



ADVANCETC LIMITED

ACN: 600 238 444

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Date: 30 July 2014

National Stock Exchange of Australia Limited

Suite 1.2

415 Riversdale Road

Hawthorn East

VIC 2123

Attn: Mr Ian Craig

Dear Sir,

RE: PROPOSED COMPLIANCE LISTING ON THE NATIONAL STOCK EXCHANGE OF AUSTRALIA LIMITED
- ADVANCETC LIMITED (ACN 600 238 444) ("AdvanceTC" or the "Company")

AdvanceTC is proposing to apply for the listing of and quotation for all its ordinary fully paid up shares on the National Stock Exchange of Australia Limited by way of a compliance listing.

In furtherance thereof, we set out below the relevant requested information of our Company for your kind consideration:

1. General

(1) the name of the applicant and the date and place of incorporation;

ADVANCETC LIMITED (A.C.N 600 238 444) is a company incorporated in Australia and registered in Victoria on twentieth day of June 2014.

(2) if not incorporated in Australia, the date on which the applicant became registered under the Corporations Act;

Not applicable.

(3) the address of the principal registered office and the address of each office at which a share register is kept;

The registered office of the Company is located at Level 7, 207 Kent Street, Sydney NSW 2000.

- (4) a formal request for the listing of the securities in respect of which application is made, specifying the nature of the securities and the amount, class, the voting rights attached and whether they are to be fully paid;

We formally request listing of the Company's fully paid ordinary shares ("Shares"). The 300,317,550 Shares on issue by the Company are ordinary class Shares having the rights as prescribed by the Constitution of the Company and as summarised in Chapter 5.9 of the Company's Information Memorandum. We note that the holders of Shares in the Company are entitled to one vote per share in a General Meeting on any matter that can be voted upon by the Shareholders. The holders of Shares have no pre-emptive or other rights to subscribe for additional Shares. All issued Shares are fully paid.

- (5) the proposed method by which the securities are to be brought to listing and details of any proposed distribution of the securities;

The Company is proposing a compliance listing. As at the date of this application, the Company has 56 shareholders.

No new capital was raised or available to the Company as a result of this listing. The listing of the Shares may have favourable consequences for the Company's shareholders who may wish to trade their shares through a stock exchange. The listing of the Shares on the NSX may also provide access to an efficient facility for executing any future transactions in Shares of the Company.

- (6) the estimated market capitalisation of the securities for which a listing is sought;

<i>Total shares on issue and to be quoted</i>	<i>300,317,550 Shares</i>
<i>Estimated market price per share</i>	<i>AUD 0.55</i>
<i>Estimated market capitalization</i>	<i>AUD 165,174,652.50</i>

- (7) an estimate of the net proceeds of any proposed issue and the intended use of the proceeds; and

The Company is seeking admission to the NSX by way of a compliance listing. Therefore, no proceeds will be raised from the compliance listing.

- (8) the name of any other stock exchange on which any securities of the issuer are already listed and/or traded.

The Company's securities are not listed on any other stock exchange.

2. Share capital and ownership

- (1) A list in tabular form of:

- (i) the designation or title of each class of share;

For listing purposes, the Company will effectively have two classes of shares being fully paid ordinary shares and fully paid ordinary shares escrowed for 12 months, based on the Company's assessment of 'restricted securities' pursuant to Listing Rules 3.12, 6.28-6.31 and relevant definitions. Please see also the Company's Restricted Securities Proposal included as supporting document Item 11.

- (ii) the number of shares issued;

300,317,550 ordinary shares are currently in issue of which 193,619,376 are escrowed for 12 months

- (iii) the voting rights attached to each share;

All Shares have the same voting right. Each Share has one vote.

- (iv) the amount of fully paid up shares;

300,317,550 Shares.

- (v) the shareholdings of the directors and officers of the issuer; and

Please refer to Chapter 6.4 of the Information Memorandum.

- (vi) so far as is known, or can be ascertained after reasonable enquiry, the names of all shareholders of the issuer who own five percent (5%) or more of the shares of the issuer and their respective shareholdings.

Name/Address 1	Shares	%IC
Loi Cheng Pheng	79,040,000	26.32%
Loi Yeow Koon, Jonathan	76,349,840	25.42%
Ani Mariani Manu	19,206,464	6.40%
Yong Loong Chen	16,400,000	5.46%

- (2) A list in tabular form of the names of all shareholders of the issuer including the dates that the shares were allotted to them, the consideration that they provided and the number of shares that are held.

*A list of shareholders is enclosed as **Appendix 1** if this letter of application.*

3. Securities

An outline of the principal terms of the securities the applicant wishes to list.

The Company is proposing to list all of its ordinary shares on issue, amounting to 300,317,550 Shares. The rights attaching to the Shares are summarized in Chapter 5.9 of the Information Memorandum.

4. History and nature of business

A short introductory paragraph describing the general nature of the business and products of the applicant. A brief history of the issuer for the last five (5) years or, if later, from inception to the date of the application. A description of the business now conducted by the issuer and its child entities, including principal products manufactured, services performed or investments held, principal markets for products and raw materials, method of marketing, annual turnover for the preceding three (3) financial years and for the current financial year to the latest date available.

Please refer to Chapters 3, 5, 6, 7, 8 and 10 of the Information Memorandum.

Please also see the Company's audited accounts for the financial year ended 30 June 2014, group operating entity audited accounts for the years ended 30 June 2013 and 30 June 2012 attached to this application.

5. Summary of earnings

A summary of earnings, on a consolidated basis if the applicant has subsidiaries, for the last three (3) financial years, showing sales, earnings before charges for depreciation, interest and tax (if any), the amount of each of those charges, net income before extraordinary items, extraordinary items, net income and earnings per share.

Please refer to Chapter 10 of the Information Memorandum.

Please also see the Company's audited accounts for the financial year ended 30 June 2014, group operating entity audited accounts for the years ended 30 June 2013 and 30 June 2012 attached to this application.

6. Tabulation of balance sheet

A tabulation of its balance sheet for each of the last three (3) financial years (on a consolidated basis if the issuer has subsidiaries) or from the date of incorporation, if shorter. The tabulation should include a calculation of the net asset value per security for each of the three (3) financial years.

Please refer to Chapter 10 of the Information Memorandum.

Please also see the Company's audited accounts for the financial year ended 30 June 2014, group operating entity audited accounts for the years ended 30 June 2013 and 30 June 2012 attached to this application.

7. Employees

A statement as to the total number of persons regularly employed and, if subject to seasonal fluctuations, the maximum and minimum numbers employed during the preceding twelve (12) months.

ADVANCETC LIMITED has 6 directors, being 3 executive and 3 non-executive directors of the Company. The 3 executive directors are the only employees of the Company. The Company's subsidiary, Advance Tech Communications Sdn Bhd, employs 17 employees.

8. Child entities

A tabular list of all child entities showing in respect of each such corporation:-

- (1) the name of the corporation;
- (2) a brief statement of the nature of its business and its relationship to the operations of the entire enterprise; and
- (3) share capital by classes, showing the amount issued and the amount owned by the holding entity.

Subsidiaries Name	Nature of Business	Share capital by classes, amount issued and owned by the holding entity.
<i>AdvanceTC Sdn Bhd</i>	<i>A holding company which was incorporated in Malaysia to hold 82.42% of the operating company, Advance Tech Communication Sdn Bhd, in conjunction with the listing exercise.</i>	<i>The total issued and fully paid up ordinary shares of AdvanceTC Sdn Bhd consists of 6,006,351 ordinary shares of par value RM1.00 each. The Company is the holder of 100% of the issued and fully paid-up ordinary shares of AdvanceTC Sdn Bhd.</i>
<i>Advance Tech Communication Sdn Bhd</i>	<i>This entity, incorporated in Malaysia, is the operating/trading entity which manages the business, ordering and selling of the products.</i>	<i>The total issued and fully paid-up ordinary shares of Advance Tech Communications Sdn Bhd consists of 7,286,462 ordinary shares of RM1.00 each. AdvanceTC Sdn Bhd is the holder of 82.42%% of the issued and fully paid-up ordinary shares of Advance Tech Communications Sdn Bhd.</i>

9. Dividend record

State the number of consecutive years in which dividends have been paid. State the amount of dividend (per share and in the aggregate) paid by the applicant (and its child entities) for each of the three (3) preceding years. Indicate whether dividends have been paid on a quarterly, semi-annual or annual basis. State the record date, payment date and the date of declaration with respect to each dividend paid during the past two (2) years.

The Company has not declared or paid any dividends since its incorporation.

10. Properties

Describe briefly the general character of the properties of the applicant and its child entities, including:

- (1) location;
- (2) land area;
- (3) number of buildings;
- (4) aggregate floor area of buildings; and
- (5) whether properties are owned or leased, and if leased, state total rental paid for each of the three (3) preceding financial years and average term of years.

The following property is leased by the Company's subsidiary, Advance Tech Communication Sdn Bhd:

Location	Land Area	No. of Buildings	Aggregate floor area of buildings	Whether Property owned or leased	Total rental paid for each 3 preceding financial years	Term
G01- Emerald Plaza North, Jalan PJU 8/3A, Damansara Perdana, 47820 Petaling Jaya, Selangor, Malaysia	N/A	N/A	2,312 square feet	Leased	Total rent paid from 1 June 2013 to 30 June 2014 is RM45,500.00	1 year ending 27 May 2014

11. Litigation

Particulars of any litigation or claims of material importance made against any member of the group in the last five (5) years or which is pending or threatened against any member of the group, or an appropriate negative statement.

Please refer to Chapter 5 of the Information Memorandum. The Company confirms that it is not aware of any actual, pending or threatened litigation or claims of material importance made against any member of the group in the last five (5) years.

12. Management

- (1) the full name, residential address and description (being his or her qualifications or area of expertise or responsibility) of every director or proposed director and any person who performs an important administrative, management or supervisory function and particulars of the principal functions performed by each of them within the group if significant to the group;

Name	Principle Function	Address
<i>Loi Cheng Pheng</i>	<i>Chairman and CEO</i>	<i>139, Jalan Sepah Puteri 5/14, Seri Utama, Kota Damansara 47810 Petaling Jaya Selangor</i>
<i>Lee Gim Keong</i>	<i>Executive Director and Chief Operation Officer</i>	<i>No. 35 Lorong Batu Nilam 20G, Bandar Bukit Tinggi 2, 41200 Klang, Selangor</i>
<i>Jonathan Loi Yeow Koon</i>	<i>Executive Director and Chief Technology Officer</i>	<i>139, Jalan Sepah Puteri 5/14, Seri Utama, Kota Damansara 47810 Petaling Jaya Selangor</i>
<i>William Tan Keng Yaw</i>	<i>Independent Non Executive Director</i>	<i>75/21 East Crescent St, McMahon's Point, NSW 2060</i>
<i>Cho Chee Seng</i>	<i>Independent Non Executive Director</i>	<i>28 Avoca Way, Wantirna South VIC 3152</i>
<i>Cho Chee Tuck</i>	<i>Independent Non Executive Director</i>	<i>No. 122 Jalan Pakis Dua, Taman Cuepacs, 43200 Batu 9 Cheras, Selangor</i>

- (2) the nature of any family relationship between the persons mentioned in (1);

*Loi Cheng Pheng and Loi Yeow Koon, Jonathan are father and son.
Cho Chee Tuck and Cho Chee Seng are brothers.*

- (3) a brief account of the business experience of each of these persons during the last five (5) years;

Please refer to Chapter 3 of the Information Memorandum.

- (4) indicate any other directorships held by each director or proposed director in any publicly listed or traded companies; and

None.

- (5) state if any director or proposed director has, in any jurisdiction, been convicted in any criminal proceeding or has had a bankruptcy petition filed against him or her or any partnership in which he was a partner or any body corporate of which he was a director or has been sanctioned or otherwise disciplined by any self regulatory securities association of which he or she is or has been a member or any securities supervisory or regulatory body or any such event is pending.

None of the Directors has, in any jurisdiction, been convicted in any criminal proceedings or has had a bankruptcy petition filed against him or her or any partnership in which he was a partner or any body corporate of which he was a director or has been sanctioned or otherwise disciplined by any self regulated securities association of which he is or has been a member of any securities supervisory or regulatory body or any such event is pending.

13. Sponsors, bankers, etc.

- (1) the names and addresses of the issuer's sponsor, financial advisers, principal bankers, nominated adviser, share registrar/transfer agent and solicitors; and**

As noted below in response to Question 14, the Company seeks NSX's waiver of the requirement to appoint a sponsoring broker.

For details of the Company's other appointed advisers, please refer to Chapter 15 of the Information Memorandum.

- (2) the name, address and professional qualifications of the issuer's auditors.**

The Company has recently appointed as its auditor, BDO Audit Pty Ltd.

BDO Audit Pty Ltd, ABN 33 134 022 870 is a member of a national association of separate entities which are all members of BDO (Australia) Ltd ABN 77 050 110 275, an Australian company limited by guarantee. BDO Audit Pty Ltd and BDO (Australia) Ltd are members of BDO International Ltd, a UK company limited by guarantee, and form part of the international BDO network of independent member firms.

BDO Contact:

DAMIAN WRIGHT, Partner, Audit

BDO

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AUSTRALIA

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Damian is a registered company auditor with over 20 years experience in audit across a wide range of industries. Damian has worked as a chartered accountant in Australia, the United Kingdom and the United States. Damian commenced work for BDO in the United Kingdom in 1988. He returned to Australia in 1989 and completed his professional year in 1992. He was made a partner of the practice in 1999.

Damian is currently responsible for the statutory audit requirements of a diversified group of large and medium sized public and private organisations across a range of industries and geographical locations.

Qualifications & memberships

- *Bachelor of Commerce, University of Queensland*
- *Chartered Accountant, Institute of Chartered Accountant*
- *Registered Company Auditor*
- *Graduate Diploma (Applied Finance & Investment), Securities Institute of Australia*
- *Associate, Institute of Chartered Accountants in Australia*

- Member, Australian Institute of Company Directors

The group's Malaysian auditor is Baker Tilly in Malaysia, a global firm of experienced and qualified accountants and auditors. Please also refer to Chapter 15 of the Information Memorandum.

14. Statement of non-compliance

A statement of any requirements of the Listing Rules which cannot be met by the applicant and detailed arguments to support any request for a waiver or modification of the normal requirements.

Except as set out below, ADVANCETC LIMITED will meet each of the requirements of the NSX Listing Rules.

The Company respectfully requests that the NSX waive the following requirements for the reasons outlined:

	Listing Rule/Requirements
Item 1 (Listing Rules 2.2, 4.4(1) (i) and (ii)(to the extent of the Sponsor Broker) and 4.5 (7))	<i>Under Listing Rule 2.2, a new applicant must be sponsored by an approved sponsor. Further, as part of the listing application, under Listing Rules 4.4(ii) and 4.5(7), the Company is required to submit a signed Sponsor's Declaration as set out in Part C of Appendix 2 before trading in the Company's securities can commence on NSX</i>
	<p>Rationale for waiver request</p> <p><i>The Company seeks a waiver of the above requirements on the basis that it has appointed Southasia Advisory Sdn Bhd, an NSX recognized corporate and investment advisory firm as its NOMAD. The Company is seeking to list its Shares by way of compliance listing and is not seeking to raise capital now does it expect to do so in next 3 months in accordance with applicable NSX requirements. Similarly, Southasia Advisory is qualified to perform the functions of the 'sponsor broker' role, where necessary, in conjunction with the Company and other advisers, as may be appointed from time to time in the future. The Company notes too that its share registry, Boardroom Pty Ltd, is highly experienced in managing investors holdings and providing registry services. The Company considers that engaging a third party adviser as a Sponsor Broker would be an inefficient use of its resources (and investor's contributions) where it considers that its appointed NOMAD, could fulfil such functions where required. The Company will, of course, monitor the need to engage a separate broking firm/s if it considers appropriate in the future, having regard to the corporate activities of the group.</i></p>

15. Declaration

A declaration, stated to be to the best of the issuer's knowledge, information and belief that:

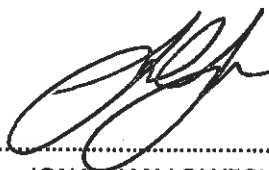
- (1) save as specified in the application letter, all the qualifications for listing set out in Chapter 3 of Section IIA of the Listing Rules have, in so far as applicable and required to be met and fulfilled prior to application, been met or fulfilled in relation to the issuer and the securities of the issuer the subject of the application;
- (2) all information required to be included in the disclosure document pursuant to Rule 4.8 and the Corporations Act will be included; and
- (3) there are no other facts bearing on the issuer's application for listing which, in the issuer's opinion, should be disclosed to the Exchange.

EXECUTED BY ADVANCETC LIMITED

In accordance with Section 127(1) of the Corporations Act 2001 (cth) by:



.....
Name: LOI CHENG PHENG
Designation: Director



.....
Name: JONATHAN LOI YEOW KOON
Designation: Director