



Anacle Systems Limited

安科系統有限公司*

(Incorporated in the Republic of Singapore with limited liability)

(Stock Code: 8353)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the annual general meeting of Anacle Systems Limited (the "**Company**") and the "**2022 AGM**", respectively) will be held at 3 Fusionopolis Way, Symbiosis, Singapore 138633 (the "**Venue**") on Friday, 30 September 2022 at 10:00 a.m. (or the adjournment thereof) to consider and if thought fit, pass with or without modification the following resolutions as ordinary resolutions :

AS ORDINARY BUSINESSES

1. To receive and adopt the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors and independent auditor of the Company for the year ended 31 May 2022;
2.
 - (a) To re-elect Mr. Ong Swee Heng as an executive director of the Company;
 - (b) To re-elect Mr. Lee Suan Hiang as a non-executive director of the Company; and
 - (c) To re-elect Mr. Alwi Bin Abdul Hafiz as an independent non-executive director of the Company;
3. To authorise the board of directors of the Company to fix the remuneration of the directors of the Company (the "**Board**") for the year ending 31 May 2023;
4. To re-appoint BDO Limited as the independent auditor of the Company and to authorise the Board to fix its remuneration;

** for identification purpose only*

AS SPECIAL BUSINESSES

5. To consider and, if thought fit, pass with or without amendments the following resolution as an ordinary resolution:

“THAT:

- (a) subject to paragraph (c) of this resolution below and pursuant to the Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited, the exercise by the directors of the Company (the “**Directors**”) during the Relevant Period (as defined below) of all the powers of the Company to allot, issue and deal with additional shares in the capital of the Company (the “**Shares**”) or securities convertible into or exchangeable for Shares, or options for similar rights to subscribe for any Shares and to make or grant offers, agreements and options which might require the exercise of such powers, be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) of this resolution above shall be in addition to any other authorisation given to the Directors and shall authorise the Directors 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;
- (c) the total number of the Shares allotted or agreed conditionally or unconditionally to be allotted, issued or dealt with (whether pursuant to an option or otherwise) by the Directors pursuant to the approval in paragraph (a) of this resolution above, otherwise than pursuant to (i) a Rights Issue (as defined below); or (ii) the exercise of any options granted under the share option scheme of the Company; or (iii) any issue of Shares in lieu of the whole or part of a dividend on Shares in accordance with the constitution of the Company (the “**Constitution**”) in force from time to time, shall not exceed 20% of the total number of Shares in issue as at the date of the passing of this resolution and such approval shall be limited accordingly; and
- (d) for the purposes of this resolution:

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

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required to be held by the Constitution, the Companies Act, Cap. 50 of the Statutes of the Republic of Singapore or any other applicable laws; and
- (iii) the date on which the authority set out in this resolution is revoked, varied or renewed by way of an ordinary resolution by the shareholders of the Company in a general meeting;

“Rights Issue” means an offer of Shares, or offer or issue of options or other similar instruments giving the rights to subscribe for Shares open for a period fixed by the Directors to holders of Shares on the register on a fixed record date in proportion to their then holdings of Shares (subject to such exclusion or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements, or having regard to any restrictions or obligations under the laws of, or the requirements of, or the expense or delay which may be involved in determining the existence or extent of any restrictions or obligations under the laws of, or the requirements of, any jurisdiction applicable to the Company or any recognised regulatory body or any stock exchange applicable to the Company).”

6. To consider and, if thought fit, pass with or without amendments the following resolution as an ordinary resolution:

“THAT:

- (a) subject to paragraph (b) of this resolution below, the exercise by the directors of the Company during the Relevant Period (as defined below) of all the powers of the Company to repurchase the shares of the Company (the **“Shares”**) in issue on The Stock Exchange of Hong Kong Limited (the **“Stock Exchange”**) or any other stock exchange on which the Shares may be listed and recognised by the Securities and Futures Commission of Hong Kong (the **“Commission”**) and the Stock Exchange for this purpose, subject to and in accordance with the Companies Act, Cap. 50 of the Statutes of the Republic of Singapore (**“Singapore”**) or any other applicable laws, the Code on Share Buy-backs approved by the Commission and the requirements of the Rules Governing the Listing of Securities on GEM of the Stock Exchange, be and is hereby generally and unconditionally approved;
- (b) the total number of the Shares which may be repurchased by the Company pursuant to the approval in paragraph (a) of this resolution above during the Relevant Period (as defined below) shall not exceed 10% of the total number of Shares in issue as at the date of the passing of this resolution and the authority pursuant to paragraph (a) of this resolution above shall be limited accordingly; and
- (c) for the purposes of this resolution:

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

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required to be held by the constitution of the Company, the Companies Act, Cap. 50 of the Statutes of Singapore or any other applicable laws; and
- (iii) the date on which the authority set out in this resolution is revoked, varied or renewed by way of an ordinary resolution by the shareholders of the Company in a general meeting.”

7. To consider and, if thought fit, pass with or without amendments the following resolution as an ordinary resolution:

“**THAT** conditional upon resolutions numbered 5 and 6 set out in the notice convening this annual general meeting (the “**Notice**”) being passed, the general and unconditional mandate granted to the directors of the Company pursuant to resolution numbered 5 set out in the Notice be and is hereby extended by the addition thereto of an amount representing the total number of the shares in the capital of the Company (the “**Shares**”) repurchased under the authority granted pursuant to resolution numbered 6 set out in the Notice, provided that such amount shall not exceed 10% of the total number of Shares in issue as at the date of passing this resolution.”

By Order of the Board
Anacle Systems Limited
Lau E Choon Alex
Executive Director and Chief Executive Officer

Singapore, 30 August 2022

*Headquarters, Registered Office and
Principal Place of Business in Singapore:*
3 Fusionopolis Way
#14-21 Symbiosis
Singapore 138633

Principal Place of Business in Hong Kong:
31/F., 148 Electric Road
North Point
Hong Kong

Notes:

1. Any member of the Company (the "**Member**") entitled to attend and vote at the 2022 AGM or its adjourned meeting (as the case may be) is entitled to appoint one (or, if he/she/it holds two or more Shares, more than one) proxy to attend and vote instead of him/her/it. A proxy needs not be a Member but must be present in person at the 2022 AGM to represent the Member. If more than one proxy is so appointed, the appointment shall specify the number of Shares in respect of which such proxy is so appointed.
2. Completion and return of the form of proxy shall not preclude a Member from attending and voting in person at the 2022 AGM if he/she/it so wishes. In the event of a Member who has lodged a form of proxy attending the 2022 AGM in person, the form of proxy shall be deemed to have been revoked.
3. In order to be valid, the duly completed and signed form of proxy must be deposited together with a power of attorney or other authority, if any, under which it is signed or a certified copy of such power or authority, at the office of the Company's Hong Kong share registrar and transfer office, Boardroom Share Registrars (HK) Limited at Room 2103B, 21/F., 148 Electric Road, North Point, Hong Kong as soon as possible but in any event not later than 48 hours before the time appointed for holding the 2022 AGM or its adjournment (as the case may be).
4. For determining the entitlement of the Members to attend and vote at the 2022 AGM, the register of members of the Company (the "**Register of Members**") will be closed from Tuesday, 27 September 2022 to Friday, 30 September 2022 (both days inclusive), during which period no transfer of Shares will be effected. To qualify for attending and voting at the 2022 AGM, non-registered Members must lodge all duly completed transfer documents, accompanied by the relevant share certificates with the Company's Hong Kong share registrar and transfer office, Boardroom Share Registrars (HK) Limited at 2103B, 21/F., 148 Electric Road, North Point, Hong Kong for registration no later than 4:30 p.m. on Monday, 26 September 2022.
5. In relation to the proposed resolutions numbered 2(a), (b), and (c) above, Mr. Ong Swee Heng, Mr. Lee Suan Hiang and Mr. Alwi Bin Abdul Hafiz will retire by rotation as Directors at the 2022 AGM and, being eligible, offer themselves for re-election. Details of the above Directors are set out in Appendix I to the Company's circular dated 30 August 2022 (the "**Circular**").
6. In relation to the proposed resolution numbered 4 above, the Board concurs with the views of its audit committee and has recommended that BDO Limited be re-appointed as the independent auditor of the Company.
7. In relation to the proposed resolution numbered 5 above, approval is being sought from the Members for the grant to the Directors of a general and an unconditional mandate to authorise the allotment and issue of Shares under the Rules Governing the Listing of Securities on GEM of the Stock Exchange (the "**GEM and the 'GEM Listing Rules'**", respectively). The Directors have no immediate plans to issue any new Shares.
8. In relation to the proposed resolution numbered 6 above, the Directors wish to state that they will exercise the powers conferred thereby to repurchase Shares only in the circumstances which they consider appropriate for the benefit of the Company and the Members as a whole. An explanatory statement containing the information necessary to enable the Members to make an informed decision to vote on the proposed resolution as required by the GEM Listing Rules is set out in Appendix II to the Circular.
9. In compliance with Rule 17.47(4) of the GEM Listing Rules, voting on all proposed resolutions set out in this Notice will be decided by way of a poll. The Company will announce the poll results of the 2022 AGM in the manner prescribed under Rule 17.47(5) of the GEM Listing Rules.
10. In case of joint holders of a Share, any one of such joint holders may vote at the 2022 AGM, either in person or by proxy, in respect of such Share as if he/she were solely entitled thereto; but if more than one of such joint holders are present at the 2022 AGM in person or by proxy, the vote of the senior holder who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders. For this purpose, seniority shall be determined by the order in which the names stand in the Register of Members in respect of the joint holding.

11. The translation into Chinese language of this Notice is for reference only. In case of any inconsistency, the English version shall prevail.
12. In view of the novel coronavirus disease 2019 (the "**COVID-19**") pandemic, to protect the health and safety of the Members and attendees of the 2022 AGM, the Company will implement the following precautionary measures at the 2022 AGM Venue:
 - a) Each attendee will be required to wear a face mask at the Venue at all the times. Please note that no masks will be provided at the Venue and attendees should bring and wear their own masks;
 - b) No drinks, refreshments and corporate souvenirs/gifts will be provided;
 - c) The Company will strictly observe all requirements under the regulation issued by the Ministry of Health of Singapore and implement further precautionary measures as and when necessary;
 - d) The Company reserves the right to deny entry into or require any person to leave the Venue if such person refuses to comply with any of the above precautionary measures. Members are strongly encouraged to exercise their voting rights at the 2022 AGM by appointing the chairman of the 2022 AGM as proxy to attend and vote on the relevant resolutions at the 2022 AGM instead of attending the 2022 AGM or any adjourned meeting(s) in person; and
 - e) In light of the recent development of the COVID-19 pandemic, the Company may be required to change the 2022 AGM arrangements at short notice. The Company will make further announcement(s) if there are any changes to the arrangement of the 2022 AGM, if necessary.

As at the date of this announcement, the Board comprises Mr. Lau E Choon Alex (Chief Executive Officer) and Mr. Ong Swee Heng (Chief Operating Officer) as executive Directors; Mr. Lee Suan Hiang (Chairman), Prof. Wong Poh Kam and Dr. Chong Yoke Sin as non-executive Directors; and Mr. Alwi Bin Abdul Hafiz, Mr. Mok Wai Seng and Mr. Chua Leong Chuan Jeffrey as independent non-executive Directors.

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 "Latest Listed Company Information" page of the GEM website at www.hkgem.com for at least 7 days from the date of its publication. This announcement will also be published on the Company's website at www.anacle.com.