

Unless the context requires otherwise, capitalised terms used in this announcement shall have the same meanings as those defined in the prospectus (the “**Prospectus**”) of Anacle Systems Limited (the “**Company**”) dated 30 November 2016.

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This announcement is for information purpose only and does not constitute an invitation or offer to acquire, purchase or subscribe for shares or other securities of the Company. Prospective investors should read the Prospectus for detailed information about the Placing described below before deciding whether or not to invest in the Placing Shares thereby being offered.



**Anacle Systems Limited**  
**安科系統有限公司\***

*(incorporated in the Republic of Singapore with limited liability)*

**LISTING ON THE GROWTH ENTERPRISE MARKET  
OF THE STOCK EXCHANGE OF HONG KONG LIMITED  
BY WAY OF PLACING**

**Number of Placing Shares** : 100,000,000 Shares (subject to the Offer Size Adjustment Option)  
**Maximum Placing Price** : HK\$0.91 per Placing Share, plus brokerage of 1%, Stock Exchange trading fee of 0.005% and SFC transaction levy of 0.0027%  
**Nominal value** : Nil  
**Stock code** : 8353

*Sole Sponsor and Sole Global Coordinator*



*Joint Bookrunners*



**CROSBY**

*Joint Lead Managers*



**CROSBY**



\* For identification purpose only

Application has been made to the Stock Exchange for the listing of, and permission to deal in, (i) the Shares in issue; (ii) Shares to be issued under the Placing as described in the Prospectus and the Underwriting Agreement; and (iii) any Shares which may be issued upon the exercise of the Offer Size Adjustment Option, the Pre-IPO Share Options and Post-IPO Share Options.

Pursuant to the Underwriting Agreement, the Company is offering 100,000,000 Placing Shares (subject to the Offer Size Adjustment Option) for subscription by way of Placing at the Placing Price, in aggregate representing approximately 25.05% of the enlarged issued share capital of the Company upon completion of the Placing (assuming the Offer Size Adjustment Option is not exercised and without taking into account the Shares to be issued upon exercise of the Pre-IPO Share Options and Post-IPO Share Options), on and subject to the terms and conditions as set out in the Underwriting Agreement and the Prospectus. It is expected that the Underwriters, on behalf of the Company, will conditionally place up to 100,000,000 Placing Shares at the Placing Price to selected professional, institutional and/or other investors.

In addition, the Company granted the Offer Size Adjustment Option to the Sole Global Coordinator (for itself and on behalf of the Underwriters) under the Underwriting Agreement pursuant to which the Sole Global Coordinator (for itself and on behalf of the Underwriters) may, at any time on or before 6:00 p.m., Wednesday, 14 December 2016, exercise the Offer Size Adjustment Option to require the Company to allot and issue up to 15,000,000 additional Shares at the Placing Price (representing 15% of the total number of Shares initially available for subscription under the Placing), solely to cover any over-allotment in the Placing.

For the avoidance of doubt, the sole purpose of the Offer Size Adjustment Option is to provide flexibility for the Sole Global Coordinator (for itself and on behalf of the Underwriters) to meet any excess demand in the Placing. The Offer Size Adjustment Option will not be associated with any price stabilisation activity of the Shares in the secondary market after the listing of the Shares on GEM and will not be subject to the Securities and Futures (Price Stabilising) Rules of the SFO (Chapter 571W of the Laws of Hong Kong). No purchase of the Shares in the secondary market will be effected to cover any excess demand in the Placing which will only be satisfied by the exercise of the Offer Size Adjustment Option in full or in part.

As required under the GEM Listing Rules and the Companies (Winding up and Miscellaneous Provisions) Ordinance, printed copies of the Prospectus are available, for information purpose only, at the office of KGI Capital Asia Limited at 41/F, Central Plaza, 18 Harbour Road Wanchai, Hong Kong during normal office hours from 9:00 a.m. to 5:00 p.m. (Hong Kong time) from Wednesday, 30 November 2016 to Wednesday, 14 December 2016 (both dates inclusive and for Business Days only).

Applications for the Placing Shares will only be considered on the basis of the terms and conditions as set out in the Prospectus and the Underwriting Agreement. The Placing is conditional upon the fulfillment of the conditions as set out in the section headed “Structure and Conditions of the Placing — Conditions of the Placing” in the Prospectus. If such conditions are not fulfilled (or, where applicable, waived by the Sole Global Coordinator (for itself and on behalf of the Underwriters) in accordance with the terms and conditions of the Underwriting Agreement on or before the dates and times as specified therein, the Placing will lapse and thereafter, all monies received will be refunded to subscribers of the Placing Shares without interest and the Stock Exchange will be notified immediately. Notice of the lapse of the Placing will be published by the Company on the Stock Exchange’s website at [www.hkexnews.hk](http://www.hkexnews.hk) and the Company’s website at [www.anacle.com](http://www.anacle.com) on the next Business Day immediately following the date of such lapse.

Subject to the granting of the listing of, and permission to deal in, the Shares on the GEM as mentioned in the Prospectus and the compliance with the stock admission requirements of HKSCC, the Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the Listing Date, or on any other date as determined by HKSCC with effect from the Listing Date, (which is currently expected to be Friday, 16 December 2016 or any other date as determined by the HKSCC). Settlement of transactions between participants of the Stock Exchange is required to take place in CCASS on the second Business Day after any trading day. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time. All necessary arrangements have been made for the Shares to be admitted into CCASS.

The Placing Price will not be more than HK\$0.91 per Placing Shares and is expected to be not less than HK\$0.71 per Placing Shares. The final Placing Price is expected to be determined by the Price Determination Agreement between the Company and the Sole Global Coordinator (for itself and on behalf of the Underwriters) on the Price Determination Date, which is currently expected to be on or before Friday, 9 December 2016, or such later date as the parties may agree.

If, for any reason, the Company and the Sole Global Coordinator (for itself and on behalf of the Underwriters) are unable to agree on the Placing Price by the Price Determination Date, the Placing will not become unconditional and will lapse. In such event, the Company will issue an announcement on the Stock Exchange’s website at [www.hkexnews.hk](http://www.hkexnews.hk) and the Company’s website at [www.anacle.com](http://www.anacle.com) as soon as possible.

Prospective investors of the Placing should note that the Sole Global Coordinator (for itself and on behalf of the Underwriters) is entitled to terminate their obligations under the Underwriting Agreement by giving notice in writing to the Company upon occurrence of any of the events set forth in the section headed “Underwriting — Grounds for termination” in the Prospectus, at any time prior to 8:00 a.m. (Hong Kong time) on the Listing Date (which is currently expected to be Friday, 16 December 2016).

Share certificates for the Placing Shares will only become valid documents of title when the Placing has become unconditional in all respects and the Underwriting Agreement has not been terminated in accordance with its terms prior to 8:00 a.m. (Hong Kong time) on the Listing Date (which is currently expected to be Friday, 16 December 2016).

**No temporary documents of title will be issued by the Company. No receipt will be issued for the subscription monies received for the Placing Shares.**

The announcement of the final Placing Price, the indication of level of interest in the Placing and the basis of allocation of the Placing Shares will be published on the Stock Exchange's website at [www.hkexnews.hk](http://www.hkexnews.hk) and the Company's website at [www.anacle.com](http://www.anacle.com) on or before Thursday, 15 December 2016.

Dealings in the Shares on GEM are expected to commence at 9:00 a.m. (Hong Kong time) on Friday, 16 December 2016. Shares will be traded in board lots of 3,000 Shares each. The GEM stock code for the Shares is 8353.

On behalf of the Board  
**Anacle Systems Limited**  
**Lau E Choon Alex**  
*Executive Director and Chief Executive Officer*

Hong Kong, 30 November 2016

*As at the date of this announcement, the executive Directors are Mr. Lau E Choon Alex and Mr. Ong Swee Heng; the non-executive Directors are Mr. Lee Suan Hiang, Prof. Wong Poh Kam and Mr. Robert Chew; and the independent Non-executive Directors are Mr. Alwi Bin Abdul Hafiz, Mr. Elango Subramanian and Mr. Li Man Wai.*

*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 in this announcement misleading.*

*This announcement and a copy of the Prospectus will remain on the Stock Exchange's website at [www.hkexnews.hk](http://www.hkexnews.hk) and in the case of this announcement, on the "Latest Company Announcements" page for at least 7 days from the date of its posting. This announcement and a copy of the Prospectus will also be published on the Company's website at [www.anacle.com](http://www.anacle.com).*