abcmultiactive

abc Multiactive Limited

辰罡科技有限公司*

(Incorporated in Bermuda with limited liability)

(Stock Code: 8131)

PROPOSED RIGHTS ISSUE ON THE BASIS OF ONE RIGHTS SHARE FOR EVERY TWO SHARES HELD ON THE RECORD DATE

Financial Adviser to the Company

VINCO 域高

Grand Vinco Capital Limited

(A wholly-owned subsidiary of Vinco Financial Group Limited)

Underwriter of the Rights Issue

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太平基業證券有限公司

PACIFIC FOUNDATION SECURITIES LTD

PROPOSED RIGHTS ISSUE

The Company proposes to raise approximately HK$8.03 million before expenses by way of Rights Issue, on the basis of one (1) Rights Share for every two (2) existing Shares held on the Record Date at the Subscription Price of HK$0.10 per Rights Share. Qualifying Shareholders will be entitled to apply for additional Rights Shares in excess of their respective entitlements under the Rights Issue through excess application.

The estimated net proceeds of the Rights Issue will be approximately HK$7.51 million. The Company intends to apply the net proceeds from the Rights Issue as to approximately HK$6 million for the repayment of loans and the remaining to be used as general working capital to enhance the financial position of the Group.

* *For identification purpose only*

Pursuant to the Underwriting Agreement, the Underwriter has conditionally agreed to underwrite all the Underwritten Shares subject to the terms and conditions set out in the Underwriting Agreement.

IRREVOCABLE UNDERTAKINGS OF MAXIMIZER INTERNATIONAL AND PACIFIC EAST

As at the date of this announcement, Maximizer International and Pacific East holds 90,534,400 Shares and 8,666,710 Shares respectively, representing approximately 56.38% and 5.40% of the existing issued share capital of the Company. Pursuant to the Underwriting Agreement, Maximizer International and Pacific East have jointly and irrevocably undertaken to the Company and the Underwriter, among other things, by no later than the Acceptance Date, to accept, and procure the acceptance of, all the Committed Shares to be provisionally allotted to them and their associates under the Rights Issue and to lodge, and procure the lodging of, the PALs together with the corresponding payment pursuant to the terms of the Prospectus Documents.

GENERAL

As the proposed Rights Issue will not increase the issued share capital or the market capitalisation of the Company by more than 50%, the Rights Issue is not subject to the approval of the Shareholders. The Company will apply to the Stock Exchange for the listing of, and permission to deal in, the Rights Shares in both their nil-paid and fully-paid forms to be issued and allotted pursuant to the Rights Issue.

The Company will send the Prospectus Documents to the Qualifying Shareholders only. The Prospectus Documents setting out details of the Rights Issue will be despatched to the Qualifying Shareholders on the Prospectus Posting Date. Subject to the advice of the Company's legal advisers in the relevant jurisdictions and to the extent reasonably practicable, the Prospectus (without the PAL and EAF) will be despatched to the Prohibited Shareholders for their information only.

WARNING OF THE RISKS OF DEALINGS IN THE SHARES AND NIL-PAID RIGHTS SHARES

The Rights Issue is conditional, inter alia, upon the fulfilment or waiver (as applicable) of the conditions set out under the section headed "Conditions of the Rights Issue" of this announcement. In particular, it is subject to the Underwriting Agreement not being terminated in accordance with its terms. Accordingly, the Rights Issue may or may not proceed. Any Shareholder or other person contemplating selling or purchasing Shares and/or nil-paid Rights Shares up to the date when the conditions of the Rights Issue are fulfilled will bear the risk that the Rights Issue may not become unconditional and may not proceed. Shareholders and the public are reminded to exercise caution when dealing in the securities of the Company. Any Shareholder or other person contemplating any dealings in the Shares or nil-paid Rights Shares are recommended to consult their own professional advisers.

PROPOSED RIGHTS ISSUE

On 29 November 2013 (after trading hours), the Company, the Underwriter, Maximizer International and Pacific East entered into the Underwriting Agreement in respect of the proposed Rights Issue.

Issue statistics

Basis of the Rights Issue	:	One (1) Rights Share for every two (2) existing Shares held on the Record Date
Number of Shares in issue as at the date of this announcement	:	160,590,967 Shares
Number of Rights Shares	:	80,295,483 Rights Shares (assuming no further issue of new Shares on or before the Record Date) *(Note)*
Subscription Price	:	HK$0.10 per Rights Shares with nominal value of HK$0.10 each
Underwriter		Pacific Foundation Securities Limited
Enlarged issued shares capital of the Company upon completion of the Right Issue	:	240,886,450 Shares
Funds raised before expenses	:	Approximately HK$8.03 million

Note:

As at the date of this announcement, the Company has no outstanding convertible securities, options or warrants in issue which confer any right to subscribe for, convert or exchange into Shares. Assuming no further issue of new Shares or repurchase of Shares on or before the Record Date, the 80,295,483 nil-paid Rights Shares proposed to be provisionally allotted represent 50% of the Company's issued share capital as at the date of this announcement and approximately 33.33% of the Company's issued share capital as enlarged by the issue of the Rights Shares.

Qualifying Shareholders

The Company will send the Prospectus Documents to the Qualifying Shareholders only on Wednesday, 8 January 2014. To qualify for the Rights Issue, a Shareholder must:

1. be registered as a member of the Company at the close of business on the Record Date; and

2. not be a Prohibited Shareholder.

In order to be registered as members of the Company at the close of business on the Record Date, owners of Shares must lodge any transfer of Shares (together with the relevant share certificates) with the Company's branch share registrar in Hong Kong, Tricor Abacus Limited at 26/F., Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong for registration no later than 4:30 p.m. on Friday, 27 December 2013.

Closure of register of members

The register of members of the Company will be closed from Monday, 30 December 2013 to Tuesday, 7 January 2014, both days inclusive. No transfer of Shares will be registered during this period.

Rights of Overseas Shareholders

Overseas Shareholders on the Record Date, if any, may not be eligible to take part in the Rights Issue as explained below.

The Company will make enquiries pursuant to Rule 17.41(1) of the GEM Listing Rules regarding the feasibility of extending the Rights Issue to the Overseas Shareholders. If, based on legal opinions, the Directors consider that it is necessary or expedient not to offer the Rights Shares to the Overseas Shareholders on account either of the legal restrictions under the laws of the relevant place(s) or the requirements of the relevant regulatory body or stock exchange in that (those) place(s), the Rights Issue will not be available to such Overseas Shareholders and no provisional allotment of nil-paid Rights Shares or allotment of Rights Shares will be made to them. Further information in this connection will be set out in the Prospectus. The Company will send copies of the Prospectus to the Prohibited Shareholders for their information only, but will not send any PAL and EAF to them. The Prospectus Documents will not be registered under the applicable securities legislation of any jurisdiction other than Hong Kong.

Arrangements will be made for Rights Shares which would otherwise have been provisionally allotted to the Prohibited Shareholders to be sold in the market in their nil-paid form as soon as practicable after dealings in the nil-paid Rights Shares commence, if a premium (net of expenses) can be obtained. The proceeds of such sale, less expenses, of more than HK$100 will be paid pro rata to the Prohibited Shareholders in Hong Kong dollars. The Company will retain individual amounts of HK$100 or less for the benefits of the Company. Any unsold entitlement of Prohibited Shareholders, together with any Rights Shares provisionally allotted but not accepted, will be made available for excess application on EAFs by the Qualifying Shareholders.

Overseas Shareholders should note that they may or may not be entitled to the Rights Issue. Accordingly, Overseas Shareholders should exercise caution when dealing in the securities of the Company.

Subscription Price

The Subscription Price for the Rights Shares is HK$0.10 per Rights Share, payable in full by a Qualifying Shareholder upon acceptance of the relevant provisional allotment of Rights Shares and, where applicable, application for excess Rights Shares under the Rights Issue or when a transferee of nil-paid Rights Shares applies for the Rights Shares.

The Subscription Price represents:

(i) a discount of approximately 71.83% to the closing price of HK$0.355 per Share as quoted on the Stock Exchange on the Last Trading Day;

(ii) a discount of approximately 73.05% to the average closing price of approximately HK$0.371 per Share for the five consecutive trading days ended on the Last Trading Day;

(iii) a discount of approximately 73.82% to the average closing price of approximately HK$0.382 per Share for the ten consecutive trading days ended on the Last Trading Day; and

(iv) a discount of approximately 62.96% to the theoretical ex-rights price of approximately HK$0.270 per Share based on the closing price of HK$0.355 per Share as quoted on the Stock Exchange on the Last Trading Day.

Based on the Subscription Price of HK$0.10 and assuming no change in the shareholding structure of the Company from the date of this announcement to immediately after completion of the Rights Issue, the gross proceeds to be raised by the Company from the Rights Issue will amount to approximately HK$8.03 million (before expenses).

The Subscription Price was determined after arm's length negotiation between the Company and the Underwriter with reference to the prevailing market price of the Shares. The Directors (including the independent non-executive Directors) consider the terms of the Rights Issue, including the Subscription Price, to be fair and reasonable and in the best interests of the Company and the Shareholders as a whole. The net price per Rights Share upon full acceptance of the relevant provisional allotment of Rights Shares will be approximately HK$0.09.

Basis of provisional allotment

The basis of the provisional allotment will be one (1) Rights Share for every two (2) existing Shares in issue and held on Record Date, being 80,295,483 Rights Shares at the Subscription Price (assuming no further issue of new Shares on or before the Record Date). Application for all or any part of a Qualifying Shareholder's provisional allotment should be made by completing the PAL and lodging the same with a remittance for the Rights Shares being applied for with the Registrar on or before the Acceptance Date.

Fractions of Rights Shares

The Company will not provisionally allot and accept applications for any fractions of the Rights Shares. All fractions of the Rights Shares will be aggregated and all nil-paid Rights Shares arising from such aggregation will be sold by the Company in the market, if a premium (net of expenses) can be achieved, and the Company will retain the proceeds from such sale(s) for its benefit. Any unsold aggregate fractions of Rights Shares will be made available for excess application by the Qualifying Shareholders. No odd lot matching services will be provided.

Status of the Rights Shares

The Rights Shares, when allotted, issued and fully paid, will rank pari passu in all respects with the then existing Shares in issue. Holders of fully-paid Rights Shares will be entitled to receive all future dividends and distributions which are declared, made or paid after the date of allotment and issue of the Rights Shares in their fully-paid form.

Application for excess Rights Shares

The Directors will allocate the excess Rights Shares (if any) at their discretion on a fair and equitable basis, according to the principle that any excess Rights Shares will be allocated to Qualifying Shareholders who apply for them on the following principal:

(i) excess Rights Shares will be allocated to applicants on a pro rata basis by reference to their respective shareholdings in the Company as at the Record Date; and

(ii) subject to availability of excess Rights Shares after allocation under principle under (i) above, any remaining excess Right Shares will be allocated to applicants on a pro rata basis by reference to the number of excess Rights Shares being applied for under each application.

If the aggregate number of Rights Shares not taken up by the Qualifying Shareholders under PALs is greater than the aggregate number of excess Rights Shares applied for through EAFs, the Directors will allocate to each Qualifying Shareholder who applies for excess Rights Shares in full application. No preference will be given to topping up odd lots to whole board lots.

Investors with their Shares held by a nominee company should note that the Board will regard the nominee company (including HKSCC Nominees Limited) as a single Shareholder according to the register of members of the Company. Accordingly, Shareholders should note that the aforesaid arrangement in relation to the allocation of excess Rights Shares will not be extended to beneficial owners individually. Investors with their Shares held by a nominee company are advised to consider whether they would like to arrange for the registration of the relevant Shares in the name of the beneficial owner(s) prior to the Record Date.

Investors whose Shares are held by their nominee(s) and who would like to have their names registered on the register of members of the Company, must lodge all necessary documents with the Registrar for completion of the relevant registration by 4:30 p.m. on Friday, 27 December 2013.

Share certificates and refund cheques for the Rights Issue

Subject to the fulfilment or waiver (as applicable) of the conditions of the Rights Issue, certificates for all fully-paid Rights Shares are expected to be posted to those entitled thereto by ordinary post at their own risk on or before Tuesday, 28 January 2014. Refund cheques in respect of wholly or partially unsuccessful applications for excess Rights Shares (if any) are expected to be posted on or before Tuesday, 28 January 2014 by ordinary post to the applicants at their own risk.

Application for listing

The Company will apply to the Stock Exchange for the listing of, and permission to deal in, the Rights Shares in both their nil-paid and fully-paid forms to be issued and allotted pursuant to the Rights Issue.

Subject to the granting of the listing of, and permission to deal in, the Rights Shares in both their nil-paid and fully-paid forms on the Stock Exchange as well as compliance with the stock admission requirements of HKSCC, the Rights Shares in both their nil-paid and fully-paid forms will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the respective commencement dates of dealings in the Rights Shares in both their nil-paid and fully-paid forms on the Stock Exchange or such other dates as determined by HKSCC. Settlement of transactions between participants of the Stock Exchange on any trading day is required to take place in CCASS on the second trading day thereafter. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time.

Both nil-paid Rights Shares and fully-paid Rights Shares will be traded in board lots of 2,000 Shares.

Dealings in the Rights Shares in both their nil-paid and fully-paid forms, which are registered in the register of members of the Company in Hong Kong, will be subject to the payment of stamp duty and applicable fees and charges in Hong Kong.

Conditions of the Rights Issue

The Rights Issue is conditional upon the following conditions being fulfilled or waived (as appropriate):

(i) the Stock Exchange granting or agreeing to grant and not having withdrawn or revoked listing of and permission to deal in all the Rights Shares, in both nil-paid and fully-paid forms, by no later than the Business Day prior to the commencement of trading of Rights Shares (in their nil-paid and fully paid forms respectively);

(ii) the delivery to the Stock Exchange and registration by the Registrar of Companies in Hong Kong of one copy of each of the Prospectus Documents duly signed by two Directors (or by their agents duly authorised in writing) as having been approved by a resolution of the Directors (and all other documents required to be attached thereto) not later than the Prospectus Posting Date and otherwise in compliance with the GEM Listing Rules and the Companies Ordinance;

(iii) the publishing of a book close notice in an appropriate newspaper in Bermuda in accordance with the bye-laws of the Company;

(iv) the posting of the Prospectus Documents to the Qualifying Shareholders and the posting, to the extent reasonably practicable, of the Prospectus (without the PAL and EAF) for information purposes only to the Prohibited Shareholders;

(v) the Board having passed a resolution for conducting the Rights Issue and issue of the Rights Shares with a copy of the minutes being provided to the Underwriter;

(vi) the Shares remaining listed on the Stock Exchange at all time prior to the next Business Day following the Acceptance Date (or such other time or date as the Underwriter and the Company may agree in writing) and the listing of the Shares not having been withdrawn or trading of the Shares not having been suspended for a consecutive period of more than five (5) trading days (except for the purpose of clearing the announcement(s) and the Prospectus in relation to the Rights Issue) and that no indication being received from the Stock Exchange that the listing of the Shares will be withdrawn including but not limited to as a result of the Rights Issue or for any other reason;

(vii) compliance with and performance of all the undertakings and obligations of the Company and the Controlling Shareholders under the terms of the Underwriting Agreement; and

(viii) the Underwriter and its respective parties acting in concert not being obliged to make a mandatory offer pursuant to Rule 26 of the Takeovers Code by reason of the Underwriter taking up any of the Underwritten Shares.

None of the parties to the Underwriting Agreement may waive conditions (i) to (vi) above (all inclusive). The Underwriter may waive conditions (vii) and (viii) above in whole or in part by written notice to the Company. If any of the conditions of the Rights Issue are not fulfilled (or in respect of conditions (vii) and (viii), waived in whole or in part by the Underwriter on or before 4:00 p.m. on 23 January 2014 (or such later time and/or date as the Company and the Underwriter may agree in writing)), all obligations of the parties to the Underwriting Agreement will cease and determine and no party will have any claim against the other party save for any antecedent breach of the Underwriting Agreement and the Rights Issue will not proceed.

Approval of the Rights Issue

As the proposed Rights Issue will not increase the issued share capital or the market capitalisation of the Company by more than 50%, the Rights Issue is not subject to the approval of the Shareholders under the GEM Listing Rules.

UNDERWRITING AGREEMENT

The Underwriting Agreement

Date	:	29 November 2013 (after trading hours)
Underwriter	:	Pacific Foundation Securities Limited. To the best of the Directors' knowledge and information after having made all reasonable enquiries, the Underwriter and its ultimate beneficial owners are third parties independent of and not connected with the Company and its connected persons.
Total number of Rights Shares being underwritten by the Underwriter	:	30,694,928 Underwritten Shares, being all the Rights Shares under the Rights Issue excluding the Committed Shares.
Commission	:	HK$100,000 which was determined after arm's length negotiations between the Company and the Underwriter, and the Directors (including the independent non-executive Directors) are of the view that the commission rate is fair and reasonable.

The Board considers the terms of the Underwriting Agreement are fair and reasonable so far as the Company and the Shareholders are concerned.

Termination of the Underwriting Agreement

The Underwriter may terminate the Underwriting Agreement by notice in writing given to the Company at any time prior to the Latest Time for Termination, if:

(i) in the absolute opinion of the Underwriter, the success of the Rights Issue would be affected by:

(a) the introduction of any new regulation or any change in existing law or regulation (or the judicial interpretation thereof) or other occurrence of any nature whatsoever which may in the opinion of the Underwriter materially and adversely affect the business or the financial or trading position or prospects of the Group as a whole; or

(b) the occurrence of any local, national or international event or change, whether or not forming part of a series of events or changes occurring or continuing before, and/or after the date hereof, of a political, military, financial, economic or other nature (whether or not ejusdem generis with any of the foregoing), or in the nature of any local, national or international outbreak or escalation of hostilities or armed conflict, or affecting local securities markets which may, in the opinion of the Underwriter materially and adversely affect the business or the financial or trading position or prospects of the Group as a whole; or

(c) any material adverse change in the business or in the financial or trading position of the Group as a whole;

(ii) any material adverse change in market conditions (including, without limitation, a change in fiscal or monetary policy or foreign exchange or currency markets, suspension or restriction of trading in securities) occurs which in the reasonable opinion of the Underwriter makes it inexpedient or inadvisable to proceed with the Rights Issue; or

(iii) the Prospectus Documents when published contain information (either as to business prospects or the condition of the Group or as to its compliance with any laws or the GEM Listing Rules or any applicable regulations) which has not prior to the date hereof been publicly announced or published by the Company and which may in the opinion of the Underwriter is material to the Group as a whole and is likely to affect the success of the Rights Issue or might cause a prudent investor not to accept the Rights Shares provisionally allotted to it; or

(iv) any act of God, war, riot, public disorder, civil commotion, fire, flood, explosion, epidemic, terrorism, strike or lock-out which would, in the absolute opinion of the Underwriter materially and adversely affect the business or the financial or trading position or prospects of the Group as a whole; or

(v) any suspension in the trading of the Company's securities on the Stock Exchange for a period of more than ten consecutive business days (as defined in the GEM Listing Rules), excluding any suspension in connection with the clearance the Prospectus Documents or other announcements in connection with the Rights Issue.

The Underwriter shall be entitled by notice in writing to the Company prior to the Latest Time for Termination to elect to rescind the Underwriting Agreement if, prior to the Latest Time for Termination:

(i) any material breach of any of the warranties or undertakings of the Company and the Controlling Shareholders contained under the Underwriting Agreement comes to the knowledge of the Underwriter; or

(ii) any event occurring or matter arising on or after the date of the Underwriting Agreement and prior to the Latest Time for Termination which if it had occurred or arisen before the date of the Underwriting Agreement would have rendered any of the warranties contained under the Underwriting Agreement untrue or incorrect in any respect comes to the knowledge of the Underwriter.

Upon the giving of such notice, all obligations of the Underwriter under the Underwriting Agreement will cease and determine (save for any antecedent breaches thereof) and no party to the Underwriting Agreement will have any claim against any other party in respect of any matter or thing arising out of or in connection with the Underwriting Agreement. If the Underwriter exercises such right, the Rights Issue will not proceed. A further announcement will be made by the Company if the Underwriting Agreement is terminated by the Underwriter.

Irrevocable undertakings of the Maximizer International and Pacific East

As at the date of this announcement, Maximizer International and Pacific East holds 90,534,400 Shares and 8,666,710 Shares of the Company respectively, representing approximately 56.38% and 5.40% of the issued share capital of the Company. Pursuant to the Underwriting Agreement, Maximizer International and Pacific East have irrevocably undertaken to the Company and the Underwriter, among other things, to accept and take up, and procure the acceptance and the taking up of, the Committed Shares to be provisionally allotted to them and their associates under the Rights Issue in proportion to the Shares registered in the names of them and their associates as at the date of the Underwriting Agreement. Each of the Controlling Shareholders also irrevocably undertakes to the Underwriter that it will not and shall procure that its nominees, any other companies controlled by it shall not, without first having obtained the prior written consent of the Underwriter, transfer or otherwise dispose of (including without limitation the creation of any option, charge or other encumbrances or rights over or in respect of) any Share or any interest therein between the date of the Underwriting Agreement and the Acceptance Date. Maximizer International and Pacific East shall lodge, and procure the lodging of, the PALs in respect of the Committed Shares to be provisionally allotted to them and their associates with the Registrar with the corresponding payment in accordance with the terms of the Prospectus Documents by no later than the Acceptance Date.

WARNING OF THE RISKS OF DEALING IN SHARES AND RIGHTS SHARES

The Rights Issue is conditional, inter alia, upon the fulfilment or waiver (as applicable) of the conditions set out under the section headed "Conditions of the Rights Issue" of this announcement. In particular, it is subject to the Underwriting Agreement not being terminated in accordance with its terms. Accordingly, the Rights Issue may or may not proceed. Any Shareholder or other person contemplating selling or purchasing Shares and/or nil-paid Rights Shares up to the date when the conditions of the Rights Issue are fulfilled will bear the risk that the Rights Issue may not become unconditional and may not proceed. Shareholders and the public are reminded to exercise caution when dealing in the securities of the Company. Any Shareholder or other person contemplating any dealings in the Shares or nil-paid Rights Shares are recommended to consult their own professional advisers.

CLOSURE OF REGISTER OF MEMBERS

The register of members of the Company will be closed from Monday, 30 December 2013 to Tuesday, 7 January 2014 (both days inclusive) for determining the entitlements to the Rights Issue. No transfer of Shares will be registered during this period.

EXPECTED TIMETABLE

The expected timetable of the Rights Issue is as follows:

	2013
Publication of the announcement about the Rights Issue	Friday, 29 November
Last day of dealings in the Shares on cum-rights basis	Friday, 20 December
Ex-date (the first day of dealings in the Shares on ex-rights basis)	Monday, 23 December
Latest time for lodging transfer of Shares to qualify for the Rights Issue	4:30 p.m. on Friday, 27 December
Register of members closes	From Monday, 30 December to Tuesday, 7 January 2014 (both days inclusive)
	2014
Record Date	Tuesday, 7 January
Despatch of the Prospectus Documents	Wednesday, 8 January
First day of dealings in NPR	Friday, 10 January
Latest time for splitting of PAL	4:30 p.m. on Tuesday, 14 January
Last day of dealings in NPR	Friday, 17 January
Latest time for acceptance and payment of Rights Shares and application for excess Rights Shares	4:00 p.m. on Wednesday, 22 January
Latest time for termination of the Underwriting Agreement	4:00 p.m. on Thursday, 23 January
Announcement of allotment results	Monday, 27 January
Despatch of certificates for fully-paid Rights Shares and refund cheques	Tuesday, 28 January
Expected date of dealings in fully-paid Rights Shares	9:00 a.m. on Wednesday, 29 January

All times specified in this announcement refer to Hong Kong times. Dates stated in this announcement for event mentioned in the timetable are indicative only and may be extended or varied. Any changes to the expected timetable for the Rights Issue will be announced as and when appropriate in accordance with the GEM Listing Rules.

SHAREHOLDING STRUCTURE OF THE COMPANY

Set out below is the shareholding structure of the Company assuming that there is no change in the shareholding structure of the Company from the date of this announcement to immediately after completion of the Rights Issue.

Shareholders	**As at the date of this announcement**		**Immediately after completion of the Rights Issue assuming that all the Qualifying Shareholders take up their respective allotments of Rights Shares in full**		**Immediately after completion of the Rights Issue assuming that no Qualifying Shareholder takes up any of the Rights Shares and the Underwriter takes up the Rights Shares to the maximum extent (save as the Committed Shares)**	
	Number of Shares	*Approximate %*	*Number of Shares*	*Approximate %*	*Number of Shares*	*Approximate %*
Maximizer International *(Note)*	90,534,400	56.38%	135,801,600	56.38%	135,801,600	56.38%
Pacific East *(Note)*	8,666,710	5.40%	13,000,065	5.40%	13,000,065	5.40%
Underwriter	0	0.00%	0	0.00%	30,694,928	12.74%
Public	61,389,857	38.23%	92,084,785	38.23%	61,389,857	25.48%
Total	160,590,967	100.00%	240,886,450	100.00%	240,886,450	100.00%

Note:

Royal Bank of Canada Financial Corporation is the trustee of The City Place Trust which owns Maximizer International, which holds 56.38% interest in the Company and wholly owns Pacific East, which holds 5.4% interest in the Company. The City Place Trust is a discretionary trust and its beneficiaries include direct family members of Mr. Kau Mo Hui. Mr. Kau Mo Hui is the father of Mr. Joseph Chi Ho Hui, the executive director of the Company, Mr. Terence Chi Yan Hui, the non-executive director of the Company and Mr. Samson Chi Yang Hui, the chief executive officer of the Company. Mr. Kau Mo Hui is also the father-in-law of Ms. Clara Hiu Ling Lam, the executive director of the Company.

REASONS FOR THE RIGHTS ISSUE AND USE OF PROCEEDS

The Group is principally engaged in the designing and sale of computer software and the provision of professional and maintenance services for such products. As referred to in the Company's third quarterly report for the three months ended 31 August 2013, channeling the Group's resources to business development in the high growth solutions area will continue to be top priorities of the Group for 2013. While pursuing growth in the business development of the Group, in the mean time the Board would like to improve the Group's capital structure and debt position. In light of this, the Rights Issue is being conducted to raise funds for the Company for repayment of loans and to be used as general working capital to enhance the financial position of the Group.

The estimated expenses of approximately HK$0.52 million in relation to the Rights Issue, including financial, legal and other professional advisory fees, underwriting commission and printing expenses will be borne by the Company. Assuming all Qualifying Shareholders taking up their entitlements under the Rights Issue, the Company will receive gross proceeds of approximately HK$8.03 million and the estimated net proceeds of the Rights Issue after deducting expenses are approximately HK$7.51 million. It is intended that approximately HK$6 million will be applied for the repayment of shareholders' loan. With reference to the interim report of the Company for the six months ended 31 May 2013, the then outstanding balance of such shareholders' loan was approximately HK$5,920,000. The remaining of the net proceeds of approximately HK$1.51 million will be applied towards the general working capital of the Group.

The Directors consider that the Rights Issue, which is on a fully underwritten basis, will allow the Group to strengthen its capital structure without having to incur debt financing cost and free up financial resources for capturing suitable business expansion and investment opportunities when arise. Meanwhile, the Rights Issue will give the Qualifying Shareholders the opportunity to maintain their respective pro-rata shareholding interests in the Company and to continue to participate in the future development of the Group. In light of this, the Board considers that fund raising through the Rights Issue is in the interests of the Company and the Shareholders as a whole.

FUND RAISING EXERCISE OF THE COMPANY DURING THE PAST 12 MONTHS

There has not been any fund raising exercise conducted by the Company in the past 12 months immediately preceding the date of this announcement.

GENERAL

The Prospectus Documents setting out details of the Rights Issue will be despatched to the Qualifying Shareholders on the Prospectus Posting Date. Subject to the advice of the Company's legal advisers in the relevant jurisdictions and to the extent reasonably practicable, the Prospectus will be despatched to the Prohibited Shareholders for information only and no PAL or EAF will be sent to them.

DEFINITIONS

In this announcement, unless the context otherwise requires, the following terms have the following meanings:

"Acceptance Date"	22 January 2014 (or such other date as the Underwriter may agree in writing with the Company as the latest date for acceptance of, and payment for, the Rights Shares and application and payment for excess Rights Shares);
"associate"	has the meaning ascribed thereto under the GEM Listing Rules;
"Board"	the board of Directors;
"Business Day"	a day on which banks in Hong Kong are generally open for business (other than a Saturday or Sunday and any day on which a tropical cyclone warning No. 8 or above is hoisted or remains hoisted between 9:00 a.m. and 12:00 noon and is not lowered at or before 12:00 noon or on which a "black" rainstorm warning signal is hoisted or remains in effect between 9:00 a.m. and 12:00 noon and is not discontinued at or before 12:00 noon);
"CCASS"	the Central Clearing and Settlement System established and operated by HKSCC;
"Companies Ordinance"	the Companies Ordinance, Chapter 32 of the Laws of Hong Kong;
"Company"	abc Multiactive Limited, a company incorporated in Bermuda with limited liability, the Shares of which are listed on GEM;
"Committed Shares"	49,600,555 Rights Shares which, pursuant to the Underwriting Agreement, Maximizer International and Pacific East have irrevocably undertaken to take up or procure the taking up of;
"connected person"	has the meaning ascribed thereto under the GEM Listing Rules;

"Controlling Shareholder(s)"	has the meaning ascribed thereto under the GEM Listing Rules and in the case of the Company, means Maximizer International and Pacific East;
"Director(s)"	director(s) of the Company;
"EAF(s)"	the form of application for use by the Qualifying Shareholders who wish to apply for excess Rights Shares, being in such usual form as may be agreed between the Company and the Underwriter;
"GEM"	The Growth Enterprise Market of the Stock Exchange;
"GEM Listing Rules"	the Rules Governing the Listing of Securities on GEM;
"Group"	the Company and its subsidiaries;
"HKSCC"	Hong Kong Securities Clearing Company Limited;
'HK$"	Hong Kong dollar, the lawful currency of Hong Kong;
"Hong Kong"	the Hong Kong Special Administrative Region of the People's Republic of China;
"Last Trading Day"	29 November 2013, being the last trading day for the Shares prior to the release of this announcement;
"Latest Time for Termination"	4:00 p.m. on the next Business Day following the Acceptance Date (or such other date as the Company and the Underwriter may agree in writing);
"Maximizer International"	Maximizer International Limited, a company incorporated in the British Virgin Islands with limited liability and a Controlling Shareholder of the Company;
"NPR"	nil-paid Rights Shares;
"Overseas Shareholder(s)"	Shareholder(s) whose name(s) appear(s) on the register of members of the Company at the close of business on the Record Date and whose address(es) as shown on such register is (are) outside Hong Kong;
"Pacific East"	Pacific East Limited, a company incorporated in the British Virgin Islands with limited liability, a substantial Shareholder within the meaning of the GEM Listing Rules;

"PAL(s)"	the renounceable provisional allotment letter(s) proposed to be issued to the Qualifying Shareholders in connection with the Rights Issue;
"Prohibited Shareholders"	those Overseas Shareholders, if any, whom the Directors, based on legal opinions provided by the Company's legal advisers, consider it necessary or expedient not to offer the Rights Shares to such Shareholders on account either of legal restrictions under the laws of the relevant place or the requirements of the relevant regulatory body or stock exchange in that place;
"Prospectus"	the prospectus to be despatched to Shareholders containing details of the Rights Issue;
"Prospectus Documents"	the Prospectus, PAL and EAF;
"Prospectus Posting Date"	8 January 2014 or such other date as the Underwriter may agree in writing with the Company, as the date of despatch of the Prospectus Documents to the Qualifying Shareholders or the Prospectus for information only (as the case may be) to the Prohibited Shareholders;
"Qualifying Shareholder(s)"	Shareholder(s), other than the Prohibited Shareholders, whose name(s) appear(s) on the register of members of the Company as at the close of business on the Record Date;
"Record Date"	7 January 2014 (or such other date as the Underwriter may agree in writing with the Company), as the date by reference to which entitlements to the Rights Issue are expected to be determined;
"Registrar"	the branch share registrar of the Company in Hong Kong, being Tricor Abacus Limited at 26/F., Tesbury Centre, 28 Queen's Road East, Wanchai;
"Rights Issue"	the proposed issue by way of rights on the basis of one Rights Share for every two Shares in issue and held on the Record Date at the Subscription Price on the terms and subject to the conditions set out in the Underwriting Agreement and the Prospectus Documents;

"Rights Shares"	Shares to be issued and allotted under the Rights Issue, being 80,295,483 Shares;
"SFO"	The Securities and Future Ordinance (Chapter 571 of the Laws of Hong Kong);
"Share(s)"	ordinary share(s) of HK$0.10 each in the share capital of the Company;
"Shareholder(s)"	holder(s) of Shares;
"Stock Exchange"	The Stock Exchange of Hong Kong Limited;
"Subscription Price"	HK$0.10 per Rights Share;
"Takeovers Code"	The Hong Kong Codes on Takeovers and Mergers, as modified, amended and supplemented from time to time;
"Underwriter"	Pacific Foundation Securities Limited, a licensed corporation under the SFO permitted to carry out type 1 (dealing in securities) and type 9 (asset management) regulated activities (as defined under the SFO), being the underwriter of the Rights Issue;
"Underwriting Agreement"	the underwriting agreement dated 29 November 2013 entered into among the Company, Maximizer International, Pacific East and the Underwriter in relation to the underwriting arrangement in respect of the Rights Issue;
"Underwritten Shares"	30,694,928 Rights Shares underwritten by the Underwriter pursuant to the terms of the Underwriting Agreement; and
"%" or "per cent."	per cent.

By order of the Board
Joseph Chi Ho HUI
Chairman

Hong Kong, 29 November 2013

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

Mr. Joseph Chi Ho HUI	*(Executive Director and Chairman)*
Ms. Clara Hiu Ling LAM	*(Executive Director)*
Mr. Terence Chi Yan 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)*

This announcement, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules 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 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.

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.