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Anacle Systems Limited

安科系統有限公司*

(Incorporated in the Republic of Singapore with limited liability)

(Stock Code: 8353)

**POLL RESULTS OF THE ANNUAL GENERAL MEETING
HELD ON 29 SEPTEMBER 2021
AND
CHANGES OF INDEPENDENT NON-EXECUTIVE DIRECTORS
AND
CHANGES IN COMPOSITION OF BOARD COMMITTEES**

The Board announces that:

1. All the Proposed Resolutions as set out in the AGM Notice were duly passed by the Shareholders by way of poll at the 2021 AGM;
2. Mr. Elango Subramanian has retired as an INED, and accordingly, has ceased to be a member of each of the Audit Committee and Nomination Committee with effect from the conclusion of the 2021 AGM;
3. Mr. Li Man Wai has retired as an INED, and accordingly, has ceased to be the chairman of the Audit Committee and a member of the Remuneration Committee with effect from the conclusion of the 2021 AGM;
4. Mr. Mok Wai Seng has been appointed as an INED, the chairman of the Audit Committee and a member of the Nomination Committee with effect from the conclusion of the 2021 AGM; and
5. Mr. Chua Leong Chuan, Jeffrey has been appointed as an INED and a member of each of the Audit Committee and Remuneration Committee with effect from the conclusion of the 2021 AGM.

POLL RESULTS OF THE ANNUAL GENERAL MEETING

The board of directors of Anacle Systems Limited (the “**Company**”, the “**Directors**” and the “**Board**”, respectively) is pleased to announce that all the proposed ordinary resolutions as set out in the notice of the annual general meeting of the Company (the “**AGM**”) dated 27 August 2021 (the “**AGM Notice**” and the “**Proposed Resolutions**”, respectively) were duly passed by the holders of the Company’s ordinary shares (the “**Shares**” and the “**Shareholders**”, respectively) by way of poll at the AGM held on Wednesday, 29 September 2021 (the “**2021 AGM**”).

* for identification purpose only

As at the date of the 2021 AGM, there were 402,900,738 issued Shares entitling the Shareholders to attend and vote for or against the Proposed Resolutions at the 2021 AGM. There were no Shares entitling the Shareholders to attend but abstain from voting in favour of the Proposed Resolutions at the 2021 AGM as set out in Rule 17.47A of the Rules Governing the Listing of Securities on GEM of the Stock Exchange (the “GEM” and the “GEM Listing Rules”, respectively).

None of the Shareholders was required under the GEM Listing Rules to abstain from voting on the Proposed Resolutions at the 2021 AGM. None of the Shareholders has stated in the Company’s circular dated 27 August 2021 (the “Circular”) his/her/its intention to vote against or to abstain from voting on any of the Proposed Resolutions at the 2021 AGM.

Mr. Lim Yeong Seng, an external accountant qualified to serve as the independent auditor of the Company, was appointed and acted as the scrutineer for the vote-taking at the 2021 AGM.

The poll results in respect of all the Proposed Resolutions put to the vote of the 2021 AGM are set out as follows:

Ordinary Resolutions		Number of Votes (Approximate %) ^(Note 1)	
		For	Against
1.	To receive and adopt the audited consolidated financial statements of the Company and its subsidiaries and the reports of the Directors and the independent auditor of the Company for the year ended 31 May 2021.	201,209,077 (100%)	0 (0%)
2.	a. To re-elect Mr. Lau E Choon Alex as an executive Director.	201,209,077 (100%)	0 (0%)
	b. To re-elect Dr. Chong Yoke Sin as a non-executive Director.	201,209,077 (100%)	0 (0%)
	c. To appoint Mr. Mok Wai Seng as an independent non-executive Director.	201,209,077 (100%)	0 (0%)
	d. To appoint Mr. Chua Leong Chuan, Jeffrey as an independent non-executive Director.	201,209,077 (100%)	0 (0%)
3.	To authorise the Board to fix the remuneration of the Directors for the year ending 31 May 2022.	201,209,077 (100%)	0 (0%)
4.	To re-appoint BDO Limited as the independent auditor of the Company and to authorise the Board to fix its remuneration.	201,209,077 (100%)	0 (0%)
5.	To grant a general and an unconditional mandate to the Directors to allot, issue and deal with additional Shares not exceeding 20% of the total number of the Shares in issue as at the date of the passing of this resolution. ^(Note 2)	193,946,077 (96.4%)	7,263,000 (3.6%)
6.	To grant a general and an unconditional mandate to the Directors to repurchase the Shares not exceeding 10% of the total number of the Shares in issue as at the date of the passing of this resolution. ^(Note 2)	201,209,077 (100%)	0 (0%)
7.	Conditional upon the passing of resolutions numbered 5 and 6 above, to extend the general and unconditional mandate granted by resolution numbered 5 by adding thereto the total number of the Shares repurchased by the Company pursuant to the general and unconditional mandate granted by resolution numbered 6 above. ^(Note 2)	193,946,077 (96.4%)	7,263,000 (3.6%)

As more than 50% of the votes were cast in favour of each of the Proposed Resolutions, all of them were duly passed as ordinary resolutions of the Company.

Notes:

1. The number of votes and approximate percentage of total votes as stated above are based on the total number of issued Shares held by the Shareholders who attended and voted at the 2021 AGM in person, by authorised representative or by proxy.
2. For the full text of the Proposed Resolutions, please refer to the AGM Notice as contained in the Circular.

RETIREMENTS OF INDEPENDENT NON-EXECUTIVE DIRECTORS AND CESSATIONS AS BOARD COMMITTEES MEMBERS

Reference was made to the announcement of the Company dated 20 August 2021 (the “**Announcement**”) and Circular in which they were disclosed that, each of Mr. Elango Subramanian (“**Mr. Subramanian**”) and Mr. Li Man Wai (“**Mr. Li**”), both the independent non-executive Directors (the “**INEDs**”): (i) is one of the retiring Directors who retire by rotation at the 2021 AGM; and (ii) though being eligible, did not seek re-election at the 2021 AGM due to his own decision to devote more time to his other business commitments. Following the conclusion of the 2021 AGM, both Mr. Subramanian and Mr. Li have retired from the Board as the INEDs (the “**Retirements**”), and accordingly, (i) Mr. Subramanian has ceased to act as a member of each of the Board’s audit committee (the “**Audit Committee**”) and nomination committee (the “**Nomination Committee**”); and (ii) Mr. Li has ceased to act as the chairman of the Audit Committee and a member of the Board’s remuneration committee (the “**Remuneration Committee**”), all with effect from the conclusion of the 2021 AGM (the “**Cessations**”).

Each of Mr. Subramanian and Mr. Li has confirmed that he has no disagreement with the Board, and that there is no matter relating to his Retirement and Cessation that needs to be brought to the attention of the Shareholders and the Stock Exchange.

The Board would like to take this opportunity to express its sincere gratitude to Mr. Subramanian and Mr. Li for their valuable contributions to the Company over the years.

APPOINTMENTS OF INDEPENDENT NON-EXECUTIVE DIRECTORS AND BOARD COMMITTEES MEMBERS

Reference was made to the Announcement and the Circular in which they were disclosed that, the Board, with the recommendation of the Nomination Committee, proposed to appoint Mr. Mok Wai Seng (“**Mr. Mok**”) and Mr. Chua Leong Chuan, Jeffrey (“**Mr. Chua**”) as the INEDs to fill the vacancies arising from the Retirements.

The Board is pleased to announce that both Mr. Mok and Mr. Chua have been appointed as the INEDs by the Shareholders with effect from the conclusion of the 2021 AGM, and accordingly, (i) Mr. Mok has been appointed as the chairman of the Audit Committee and a member of the Nomination Committee; and (ii) Mr. Chua has been appointed as a member of each of the Audit Committee and Remuneration Committee, all with effect from the conclusion of the 2021 AGM.

Biographical details and information of each of Mr. Mok and Mr. Chua as disclosed pursuant to Rule 17.50(2) of the GEM Listing Rules are set out in the Announcement as well as the Circular and such information remains unchanged up to the date of this announcement.

The Board would like to take this opportunity to welcome both Mr. Mok and Mr. Chua to the Board.

For and on behalf of
Anacle Systems Limited
Lau E Choon Alex
Executive Director and Chief Executive Officer

Singapore, 29 September 2021

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.

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