



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 EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the extraordinary general meeting of Anacle Systems Limited (the “**Company**” and the “**EGM**”, respectively) will be held at 3 Fusionopolis Way, Symbiosis, Singapore 138633 (the “**Venue**”) on 8 December 2023 at 2:30 p.m. (or the adjournment thereof) to consider and if thought fit, pass with or without modification the following resolutions as ordinary resolutions and special resolution:

ORDINARY RESOLUTIONS

1. **Grant of 10,000,000 Share Options to Mr. Lau E Choon Alex**

“**THAT** the grant of 10,000,000 share options to Mr. Lau E Choon Alex (“**Mr. Lau**”), entitling him to subscribe for 10,000,000 ordinary shares in the share capital of the Company (“**Share(s)**”) at an exercise price of HK\$0.256 per Share (the principal terms and conditions of such grant are set out in the circular of the Company dated 8 November 2023 (the “**Circular**”)) under and pursuant to the share option scheme of the Company adopted by the Company on 24 November 2016 (the “**Share Option Scheme**”) and on such terms as stipulated in the offer letter issued by the Company pursuant to the Share Option Scheme be and is hereby approved, confirmed and ratified, **THAT** the board of Directors of the Company (“**Board**”) be and is hereby authorized to exercise all rights and powers available to it as it may in its sole discretion consider necessary or expedient to give full effect to such grant and the issue of the Shares upon the exercise of the Share Options by Mr. Lau, and **THAT** any and all such acts to effect the aforesaid grant be and are hereby approved, confirmed and ratified.”

2. **Grant of 6,000,000 Share Options to Mr. Ong Swee Heng**

“**THAT** the grant of 6,000,000 share options to Mr. Ong Swee Heng (“**Mr. Ong**”), entitling him to subscribe for 6,000,000 the Shares at an exercise price of HK\$0.256 per Share (the principal terms and conditions of such grant are set out in the Circular) under and pursuant to the Share Option Scheme and on such terms as stipulated in the offer letter issued by the Company pursuant to the Share Option Scheme be and is hereby approved, confirmed and ratified, **THAT** the Board be and is hereby authorized to exercise all rights and powers available to it as it may in its sole discretion consider necessary or expedient to give full effect to such grant and the issue of the Shares upon the exercise of the Share Options by Mr. Ong, and **THAT** any and all such acts to effect the aforesaid grant be and are hereby approved, confirmed and ratified.”

3. **Grant of 5,000,000 Share Options to Ms. Sylvia Sundari Poerwaka**

“**THAT** the grant of 5,000,000 share options to Ms. Sylvia Sundari Poerwaka (“**Ms. Poerwaka**”), entitling her to subscribe for 5,000,000 the Shares at an exercise price of HK\$0.256 per Share (the principal terms and conditions of such grant are set out in the Circular) under and pursuant to the Share Option Scheme and on such terms as stipulated in the offer letter issued by the Company pursuant to the Share Option Scheme be and is hereby approved, confirmed and ratified, **THAT** the Board be and is hereby authorized to exercise all rights and powers available to it as it may in its sole discretion consider necessary or expedient to give full effect to such grant and the issue of the Shares upon the exercise of the Share Options by Ms. Poerwaka, and **THAT** any and all such acts to effect the aforesaid grant be and are hereby approved, confirmed and ratified.”

* for identification purpose only

4. **Grant of 5,000,000 Share Options to Mr. Ho Hai Aik**

“**THAT** the grant of 5,000,000 share options to Mr. Ho Hai Aik (“**Mr. Ho**”), entitling him to subscribe for 5,000,000 the Shares at an exercise price of HK\$0.256 per Share (the principal terms and conditions of such grant are set out in the Circular) under and pursuant to the Share Option Scheme and on such terms as stipulated in the offer letter issued by the Company pursuant to the Share Option Scheme be and is hereby approved, confirmed and ratified, **THAT** the Board be and is hereby authorized to exercise all rights and powers available to it as it may in its sole discretion consider necessary or expedient to give full effect to such grant and the issue of the Shares upon the exercise of the Share Options by Mr. Ho, and **THAT** any and all such acts to effect the aforesaid grant be and are hereby approved, confirmed and ratified.”

5. **Grant of 5,000,000 Share Options to Ms. Ng Yen Yen**

“**THAT** the grant of 5,000,000 share options to Ms. Ng Yen Yen (“**Ms. Ng**”), entitling her to subscribe for 5,000,000 Shares at an exercise price of HK\$0.256 per Share (the principal terms and conditions of such grant are set out in the Circular) under and pursuant to the Share Option Scheme and on such terms as stipulated in the offer letter issued by the Company pursuant to the Share Option Scheme be and is hereby approved, confirmed and ratified, **THAT** the Board be and is hereby authorized to exercise all rights and powers available to it as it may in its sole discretion consider necessary or expedient to give full effect to such grant and the issue of the Shares upon the exercise of the Share Options by Ms. Ng, and **THAT** any and all such acts to effect the aforesaid grant be and are hereby approved, confirmed and ratified.”

SPECIAL RESOLUTION

6. **Adoption of the New Constitution**

“**THAT** the Existing Constitution be amended in the manner as set out in Appendix I to the Circular; and **THAT** the New Constitution of the Company incorporating all the proposed amendments as set out in Appendix I to the Circular, be and is hereby approved and adopted as the constitution of the Company in substitution for, and to the exclusion of, the existing constitution of the Company with immediate effect after the close of the Meeting; and **THAT** the Directors of the Company and each of them be and are hereby authorised to complete and do (or cause to be done) all such acts and things (including executing all such documents as may be required) as they and/or he may consider expedient or necessary or in the interests of the Company to give effect to the transactions contemplated and/or authorised by this Special Resolution.”

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

Singapore, 8 November 2023

*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 EGM 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 EGM 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 EGM if he/she/it so wishes. In the event of a Member who has lodged a form of proxy attending the EGM 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, Union Registrars Limited at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King’s Road, North Point, Hong Kong as soon as possible but in any event not later than 72 hours before the time appointed for holding the EGM or its adjournment (as the case may be).
4. For determining the entitlement of the Members to attend and vote at the EGM, the register of members of the Company (the “**Register of Members**”) will be closed from Tuesday 5 December 2023 to Friday 8 December 2023 (both days inclusive), during which period no transfer of Shares will be effected. To qualify for attending and voting at the EGM, 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, Union Registrars Limited at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King’s Road, North Point, Hong Kong for registration no later than 4:30 p.m. on Monday 4 December 2023.
5. 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 EGM in the manner prescribed under Rule 17.47(5) of the GEM Listing Rules.
6. In case of joint holders of a Share, any one of such joint holders may vote at the EGM, 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 EGM 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.
7. The translation into Chinese language of this Notice is for reference only. In case of any inconsistency, the English version shall prevail.

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 website of the Stock Exchange at www.hknews.hk 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.