to be authorized by the shareholders of the Company at the AGM.

Save as disclosed above, Ms. Cai has not previously held any position in the Company and she has not held any other directorships in listed public companies in the last three years. There is no other information relating to Ms. Cai that is required to be disclosed pursuant to rule 17.50(2)(h) to (v) of the GEM Listing Rules and there is no other matter concerning Ms. Cai that needs to be brought to the attention of the Shareholders pursuant to rule 17.50(2)(w) of the GEM Listing Rules.

NOTICE OF ANNUAL GENERAL MEETING

abcmultiactive

abc Multiactive Limited

辰罡科技有限公司*

(Incorporated in Bermuda with limited liability)

(Stock Code: 8131)

NOTICE IS HEREBY GIVEN that the Annual General Meeting of abc Multiactive Limited (the “Company”) will be held at Portion 2, 12th Floor, The Center, 99 Queen’s Road Central, Hong Kong, on Thursday, 9 May 2024 at 11:00 a.m. for the following purposes:

1. To receive and consider the audited financial statements and the reports of the directors and auditors of the Company and its subsidiaries for the year ended 30 November 2023;
2. To re-elect and re-appoint retiring directors and authorise the board of directors to fix their remuneration;
3. To re-appoint auditors and to authorise the board of directors to fix their remuneration;

and, as special business, to consider and, if thought fit, to pass the following resolutions as ordinary resolutions of the Company:

4. **“THAT**
 - (i) subject to paragraph (iii) of this resolution, pursuant to the Rules Governing the Listing of Securities on GEM (“GEM”) on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”), the exercise by the directors of the Company during the Relevant Period (as defined below) of all the powers of the Company to allot, issue and deal with additional shares in the share capital of the Company and to make or grant offers, agreements and options (including bonds, warrants and debentures convertible into shares) which might require the exercise of such powers be and is hereby generally and unconditionally approved;
 - (ii) the approval in paragraph (i) of this resolution shall authorise the directors of the Company during the Relevant Period to make or grant offers, agreements and options which might require the exercise of such powers after the end of the Relevant Period;

* For identification purposes only

NOTICE OF ANNUAL GENERAL MEETING

- (iii) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the directors of the Company pursuant to the approval in paragraph (i) of this resolution, otherwise than pursuant to (a) a Rights Issue (as defined below), (b) the exercise of warrants to subscribe for shares of the Company or the exercise of options granted under any ordinary share option scheme adopted by the Company, (c) an issue of shares of the Company in lieu of whole or part of a dividend on shares of the Company in accordance with the bye-laws of the Company, or (d) any issue of shares in the Company upon the exercise of rights of subscription or conversion under the terms of any existing warrants, bonds or any securities of the Company which carry rights to subscribe for or are convertible into shares of the Company, shall not exceed 20% of the aggregate nominal amount of the share capital of the Company in issue as at the date of the passing of this resolution and this approval shall be limited accordingly; and
- (iv) for the purpose of this resolution:

“Relevant Period” means the period from the date of this resolution until whichever is the earliest of:

- (a) the conclusion of the next annual general meeting of the Company;
- (b) the expiration of the period within which the next annual general meeting of the Company is required by the bye-laws of the Company or any applicable laws of Bermuda to be held; and
- (c) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution in general meeting.

“Rights Issue” means offer of shares of the Company open for a period fixed by the directors of the Company to holders of shares on the register of members of the Company on a fixed record date in proportion to their then holdings of such shares as at that date (subject to such exclusions or other arrangements as the directors of the Company may deem necessary or expedient in relation to overseas shareholders or fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of, any recognised regulatory body or any stock exchange in any territory outside Hong Kong).”

NOTICE OF ANNUAL GENERAL MEETING

5. **“THAT**

- (i) subject to paragraph (ii) of this resolution, the exercise by the directors of the Company during the Relevant Period (as defined below) of all powers of the Company to repurchase issued shares in the share capital of the Company on GEM or any other stock exchange on which the securities of the Company may be listed and recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for such purpose, subject to and in connection with all applicable laws and/or the requirements of the Rules Governing the Listing of Securities on GEM or of any other stock exchange as amended from time to time, be and the same is hereby generally and unconditionally approved;
- (ii) the aggregate nominal amount of shares of the Company which the Company is authorised to repurchase pursuant to the approval in paragraph (i) of this resolution shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue as at the date of the passing of this resolution, and this approval shall be limited accordingly; and
- (iii) for the purpose of this resolution:

“Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:

- (a) the conclusion of the next annual general meeting of the Company;
- (b) the expiration of the period within which the next annual general meeting of the Company is required by the bye-laws of the Company or any applicable laws of Bermuda to be held; and
- (c) the date on which the authority set out for this resolution is revoked or varied by an ordinary resolution in general meeting.”

NOTICE OF ANNUAL GENERAL MEETING

6. “**THAT** conditional upon ordinary resolutions no. 4 and 5 above being passed, the aggregate nominal amount of shares of the Company which are repurchased by the Company under the authority granted to the directors of the Company as mentioned in ordinary resolution no. 5 above shall be added to the aggregate nominal amount of share capital that may be allotted or agreed conditionally or unconditionally to be allotted by the directors of the Company pursuant to ordinary resolution no. 4 above.”
7. To transact any other ordinary business of the Company.

By Order of the Board
abc Multiactive Limited
Jinzhao HUANG
Executive Director

Hong Kong, 16 April 2024

Head Office and Principal Place of Business:

Unit 12, 21/F., Wayson Commercial Building
No. 28 Connaught Road West, Sheung Wan
Hong Kong

Registered Office:

Clarendon House
2 Church street
Hamilton HM 11
Bermuda

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

Mr. Ka Lun HWA (*Executive Director*)
Mr. Jinzhao HUANG (*Executive Director*)
Mr. Wai Hing CHAU (*Independent Non-executive Director*)
Mr. Hoi Yuen NG (*Independent Non-executive Director*)
Ms. Ouyang CAI (*Independent Non-executive Director*)

NOTICE OF ANNUAL GENERAL MEETING

Notes:

- (i) A member entitled to attend and vote at the meeting convened by the above notice is entitled to appoint another person as his proxy to attend and, on a poll, vote instead of him. A proxy need not be a member of the Company.
- (ii) In order to be valid, the proxy form together with the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of such power or authority, must be deposited at the Company's branch share registrar and transfer office in Hong Kong, Tricor Abacus Limited at 17/F., Far East Finance Centre, 16 Harcourt Road, Hong Kong, not less than 48 hours before the time appointed for the meeting or any adjourned meeting.
- (iii) Delivery of an instrument appointing a proxy should not preclude a member from attending and voting in person at the meeting and in such event, the instrument appointing a proxy shall be deemed to be revoked.
- (iv) Where there are joint registered holders of any share, any one of such persons may vote at the meeting, either personally or by proxy, in respect of such share as if he were solely entitled thereto; but if more than one of such joint holders shall be present at the meeting personally or by proxy, that one of the holders so present whose name stands first on the register of members of the Company in respect of such share shall alone be entitled to vote in respect thereof.
- (v) For determining the entitlement of the shareholders of the Company to attend and vote at the AGM, the register of members of the Company will be closed from Monday, 6 May 2024 to Thursday, 9 May 2024 (both days inclusive), during which period no transfer of shares of the Company can be registered. In order to be eligible to attend and vote at the AGM, unregistered holders of Shares shall ensure that all transfer documents accompanied by the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Tricor Abacus Limited at 17/F., Far East Finance Centre, 16 Harcourt Road, Hong Kong before 4:30 p.m. on Friday, 3 May 2024.
- (vi) An explanatory statement containing further details regarding ordinary resolutions no. 4 to 6 and special resolution no. 7 as required by the Rules Governing the Listing of Securities on GEM will be dispatched to the members of the Company.