



2021

Third Quarterly Report

For the nine months ended
28 February 2021

CHARACTERISTICS OF GEM OF THE STOCK EXCHANGE OF HONG KONG LIMITED (THE “STOCK EXCHANGE”)

GEM has been positioned as a market designed to accommodate small and mid-sized companies to which a higher investment risk may be attached than other companies listed on the Stock Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration.

Given that the companies listed on GEM are generally small and mid-sized companies, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board and no assurance is given that there will be a liquid market in the securities traded on GEM.

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This report, for which the directors (the “Directors”) of Anacle Systems Limited (the “Company”) collectively and individually accept full responsibilities, includes particulars given in compliance with the Rules Governing the Listing of Securities on GEM of the Stock Exchange (the “GEM Listing Rules”) for the purpose of giving information with regard to the Company and its subsidiaries (together the “Group”). The Directors, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief, the information contained in this report 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 report misleading.

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DEFINITIONS

“Audit Committee”	the audit committee under the Board
“Board”	the board of Directors
“CG Code”	the Corporate Governance Code set out in Appendix 15 to the GEM Listing Rules
“commercialisation”	a product is considered commercially launched once our product generates its first dollar of revenue
“Companies Ordinance”	the Companies Ordinance (Chapter 622 of the laws of Hong Kong), as amended, supplemented and otherwise modified from time to time
“Company”	Anacle Systems Limited 安科系統有限公司, a company incorporated in Singapore with limited liability, the issued Shares of which are listed on the GEM (Stock code: 8353)
“Director(s)”	the director(s) of the Company
“GEM”	GEM operated by the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM, as amended, supplemented or otherwise modified from time to time
“Group”	the Company and its subsidiaries or, where the context so requires, all of its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Listing”	the listing of the Shares on GEM
“Listing Date”	16 December 2016 on which date dealings in the Shares commenced on GEM
“Ordinary Share(s)”	the ordinary share(s) of nil par value in the share capital of the Company
“Placing”	the placing of the Shares on 16 December 2016
“PRC”	the People’s Republic of China excluding, for the purpose of this report, Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan
“Prospectus”	the prospectus issued by the Company on 30 November 2016 in connection with the Placing
“Reporting Period”	the nine months ended 28 February 2021

DEFINITIONS

“Required Standard of Dealings”	the required standard of dealings in securities pursuant to Rules 5.48 to 5.67 of the GEM Listing Rules
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the laws of Hong Kong), as amended, supplemented or otherwise modified from time to time
“Share(s)”	the Ordinary Share(s) in the share capital of the Company
“Shareholder(s)”	the holder(s) of the Shares
“Singapore”	the Republic of Singapore
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“S\$” or “Singapore dollars”	the lawful currency of Singapore
“TESSERACT”	an advanced Internet of Things, smart metering and controlling platform for Starlight which handles big data in the software

In this report, the terms “associate”, “close associate”, “connected person”, “core connected person”, “controlling shareholder”, “subsidiary” and “substantial shareholder” shall have the respective meanings ascribed thereto under the GEM Listing Rules, unless the context otherwise requires.

CORPORATE INFORMATION

BOARD OF DIRECTORS

Executive Directors

Mr. Lau E Choon Alex (Chief Executive Officer)
Mr. Ong Swee Heng (Chief Operating Officer)

Non-Executive Directors

Mr. Lee Suan Hiang (Chairman)
Prof. Wong Poh Kam
Dr. Chong Yoke Sin

Independent Non-Executive Directors

Mr. Alwi Bin Abdul Hafiz
Mr. Elango Subramanian
Mr. Li Man Wai

BOARD COMMITTEES

Audit Committee

Mr. Li Man Wai (Chairman)
Mr. Elango Subramanian
Dr. Chong Yoke Sin

Remuneration Committee

Mr. Alwi Bin Abdul Hafiz (Chairman)
Prof. Wong Poh Kam
Mr. Li Man Wai

Nomination Committee

Mr. Lee Suan Hiang (Chairman)
Mr. Alwi Bin Abdul Hafiz
Mr. Elango Subramanian

COMPLIANCE OFFICER

Mr. Ong Swee Heng

JOINT COMPANY SECRETARIES

Ms. Yue Sau Lan, ACS, ACIS
Ms. Sylvia Sundari Poerwaka

AUTHORISED REPRESENTATIVES

Mr. Lau E Choon Alex
Mr. Ong Swee Heng

INDEPENDENT AUDITOR

BDO Limited

HONG KONG SHARE REGISTRAR

Boardroom Share Registrars (HK) Limited
Room 2103B
21/F., 148 Electric Road
North Point
Hong Kong

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 REGISTERED UNDER PART 16 OF THE COMPANIES ORDINANCE

31/F., 148 Electric Road
North Point
Hong Kong

PRINCIPAL BANKER

DBS Bank Ltd
12 Marina Bay Boulevard, Level 3
Marina Bay Financial Centre Tower 3
Singapore 018982

COMPANY WEBSITE

www.anacle.com

GEM STOCK CODE

8353

FINANCIAL HIGHLIGHTS

	Nine months ended	
	28 February 2021 (unaudited) S\$	29 February 2020 (unaudited) S\$
Revenue	14,266,120	12,814,688
Gross profit	5,556,929	4,675,067
Profit/(loss) before tax	1,876,666	(408,740)

11.3%

REVENUE INCREASE

The Singapore government's continued heightened investment in smart technology contributed the increase of 37.2% or S\$3,177,260 in Simplicity's revenue. myBill's number of subscriptions were stabilising around 100,000 subscriptions each month. One-off renewal rebate for myBill contributed to a temporary dip of 13.7% or S\$192,364 in myBill's revenue. Starlight continued to face depressed demand due to COVID-19 pandemic. As a result, revenue from Starlight dipped by 59.7% or S\$1,614,311. Subscriptions for SpaceMonster continued to increase as more venues were coming on-board. SpaceMonster had 50.1% or S\$80,847 increase in revenue.

18.9%

GROSS PROFIT INCREASE

Manpower related costs for Simplicity have increased to support the increase in revenue. General salary inflation for IT sector has driven up both staff remuneration and outsourcing costs. Simplicity contributed to the increase in cost, most of which were manpower related. Despite the sharp decrease in revenue, Starlight had a higher quality revenue during the Reporting Period which resulted in a better gross profit as compared to prior periods. Our prior period investment in myBill's enhancement resulted in an increase in myBill's gross profit. SpaceMonster continued to have a healthy gross profit as well as a result of the increasing revenue and a stable cost base.

S\$ 2,285,406

PROFIT BEFORE TAX INCREASE

The turnaround to a profit before tax of S\$1,876,666 from a loss before tax of S\$408,740 was largely due to an increase in revenue, the reduction in the Group's operating expenses as a result of the deemed disposal of the PRC joint venture in 2019, the one-off Job Support Scheme ("JSS") grant from the Singapore government during COVID-19 pandemic crisis, and the overall reduction in the Group's operating expenses.

DIVIDEND

The Board has not declared the payment of a dividend for the nine months ended 28 February 2021 (29 February 2020: S\$Nil).

CONDENSED CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

	Notes	Three months ended		Nine months ended	
		28 February 2021 (unaudited) S\$	29 February 2020 (unaudited) S\$	28 February 2021 (unaudited) S\$	28 February 2020 (unaudited) S\$
Revenue	3	4,025,953	4,734,247	14,266,120	12,814,688
Cost of sales		(2,550,166)	(3,234,111)	(8,709,191)	(8,139,621)
Gross profit		1,475,787	1,500,136	5,556,929	4,675,067
Other revenue	4	152,650	6,178	780,626	25,594
Other gains and (losses)	5	(2,794)	11,706	(11,582)	11,240
Marketing and other operating expenses		(387,903)	(372,958)	(971,875)	(1,243,876)
Administrative expenses		(1,033,686)	(873,597)	(2,693,892)	(3,192,618)
Research and development costs		(266,598)	(179,562)	(746,016)	(639,783)
Finance costs	6	(23,165)	-	(37,524)	(1,629)
Impairment loss on investment in an associate		-	-	-	(42,735)
Profit/(loss) before income tax	7	(85,709)	91,903	1,876,666	(408,740)
Income tax expense	8	-	(27,969)	-	(19,118)
Profit/(loss) for the period		(85,709)	63,934	1,876,666	(427,858)
Other comprehensive income Item that may be reclassified subsequently to profit or loss:					
Exchange difference arising from translation of foreign operations		1,062	7,231	(1,500)	(13,476)
Total comprehensive income for the period		(84,647)	71,165	1,875,166	(441,334)
Profit/(loss) for the period attributable to:					
Owners of the Company		(85,584)	63,934	1,877,169	(115,572)
Non-controlling interests		(125)	-	(503)	(312,286)
		(85,709)	63,934	1,876,666	(427,858)
Total comprehensive income for the period attributable to:					
Owners of the Company		(84,522)	71,165	1,875,669	(122,416)
Non-controlling interests		(125)	-	(503)	(318,918)
		(84,647)	71,165	1,875,166	(441,334)
Earnings/(loss) per share attributable to owners of the Company					
- Basic	10	(0.02)	0.02	0.47	(0.03)
- Diluted	10	(0.02)	0.02	0.46	(0.03)

CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

	Attributable to owners of the Company							Total S\$
	Ordinary share capital S\$	Share premium S\$	Share-based compensation reserve S\$	Exchange fluctuation reserve S\$	Accumulated losses S\$	Non- controlling interests S\$		
At 31 May 2020 (audited)	20,756,598	(1,376,024)	688,754	51,157	(8,244,355)	(48,848)	11,827,282	
Profit for the period	-	-	-	-	1,877,169	(503)	1,876,666	
Other comprehensive income	-	-	-	(1,500)	-	-	(1,500)	
Total comprehensive income	-	-	-	(1,500)	1,877,169	(503)	1,875,166	
Cancellation of shares	(111,421)	-	-	-	-	-	(111,421)	
As at 28 February 2021 (unaudited)	20,645,177	(1,376,024)	688,754	49,657	(6,367,186)	(49,351)	13,591,027	
At 31 May 2019 (audited)	20,756,598	(1,376,024)	1,385,381	71,375	(9,241,274)	328,613	11,924,669	
Loss for the period	-	-	-	-	(115,572)	(312,286)	(427,858)	
Other comprehensive income	-	-	-	(6,844)	-	(6,632)	(13,476)	
Total comprehensive income	-	-	-	(6,844)	(115,572)	(318,918)	(441,334)	
Recognition of share-based payment expenses	-	-	25,220	-	-	-	25,220	
Disposal of partial interests in subsidiary	-	-	-	-	-	(68,443)	(68,443)	
As at 29 February 2020 (unaudited)	20,756,598	(1,376,024)	1,410,601	64,531	(9,356,846)	(58,748)	11,440,112	

1. GENERAL INFORMATION

The Company was incorporated as a limited private company in Singapore on 21 February 2006. On 25 November 2016, the Company was converted into a “public company limited by shares” under the Singapore Companies Act and the Company was renamed from Anacle Systems Pte. Ltd. to Anacle Systems Limited with immediate effect. The address of the Company’s registered office and principal place of business is 3 Fusionopolis Way, #14-21 Symbiosis, Singapore 138633.

The principal activities of the Group are software development, provision of enterprise application software solutions and energy management solutions, and provision of support and maintenance services.

The unaudited condensed consolidated statement of comprehensive income and the unaudited condensed consolidated statement of changes in equity of the Group for the nine months ended 28 February 2021 (the “**2021 Third Quarterly Financial Statements**”) were approved for issue by the Board on 7 April 2021.

NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

2. BASIS OF PREPARATION AND ACCOUNTING POLICIES

The 2021 Third Quarterly Financial Statements have been prepared in accordance with International Accounting Standard 34 “Interim Financial Reporting” issued by the International Accounting Standards Board (“IASB”) and the applicable disclosure requirements of the GEM Listing Rules. The 2021 Third Quarterly Financial Statements have been prepared under the historical cost basis.

The 2021 Third Quarterly Financial Statements are presented in Singapore Dollar (“S\$”), which is the same as the functional currency of the Company.

The 2021 Third Quarterly Financial Statements do not include all the information and disclosures required in the annual financial Third Quarterly and therefore should be read in conjunction with the annual financial statements for the year ended 31 May 2020 (the “**2020 Financial Statements**”).

The 2021 Third Quarterly Financial Statements have been prepared in accordance with all applicable International Financial Reporting Standards, International Accounting Standards and Interpretations (hereinafter collectively referred to as the “IFRSs”) and the disclosure requirements of the Companies Ordinance. The accounting policies and methods of computation used in the preparation of the 2021 Third Quarterly Financial Statements are consistent with those used in the preparation of the 2020 Financial Statements.

(a) Business combination and basis of consolidation

The consolidated financial statements comprise the financial statements of the Company and its subsidiaries (the “**Group**”). Inter-company transactions and balances between group companies together with unrealised profits are eliminated in full in preparing the consolidated financial statements. Unrealised losses are also eliminated unless the transaction provides evidence of impairment on the asset transferred, in which case the loss is recognised in profit or loss.

The results of subsidiaries acquired or disposed of during the period are included in the consolidated statement of comprehensive income from the dates of acquisition or up to the dates of disposal, as appropriate. Where necessary, adjustments are made to the financial statements of subsidiaries to bring their accounting policies into line with those used by other members of the Group.

Changes in the Group’s interests in subsidiaries that do not result in a loss of control are accounted for as equity transactions. The carrying amounts of the Group’s interest and the non-controlling interest are adjusted to reflect the changes in their relative interests in the subsidiaries. Any difference between the amount by which the non-controlling interest is adjusted and the fair value of the consideration paid or received is recognised directly in equity and attributed to owners of the Company.

When the Group loses control of a subsidiary, the profit or loss on disposal is calculated as the difference between (i) the aggregate of the fair value of the consideration received and the fair value of any retained interest and (ii) the previous carrying amount of the assets (including goodwill), and liabilities of the subsidiary and any non-controlling interest. Amounts previously recognised in other comprehensive income in relation to the subsidiary are accounted for in the same manner as would be required if the relevant assets or liabilities were disposed of.

NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

2. BASIS OF PREPARATION AND ACCOUNTING POLICIES

(b) Subsidiaries

A subsidiary is an investee over which the Company is able to exercise control. The Company controls an investee if all three of the following elements are present: power over the investee; exposure, or rights to, variable returns from the investee; and the ability to use its power to affect those variable returns. Control is reassessed whenever facts and circumstances indicate that there may be a change in any of these elements of control.

In the Company's statement of financial position, investments in subsidiaries are stated at cost less impairment loss, if any. The results of subsidiaries are accounted for by the Company on the basis of dividend received and receivable.

(c) Leases (accounting policies applied from 1 June 2019)

At inception of a contract, the Group assesses whether a contract is, or contains, a lease. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. To assess whether a contract conveys the right to control the use of an identified asset, the Group uses the definition of a lease in IFRS 16. This policy is applied to contracts entered into, on or after 1 June 2019.

(i) As a lessee

At commencement or on modification of a contract that contains a lease component, the Group allocates the consideration in the contract to each lease component on the basis of its relative stand-alone prices. However, for the leases of property the Group has elected not to separate non-lease components and account for the lease and non-lease components as a single lease component.

The Group recognises a right-of-use asset and a lease liability at the lease commencement date. The right-of-use asset is initially measured at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or before the commencement date, plus any initial direct costs incurred and an estimate of costs to dismantle and remove the underlying asset or to restore the underlying asset or the site on which it is located, less any lease incentives received.

The right-of-use asset is subsequently depreciated using the straight-line method from the commencement date to the end of the lease term, unless the lease transfers ownership of the underlying asset to the Group by the end of the lease term or the cost of the right-of-use asset reflects that the Group will exercise a purchase option. In that case the right-of-use asset will be depreciated over the useful life of the underlying asset, which is determined on the same basis as those of property and equipment. In addition, the right-of-use asset is periodically reduced by impairment losses, if any, and adjusted for certain remeasurements of the lease liability.

The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted using the interest rate implicit in the lease or, if that rate cannot be readily determined, the Group's incremental borrowing rate. Generally, the Group uses its incremental borrowing rate as the discount rate.

The Group determines its incremental borrowing rate by obtaining interest rates from various external financing sources and makes certain adjustments to reflect the terms of the lease and type of the asset leased.

NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

2. BASIS OF PREPARATION AND ACCOUNTING POLICIES (CONTINUED)

(c) Leases (accounting policies applied from 1 June 2019) (Continued)

(i) As a lessee (Continued)

Lease payments included in the measurement of the lease liability comprise the following:

- fixed payments, including in-substance fixed payments;
- variable lease payments that depend on an index or a rate, initially measured using the index or rate as at the commencement date;
- amounts expected to be payable under a residual value guarantee; and
- the exercise price under a purchase option that the Group is reasonably certain to exercise, lease payments in an optional renewal period if the Group is reasonably certain to exercise an extension option, and penalties for early termination of a lease unless the Group is reasonably certain not to terminate early.

The lease liability is measured at amortised cost using the effective interest method. It is remeasured when there is a change in future lease payments arising from a change in an index or rate, if there is a change in the Group's estimate of the amount expected to be payable under a residual value guarantee, if the Group changes its assessment of whether it will exercise a purchase, extension or termination option or if there is a revised in-substance fixed lease payment.

When the lease liability is remeasured in this way, a corresponding adjustment is made to the carrying amount of the right-of-use asset, or is recorded in profit or loss if the carrying amount of the right-of-use asset has been reduced to zero.

The Group presents right-of-use assets that do not meet the definition of investment property in "property, plant and equipment" and lease liabilities in "loans and borrowings" in the statement of financial position.

Short-term leases and leases of low-value assets

The Group has elected not to recognise right-of-use assets and lease liabilities for leases of low-value assets and short-term leases, including IT equipment. The Group recognises the lease payments associated with these leases as an expense on a straight-line basis over the lease term.

(ii) As a lessor

At inception or on modification of a contract that contains a lease component, the Group allocates the consideration in the contract to each lease component on the basis of their relative stand-alone prices. When the Group acts as a lessor, it determines at lease inception whether each lease is a finance lease or an operating lease.

To classify each lease, the Group makes an overall assessment of whether the lease transfers substantially all of the risks and rewards incidental to ownership of the underlying asset. If this is the case, then the lease is a finance lease; if not, then it is an operating lease. As part of this assessment, the Group considers certain indicators such as whether the lease is for the major part of the economic life of the asset.

NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

2. BASIS OF PREPARATION AND ACCOUNTING POLICIES (CONTINUED)

(c) Leases (accounting policies applied from 1 June 2019) (Continued)

(ii) As a lessor

When the Group is an intermediate lessor, it accounts for its interests in the head lease and the sub-lease separately. It assesses the lease classification of a sub-lease with reference to the right-of-use asset arising from the head lease, not with reference to the underlying asset. If a head lease is a short-term lease to which the Group applies the exemption

If an arrangement contains lease and non-lease components, then the Group applies IFRS 15 to allocate the consideration in the contract.

The Group applies the derecognition and impairment requirements in IFRS 9 to the net investment in the lease (see note 4(g)). The Group further regularly reviews estimated unguaranteed residual values used in calculating the gross investment in the lease.

The Group recognises lease payments received under operating leases as income on a straight-line basis over the lease term as part of "other revenue".

Generally, the accounting policies applicable to the Group as a lessor in the comparative period were not different from IFRS 16 except for the classification of the sub-lease entered into during current reporting period that resulted in a finance

(d) Revenue recognition (accounting policies applied from 1 June 2018)

Revenue from contracts with customers is recognised when control of goods or services is transferred to the customers at an amount that reflects the consideration to which the Group expects to be entitled in exchange for those goods or services, excluding those amounts collected on behalf of third parties. Revenue excludes value added tax or other sales taxes and is after deduction of any trade discounts. For contracts where the period between the payment and the transfer of the promised goods or services is one year or less, the transaction price is not adjusted for the effects of a significant financing component using the practical expedient in IFRS15.

Contract revenue from projects of provision of enterprise application software solutions and energy management solutions

The Group generate revenue from projects of provision of enterprise application software solutions and energy management solutions. The transaction price for the services are charged at a fixed contracted price. Invoices are issued according to contractual terms.

Revenue for projects are recognised by reference to the stage of completion when this can be measured reliably. The stage of completion is determined by reference to the work done at the end of reporting period as a percentage of total estimated work. Foreseeable losses from contracts are fully provided for when they are identified. The revenue is recognised over time as the Group's activities create or enhance an asset under the customer's control. Therefore, revenue for projects under IFRS15 was recognised on a similar basis in the comparative period under IAS 18.

Contract balances relating to system integration contracts in progress were presented in the statement of financial position under "contract assets" or "contract liabilities" respectively.

NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

2. BASIS OF PREPARATION AND ACCOUNTING POLICIES (CONTINUED)

(d) Revenue recognition (accounting policies applied from 1 June 2018) (Continued)

Revenue from rendering of services including maintenance

Revenues are recognised over time as the benefits received and consumed simultaneously by the customer. The services are charged at a fixed rate with no significant variable consideration. The Group recognised revenue in the amount to which the entity has the right to invoice, which is representative to the value being delivered. Invoices for maintenance services are issued on a monthly basis and are usually payable within 30 days. No significant financial component existed. No significant financial component existed. IFRS 15 did not result in significant impact on the Group's accounting policies.

Revenue from sales of hardware

Sales of hardware are recognised when the customer takes possession of and accepts the products. This is usually taken as the time when the goods are delivered and the customer has accepted the goods, and there is no unfulfilled obligation that could affect the customer's acceptance of the products. There is generally only one performance obligation. Invoices are issued when the customer takes possession of and accepts the products and are usually payable within 30 days from the date of billing. No significant financial component existed. The transaction price is determined based on a stand-alone selling price specified in the contracts for sales of hardware.

Subscription income

Revenues are recognised over time as the benefits received and consumed simultaneously by the customer. The services are charged at a fixed rate with no significant variable consideration. The Group recognised revenue in the amount to which the entity has the right to invoice, which is representative to the value being delivered.

Rental income

Rental income from leasing of hardware is recognised on a straight-line basis over the term of the relevant lease.

Interest income

Interest income is recognised as it accrues under the effective interest method using the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to the gross carrying amount of the financial asset. For financial assets measured at amortised cost that are not credit-impaired, the effective interest rate is applied to the gross carrying amount of the asset.

(e) Government grants

Government grants are recognised when there is reasonable assurance that they will be received and that the Group will comply with the conditions attaching to them. Grants that compensate the Group for expenses incurred are recognised as revenue in profit or loss on a systematic basis in the same periods in which the expenses are incurred. Grants that compensate the Group for the cost of an asset are recognised as deferred capital grants and consequently are effectively recognised in profit or loss over the useful life of the asset.

NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

2. BASIS OF PREPARATION AND ACCOUNTING POLICIES (CONTINUED)

(f) Employee benefits

(i) Short term employee benefits

Short term employee benefits are employee benefits (other than termination benefits) that are expected to be settled wholly before twelve months after the end of the annual reporting period in which the employees render the related service. Short term employee benefits are recognised in the year when the employees render the related service.

(ii) Defined contribution retirement plan

Contributions to defined contribution retirement plans are recognised as an expense in profit or loss when the services are rendered by the employees.

The Group participates in the national pension schemes as defined by the laws of the countries in which it has operations. In particular, the Company makes contributions to the Central Provident Fund scheme in Singapore (the "CPF Scheme"), a state-managed retirement benefit scheme operated by the government of Singapore. The Company is required to contribute a specified percentage of payroll costs to the CPF Scheme to fund the benefits. The only obligation of the Company with respect to the CPF Scheme is to make the specified contributions.

(g) Share-based payments

Where share options are awarded to employees and others providing similar services, the fair value of the options at the date of grant is recognised in profit or loss over the vesting period with a corresponding increase in the employee share option reserve within equity. Non-market vesting conditions are taken into account by adjusting the number of equity instruments expected to vest at the end of each reporting period so that, ultimately, the cumulative amount recognised over the vesting period is based on the number of options that eventually vest. Market vesting conditions are factored into the fair value of the options granted. As long as all other vesting conditions are satisfied, a charge is made irrespective of whether the market vesting conditions are satisfied. The cumulative expense is not adjusted for failure to achieve a market vesting condition.

Where the terms and conditions of options are modified before they vest, the increase in the fair value of the options, measured immediately before and after the modification, is also recognised in profit or loss over the remaining vesting period.

Where equity instruments are granted to persons other than employees and others providing similar services, the fair value of goods or services received is recognised in profit or loss unless the goods or services qualify for recognition as assets. A corresponding increase in equity is recognised. For cash-settled share based payments, a liability is recognised at the fair value of the goods or services received.

NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

3. SEGMENT REPORTING

The Group determines its operating segments based on the reports reviewed by the chief operating decision-maker that are used to make strategy decision.

The Group has three reportable segments. The segments are managed separately as each business offers different products and services and requires different business strategies. The following summary describes the operations in each of the Group's reportable segments:

- **Simplicity and myBill** – a package of enterprise application software solutions that provides specific solutions for municipal services management, commercial real estate management, corporate real estate management, as well as industrial asset management;
- **Starlight** – a one-stop cloud-based energy management solutions that provide real-time access to the energy profiles of buildings, including information such as energy consumption, power quality, demand analytics and carbon footprint profiles; and
- **SpaceMonster** – an online venue booking platform.

Inter-segment transactions, if any, are priced by reference to prices charged to external parties for similar order. Central revenue and expenses are not allocated to the operating segments as they are not included in the measure of the segments' profit that is used by the chief operating decision-maker for assessment of segment performance.

(a) Business segments

	Simplicity & myBill		Starlight		SpaceMonster		Total	
	Nine months ended							
	28 February 2021 (unaudited) S\$	29 February 2020 (unaudited) S\$						
Revenue from external customers	12,936,080	9,951,184	1,087,897	2,702,208	242,143	161,296	14,266,120	12,814,688
Gross profit	4,793,330	3,982,854	526,693	547,309	236,906	144,904	5,556,929	4,675,067
Depreciation and amortisation	687,921	668,808	11,799	131,317	-	9,646	699,720	809,771
Write-down of inventories	-	-	1,139	-	-	-	1,139	-
Reportable segment profit/(loss)	4,075,815	3,201,514	(330,150)	(429,492)	236,906	144,904	3,982,571	2,916,926

NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

3. SEGMENT REPORTING (Continued)

(b) Reconciliation of reportable segment revenue and profit/(loss)

	Three months ended		Nine months ended	
	28 February 2021 (unaudited) S\$	29 February 2020 (unaudited) S\$	28 February 2021 (unaudited) S\$	29 February 2020 (unaudited) S\$
Profit/(loss) before income tax				
Reportable segment profit	899,891	1,016,734	3,982,571	2,916,926
Other revenue	89,536	682	717,157	16,433
Other gains and (losses)	(2,078)	11,706	(10,570)	11,240
Finance costs	(23,165)	-	(37,524)	(1,629)
Unallocated expenses:				
- Staff costs	(639,698)	(515,548)	(1,559,344)	(1,918,987)
- Share-based payments	-	(8,337)	-	(25,220)
- Rental expenses	27,744	(196,232)	19,016	(610,317)
- Legal and professional fee	(87,778)	(87,073)	(176,012)	(330,188)
- Depreciation	(34,966)	-	(71,613)	-
- Depreciation of rights-of-use assets	(233,719)	-	(480,187)	-
- Reinstatement cost	(4,065)	-	(47,065)	-
- Others	(77,411)	(130,031)	(459,763)	(467,000)
Consolidated profit/(loss) before income tax	(85,709)	91,901	1,876,666	(408,742)

(c) Disaggregation of revenue

In the following table, revenue is disaggregated by timing of recognition and primary geographical market:

	Simplicity and myBill		Starlight		SpaceMonster		Total	
	Nine months ended							
	28 February 2021 (unaudited) S\$	29 February 2020 (unaudited) S\$						
Timing of revenue recognition								
Transferred over time								
- Project revenue	8,829,562	6,243,470	746,269	2,394,680	-	-	9,575,831	8,638,150
- Maintenance services	2,605,498	2,411,260	227,318	153,858	523	5,216	2,833,339	2,570,334
- Subscription	1,315,740	1,287,834	-	-	241,620	156,080	1,557,360	1,443,914
Recognised at a point of time								
- Sale of equipment	185,280	8,620	70,255	109,945	-	-	255,535	118,565
Other sources								
- Lease of equipment	-	-	44,055	43,725	-	-	44,055	43,725
	12,936,080	9,951,184	1,087,897	2,702,208	242,143	161,296	14,266,120	12,814,688
Primary geographical market								
Singapore	12,241,801	9,557,414	949,646	2,602,321	242,143	161,296	13,433,590	12,321,031
Malaysia	10,317	44,728	130,435	69,548	-	-	140,752	114,276
PRC	110,082	195,021	-	-	-	-	110,082	195,021
Others	573,880	154,021	7,816	30,339	-	-	581,696	184,360
	12,936,080	9,951,184	1,087,897	2,702,208	242,143	161,296	14,266,120	12,814,688

NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

3. SEGMENT REPORTING (Continued)

(d) Information about major customers

Revenue from the Group's major customers, each of them accounted for 10% or more of the Group's revenue, are set out below:

	Nine months ended	
	28 February 2021 (unaudited) S\$	29 February 2020 (unaudited) S\$
Customer A	5,253,262	1,826,694
Customer B	2,082,137	1,354,590
Customer C	-	1,328,658

4. OTHER REVENUE

	Three months ended		Nine months ended	
	28 February 2021 (Unaudited) S\$	29 February 2020 (Unaudited) S\$	28 February 2021 (Unaudited) S\$	29 February 2020 (Unaudited) S\$
Government grants	88,301	5,496	713,424	23,643
Interest income	89	682	2,286	1,951
Others	64,260	-	64,916	-
	152,650	6,178	780,626	25,594

5. OTHER GAINS AND (LOSSES)

	Three months ended		Nine months ended	
	28 February 2021 (Unaudited) S\$	29 February 2020 (Unaudited) S\$	28 February 2021 (Unaudited) S\$	29 February 2020 (Unaudited) S\$
Net exchange gains/(losses)	(2,078)	11,706	(10,570)	(684)
Write-down of inventories	(716)	-	(1,139)	-
Reversal of/(provision for) expected credit loss	-	-	127	11,924
	(2,794)	11,706	(11,582)	11,240

NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

6. FINANCE COSTS

	Three months ended		Nine months ended	
	28 February 2021 (Unaudited) S\$	29 February 2020 (Unaudited) S\$	28 February 2021 (Unaudited) S\$	29 February 2020 (Unaudited) S\$
Interest on lease liabilities	23,165	-	37,524	-
Interest on bank borrowings	-	-	-	1,629
	23,165	-	37,524	1,629

7. PROFIT/(LOSS) BEFORE INCOME TAX

Profit/(loss) before income tax is arrived at after charging/(crediting):

	Three months ended		Nine months ended	
	28 February 2021 (Unaudited) S\$	29 February 2020 (Unaudited) S\$	28 February 2021 (Unaudited) S\$	29 February 2020 (Unaudited) S\$
Staff costs (including directors' emoluments)				
Salaries and allowances	2,216,041	2,099,373	6,668,940	6,753,993
Contributions on defined contribution retirement plans	198,835	174,868	585,925	624,965
Share-based payments	-	8,337	-	25,220
	2,414,876	2,282,578	7,254,865	7,404,178
Depreciation of property, plant and equipment	45,912	34,141	102,522	107,234
Depreciation of right-of-use assets	233,719	-	480,187	-
Amortisation of intangible assets	222,935	253,036	668,811	759,170
Finance costs	23,165	-	37,524	1,629
Reinstatement cost	4,065	-	47,065	-
Auditor's remuneration	-	-	5,294	18,410

NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

8. INCOME TAX EXPENSE

	Three months ended		Nine months ended	
	28 February 2021 (Unaudited) S\$	29 February 2020 (Unaudited) S\$	28 February 2021 (Unaudited) S\$	29 February 2020 (Unaudited) S\$
Current tax	-	(27,969)	-	(19,118)
Deferred tax	-	-	-	-
	-	(27,969)	-	(19,118)

Pursuant to the corporate tax rules and regulations of Singapore, Malaysia and India, the corporate taxes of the Company, and the two wholly-owned subsidiaries namely, Anacle Systems Sdn Bhd and Anacle Systems (India) Private Limited, are calculated at 17%, 24% and 30.9% respectively for the nine months ended 28 February 2021 and 29 February 2020.

9. DIVIDEND

The Board has not declared the payment of a dividend for the nine months ended 28 February 2021 (29 February 2020: S\$Nil).

10. EARNINGS/(LOSS) PER SHARE

For the nine months ended 28 February 2021, the basic earnings per share of the Company was S\$0.47 cents. The calculation is based on the profit attributable to the owners of the Company of S\$1,877,169 and 397,880,496 Ordinary Shares in issue. Diluted earnings per share of the Company was S\$0.46 cents which was based on the profit attributable to the owners of the Company of S\$1,877,169 and 405,762,422 weighted average number of Ordinary Shares in issue.

For the nine months ended 29 February 2020, the basic and diluted loss per share of the Company was S\$0.03 cents. The calculation is based on the loss attributable to the owners of the Company of S\$122,416 and 399,158,496 Ordinary Shares in issue. Basic and diluted loss per share are the same because the share options had no anti-dilutive effect on the basic loss per share.

11. SHARE CAPITAL

	Number of Ordinary Shares in issue	S\$
As at 31 May 2020 (audited)	399,158,496	20,756,598
Cancellation of shares	(1,278,000)	(111,421)
As at 28 February 2021 (unaudited)	397,880,496	20,645,177

During the Reporting Period, the Group purchased a total of 1,278,000 Shares on the Stock Exchange for a consideration of S\$111,421. As at 28 February 2021, 1,278,000 shares repurchased during the Reporting Period have been cancelled.

MANAGEMENT DISCUSSION AND ANALYSIS

Business Review

Established in 2006, the Group is a fast-growing IT company based in Singapore. We specialise in offering, via the on-premise model and SaaS delivery model, (i) enterprise application software which is designed to assist commercial property and building owners in managing their real estate assets and facilities, and (ii) energy management system which is designed to assist commercial property and building owners in monitoring and managing their energy consumption. Besides researching, designing, developing and implementing software and hardware solutions, we also provide upgrades, maintenance and after-sales support to our customers. Our products reach end-users across various countries and regions including Singapore, Malaysia, China and other Asian countries, and various industries including commercial real estate, education, healthcare, government, utilities and oil and gas. Our mission is to design and deliver practical and easy to use innovations that will have immediate positive impact to our customers.

The Group derived a majority of its revenue from Simplicity which is a self-developed enterprise application software solution that offers specific solutions for municipal services management, commercial real estate management, corporate real estate management, as well as industrial asset management. Starlight is a self-developed energy management solution that combines software and hardware components and is a one-stop energy management solution for commercial property and building owners to monitor energy usage in buildings, including energy consumption, power quality, energy analytics and carbon footprint profiles, which helps end-users better manage their energy usage and cut costs. SpaceMonster is an online portal designed to bring together and match people who need short-term meeting and leisure facilities with organisations that own or manage such venues. myBill is a pay-per-use utilities revenue assurance platform for the liberalized electricity market in Singapore. In a newly liberalized and fully competitive electricity market, energy retailers will not know in advanced how many customers they can sign up. The myBill platform is targeted at energy retailers that cannot afford multi-million dollar billing software by allowing them a pay-per-use scheme for electricity billing.

Management Discussion and Analysis

Business Review

SIMPLICITY

	Nine months ended 28 February 2021	Nine months ended 29 February 2020
	S\$	S\$
Total Simplicity Revenue	11,721,810	8,544,550
Simplicity Project Revenue	8,716,722	6,124,670
Simplicity Maintenance Services	2,819,808	2,411,260
Simplicity Sale of Equipment	185,280	8,620

▲ **37.2%** (2020: ▲ 54.5%)

TOTAL SIMPLICITY REVENUE

▲ **42.3%** (2020: ▲ 47.0%)

SIMPLICITY PROJECT REVENUE

▲ **16.9%** (2020: ▲ 79.5%)

SIMPLICITY MAINTENANCE SERVICES

The increase in Singapore's public sector smart technology projects contributed substantially to the increase in Simplicity's revenue.

As compared to the same quarter last financial year, the Group has increased its customer base and Simplicity's order book is healthier this year. The Singapore market remained the major source of revenue for Simplicity. Project revenue has a significant increase of 37.2%. Our recurring maintenance service customer base in Singapore has increased slightly which brought about a 16.9% increase in revenue. Overall, the increase in both maintenance services revenue and project revenue resulted in an overall increase of 37.2% in Simplicity's revenue.

Management Discussion and Analysis

Business Review

STARLIGHT

	Nine months ended 28 February 2021	Nine months ended 29 February 2020
	S\$	S\$
Total Starlight Revenue	1,087,897	2,702,208
Starlight Project Revenue	746,269	2,394,680
Starlight Maintenance Services	227,318	153,858
Starlight Leasing of Equipment	44,055	43,725
Starlight Sale of Equipment	70,255	109,945

▼59.7% (2020: ▲75.4%)

TOTAL STARLIGHT REVENUE

▼68.8% (2020: ▲83.8%)

STARLIGHT PROJECT REVENUE

▲47.7% (2020: ▼11.8%)

STARLIGHT RECURRING SERVICE REVENUE

▲0.8% (2020: ▲20.0%)

STARLIGHT LEASING REVENUE

Starlight project revenue was heavily affected by depressed demand due to the COVID-19 pandemic. Despite the significant drop, Starlight had a higher quality revenue from the recurring adhoc works from existing customers. Historically, the majority of Starlight's revenue comprised major projects which had lower margin. As the customer's base stabilised, Starlight had better quality revenue during the Reporting Period from the existing customer base.

Recurring service and leasing revenue have increased as the existing customer base remained stable.

Management Discussion and Analysis

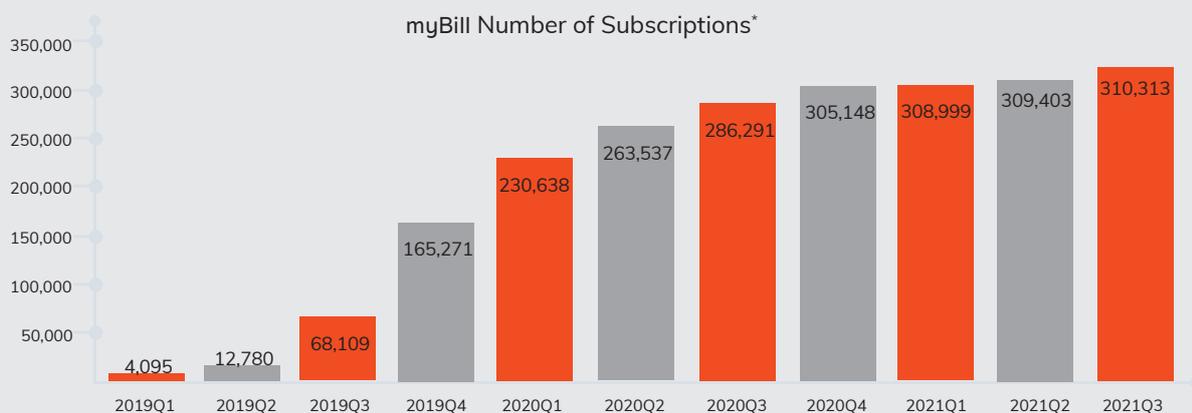
Business Review

myBill

	Nine months ended 28 February 2021	Nine months ended 29 February 2020
	S\$	S\$
Total myBill Revenue	1,214,270	1,406,634
myBill Subscription	1,101,430	1,287,834
myBill Project Revenue	112,840	118,800

myBill is a pay-per-use utilities revenue assurance platform for the liberalized electricity market in Singapore. In the newly liberalized and fully competitive electricity market, also known as the Open Electricity Market, energy retailers will not know in advanced how many customers they can sign up. The myBill platform is targeted at energy retailers that cannot afford multi-million dollar billing software by allowing them a pay-per-use scheme for electricity billing.

Subscription to myBill platform has been increasing steadily since its launch in June 2018. We expect that the number of subscriptions will continue to increase in the coming quarters. A one-off contract renewal rebate for myBill contributed to a temporary dip of 14.5% or S\$186,404 in myBill's subscription revenue. Project revenue represented platform customisation works which we expected to be lesser as the platform stabilised.



* The bars represent the total number of myBill subscriptions during each of the quarter

Management Discussion and Analysis

Business Review

SPACEMONSTER		
	Nine months ended 28 February 2021	Nine months ended 29 February 2020
	S\$	S\$
SpaceMonster Revenue	242,143	161,296

Demand in venue sharing services continued to increase and our SpaceMonster's revenue had a healthy growth of 50.1% in revenue as compared to last year's third quarter. Gross profit of SpaceMonster remained healthy at 97.8%.

Management Discussion and Analysis

Future Prospect and Outlook

Our corporate objective is to achieve sustainable growth in our business and financial performance so that we can create long-term shareholder value.

With the focus on digitalization for many enterprises and public sector agencies due to the COVID-19 pandemic, the Singapore and Southeast Asian markets for enterprise application software remain robust and are expected to grow throughout 2021. Thus we expect Simplicity, myBill and SpaceMonster to continue to perform well.

However, the situation with Starlight is much more complex. We continue to witness relentless push for wide scale Smart City IoT projects throughout Southeast Asia, however until the COVID-19 pandemic situation improves, depressed demand will continue, limiting short term revenue.

MANAGEMENT DISCUSSION AND ANALYSIS

Financial Review

COST OF SALES

During the Reporting Period, cost of sales for the Group increased by 7.0%. Simplicity's cost of sales increased by 51.6% or S\$2,550,187. The increase was mainly due to an increase in manpower related costs to support Simplicity's increased revenue and projects. We have outsourced some work overseas to overcome the local challenges in employee retention and manpower quota limitation. The increase in Simplicity's cost of sales was offset by the decrease in our other three segments, myBill, Starlight and SpaceMonster. During the Reporting Period, we developed a new value added service for myBill which eliminated a significant third-party cost. Our investment the development cost has reduced myBill's cost of sales by 36.5% or S\$375,767. Starlight cost of sales decreased by 74.0% in line with the decrease in the revenue. The decrease of 68.1% or S\$11,155 in SpaceMonster cost of sales was due to the amortisation expense. SpaceMonster's intangible asset has been fully amortised as at 31 May 2020.

REVENUE

Revenue for the Group for the Reporting Period increased by S\$1,451,432 or 11.3% from S\$12,814,688 during the nine months ended 29 February 2020 to S\$14,266,120 during the Reporting Period. Revenue from Simplicity increased by 37.2% or by S\$3,177,260 due to an increased digitalisation project revenue from the Singapore public sector. The increase in Simplicity's revenue was partially offset by a decrease of S\$1,614,311 or 59.7% in Starlight's revenue and a decrease of S\$192,364 or 13.7% in myBill's revenue. Starlight was facing depressed demand due to COVID-19. myBill's decrease in revenue was due to a one-time renewal rebate offered to myBill's major customer. Steady increase in venue-sharing service resulted in an increase of 50.1% or S\$80,847 in SpaceMonster's revenue. Detailed analysis of each business unit's revenue are discussed in the preceding Business Review section.

GROSS PROFIT AND GROSS PROFIT MARGIN

The Group's overall gross profit increased by S\$881,862 or 18.9% during the Reporting Period.

The increase in gross profit was due to an increase in revenue. Simplicity's gross profit was 36.1% as compared to 42.2% last year. myBill, our utilities revenue assurance platform is currently in its third year of operations and the number of subscriptions has stabilized at approximately 100,000 accounts. Our new value added service resulted in dropping of third party cost, creating an increase of gross profit to 46.2% from 26.8% last year. SpaceMonster has improved its profitability at 97.8% this Reporting Period as compared to 89.8% in the same period last year.

ADMINISTRATIVE EXPENSES

The decrease of S\$498,726 was mainly due to the deemed disposal of our PRC joint venture. The administrative expenses of the PRC joint venture was no longer consolidated to the Group's. The administrative expenses of the Group's core operations in Singapore remained stable.

RESEARCH AND DEVELOPMENT COSTS

We continued to invest in improvements and enhancements to the existing products to better serve the evolving market. New features have been continuously added to enhance our customers' experience in using our Simplicity, Starlight and myBill products. By the end of financial year 2021, our Simplicity intangible asset will reached its remaining useful life. The technological advancement in architecture and customers' demand compel us to improve our software framework to keep up and move ahead of our competitors. During the Reporting Period, we developed an additional value-added service for myBill which would eliminate a third-party cost and would increase myBill's gross profit.

MARKETING AND OTHER OPERATING EXPENSES

Sales, marketing and distribution expenses have decreased due to the deemed disposal of the PRC joint venture. In addition, COVID-19 restrictions in overseas travel and social gathering have contributed to much lesser spending on trade fair participation and overseas business travels.

NET PROFIT BEFORE TAX

We had a net profit before tax of S\$1,876,666 as compared to a net loss before tax of S\$408,740 last year.

We ceased to consolidate the PRC joint venture after the loss of control in September 2019 and therefore any losses attributed to the joint venture did not affect our core operations in Singapore.

CORPORATE GOVERNANCE AND OTHER INFORMATION

DIRECTORS' AND CHIEF EXECUTIVES' INTERESTS AND SHORT POSITIONS IN THE SHARES, UNDERLYING SHARES AND DEBENTURES OF THE COMPANY AND ITS ASSOCIATED CORPORATIONS

As at 28 February 2021, the interests and short positions of the Directors and the chief executive of the Company in the shares, underlying shares and debentures of the Company and its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong ("SFO")) which were required: (a) to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which they were taken or deemed to have under such provisions of the SFO); or (b) pursuant to Section 352 of the SFO, to be recorded in the register referred to therein; or (c) pursuant to the Rules 5.46 to 5.67 of the GEM Listing Rules, to be notified to the Company and the Stock Exchange were as follows:

Long Positions in the Shares and the Underlying Shares

Name of Directors	Capacity / Nature of interest	Number of Shares / underlying Shares interested	Total interest	Approximate percentage of the Company's issued shares ⁽¹⁾
Mr. Lau E Choon Alex ("Mr. Lau")	Beneficial interest	45,572,000	45,572,000	11.45%
Mr. Ong Swee Heng ("Mr. Ong")	Beneficial interest	22,750,000	22,750,000	5.72%

Notes:

(1) The percentage of shareholding was calculated based on the Company's total number of issued Shares of 397,880,496 as at 28 February 2021, without taking into account the Shares to be issued upon exercise of the Pre-IPO share options

Save as disclosed above, as at 28 February 2021, none of the Directors nor the chief executive of the Company had any interests and short positions in the shares, underlying shares or debentures of the Company and any of its associated corporations (within the meaning of Part XV of the SFO), which were required: (a) to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which they were taken or deemed to have under such provisions of the SFO); or (b) pursuant to Section 352 of the SFO, to be recorded in the register referred to therein; or (c) pursuant to the Rules 5.46 to 5.67 of the GEM Listing Rules, to be notified to the Company and the Stock Exchange.

Corporate Governance and Other Information

SUBSTANTIAL SHAREHOLDERS' AND OTHER PERSONS' INTERESTS AND SHORT POSITIONS IN THE SHARES AND UNDERLYING SHARES

As at 28 February 2021, so far as was known to the Directors, the following persons/entities (other than the Directors and the chief executive of the Company) had interests or short positions in the Shares and underlying Shares as recorded in the register required to be kept by the Company under Section 336 of the SFO :

Name of Shareholders	Capacity/Nature of interest	Number of Shares held	Number of Underlying Shares held	Approximate percentage of Company's issued shares ⁽⁸⁾
Ng Yen Yen ⁽¹⁾	Interest of spouse	45,572,000	-	11.45%
Lim Lay Hong ⁽²⁾	Interest of spouse	22,750,000	-	5.72%
BAF Spectrum Pte. Ltd. ⁽³⁾	Beneficial interest	39,565,162	-	9.94%
iGlobe Platinum Fund Limited ⁽⁴⁾	Beneficial interest	82,326,335	-	20.69%
Majuven Fund 1 Ltd. ⁽⁵⁾	Beneficial interest	36,528,219	-	9.18%
OWW Investments III Limited ⁽⁶⁾	Beneficial interest	20,873,307	-	5.25%
M1 TeliNet Pte. Ltd. ⁽⁷⁾	Beneficial interest	20,259,000	-	5.09%
M1 Limited ⁽⁷⁾	Interest in a controlled corporation	20,259,000	-	5.09%

Notes:

- (1) Ms. Ng Yen Yen is the wife of Mr. Lau, the Chief Executive Officer and an executive Director, and is deemed to be interested in the shareholding interests of Mr. Lau in the Company pursuant to the disclosure requirements of the SFO.
- (2) Ms. Lim Lay Hong is the wife of Mr. Ong, the chief Operating Officer and an executive Director, and is deemed to be interested in the shareholding interests of Mr. Ong in the Company pursuant to the disclosure requirements of the SFO.
- (3) BAF Spectrum Pte. Ltd. is beneficially owned by Prof Wong Poh Kam, a non-executive Director, Shah Sanjeev Kumar, Chow Yen Lu Yale, Tan Hong Huat, Hellmut Schutte, William Klippgen, Chua Seng Kiat and five other second-tier investors.
- (4) iGlobe Platinum Fund Limited is beneficially owned by Asia Core Properties Inc. Pte. Ltd., Lee Hau Hian, Frank H. Levinson Revocable Living Trust, Gotthard Haug, Harry Harmain Diah, iGlobe Sapphire Pte. Ltd., iGlobe Partners (II) Pte. Ltd., Kepventure Pte. Ltd., Khattar Holdings Private Limited, Liu Lynn Ya-Lin, Melody Investment Holdings Pte. Ltd., Priya-Roshni Private Ltd., Quek Soo Hoon, Tay Thiam Song and Wong Mee Chun. iGlobe Platinum Fund Limited is owned as to approximately 21.1% by iGlobe Sapphire Pte. Ltd., which is in turn beneficially owned by Jean Philippe Sarraut, Hu Xiao Bao, Lee Suan Hiang, Quek Soo Hoon, Quek Soo Boon, Annie Koh, Yong Woon Sui, Koh Hiang Chin Melanie, Philip Yeo Liat Kok, Prof. Wong Poh Kam, Ng Kah Joo and Kitade Koichiro.
- (5) Majuven Fund 1 Ltd. is beneficially owned by Singapore Warehouse Company (Private) Ltd., Poems Pte. Ltd., Koh Boon Hwee, Lui Pao Chuen, Chua Sock Koong, Phuai Yong Hen, Lee Hsien Yang, Lim Ho Kee, Lee Ching Yen Stephen, Chow Helen, Chan Wing To, Low Teck Seng, Yoh Chie Lu, Chaly Mah Chee Kheong, Loo Yen Lay Madeleine, Sri Widati Erbawan Putri and Majuven Fund 1 LP.
- (6) OWW Investments III Limited is beneficially owned by Wang Zaian, Li Mingding, Zhao Yang, Li Wenli, Pan Chengjie, He Li, Tao Feng, Ying Jiong, Su Jinhua, Zang Yi, Yu Hai, Pang Hongmei, Li Shengfa, Li Weiwei, Xian Youwei, Li Ting, Hong Liping, Chen Guilin, Gao Junsong, Zhang Aijun, Wu Jinxiang, Shen Jinlong, Xiao Bin, Yu Rong, Wang Ruihong, Wei Dong, Shi Yuanfeng, Tan Bien Chuan, Kai Wan Chung, Ye Yongqing, Xu Yongrui, Yang Qi, Liang Chengan, Qin Lei, Gu Weiping, Jia Bin, Chen Kunsheng, Huang Haidi, Sun Yuxing, Wan Shilong, Huang Renzhu, Anil Kanayalal Thawani, Xu Jiantang, Deng Bingxin, Mao Shizhang, Qian Jun, Yu Zhong, Liu Yang, Wu Wei, Zong Haixiao, Deng Kunlai, Sun Jian, Zhao Shangyang, Wu Xiaoxia and Li Xiaorong.
- (7) M1 Limited wholly owns M1 TeliNet Pte. Ltd. and is deemed to be interested in the Shares held by M1 TeliNet Pte. Ltd. pursuant to the disclosure requirements of the SFO.
- (8) The percentage of shareholding was calculated based on the Company's total number of issued Shares as at 28 February 2021 (i.e. 397,880,496 Shares).

Corporate Governance and Other Information

SUBSTANTIAL SHAREHOLDERS' AND OTHER PERSONS' INTERESTS AND SHORT POSITIONS IN THE SHARES AND UNDERLYING SHARES (Continued)

Save as disclosed above, as at 28 February 2021, so far as is known by or otherwise notified to the Directors, no other person or entity (other than a Director or the chief executive of the Company) had interests and short positions in the Shares and underlying Shares as required to be recorded in the register to be kept by the Company pursuant to Section 336 of the SFO.

Corporate Governance and Other Information

SHARE OPTION SCHEMES

Pre-IPO Share Option Schemes

The Company adopted two Pre-IPO Share Option Schemes with the approval of the Board. The principal terms of the two Pre-IPO Share Option Schemes are substantially identical to each other.

The Pre-IPO Share Option Schemes are intended to promote the interests of the Company by providing eligible individuals who are responsible for the management, growth and financial success of the Company or who otherwise render valuable services to the Company with the opportunity to acquire a proprietary interest, in the Company and thereby encourage them to remain in the service of the Company.

These Pre-IPO share options are exercisable at either approximately S\$0.01 per share or S\$0.07 per share (as the case may be and taking into account the automatic adjustment due to the sub-division of shares of the Company that took place on 24 November 2016), each becoming exercisable in four equal tranches at the end of each year commencing from the grant date and shall expire (i) ten years from the day on which the Pre-IPO share options become exercisable; or (ii) three years from the Listing Date, whichever is earlier.

As at 28 February 2021 and the date of this report, the remaining 9,095,632 options were granted to 6 grantees under the terms of the Pre-IPO Share Option Schemes. These grantees comprised two members of senior management of the Group and four current/former employees of the Group.

All the above Pre-IPO share options have not been exercised as at 28 February 2021 and as at the date of this report.

Post-IPO Share Option Scheme

The Company has conditionally adopted the Post-IPO Share Option Scheme which was approved by written resolutions passed by the Shareholders on 24 November 2016. Since the adoption of the Post-IPO Share Option Scheme, no share option has been granted, exercised or cancelled by the Company under the Post-IPO Share Option Scheme and there were no outstanding share options under the Post-IPO Share Option Scheme as at 28 February 2021 and as at the date of this report.

CODE OF CONDUCT REGARDING SECURITIES TRANSACTIONS BY DIRECTORS

The Company has adopted a code of conduct regarding securities transactions by Directors on terms no less exacting than the Required Standard of Dealings. The Company had made specific enquiries with all Directors and each of them has confirmed his compliance with the Required Standard of Dealings throughout the Reporting Period.

Corporate Governance and Other Information

DIRECTORS' AND CONTROLLING SHAREHOLDERS' INTERESTS IN COMPETING BUSINESS

During the Reporting Period, none of the Directors or the controlling shareholders of the Company, or their respective close associates had an interest in any business which directly or indirectly competed or might compete with the business of the Group.

PURCHASE, SALE AND REDEMPTION OF THE COMPANY'S LISTED SECURITIES

Neither the Company nor any of its subsidiaries repurchased, sold or redeemed any of the Company's listed securities during the Reporting Period.

CORPORATE GOVERNANCE PRACTICES

The Company is committed to fulfilling its responsibilities to its Shareholders and protecting and enhancing Shareholders' value through solid corporate governance.

The Company's corporate governance practices are based on the principles and the code provisions of corporate governance as set out in the CG Code in Appendix 15 to the GEM Listing Rules and in relation to, among others, the Directors, chairman of the Board and chief executive officer, the Board composition, the appointment, re-election and removal of Directors, their responsibilities and remuneration and the communications with the Shareholders.

To the best knowledge of the Board, the Company has adopted and has complied with all applicable code provisions set out in the CG Code during the Reporting Period and thereafter to the date of this report.

DIVIDEND

The Board has resolved not to declare the payment of a dividend for the nine months ended 28 February 2021 (29 February 2020: S\$Nil).

Corporate Governance and Other Information

AUDIT COMMITTEE

The Board established the Audit Committee on 24 November 2016 with written terms of reference in compliance with Rule 5.28 of the GEM Listing Rules and the CG Code. The Audit Committee comprises two independent non-executive Directors, namely Mr. Li Man Wai and Mr. Elango Subramanian and one non-executive Director, Dr. Chong Yoke Sin. Mr. Li Man Wai was appointed to serve as the chairman of the Audit Committee. The primary duties of the Audit Committee are mainly to make recommendations to the Board on the appointment and dismissal of the external auditor, review the financial statements and information and provide advice in respect of financial reporting and oversee the risk management and internal control procedures of the Company. The 2021 Third Quarterly Financial Statements have not been audited by the Company's auditors, but have been reviewed by the Audit Committee.

By order of the Board
Anacle Systems Limited
Lee Suan Hiang
Chairman

Singapore, 7 April 2021

ANACLE SYSTEMS LIMITED

2021 Third Quarterly Report

For the nine months ended
28 February 2021



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