



ADVTC

ADVANCETC LIMITED

INFORMATION MEMORANDUM



IMPORTANT INFORMATION AND NOTICES

THIS INFORMATION MEMORANDUM HAS BEEN PREPARED BY ADVANCETC LIMITED (ALSO REFERRED TO HEREIN AS THE 'COMPANY') IN CONNECTION WITH ITS INTENTION TO APPLY FOR A COMPLIANCE LISTING ON THE NSX. NO COPY OF THIS INFORMATION MEMORANDUM HAS BEEN LODGED WITH THE AUSTRALIAN SECURITIES AND INVESTMENTS COMMISSION (ASIC) AS THIS IS NOT A PROSPECTUS OR OTHER DISCLOSURE DOCUMENT REQUIRED TO BE LODGED WITH ASIC UNDER THE CORPORATIONS ACT. NEITHER ASIC OR THE NSX TAKE NO RESPONSIBILITY FOR THE CONTENTS OF THIS INFORMATION MEMORANDUM.

THIS INFORMATION MEMORANDUM DOES NOT CONSTITUTE, OR FORM PART OF, ANY OFFER OR INVITATION TO SELL OR ISSUE, OR ANY SOLICITATION OF ANY OFFER TO PURCHASE OR SUBSCRIBE FOR, ANY SHARES IN THE COMPANY, IN ANY JURISDICTION, NOR SHALL IT, OR ANY PART OF IT, OR THE FACT OF ITS PUBLICATION FORM THE BASIS OF, OR BE RELIED ON IN CONNECTION WITH OR ACT AS ANY INDUCEMENT TO ENTER INTO ANY CONTRACT THEREFOR. THIS INFORMATION MEMORANDUM MAY BE WITHDRAWN AT ANY TIME BEFORE THE PROPOSED LISTING AND IS SPECIFICALLY SUBJECT TO THE TERMS DESCRIBED IN THIS INFORMATION MEMORANDUM.

THE SHARES OF THE COMPANY HAVE NOT BEEN REGISTERED WITH OR APPROVED OR DISAPPROVED BY THE NSX, NOR HAS THE NSX OR ANY REGULATORY AUTHORITY OF ANY STATE PASSED UPON OR ENDORSED THE MERITS OF THIS LISTING OR THE ACCURACY OR ADEQUACY OF THIS INFORMATION MEMORANDUM. ANY REPRESENTATION TO THE CONTRARY HAS NOT BEEN AUTHORIZED BY THE COMPANY OR ITS MANAGEMENT.

NOMINATED ADVISOR

THE LISTING NOMINATED ADVISOR ASSUMES NO RESPONSIBILITY FOR THE ACCURACY OR COMPLETENESS OF THE INFORMATION CONTAINED HEREIN (FINANCIAL, LEGAL OR OTHERWISE). IN MAKING AN INVESTMENT DECISION, INVESTORS MUST RELY ON THEIR OWN EXAMINATIONS OF THE COMPANY AND THE TERMS OF THIS INFORMATION MEMORANDUM, INCLUDING THE MERITS AND RISKS INVOLVED. MOREOVER, THE CONTENTS OF THIS INFORMATION MEMORANDUM ARE NOT TO BE CONSTRUED AS LEGAL, BUSINESS OR TAX ADVICE. EACH PROSPECTIVE INVESTOR IS URGED TO CONSULT ITS OWN ATTORNEY, BUSINESS OR TAX ADVISOR FOR LEGAL, BUSINESS OR TAX ADVICE.

DISCLOSURE OF INFORMATION

THIS INFORMATION MEMORANDUM DOES NOT CONTAIN THE INFORMATION THAT WOULD BE CONTAINED IN A PROSPECTUS OR OTHER DISCLOSURE DOCUMENT PREPARED UNDER THE CORPORATIONS ACT. WHILE THIS INFORMATION MEMORANDUM SHOULD BE READ IN ITS ENTIRETY, IT DOES NOT CONTAIN ALL THE INFORMATION THAT A PROSPECTIVE INVESTOR MAY REQUIRE IN INVESTIGATING THE SHARES AND THE COMPANY. PROSPECTIVE INVESTORS SHOULD CARRY OUT THEIR OWN INDEPENDENT INVESTIGATIONS, ANALYSIS AND OBTAIN INDEPENDENT FINANCIAL, TAXATION AND OTHER PROFESSIONAL ADVICE AS NEEDED IN RESPECT OF THE SHARES AND THE COMPANY AND THE INFORMATION REFERRED TO IN THIS INFORMATION MEMORANDUM AND OTHER MATTERS THAT MAY BE RELEVANT TO ITS INVESTMENT DECISION.

EACH PROSPECTIVE INVESTOR CONSIDERING AN INVESTMENT IN THE SHARES MUST MAKE, AND WILL BE TAKEN TO HAVE MADE, ITS OWN INDEPENDENT INVESTIGATION AND ANALYSIS OF THE INFORMATION IN THIS INFORMATION MEMORANDUM AND SHOULD CONSULT THEIR OWN ADVISORS BEFORE INVESTING IN THE COMPANY.

PROSPECTIVE INVESTORS MAY CONTACT THE COMPANY TO OBTAIN A COPY OF THE COMPANY'S CONSTITUTION.

UNAUTHORISED REPRESENTATIONS

NO PERSON HAS AUTHORITY TO GIVE ANY INFORMATION OR MAKE ANY REPRESENTATION IN CONNECTION WITH THE SHARES OR THE COMPANY THAT IS NOT CONTAINED IN THE INFORMATION MEMORANDUM. ANY INFORMATION NOT INCORPORATED BY EXPRESS REFERENCE OR SET OUT IN THIS INFORMATION MEMORANDUM MAY NOT BE RELIED UPON AS HAVING BEEN AUTHORIZED BY THE COMPANY.

RESTRICTIONS

THE DISTRIBUTION OF THIS INFORMATION MEMORANDUM IN CERTAIN JURISDICTIONS MAY BE RESTRICTED BY LAW. PERSONS, INTO WHOSE POSSESSION THIS INFORMATION MEMORANDUM COMES, ARE REQUIRED, BY THE COMPANY TO INFORM THEMSELVES ABOUT AND TO OBSERVE SUCH RESTRICTIONS. THIS INFORMATION MEMORANDUM DOES NOT CONSTITUTE AN OFFER OR INVITATION TO BUY OR SELL SHARES OR OTHER MARKETABLE SECURITIES OF THE COMPANY, WHETHER IN AUSTRALIA OR IN ANY OTHER JURISDICTION.

FORWARD LOOKING STATEMENTS

THIS INFORMATION MEMORANDUM CONTAINS FORWARD-LOOKING STATEMENTS WHICH ARE IDENTIFIED BY WORDS SUCH AS "BELIEVES", "ESTIMATES", "EXPECTS", "INTENDS", "MAY", "WILL", "WOULD", "COULD", OR "SHOULD" AND OTHER SIMILAR WORDS THAT INVOLVE RISKS AND UNCERTAINTIES. THESE STATEMENTS ARE BASED ON AN ASSESSMENT OF PRESENT ECONOMIC AND OPERATING CONDITIONS, AND ON A NUMBER OF ASSUMPTIONS REGARDING FUTURE EVENTS AND ACTIONS THAT, AS AT THE DATE OF THIS INFORMATION MEMORANDUM, ARE EXPECTED TO TAKE PLACE.

SUCH FORWARD-LOOKING STATEMENTS ARE NOT GUARANTEES OF FUTURE PERFORMANCE AND INVOLVE KNOWN AND UNKNOWN RISKS, UNCERTAINTIES, ASSUMPTIONS AND OTHER IMPORTANT FACTORS, MANY OF WHICH ARE BEYOND THE CONTROL OF THE COMPANY, THE DIRECTORS AND MANAGEMENT OF THE COMPANY. THE ACTUAL RESULTS AND FUTURE ACHIEVEMENTS MAY BE MATERIALLY DIFFERENT FROM THAT EXPRESSED OR IMPLIED BY SUCH FORWARD-LOOKING STATEMENTS. INVESTORS ARE CAUTIONED NOT TO PLACE UNDUE RELIANCE ON SUCH FORWARD-LOOKING STATEMENTS.

KEY RISK FACTORS ARE DETAILED IN CHAPTER 4 OF THE INFORMATION MEMORANDUM. THESE AND OTHER FACTORS COULD CAUSE ACTUAL RESULTS TO DIFFER MATERIALLY FROM THOSE EXPRESSED IN ANY FORWARD-LOOKING STATEMENTS. THE COMPANY CANNOT AND DOES NOT GIVE ASSURANCES THAT THE RESULTS, PERFORMANCE OR ACHIEVEMENTS EXPRESSED OR IMPLIED IN THE FORWARD-LOOKING STATEMENTS CONTAINED IN THIS INFORMATION MEMORANDUM WILL ACTUALLY OCCUR AND INVESTORS ARE CAUTIONED NOT TO PLACE UNDUE RELIANCE ON THESE FORWARD-LOOKING STATEMENTS.

ALL SUBSEQUENT WRITTEN AND ORAL FORWARD-LOOKING STATEMENTS ATTRIBUTABLE TO THE COMPANY OR TO PERSONS ACTING ON ITS BEHALF ARE EXPRESSLY QUALIFIED IN THEIR ENTIRETY BY THE CAUTIONARY STATEMENTS REFERRED TO ABOVE AND CONTAINED ELSEWHERE IN THE INFORMATION MEMORANDUM.



IMPORTANT INFORMATION AND NOTICES

APPLICATION FOR LISTING

THE COMPANY WILL APPLY TO THE NSX TO BE ADMITTED TO THE OFFICIAL LIST AND FOR QUOTATION OF THE SHARES ON THE NSX. IF GRANTED, OFFICIAL QUOTATION WILL COMMENCE AS SOON AS PRACTICABLE. THE FACT THAT THE NSX MAY LIST THE SECURITIES OF THE COMPANY IS NOT TO BE TAKEN IN ANY WAY AS AN INDICATION OF THE MERITS OF THE COMPANY OR LISTED SECURITIES. THE NSX TAKES NO RESPONSIBILITY FOR THE CONTENTS OF THE INFORMATION MEMORANDUM. IT IS EXPECTED THAT TRADING OF THE SHARES ON THE STOCK MARKET CONDUCTED BY THE NSX WILL COMMENCE AS SOON AS PRACTICAL AFTER APPROVAL FOR ADMISSION TO THE OFFICIAL LIST OF THE NSX IS GRANTED AND ALL CONDITIONS (IF ANY) APPLICABLE THERETO HAVE BEEN SATISFIED FOR OFFICIAL QUOTATION.

RISK FACTORS

FUTURE PROSPECTIVE INVESTORS SHOULD BE AWARE THAT SUBSCRIBING FOR SHARES IN THE COMPANY INVOLVES A NUMBER OF RISKS. THE KEY RISK FACTORS OF WHICH INVESTORS SHOULD BE AWARE ARE SET OUT IN CHAPTER 4 OF THIS INFORMATION MEMORANDUM. THESE RISKS TOGETHER WITH OTHER GENERAL RISKS APPLICABLE TO ALL INVESTMENTS IN LISTED SECURITIES NOT SPECIFICALLY REFERRED TO, MAY AFFECT THE VALUE OF THE SHARES IN THE FUTURE. ACCORDINGLY, AN INVESTMENT IN THE COMPANY SHOULD BE CONSIDERED SPECULATIVE. INVESTORS SHOULD CONSULT THEIR PROFESSIONAL ADVISERS BEFORE DECIDING WHETHER TO APPLY FOR SECURITIES PURSUANT TO THIS PROSPECTUS.

DEFINITIONS

THROUGHOUT THIS INFORMATION MEMORANDUM ABBREVIATIONS AND DEFINED TERMS ARE USED. ABBREVIATIONS AND LEGAL TERMS ARE CONTAINED IN THE GLOSSARY IN CHAPTER 14 OF THIS INFORMATION MEMORANDUM (DEFINED TERMS ARE GENERALLY IDENTIFIED BY THE UPPERCASE FIRST LETTER).

SUITABILITY OF INVESTMENT AND RISK FACTORS

BEFORE DECIDING TO INVEST IN THE COMPANY BY PURCHASE OF SHARES ON MARKET, FOLLOWING ADMISSION OF THE COMPANY TO THE OFFICIAL LIST OF THE NSX, PROSPECTIVE INVESTORS SHOULD READ THIS ENTIRE INFORMATION MEMORANDUM. PROSPECTIVE INVESTORS SHOULD CAREFULLY CONSIDER ALL FACTORS IN THE LIGHT OF THEIR PERSONAL CIRCUMSTANCES (INCLUDING FINANCIAL AND TAXATION ISSUES) AND SEEK PROFESSIONAL ADVICE FROM THEIR ACCOUNTANT, STOCKBROKER, LAWYER AND OTHER PROFESSIONAL ADVISER BEFORE DECIDING TO INVEST. THE COMPANY IS UNABLE TO ADVISE ANY PROSPECTIVE INVESTOR ON THE SUITABILITY OR OTHERWISE OF AN INVESTMENT IN THE COMPANY. FOR SUCH ADVICE, EACH PROSPECTIVE INVESTOR MUST CONTACT THEIR OWN INDEPENDENT PROFESSIONAL ADVISER(S).

IF YOU REQUIRE ANY FURTHER INFORMATION PLEASE CONSULT YOUR STOCKBROKER AND OTHER PROFESSIONAL ADVISER.

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Disruptive Technology

Developed technology removes the need to have both a laptop/tablet and smartphone for computing and telephony.

Developed technology is platform agnostic, can be integrated into full range of products and form factors such as laptops, ultrabooks, tablets and microcomputers.



Commercialization of R&D

Successful commercialization of R&D.

Core Technology developed applicable to a wide range of consumer electronics.

Products developed feature proprietary software integration and customized GUI.



New Market Opportunity

Pioneer of 'True Convergent Device', a new market segment which combines a full Windows® Operating System computing capability with smartphone telephony functions.

Core Technology can be licensed to other device manufacturers to either integrate a full Windows® Operating System tablet/Ultrabook/laptop with telephony functions.



Global Development Partners

Development and innovation partners include Intel®, ZTE and Option NV.



Government & Industry Support

Recognition by government and semi government entities through grants, media events, sales contracts and other collaborations.



Rapidly growing industry

The growth of the mobile internet has created a continuous need for wireless mobile devices that can connect to the internet for communication, productivity and entertainment.

Increasing demand for more powerful and intelligent devices spur the continuous development of silicon technology and new software applications.

Over the last 7 years we have seen the successful transformation of Advance Tech Communications Sdn Bhd into a sustainable growth company.

The successful commercial launch of MAGIC™ W3 to the global market marked our coming of age. First we successfully secured recognition from the market for our invention. Next we successfully secured global commercial standards for the MAGIC™ W3 and subsequently came our successful launch and sales of the product to the global market, in particular in the US/Europe markets. The product immediately gained recognition as probably the world's 1st Microcomputer with Integrated Telephony.

The success of the MAGIC™ W3 has won us recognition and support from our government and industry. Their help and collaboration enabled us to successfully complete our second commercial product MAGIC™ Zlate™ 11 ahead of schedule. Unlike MAGIC™ W3 which only targets at the niche B2B market, MAGIC™ Zlate™ 11 targets the huge consumer market segment. The MAGIC™ Zlate™ 11's unique design and value proposition puts it at a competitive edge versus available brands in the global market. The MAGIC™ Zlate™ 11 is poised to enable the Company to build a global brand name and an entrenched market franchise for the Company.

The successful listing of the Company on the NSX will provide us with the solid foundation to achieve global success for MAGIC™ Zlate™ 11 and new product innovations. The world has seen the increasing success for smartphones and declining market shares for Desktop PC and laptop. This follows from a global lifestyle trend and preference for an ever increasingly powerful mobile device to enable users to connect to the Internet for work and play, on the go. Despite the ever increasing success of Mobile OS based Android and iOS smartphones, these products cannot completely replace the full Windows® OS based desktop and laptop for real productivity.

The Company is uniquely placed to fulfil this market need. We have the innovation and product to meet this unfulfilled need. We have the patent pending Core Technology. We have the proven commercial track record. Our next commercial product called the MAGIC™ W Quad will leverage on our proprietary Intellectual Property to create the ultimate converged mobile device.

In closing, we invite you to join us as we look forward to a successful 2014 and beyond when we will stamp our MAGIC™ brand name in the global market.

Sincerely,
Your Chairman.



Executive Chairman & Chief Executive Officer

Loi Cheng Pheng

Mr. Loi is the Executive Chairman of the Board of Directors and is Chief Executive Officer of the Company and ATC. He is one of the founding members of ATC since its inception in 2005 when ATC was pioneering and inventing the true convergent devices that holds patent pending technology for computing with integrated telephony technology. He was also one of the pioneers to start the VoIP business in Malaysia.

Mr. Loi graduated with a Bachelor Degree in Economics, majoring in Business Administration from the University Malaya in 1973. He started his career in sales and marketing with multinational companies where he had the opportunity to learn and to contribute, and later on to lead in the implementation of numerous activities that contributed to the growth of the companies. He successfully assisted a Hong Kong based Canadian company in developing their telecommunication business, and identified the NMT 450 radio spectrum Cellular business opportunity in China. He negotiated with a Denmark NMT 450 Cellular infrastructure provider to design a proprietary low cost NMT 450 Cellular system for the company, and installed it in several China's provinces.

Mr. Loi has guided and transformed the company from an R&D based background to its present status with innovative technology products that are commercially viable in the international tech market. With more than 30 years experiences in sales & marketing and business dealing in the telecommunication sector, Mr. Loi will continue to lead the company to achieve greater heights with more outstanding product innovations and technology, and to attract global investment and increase the value of the company in the forever challenging tech industry.

Mr. Loi is a British National, age 64.



Executive Director & Chief Operations Officer

Lee Gim Keong

Mr. Lee is an Executive Director of the Board of Directors and Chief Operations Officer. Mr. Lee has more than 29 years of operation experience, involving factory operations, particularly in Procurement, Quality Control, Cost Control (including Engineering VA/VE) and Manufacturing. He is a co-inventor of the Company's Core Technology patent.

He was attached to Panasonic Group Malaysia for a total of 21 years in which time he was awarded numerous awards for his contribution to the company's growth and expansion. He was trained in Japan (Matsushita Overseas Training Centre - Osaka) and Singapore (Asia Matsushita - Singapore) on various Factory Operation and Management control skills and methodology. During his tenure in Panasonic Group, he also built his experience further by being the Chairman / Vice Chairman of various sub-groups, such as the Safety Committee group, Fire Fighting Committee group, Vendor Evaluation and Selection Group and Cost Control Team. He was also a regular trainer for the company's various Procurement teams, especially on Inventory Control system practises in factory environment. He is a regular Invited Guest Speaker on Safety in Work Places for the Malaysian National Institute of Occupational, Safety and Health organisation (NIOSH).

Mr. Lee was the local Operations Director of an international retailing company for 3 years. He founded the company in Malaysia and later it was sold to a partner when he decided to join ATC as its Chief Operating Officer. With his experience, he currently oversees operations and management in the Research and Development, Manufacturing, Procurement and Marketing unit of the company.

Mr. Lee is a resident of Malaysia, age 49.



Executive Director & Chief Technology Officer

Loi Yeow Koon, Jonathan

Mr. Loi is an Executive Director of the Board of Directors and Chief Technology Officer. He is one of the founding members of ATC, and is the author and co-inventor of the Company's Core Technology patent.

Mr. Loi graduated from Asia Pacific Institute of Information Technology (APIIT) in Computing and Information Technology. He is solely responsible for creating an innovative virtual interface software application for a Singapore and Malaysian based GPS Software Company. This company was later acquired by a multinational company because of this software. Later on, he was then the web development head for one of the leading post-production houses in Malaysia.

Since formation of the company, he has led all new products concept and technology direction. He conceptualized the "True Convergent Device" and MAGIC™ brand product line. Mr. Loi has extensive knowledge and experience in hardware and software user interfaces, user experience and firewall systems. His other experiences include developing customized firewall software and consulting for software companies. His knowledge and expertise in information technology, software and hardware computing has contributed greatly to the success in realizing from concept to reality the innovative products of the company.

Mr. Loi is a resident of Malaysia, age 34.



Independent Non Executive Director

Cho Chee Tuck

Mr. Cho is an independent Non Executive Director on the Board of Directors. He obtained IDPM Higher Diploma (UK), Systematic Higher Diploma, and NCC Diploma (UK) in Computing Computer Studies. He is also an associate member of the Institute of the Management of Information System.

Mr. Cho worked with Sime Darby Plantation Sdn Bhd as a Senior Executive in the Finance IT division from 2007 to 2013; he has managed bio-metric solutions, and Weighbridge security-based user authentication system project. He also incorporated QR code capture of consignment information from plantation merchandize to mills and refineries which helped in fraud prevention.

Prior to that, Mr. Cho was employed by Kumpulan Guthrie Berhad as a Senior Systems Analyst from 1981 to 2007; he deployed Microsoft Exchange and Internet Information Servers on Distributed Servers, and developed & deployed financial, payroll, plantation, order processing, billing, mill/factory production and weighbridge application solutions with SQL server, MS Access and Visual Basic.

Mr. Cho is a resident of Malaysia, age 53.



Independent Non Executive Director

Cho Chee Seng

Mr. Cho is an Independent Non Executive Director on the Board of Directors, and is the Australian Resident Director. He graduated with a Technician Diploma in Mechanical Engineering from Singapore Polytechnic in 1985.

Mr. Cho is an Engineer by profession, and has more than 22 years of experience in the engineering field especially in the oil and gas sector. He has been the senior project engineer from 2010 to 2012 for Australia Fluids Handling Pty Ltd who has business in design and build quality skid based modular process metering and transferring facilities incorporating pipelines, pumps, filters and instrumentation for the oil & gas and mining industries.

Mr. Cho also worked for Process Group Pty Ltd and Diamond Key International Pty Ltd as Project Manager from 2005 to 2009 which were also involved in design and built facilities for oil and gas and mining industries. He was employed by Sumitomo Chemical Engineering Company Limited in Singapore as Deputy Manager from 1992 to 2005 where the Company was the EPCM consultant involved in the design and build of both Brownfield and Greenfield process facilities for the oil and gas industry.

Mr. Cho is a resident of Australia, age 56.



Independent Non Executive Director

Tan Keng Yaw, William

Mr. Tan is an Independent Non Executive Director on the Board of Directors, and is the Australian Resident Director. Mr. Tan earned his Bachelor of Commerce degree from the University of New South Wales and became an associate member of the Australian Institute of Chartered Accountants.

Mr. Tan has been in Chartered Accounting practice for 25 years. He started his private practice in 1993 which later merged and became part of the Kennedy & Tan, Chartered Accountants. In 2006, Mr. Tan moved from Sydney to Shanghai then to Beijing in 2007. He was a legal representative of an Australian company, Signav Pty Ltd from Canberra, where he liaised with all matters between the company and its appointed agent from Beijing and contract manufacturer from Tianjin.

Mr. Tan was also a consultant to Hokay Fitness & Ice Group in Beijing, in relation to company re-structuring and financial planning. Hokay Fitness & Ice Group was operating the biggest chain of fitness clubs and recreational ice rinks around China.

Mr. Tan is a resident of Australia, age 59.



4.1 Risks of Investment

Before deciding whether or not to invest in the Company, prospective investors should consider carefully all of the information set forth in this Information Memorandum and the specific risk factors set out in this Chapter below and reach their own conclusions, based on their own judgment and upon advice from such financial, legal and/or tax advisers as they have deemed necessary, prior to making any investment decisions.

If any of the risks described below materialize, individually or together with other circumstances, they may have a material adverse effect on the Group's business, financial condition, operating results and/or cash flow, which, in turn, may cause a decline in the value and trading price of the Shares.

The risks and uncertainties described below are not the only ones faced by the Group. Additional risks and uncertainties which the Company currently deems immaterial or not presently known may also have a material adverse effect on the Group's business, financial condition, operating results and/or cash flow.

The order in which the risks are presented below are not intended to provide an indication of the likelihood of their occurrence nor of their severity or significance. All of the risk factors are contingencies which may or may not occur and the Company is not in a position to express a view on the likelihood of any such contingency occurring. These risks should also be considered in connection with the cautionary statement regarding forward-looking information set forth immediately preceding this Chapter.

4.2 Risk Factors

The following summary of Risks relating to the Group is not intended to be a summary of all risks to which the Group is or may be subject. Persons interested in the Company should familiarize themselves with the full text of this Information Memorandum including, without limitation, all of the Risk Factors set out in this Information Memorandum.

4.2.1 Risks relating to the Group

Intellectual Property Rights and Trademark Infringement

The Group's commercial success is dependent to a certain degree on the Group's ability to protect the Group's intellectual property rights. The Group has filed for the registration in Malaysia for 1 patent and 3 trademarks to protect the Group against third party infringement. In addition, the Group will also file applications for the Group's trademark and patents, if necessary, in the countries in which the Group intends to expand its business presence to in the future. However, existing copyright, trademark and trade secret laws and other intellectual and industrial property laws can only offer limited practical protection. There may also be delays in the trademark and patent registration process and there can be no assurance that such applications will be successful.

Rapid Technological Changes in the IT Industry

The Group operates in a market where the products and services are prone to evolving industry standards and frequent new product introductions and enhancements. The Group's future growth and success would depend on the Group's ability to develop new products and services to meet the needs of the market.

Retention of Personnel

The Group's continued success will depend significantly on the ability, expertise and continued efforts of our existing Directors, Senior Management, Advisory Board and other key personnel. The departure of any of these individuals may, to a certain extent, affect the Group's future business operations and financial performance. The Group may be unable to attract and retain its existing Directors, Senior Management, Advisory Board and other key management personnel. In addition, the Company may not be able to attract or retain sufficiently skilled employees with suitable technical expertise in the IT industry.

Management of Growth

In order to execute the Company's business plan, the Company must grow significantly. This growth will place a significant strain on the Company's personnel, management systems and resources. If the Company does not manage growth effectively, its business, results of operations and financial condition would be materially adversely affected. The Company expects that the number of its employees, including management-level employees, will continue to increase for the foreseeable future. The Company must continue to improve its operational and financial systems and managerial controls and procedures, and it will need to continue to expand, train and manage its workforce. The Company's management may be unable to hire, train, retain, motivate and manage necessary personnel or to identify, manage and exploit existing and potential strategic relationships and market opportunities.

Political and Regulatory Environment

The Company's performance depends in part on political stability and the regulatory environment in Malaysia. If the political and/or regulatory climate alters or stability deteriorates, this could have a material impact on the Company's plans and projected results. The institution and enforcement of regulations relating to taxation, land use and zoning restrictions, planning regulations, environmental protection and safety and other matters could have the effect of increasing the expenses, and lowering the income or rate of return, as well as adversely affecting the value, of any investment affected thereby.

Possible adverse economic conditions

The financial operations of the Company may be adversely affected by the impact of general economic conditions, by the economic conditions in Malaysia or any other country in which the Company operates or sells in to, by adverse movements in exchange rates or by the deterioration in the financial condition of parties doing business with the Company.

Impact of Law in Governmental Regulation

The Company will need to comply with regulations relating to the IT industry. The institution and enforcement of such regulations could have the effect of increasing the expenditure relating to, in lowering the income or rate of return from, as well as adversely affecting the value of the Company's assets.

Gearing

The Company may borrow money and may also invest in projects which are funded in part through borrowings. It is possible that the Company may not be able to support or obtain the benefit of borrowing, in which case the Company's performance may be adversely affected. The Company's investment may be secured on its assets and the Company's interests in its investments may rank behind secured creditors who are funding the projects. A failure to fulfil obligations under any financing documents would permit lenders to demand early repayment of the loan and realize their security. Where the cost of the Company's borrowings exceed the return on its investments, the borrowings will have a negative effect on the Company's performance.

It is possible that the Company may not be in a position to meet its debt service obligations and, to the extent that it cannot, it risks the loss of some or all of its assets to foreclosure or sale to satisfy its debt obligations.

Delays in obtaining suitable financing may impair the Company's ability to develop and expand its operations.

Future Capital Needs and Additional Financing

The Company has limited financial resources and will need to raise additional funds in the future in order to fund the full implementation of its intended business expansion. Any required additional financing may not be available on terms favourable to the Company, or at all. If adequate funds are not available on acceptable terms, the Company may be unable to:

- Fund its product development;
- Complete its planned new investments;
- Successfully promote itself;
- Develop or enhance its services; and
- Respond to competitive pressures.

The absence of additional suitable funding may result in the Company having to delay, reduce or abandon all or part of its intended product development. If additional funds are raised by the Company issuing equity securities, Shareholders will likely experience dilution of their ownership interest to an extent that may be substantial. If additional funds are raised by the Company issuing debt, the Company may be subject to limitations on its operations, including limitations on the payment of dividends to Shareholders including, without limitation, holders of Shares. Failure to generate sufficient funds in the future whether from operations or by raising debt or equity capital may have a material adverse effect on the Company's business prospects, operating results and financial condition.

Fluctuations in Operating Results may negatively impact the Company

The Company's operating results may fluctuate significantly due to a variety of factors that could affect the Company's revenues or expenses in any particular financial period. It is possible that results of operations may be below the expectations of the Company's management and investors. Factors that may affect the Company's operating results include:

- Timing delays;
- Local bureaucracy;
- Product obsolescence;
- The ability to employ personnel of suitable capability;
- High rates of inflation; and
- Logistic difficulties.

No Guarantee as to Future Performance

There can be no assurance that the Company will be able to achieve the returns referred to in this Information Memorandum.

*Potential Currency Exchange Rates Risk*

The Company conducts its business in jurisdictions which could generate revenue, expenses and liabilities in currencies other than the Malaysian Ringgit. As a result, the Company will be subject to the effects of exchange rate fluctuations with respect to any of these currencies.

Competitor Activity

Some of the Company's competitors may have greater resources and the Company may not be able to compete successfully for business opportunities or compete at prices that are sustainable to and for the Group. The Company therefore may at any point be forced to reconsider its strategy.

Loss of Suppliers

Any unanticipated termination or loss of one or more of the suppliers of components to the Company could likely interrupt its operations. The Group's growth depends heavily on the success of the Company as it is the main asset within the Group.

Counterparty Risks

The Group is subject to certain business risks with respect to its contractual counterparties, and failure of such counterparties to meet their obligations could cause the Group to suffer losses or otherwise adversely affect its business.

Key Man Risks

The Company is heavily reliant on its founders and key executives who form a relatively small team and also entities associated with those people. There are certain arrangements whose continuity hinges on the support of certain founding directors and others currently related to the Company. In the event that relationships sour or certain individuals move on, the Company and Group's operations may be interrupted and/or determined to be unsustainable in part or whole. Such matters may adversely affect the Company and its business.



4.2.2 Risks associated with International Operations

The Company engages in business internationally.

Engaging in business internationally is subject to a number of risks. These include:

- Linguistic and cultural differences;
- Unexpected changes in regulatory requirements;
- Difficulties and costs of staffing and managing international operations;
- Differing technology standards;
- Potentially adverse tax consequences; and
- Uncertain protection for intellectual property rights.

The Company has no control over many of these matters and any of them may adversely affect its business, financial condition and results of operations.

4.2.3 Risks associated with being incorporated under the Laws of Australia

The Company is a company incorporated under the laws of Australia; as such laws may be amended from time to time. As a result, the rights of Shareholders will be governed by the laws of Australia and the Company's Constitution. The rights of Shareholders under the laws of Australia may differ from the rights of Shareholders of companies incorporated in other jurisdictions.



4.2.4 Other Risks

Volatility of the value of the Shares

Prior to this Compliance Listing, there has been no public market for our Shares. There can be no assurance that an active market for our Shares will develop or, if developed, that such market will be sustained.

Investors should also be aware that the value of the Shares may be volatile and may go down as well as up and investors may therefore not recover any or all of their original investment, especially having regard to the Company's plan to seek a future listing, as the market in Shares may have limited liquidity.

In addition, the price at which investors may dispose of their Shares may be influenced by a number of factors, some of which may pertain to the Company, and others of which are extraneous. Investors may realize less than the original amount invested.

Ordinary Shareholder Tax Risk

Investors should take their own tax advice as to the consequences of owning Shares as well as receiving returns from it. In particular investors should be aware that ownership of Shares can be treated in different ways in different jurisdictions.

Raising Further Funds

The Company intends to raise additional funds in the future to take advantage of growth and expansion opportunities. Any equity offerings to new investors could result in dilution for existing investors.



The information set out in this Chapter is not intended to be comprehensive and should be read in conjunction with the full text of this Information Memorandum.

5.1 Introduction to the Company

The Company is a limited liability company incorporated in Australia on the 20 June, 2014. The Company became the ultimate parent company of the Group as a result of the Share Exchange Agreement 2 when it acquired AdvanceTC Malaysia through a share exchange. AdvanceTC Malaysia is a company incorporated and organized under the laws of Malaysia and has an 82.4% owned subsidiary called “Advance Tech Communications Sdn Bhd”.

There are currently no specific arrangements between AdvanceTC Malaysia and the other shareholders of ATC. Their relationship as shareholders are governed by the memorandum and articles of association of ATC and the relevant provisions of the Malaysian Companies Act, 1965.

Under the Share Exchange Agreement 2, the shareholders of AdvanceTC Malaysia exchanged their shares in that company for 50 shares of the Company.

5.2 The Shares of the Company

The Company has 300,317,550 Shares on issue as at the date of this Information Memorandum. All of the Shares have been issued to the current Shareholders as fully paid shares.

There is no public market for the Shares of the Company in Australia, the United States, the United Kingdom or any other jurisdiction as at the date of this Information Memorandum. Investment in the Shares involves risks. See “Risk Factors” in Chapter 4 for more information on the risk related to investing in the Company.

The Company does not have any outstanding convertible debt securities.



5.3 Listing

It is the Company's intention to apply for the Shares to be listed on the National Stock Exchange of Australia. No securities of the Company or any company within the Group are listed on any other stock exchange.

5.4 Listing Nominated Advisor

Southasia Advisory Sdn Bhd, a Malaysian company, has been appointed to act as the Company's NSX Listing Nominated Advisor as required under the NSX Listing Rules. Southasia Advisory Sdn Bhd's main role is to advise the Company and its directors as to the nature of their responsibilities and obligations under the Listing Rules and to assist the Company in its Compliance Listing on the NSX.

5.5 Purpose of Listing and application for Compliance listing in NSX

The Company has the intention of submitting an application to list its Shares on the NSX by way of a compliance listing. No new capital was raised or is going to be raised or available to the Company as a result of that listing. The listing of the Shares on the NSX may have favorable consequences for the Company's shareholders who may wish to trade their shares through a stock exchange.

The Directors believe that the listing of the Company's Shares will assist to raise the profile of the Group thereby enabling a wider range of investors to hold the Company's shares. In addition, in the opinion of the Directors, a listing should:

- Enable the Group to raise further capital in connection with its intention to expand business operations, notwithstanding that the Company has sufficient funds to continue its operations as they are now being conducted for a period of at least 20 months from the date of this Information Memorandum;
- Raise the profile of the Group amongst its prospective customers and suppliers thereby permitting the Group to address future opportunities that may arise.



The Directors intend that the Company expands its operations and develops its market share. The Company is in its commercialization stage and intends to execute its commercialization program. To do so will require significant capital which the Company is unable to generate based on its current operations. Accordingly, it is intended that the Company will seek to raise additional capital through issuance of new Shares in the future and prepare the relevant and necessary documents as required by law or the Listing Rules.

5.6 Lock Up

65.02% of the Shares are currently held by a relatively small number of 24 Shareholders that include certain of the Company's Directors and a representative of the Company's Nominated Adviser. In order to provide potential investors with a certain degree of comfort regarding the longer term expectations of the Company's Shareholders, those shareholders (the "Escrowed Shareholders") have agreed to the following Lock Up provisions pursuant to a Lock Up Agreement (the "Lock Up Agreement").

To the extent not inconsistent with applicable law, each Escrowed Shareholder will agree not to effect any public or private sale or distribution of their Shares of the Company, or any securities, options or rights convertible into or exchangeable or exercisable for such Shares for a period of 12 months from the date that the Company's securities (including the Shares) are admitted to trading on the NSX and 24 months from the NSX quotation date in the case of the Company's Directors who are Escrowed Shareholders.

The Lock Up will not apply to the extent that an offer is received, from a person or persons not affiliated with any of the Escrowed Shareholders, for the entire issued share capital of the Company and the Board recommends acceptance of that offer and such offer becomes binding and unconditional on all the Company's Shareholders (including the Escrowed Shareholders).



5.7 Litigation

As of the date of this Information Memorandum, the Directors are not aware of any claims or threats of legal action existing in respect to the Company or any member of the Group which would have a material adverse effect on the financial performance of the Company or the Group.

5.8 Rights attached to Shares

The rights attaching to the Shares are detailed in the Constitution of the Company. A summary of the rights and restrictions attaching to the Shares is set out below.

5.9 Share Rights

The Company currently only has 300,317,550 fully paid ordinary shares on issue. There are no other classes of shares on issue nor are there any partly paid shares on issue. The rights attaching to ownership of the Shares arise from a combination of the Constitution, the Listing Rules, the Corporations Act and general law.

A brief summary of certain provisions of the Constitution and the significant rights attaching to Shares is set out below. This summary is not exhaustive and does not constitute a definitive statement of the rights and liabilities of Shareholders. The summary assumes that the Company is admitted to the official list of NSX. The Constitution may be inspected during normal business hours at the registered address of the Company.

Subject to the Corporations Act, Listing Rules, and any rights and restrictions attached to a class of shares, the Company may issue or grant options in respect of further shares on such terms and conditions as the Directors resolve.

Alteration of Rights

The rights and restrictions attaching to any class of shares (unless provided by the terms of issue of the shares of that class), can only be varied with the consent in writing of Shareholders with at least three-quarters of the votes in that class, or with the sanction of a special resolution passed at a separate meeting of the holders of shares of that class.



Calls

The Board may from time to time call upon Shareholders for unpaid monies on their Shares. If such a call is made, Shareholders are liable to pay the amount of each call in the manner and at the time and place specified by the Board. Such calls may be payable by instalments, as determined by the Board. When a resolution of the Board authorising the call is passed, the call will be deemed to have been made. It may be revoked or postponed at the discretion of the Board.

Forfeiture and lien

The Company is empowered to forfeit Shares in relation to any part of allotment monies, calls, instalments, interest and expenses which remains unpaid following any notice sent to a Shareholder. Such forfeiture must occur in accordance with the Constitution, the Corporations Act and the Listing Rules. The Company has a first ranking lien or charge for unpaid calls, instalments and related interest and any amount it is legally required to pay in relation to a Shareholder's Shares. The lien or charge extends to all dividends, bonuses and other monies payable in respect of the Shares. If the Company registers a transfer of any Shares subject to this lien or charge, the title of the transferee to the Shares is not affected by any irregularity or invalidity in connection with the forfeiture, sale or disposal of the Shares.

Share transfers

Shares may be transferred in any manner required or permitted by the Listing Rules and by any instrument in writing in any usual or common form or in any other form that the Board approves. The Board may refuse to register a transfer of securities of the Company if permitted or required by the Listing Rules.

No share certificates

Subject to the requirements of the Listing Rules and the Corporations Act, the Company need not issue Share certificates.

Meetings

Each Shareholder and Director of the Company is entitled to receive notice of and attend any general meeting of the Company. Two Shareholders must be present to constitute a quorum for a general meeting and no business may be transacted at any meeting except the election of a Chairman and an adjournment, unless the quorum required is present at the start of the business. The Company is obliged to convene and hold an annual general meeting in accordance with the Corporations Act.



Voting Rights

Each Shareholder has the right to receive notices of and to attend all general meetings of the Company. Subject to restrictions on voting from time to time affecting any class of shares in the Company and any restrictions imposed by the Corporations Act, each Share in the Company carries the right to cast one vote on a show of hands and on a poll, one vote for each fully paid Share held and for each partly paid share held, a vote having the same proportionate value as the proportion to which the Share has been paid up. Voting may be in person or by proxy, attorney or representative.

5.10 Share Options

No options exist for the Shares or any other capital of any member of the Group at the date of this Information Memorandum.

5.11 Registration of Shares / Trading of Shares

The Shares have been issued in non-certificated form only. Shares not subject to escrow may be traded on market, following the Company's admission to the NSX.

5.12 Listing

This Information Memorandum is prepared in connection with the application for Compliance listing of AdvanceTC Limited. It is the Company's intention that the Shares, are listed by way of Compliance Listing of the NSX.

No new Shares are being offered pursuant to this Information Memorandum.



5.13 Transferability of the Shares

The Shares are subject to the provisions set out in the Company's Constitution applicable to shares of the Company and to any restrictions as set forth therein. As at the time of listing, the Shares are freely transferable.

5.14 Costs & Expenses

Transaction costs and all other directly attributable costs (including listing fees, legal fees and other professional fees) in connection with the Listing are to be paid by the Company from funds from its current operations.

5.15 Enquiries

Enquiries should be addressed to the Company at its registered office.



6.1 Company Description

The Company is a limited liability company incorporated in Australia. The Company does not itself engage in any substantive business other than acting as the ultimate parent company for the Group. Accordingly, it is dependent on the other companies within the Group and revenues received from them. Currently, the only direct wholly-owned subsidiary of the Company is AdvanceTC Malaysia.

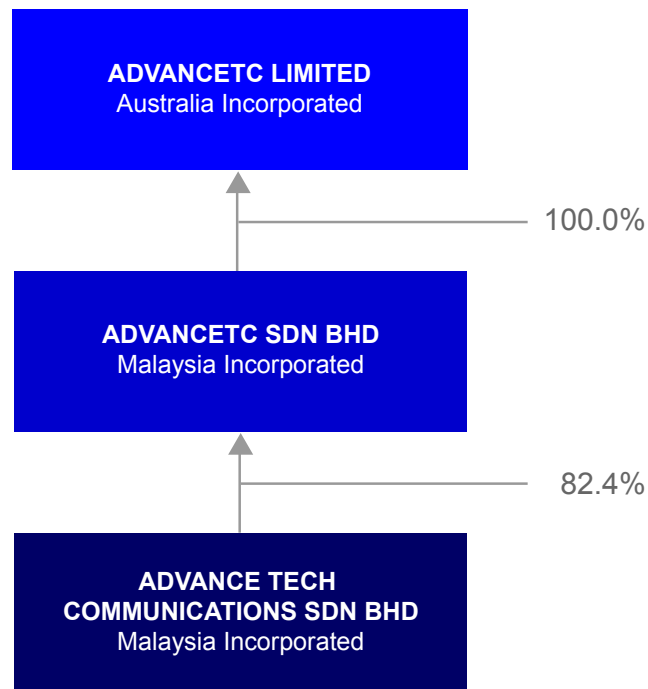
AdvanceTC Malaysia has one direct 82.4% owned subsidiary, ATC, which is a company incorporated under the laws of Malaysia. The consolidated management financial statements of AdvanceTC Malaysia and audited financial statement of ATC are included with this Information Memorandum.

6.2 Company Structure

AdvanceTC Malaysia entered into the Share Exchange Agreement 1 in which 82.4% of the shares of ATC were exchanged for 100% of the shares of AdvanceTC Malaysia. Each shareholder on record at the date of the transfer received 1 share of AdvanceTC Malaysia for every share they held in ATC.

Subsequently, the Company entered into the Share Exchange Agreement 2 in which 100% of the shares of AdvanceTC Malaysia were exchanged for 100% of the Shares of the Company. Each shareholder on record at the date of the transfer received 50 Shares of the Company for every share they held in AdvanceTC Malaysia.

Consequently, all present and future interests and benefits of AdvanceTC Malaysia belong to the Company as of the completion of the Share Exchange Agreement 2. Audited Financial Statements for the financial year ended 30 June 2013 for ATC are provided at Appendix A of this Information Memorandum. Unaudited management accounts for the period ending 31 May 2014 for AdvanceTC Malaysia are attached as Appendix B to this Information Memorandum.



6.3 Relevant Industry Experience

ATC has been in operations since 2005 and is considered by its Management to have sufficient industry experience to continue operating at its current level. The Management of ATC has plans to expand its production of existing products and fully commercializing new products, and will require additional marketing and production resources to support this expansion.



6.4 Board of Directors and their Interests

Director Name	Position	Nationality Citizenship	Shareholding as at the date of this Information Memorandum	
			Direct (%)	Indirect (%)
Loi Cheng Pheng	Executive Chairman Chief Executive Officer	British National	79,040,000 (26%)	76,349,840 (25%) ¹
Lee Gim Keong	Executive Director Chief Operations Officer	Malaysian	3,280,000 (1%)	1,909,526 (1%) ²
Jonathan Loi Yeow Koon	Executive Director Chief Technology Officer	Malaysian	76,349,840 (25%)	79,040,000 (26%) ³
Cho Chee Tuck	Independent Non-Executive Director	Malaysian	2,955,960 (1%)	—
Cho Chee Seng	Independent Non- Executive Resident Director	Australian	—	2,955,960 (1%) ⁴
William Keng Yaw Tan	Independent Non- Executive Resident Director	Australian	—	—

¹ Loi Cheng Peng is deemed interested in such Shares held by his son, Jonathan Loi Yeow Koon.

² Lee Gim Keong is deemed interested in such Shares held by his wife, Yap Beng Lee.

³ Jonathan Loi Yeow Koon is deemed interested in such Shares held by his father, Loi Cheng Peng.

⁴ Cho Chee Seng is deemed interested in such Shares held by his brother, Cho Chee Tuck.

Further details on the background of the Directors are found in Chapter 3 of this Information Memorandum.



6.5 Directors' Interests

A Director may hold any office or place of profit (other than as auditor) in any company within the Group and may contract with the Company either as vendor, purchaser or otherwise. As of the date of this Information Memorandum and as set out below, no contract or arrangement exists where a Director is materially interested.

Neither a Director nor its alternate may vote at any meeting of the Board about any contract or arrangement in which the Director has, whether directly or indirectly, a material personal interest, nor be present while the relevant matter is considered at the meeting.

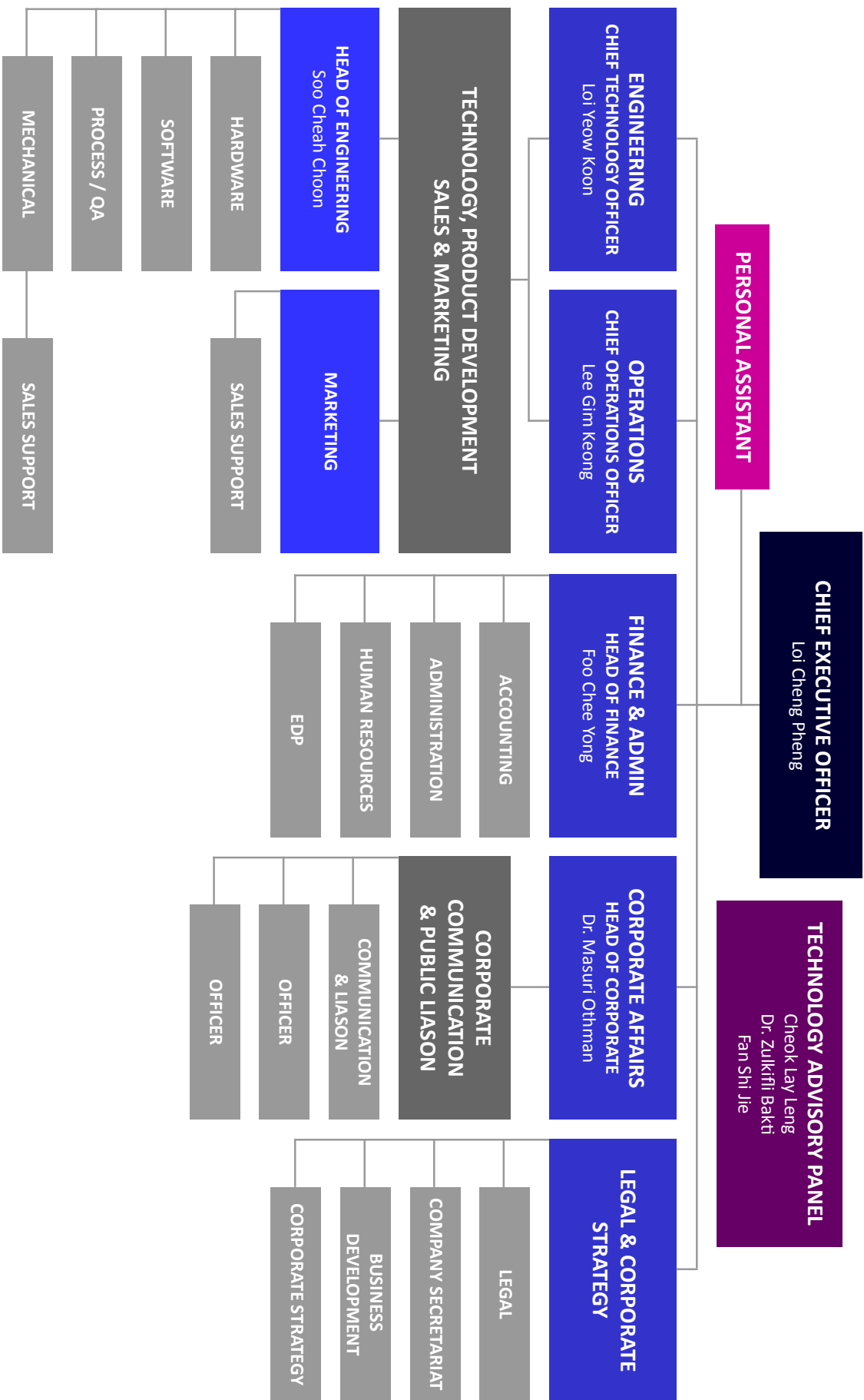
Under the Constitution of the Company, the remuneration of the Directors (but excluding any remuneration payable to any Director under any executive service contract with the Company or a related body corporate) will from time to time be fixed by the Company in general meeting. The Company's Constitution also provides that the Directors may be paid any expenses properly incurred by them in their role as Director.

6.6 Company Secretary

Elissa Hansen has been appointed as the company secretary of the Company, to perform duties as company secretary in accordance to the Company's Constitution.



COMPANY OVERVIEW





6.7 Executive Management Team

Ultimate responsibility for the management of the Company is vested in its Board of Directors. The Executive Management Team is responsible for the day to day management of the Company and the members of the Executive Management Team are as follows:

EXECUTIVE MANAGEMENT TEAM	
Chief Executive Officer	Loi Cheng Pheng
Chief Operations Officer	Lee Gim Keong
Chief Technology Officer	Jonathan Loi Yeow Koon
Head of Finance	Foo Chee Yong
Head of Corporate Affairs	Professor Dr. Masuri Othman
Head of Engineering	Soo Cheah Choon

6.8 Senior Management



Head of Corporate Affairs

Professor Dr. Masuri Othman

Dr. Masuri is member of the Senior Management of the Company. He obtained his PhD in Microelectronics from Southampton University of England in 1986, and has several patents in the Microelectronic segment that have been filed under his name.

During his illustrative career, he has also published 5 books on electronics and written numerous academic papers in the related area. His careers and experiences span from 1990 to 2014 from being an academician as a Professor and Deputy Dean in University Kebangsaan Malaysia (UKM) to researcher, holding position as the Director of Research in MIMOS Berhad and as Commercial Director for the Ministry of Science, Technology and Innovation, Malaysia (MOSTI).

With his vast experience and extensive network, Dr. Masuri will continue to provide valuable ideas and accessibility of business networks in the Tech industry for the company.

Dr. Masuri is a resident of Malaysia, age 57.



Head of Finance

Foo Chee Yong

Mr. Foo is the Head of Finance for the Company. He obtained his Bachelor Degree in Economics, Majoring in Business Administration from University of Malaya.

Mr. Foo has more than 41 years of experience in the finance industry; he started his finance career in 1973 when he joined UMBC Bank, attached to the headquarters finance department overlooking the bank's subsidiaries financial departments. During his tenure in the financial banking industry, he had experience working in the HRD department resolving issues relating to Officers' Gratuity Scheme and before he left, he was section head at the credit division involved with monitoring of credit proposals received from branches and introduced several system practises for the bank which helped to improve its performance and enhanced efficiency. Upon leaving the banking industry in 1998, he joined Pan Global Insurance Berhad as Vice President. He was responsible for introducing measures to help reduce the processing time for issuance of insurance policy.

His past experience in financial banking and insurance has led him to assist in developing a good financial system and accounting practice in the Company and to help secure government grants for its research activities.

Mr. Foo is a resident of Malaysia, age 66.



Head of Engineering

Soo Cheah Choon

Mr. Soo is the Head of Engineering in Senior Management. He graduated with Bachelor of Science Degree from the University of Campbell, USA. He has more than 11 years of research, development and design experience focusing on electronic devices, particularly in embedded systems, firmware and software.

Mr. Soo designed and developed a standard system called CTE-Single Board that was used for all projects when he was attached as the Team Leader with Creative Tech Sdn Bhd. The system benefited and contributed to the company in terms of cost saving and faster product time to market. He also successfully implemented an embedded base system to replace expensive computer based automated test systems for use in production when he was the Test and Development Engineering attached to Balda Thong Fook Solutions Sdn Bhd. Mr. Soo's working experience with Balda Solutions' clients from Norway, Sweden and Germany had provided him with experience with managing large projects and dealing with multinational and companies based in other countries.

Mr. Soo is a resident of Malaysia, age 33.

6.9 Technology Advisory Panel



Member of Technology Advisory Panel

Cheok Lay Leng

Mr. Cheok is a member of the Technology Advisory Panel of the Company. He holds a degree in Computer Science & Technology with post graduate work in device physics and Masters in Business Administration. He holds an US patent in USB technology. He was conferred PKT medal award by the Penang state government in 2006.

Mr. Cheok has over 27 years of R&D, business and executive management experience in the semiconductor, networking and embedded industries. He is currently President, Asia Operations at Netronome Systems, Inc, a technology start-up focusing on developing platform solutions for network, security and communications segments headquartered in Santa Clara, California, USA. Between 2005 and 2007, he held chief executive positions at several start-ups in Hong Kong and business ventures. Prior to 2005, he was General Manager of Asia Operations, Communications Infrastructure Group (CIG), Intel Corporation where he managed embedded and communications business activities including initiating several development and competency centers across Asia and in Shannon, Ireland. He has also served as a board observer in technology start-ups invested by Intel Capital, a venture capital arm of Intel Corporation.

Mr. Cheok has worked as a design engineer, project lead and applications engineering manager for the Intel x86 microprocessors and embedded microcontrollers before he moved into product and business management roles. He was a pioneer Intel team member that developed the USB v1.0 standard and a co-manager responsible for USB adoption by the computing peripheral OEMs worldwide in 1995 to 1997.

Since 2005, Mr. Cheok has been active in technology ventures and working with start-up companies. He has been a regular speaker at industry events and teaches entrepreneurship and strategic management subjects occasionally.

Mr. Cheok is a resident of Malaysia, age 52.



Member of Technology Advisory Panel

Professor Dr. Zulkifli Bakti

Dr. Zulkifli is a member of the Technology Advisory Panel of the Company. He obtained his PhD from University of Bath United Kingdom in 1985.

Dr. Zulkifli's career spans over more than 39 years in both the Academic and Corporate segment. He was a Lecturer and Deputy Dean in University Sains Malaysia and University Kuala Lumpur. He was the Vice President of Education Services at Symmid Corporation, and held Research & Development Senior Management position in MIMOS, a Malaysia's national R&D centre in ICT under the purview of the Malaysian Ministry of Science, Technology and Innovation. Dr. Zulkifli also held positions in Time Quantum Technologies, Tenggara Capital Berhad and Mango Sdn Bhd.

He was also a Consultant and Advisor to several other companies prior to joining the Company as an Advisor. With his vast experience and knowledge in the Microelectronic field, he will bring new innovations and ideas to live in the Company's products and devices.

He is a resident of Malaysia, age 57.



Member of Technology Advisory Panel

Fan Shijie

Mr. Fan is a member of the Technology Advisory Panel of the Company. He obtained his Masters of Science Degree in Electronic & Engineering from Beijing Institute of Technology and Bachelor of Science Degree in Automation from Tsinghua University China. He has 4 patents and 1 patent pending in China to his name.

Mr. Fan has more than 25 years of Research & Development, Design and Project Management experiences in the Electronics Industry. His career and experiences stem from being attached to Photon Access Incorporated, Motorola, Intel, China Academy of Space Technology and Flexcomm.

His vast experience in electronics design is a valuable asset to the Company and will continue to bring technology advancement to our team.

He is a resident of China, age 50.



6.10 Employees

The Group currently maintains a workforce of approximately 17 people, employed by ATC. The workforce comprises of 10 in Engineering, 5 in Management, 1 in Administration and 1 in Marketing.

6.11 Related Party Transaction

Save as disclosed below, the Group has no other related party transactions as of the date of this Information Memorandum:

ATC had on 18 January 2013 entered into a Master Services Agreement with Top ATC for the prototyping and testing of the MAGIC™ Zlate™ 11 with a total value of RM350, 000.00, which has been successfully completed.

TOP ATC was issued a manufacturing license from the Government of Malaysia which grants TOP ATC special tax free incentives to encourage local manufacturing for export. TOP ATC also has a production facility which exclusively provides prototyping support for new product development. The Company, through TOP ATC is able to import raw materials free of tax during commercial production for exports and saves costs/time in testing new product designs to achieve the final commercial product.

The Company may, in the future and subject to the relevant Listing Rules award future prototyping and testing contracts to TOP ATC for its future products.

The directors of TOP ATC are also directors of ATC and are Mr. Loi Cheng Pheng and Mr. Jonathan Loi Yeow Koon who own 37.8 and 49.6% in TOP ATC respectively.



6.12 Additional Information

Constitution

The Constitution of the Company is available for inspection at the Company's registered office during normal business hours or upon request.

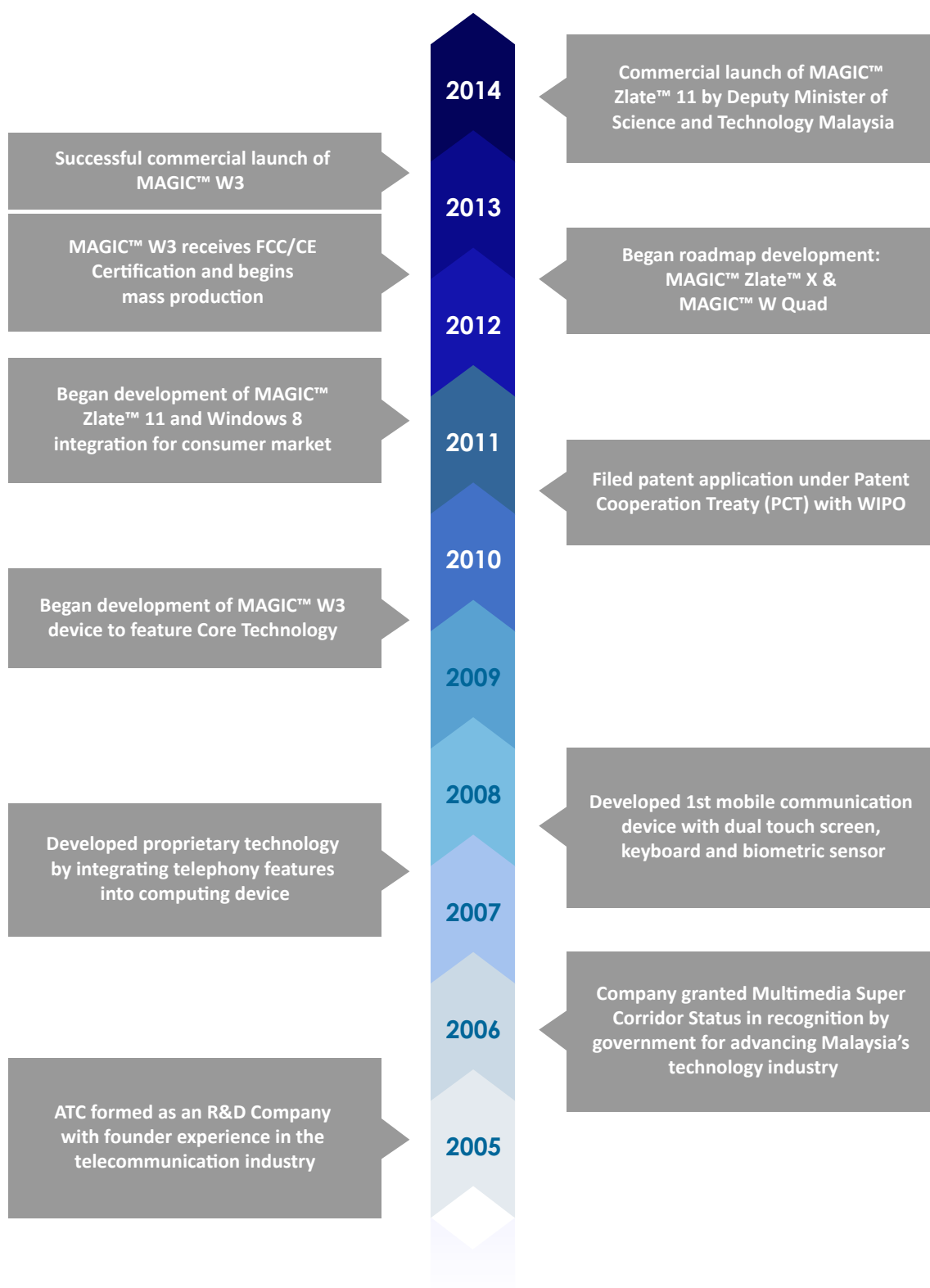
Other Material Documents

Copies of the following documents will be available for inspection at the Company's registered office during normal business hours:

- The Certificate of Incorporation of the Company;
- The Constitution of the Company;
- Audited Financial Statements of ATC for the year ended 30 June 2012 and 30 June 2013;
- Management Accounts for the period ended 31 May 2014 in respect of AdvanceTC Malaysia on a consolidated and non-consolidated basis;
- The Listing Nominated Advisor Services Agreement;
- The Registrar & Transfer Agency Agreement;
- Share Register;
- Register of Directors and Officers of the Company;
- All reports, letters, and other documents and statements (if any) prepared by any expert for any member of the Group, any part of which is included or referred to in the Information Memorandum; and
- The Lock Up Agreement.



7.1 ATC Timeline



7.2 Executive Summary

Incorporated since 2005, ATC is a premier company specializing in the design, development and commercialization of high tech mobile wireless computing and telecommunication devices.

The Company's operations are mainly focused on developing intellectual property through proprietary hardware/software design and system integration. Product prototyping and manufacturing are outsourced to appointed manufacturers.

ATC is the creator of the MAGIC™ brand of mobile computing devices with integrated telephony, and have redefined mobile productivity by developing the MAGIC™ W3, a full Windows® OS microcomputer integrated with cellular telephony capabilities fully designed and developed using its patent pending proprietary technology and engineering innovation.

In recognition of its R&D work to spearhead mobile technology development, the Company has been granted MSC Status and its benefits by the government of Malaysia to help the mobile wireless industry reach its full potential.

ATC's R&D operations are currently funded internally by shareholders of the company.

It is the recipient of several technology grants from the government of Malaysia to assist in its R&D and commercialization efforts.

The Company has a current valuation of USD50 Million evaluation by Investment Banking Group, RedBridge USA after attaining commercialization for the MAGIC™ W3.

ATC is based in Kuala Lumpur and Petaling Jaya, Malaysia.



CHAPTER

7

BUSINESS OVERVIEW

7.3 Product Roadmap

MAGIC™ ZLATE™ II	MAGIC™ ZLATE™ X	MAGIC™ W QUAD	MAGIC™ ZLATE™ II 2
11.6" Ultrabook Tablet 2in1 Intel® Atom Bay Trail Processor Windows® 8.1 OS Integrated Bluetooth Telephony Integrated Unified Communications & Telephony User Interface Ultrabook Performance Tablet 304 x 196 x 10.5 mm / 800g~	10.1" Ultraportable Slate 2in1 Intel® Next Gen Processor 4G LTE Connectivity Windows® 8.1 OS Integrated Bluetooth Telephony Integrated Unified Communications & Telephony User Interface Hexa Shell Design Aluminium Unibody Frame Omni Direction Stand 229 x 157 x 8.5 mm / 600g~	5.7" Pocketable Handheld Intel® Next Gen Processor 4G LTE Connectivity Windows® 9 Threshold OS Integrated Bluetooth Telephony Integrated Unified Communications & Telephony User Interface Primary Handheld with full OS & Telephony Polygon Shell Design Aluminium Unibody Frame 136 x 76 x 8.5mm / 240g~	11.6" Ultrabook Tablet 2in1 Intel® Next Gen Processor 4G LTE Connectivity Windows® 9 Threshold OS Integrated Bluetooth Telephony Integrated Unified Communications & Telephony User Interface Ultrabook Performance Tablet Zlate Series upgrade with better performance and slimmer frame 304 x 196 x 8.5 mm / 800g~
2014			2015

7.3.1 Product Roadmap - MAGIC™ Zlate™ X



The next MAGIC™ Zlate™ 2in1 Series ultraportable, with a 10.1" screen for increased mobility and battery life, the MAGIC™ Zlate™ X features a honeycomb unibody design, and an omni directional kickstand for more usage scenarios.

7.3.2 Product Roadmap - MAGIC™ W Quad



The MAGIC™ W Quad is a next generation super performer, encased in a super slim metal alloy unibody, and is a full PC in the slim form factor of a Smartphone, and with Smartphone communication and voice capabilities.



7.4 Government & Industry Support

MIDA

Malaysian Investment Development Authority (MIDA)

The Malaysian Government's principal agency for the promotion of manufacturing and service sectors in Malaysia.

MOSTI

Ministry of Science, Technology, and Innovation (MOSTI)

Government agency promoting innovation in Malaysia's technology industry.

MSC

Multimedia Super Corridor (MSC)

MSC Malaysia is Malaysia's national ICT initiative designed to attract world-class technology companies while grooming the local ICT industry.

7.4.1 MIDA Launch - MAGIC™ W3



Kuala Lumpur, 07 November 2012 – The Malaysian Industrial Development Authority (MIDA) hosts a media conference at its headquarters. The event showcased the MAGIC™ W3 together with a press conference and luncheon.

7.4.2 MOSTI Launch - MAGIC™ Zlate™ 11



Kuala Lumpur, 6 March 2014 – YB Datuk Dr. Abu Bakar bin Mohamad Diah – Deputy Minister, Ministry of Science, Technology & Innovation (MOSTI) Malaysia launches MAGIC™ Zlate™ 11 at Courts Megastore in conjunction with the MOSTI Commercialization Year 2014.



7.5 Manufacturing Partners

ATC's partnerships with its manufacturers allow ATC to closely monitor the manufacturing process, significantly reduce lead time, increase production efficiency, and control gross margins. ATC's current manufacturers are as per below:

BYD

Established in China, February 1995, BYD Company Limited specializes in IT, automobile and new energy. BYD is the largest supplier of rechargeable batteries in the globe, and has the largest market share for Nickel-cadmium batteries, handset Li-ion batteries, cell-phone chargers and keypads worldwide. BYD's IT business has earned a large and stable customer base owing to its reliable product quality. Its current clients include Nokia, Motorola, Samsung, Sony Ericsson, Kyocera, Phillips, Panasonic and Sony, and also prominent domestic companies such as Huawei, ZTE, and Lenovo.

Crestronics

Crestronics is a subsidiary company of BSL Corp, a publicly listed Malaysian company, developing electronic parts for Sony, Panasonic, and other leading consumer electronics brands.

Top IT

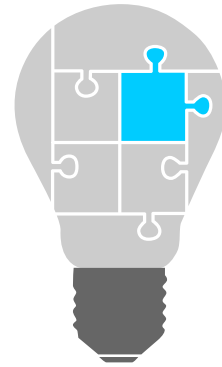
Top IT is a leading State Owned Enterprise of Terengganu, Malaysia currently assembling e-books and tablets for Malaysia's education system.

7.6 Marketing & Branding Strategy

ATC's Core Technology is disruptive because it provides functionalities of both the computer and smartphone in a single product range.

ATC will utilize a 'Blue Ocean' strategy leveraging on its differentiating technology to allow it to capture market share from both computer and smartphone manufacturers simultaneously.

This strategy allows ATC to compete effectively because there is no existing benchmark, thus competitors become irrelevant and allowing time for ATC to entrench itself in a pioneer position.



- ATC will target the market of professionals and enterprise businesses that require a more lightweight, portable, full OS computing device for their productivity and connectivity needs.
- ATC's products are able to be integrated and utilized in any telco operator mobile network with any existing SIM card and can be used to attract users to the telco carrier network as a unique product offering.
- ATC will leverage on its Core Technology to create the MAGIC™ brand, and will market MAGIC™ products as high end premium products with high technology advantages.
- ATC will build the MAGIC™ brand with its disruptive technology, and having no defined competitors in its market category, able to capture market share from both computer as well as smartphone manufacturers.



7.6.1 Marketing & Branding Strategy - MAGIC™

MAGIC™

The MAGIC™ product line features premium high tech mobile microcomputers and ultraportables which run on the full Windows® Operating System while providing integrated cellular telephony capabilities. Unlike conventional Windows® full OS laptops & tablets, MAGIC™ devices are able to make & receive phone calls and SMS, wake up from incoming calls, and perform intelligent audio switching from PC audio to GSM audio within the Windows® full OS environment.

True Convergence™

ATC calls this integration True Convergence™ Technology.

ATC's True Convergence™ Technology is covered by patent title "System & Method for Integrating a Computing Device with Telephony Functions".

Users interact with MAGIC™ devices telephony features via a customized user interface, a specially designed software application in the Windows® full OS environment provides the user with voice calling, SMS/MMS/IM, VOIP and video conferencing capabilities for a complete unified communications and mobile computing device.

7.7 Sales & Distribution Channels

ATC will distribute its products through regional partnerships with distributors in key target regions of Asia, Europe, Middle East, North America, and South America.

Courts

Courts is one of the leading electrical products, IT products and furniture retailers in Malaysia and Singapore. Courts has an operating history that spans more than 35 years in Singapore and more than 25 years in Malaysia. Courts operates 70 stores that cover more than 1 million sq. ft. of retail space².

Dynamism

Established since 1997, Dynamism is an online gadget retailer that offers the most unique and high end gadgets to its customers. Dynamism has a stringent quality control reputation and only retails and delivers the best quality products to its clients.

Gakub

Gabungan Koperasi Universiti Berhad (GAKUB) Federation of University Cooperatives Ltd., is an organization which its primary members are formed from all major Malaysian institutes of higher learning & education. There is an estimated extensive combined network of 6.6 million university students, lecturers and admin personnel under the cooperative university membership of GAKUB.

Lazada

Lazada is one of the largest established online malls distributing electronics that is part of a global cyber chain already established in Europe. Lazada's Asia operations are fast expanding into China, India, Singapore and the Philippines, giving more visibility to MAGIC™ products from Lazada's marketing efforts through email and online advertisement campaigns

SFE

Sales Force Europe (SFE) is an international organization of over 50 active sales and marketing professionals that was founded to help high-tech companies to launch, develop, and expand their business in Europe, Middle East, Africa and Latin America.



7.8 Growth Strategy

PRODUCTS

SALES

- Initial production to meet existing distributor sales and marketing with eventual volume ramp up.
- New partnerships with distributors in North America, Europe, and South America.
- Continued product development, launch of MAGIC™ Zlate™ X and MAGIC™ W Quad.

INTELLECTUAL PROPERTY

LICENSING

- Intellectual Property Portfolio possible to be licensed to other device manufacturers.
- Able to gain market share from both computer and smartphone manufacturers.
- Continued development of supporting Intellectual Property to Core Technology.

BRANDING

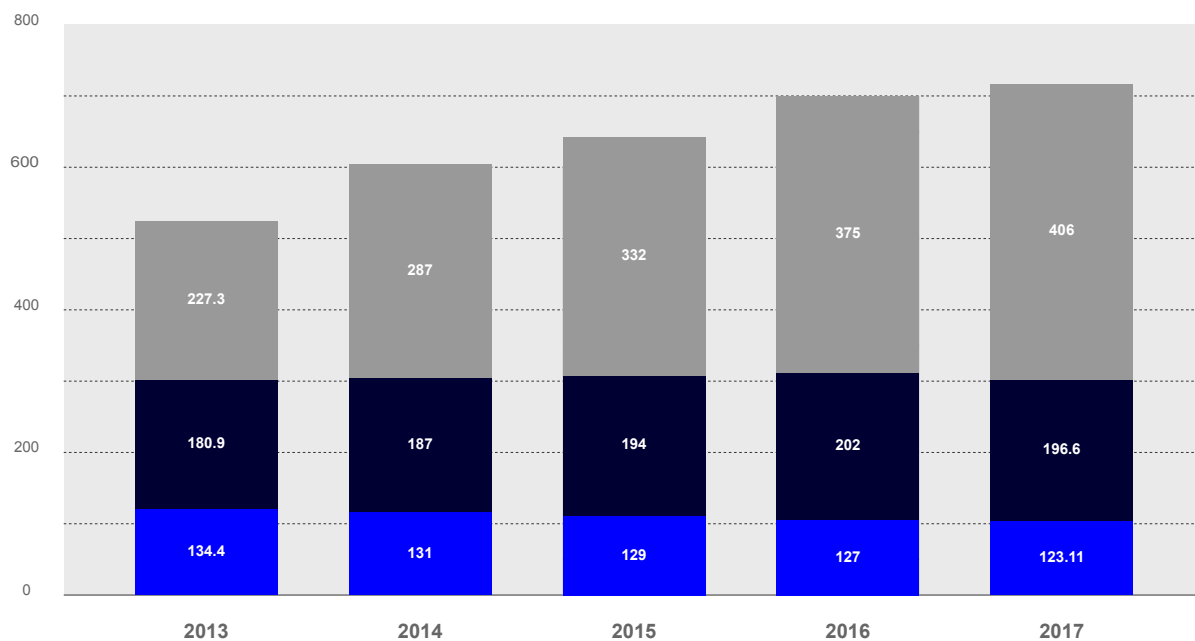
ROYALTY

- MAGIC™ branded accessories – chargers, cases, docking stations, etc.
- Other electronics devices – monitors, external storage devices, etc.

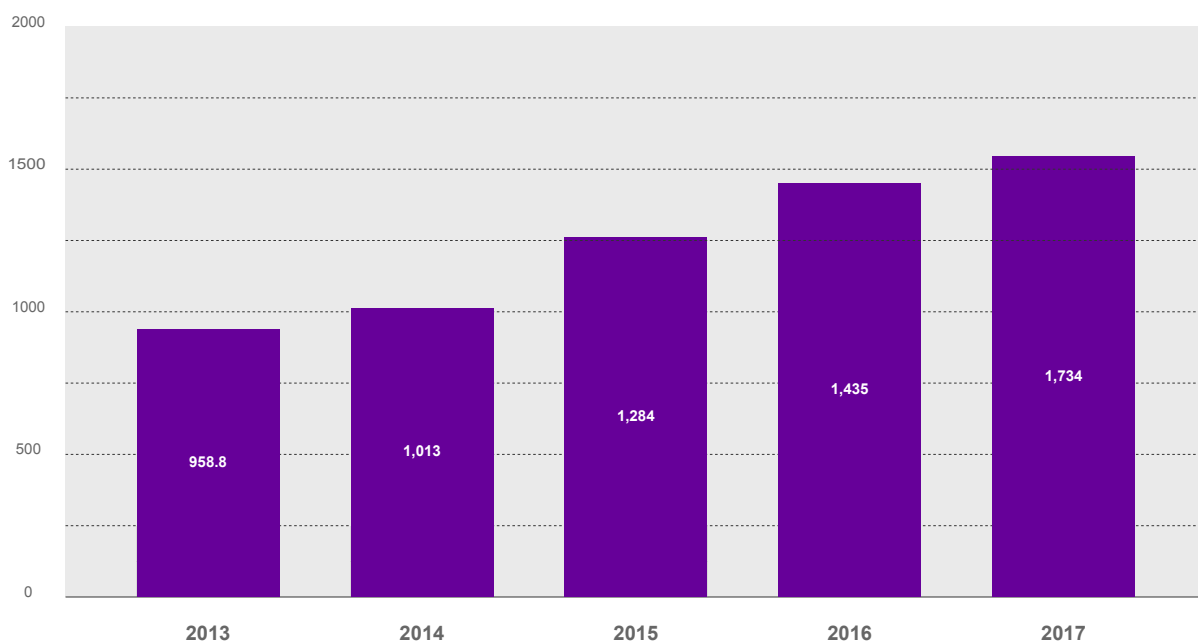


8.1 Forecasts Charts

Forecast for global shipments of tablets, laptops and desktop PCs from 2013 to 2017 (millions/units) *



Forecast for global shipments of smartphones from 2013 to 2017 (millions/units) **



* This information was sourced from <http://www.statista.com/statistics/272595/global-shipments-forecast-for-tablets-laptops-and-desktop-pcs/>

** This information was sourced from <http://www.statista.com/statistics/263441/global-smartphone-shipments-forecast/>

These are not forecasts of the Company's anticipated shipments.



8.1.1 Summary

Smart Connected Device Market by Product Category, Unit Shipments and Market Share 2013 and 2017 (millions/units)

Product Category	2013 Unit Shipments	2013 Market Share	2017 Unit Shipments	2017 Market Share	2013 - 2017 Growth
Desktop PC	134.4	8.6%	123.1	5.0%	-8.4%
Portable PC	180.9	11.6%	196.6	8.0%	8.7%
Tablet	227.3	14.6%	406.8	16.5%	78.9%
Smartphone	1,013.2	65.2%	1,734.0	70.5%	71.1%
Total	1,556.0	100.0%	2,460.5	100.0%	58.1%

Explosion of the Mobile Internet = Exponential growing need for mobile devices with full connectivity, mobility, and full software capability to run a wide range of applications for multimedia entertainment, social networking & productivity.

- By 2017, 87% of the worldwide smart mobile connected device market will be tablets & smartphones, with PCs (desktop/laptop) being only 13% of the connected device market. Worldwide shipments of mobile devices will reach 2.3 Billion units by 2017.
- Demand for mobile connected devices is evidently strong, consumers are ready to purchase a device that can provide them the combination of wireless connectivity & communication through related wireless technologies and mobile portability for ease of on the go usage.

ATC's technology and product offering puts the company in an advantageous position where it can capture market share from all market segments: PC, tablet and smartphone.

The mobile connected device market is in an uptrend and the industry is growing rapidly and exponentially, ensuring ATC's core business is in a healthy position and outlook.



The composition of the Board of Directors of the Company may be altered from time to time by ordinary resolution passed at a general meeting of the Company. One third of the Directors in office must retire at each annual general meeting. The Directors to retire will be those who have been longest in office since their last election. No Director shall hold office for more than three years, or past the third annual general meeting following its appointment or election, whichever is longer. Unless otherwise disqualified under the Act or the Constitution, a Director who retires or whose office is vacated will be eligible for re-election to the Board. There is no mandatory retirement age for Directors and there is no share qualification necessary to be held by Directors. The Board is currently of the view that the composition of the Board, including the Chairman/CEO being an executive director, and not independent, is appropriate for the Company at this stage of its development.



10.1 Historical Financial Data

As the Company was incorporated on 20 June 2014, it has no substantial operating or trading history. The financial data of AdvanceTC Malaysia, which became a subsidiary of the Company in June 2014 is considered relevant.

Set out below is the summary of the following financial information:

- Financial information of the Company on a consolidated basis for the period ended 31 May 2014 based on its management accounts; and
- Audited Financial information of ATC for the financial year ended 30 June 2013.

The Auditors have given their approval for financial reports prepared by it to be included in this Information Memorandum, and to be named as Auditors of the Company.

Particulars	Management Accounts for period ended 31 May 2014 (AdvanceTC Sdn Bhd) AUD	Audited 30 June 2013 (ATC) AUD
Revenue	2,156,073	195,305
Gross Profit	594,040	58,377
Profit / Loss from Operation	224,892	(50,539)
Net Profit / Loss	176,096	(56,643)
Net Assets	2,678,320	40,938
Total Equity & Liabilities	7,068,369	3,051,348

(1 RM = \$0.33 AUD as at 30 June, 2014)

Complete audited financial statements for ATC and most recently available management financial statements for the Company and its subsidiary AdvanceTC Malaysia, including the results of ATC, are available for inspection at the Company's registered office. A summary of the same are as set out next.

**10.1.1 Extract of ATC Sdn Bhd 2013 Audited Accounts**

STATEMENT OF COMPREHENSIVE INCOME FOR THE FINANCIAL YEAR ENDED 30 JUNE 2013

	Note	2013 (RM)	2012 (RM)
Revenue	4	591,835	-
Cost of Sales	5	(414,936)	-
Gross Profit		176,899	-
Other Income		367,278	(325,926)
Administrative Costs		(603,413)	(454,435)
Other Costs		(93,915)	(221,314)
		(697,328)	(675,749)
Loss from Operations		(153,151)	(349,823)
Finance Costs		(18,496)	(53,183)
Loss before Tax	6	(171,647)	(403,006)
Tax Expense	7	-	-
Loss for the financial year, representing total comprehensive income for the financial year.		(171,647)	(403,006)

The annexed notes form an integral part of,
and should be read in conjunction with, these financial statements.

10.1.2 Extract of ATC Sdn Bhd 2013 Audited Accounts

STATEMENT OF FINANCIAL POSITION AS AT 30 JUNE 2013

ASSETS	Note	30.6.2013 (RM)	30.6.2012 (RM)	01.7.2011 (RM)
Non current assets				
Plant & Equipment	9	137,845	224,565	80,917
Development Expenditure	10	7,813,748	7,157,436	5,610,375
		<u>7,951,593</u>	<u>7,382,001</u>	<u>5,691,292</u>
Current Assets				
Inventories	11	126,647	-	-
Trade Receivables	12	276,345	-	-
Other Receivables, Deposits, and Prepayments	13	884,487	679,900	99,266
Cash & Bank Balances		7,436	156,237	22,883
		<u>1,294,915</u>	<u>836,137</u>	<u>122,149</u>
		<u>9,246,508</u>	<u>8,218,138</u>	<u>5,813,441</u>
EQUITY & LIABILITIES				
Share Capital	14	4,132,000	4,132,000	4,100,000
Retained Earnings		(4,007,946)	(3,836,299)	(3,433,293)
Total Equity		<u>124,054</u>	<u>295,701</u>	<u>666,707</u>
Liabilities				
Non Current Liabilities				
Borrowings	15	124,202	139,720	7,165
Government Grant received in advance	17	1,429,658	1,155,768	60,000
		<u>1,553,900</u>	<u>1,295,488</u>	<u>67,165</u>
Current Liabilities				
Trade Payables	18	541,583	-	-
Other Payables & Accruals	19	6,051,089	5,645,564	4,110,047
Borrowings	15	975,882	981,385	969,522
		<u>7,568,554</u>	<u>6,626,949</u>	<u>5,079,569</u>
Total Liabilities		<u>9,122,454</u>	<u>7,922,437</u>	<u>5,146,734</u>
TOTAL EQUITY & LIABILITIES		<u>9,246,508</u>	<u>8,218,138</u>	<u>5,813,441</u>

**10.1.3 Extract of AdvanceTC Sdn Bhd 2014 Management Accounts**

INCOME STATEMENT FOR THE PERIOD ENDED 31 MAY 2014

	2014 (RM)
Revenue	6,533,554
Cost of Sales	4,733,434
Gross Profit	1,800,120
Other Income	120,072
Administrative Costs	(1,214,196)
Other Costs	(24,504)
	1,238,700
Profit / Loss from Operations	681,492
Finance Costs	(33,891)
Profit / Loss afterTax	647,601
Minority Interest	113,977
Net Profit / Loss for the year	533,624



10.1.4 Extract of AdvanceTC Sdn Bhd 2014 Management Accounts

BALANCE SHEET FOR THE PERIOD ENDED 31 MAY 2014

ASSETS	(RM)	EQUITY & LIABILITIES	(RM)
Non Current Assets		Share Capital	5,266,275
Plant & Equipment	138,444	Share Premium	82,944
Development Expenditure	9,000,984	Share Application	1,699,862
Goodwill on Consolidation	3,302,547	Retained Earnings	647,601
	<u>12,441,975</u>	Minority Interest	419,438
		Total Equity	<u>8,116,120</u>
		Non Current Liabilities	
		Borrowings	116,044
		Government Grant Received in Advance	1,429,698
			<u>1,545,742</u>
Current Assets		Current Liabilities	
Inventories	86,653	Trade Payables	3,423,191
Trade Receivables	5,652,246	Other Payables & Accruals	7,423,833
Other Receivables, Deposits, and Prepayments	2,188,742	Borrowings	910,414
Cash & Bank Balances	1,049,685		<u>11,757,438</u>
	<u>8,977,326</u>	Total Liabilities	<u>13,303,181</u>
Total Assets	<u>21,419,301</u>	TOTAL EQUITY & LIABILITIES	<u>21,419,301</u>



10.2 Working Capital

As of the date of this Information Memorandum, the Directors are of the opinion that the Company has working capital sufficient to support its existing business as stated in this Information Memorandum. Notwithstanding the foregoing, the Directors intend to expand the Company's business and such expansion plans require the deployment of significant additional capital. Such capital is not available to the Company solely as a result of profits earned through its existing operations and the Directors intend that the Company will seek to raise new equity capital through a new issue of shares in the future subject to the approval of the NSX and such other relevant authorities.

10.3 Group Cash Flow & 12 Months Expenses

As of 31 May 2014, the Group has cash and cash equivalents AUD 1,068,681 and receivables of AUD 1,865,241 and for the 11 month period ended 31 May 2014, the Group incurred non-manufacturing expenses of AUD 408,771.

Based on this level of expenditure and the current availability of cash and near cash assets, if no further revenue is realized for the next 28 months, and provided there are no significant increases in operating costs, the Group will be able to meet its expenses and continue operations by utilizing its existing resources.

10.4 Changes in Financial Position

The Directors assert that to the best of their knowledge, there have been no adverse material changes to the financial or trading position of the Group since the date of the last available audited accounts (of ATC), for the year ended 30 June, 2013.

- The Vendors had on 30 June 2014 entered into the Share Exchange Agreement 1 with AdvanceTC Malaysia whereby the Vendors exchanged each share they held in ATC for 1 ordinary share of RM1.00 each in AdvanceTC Malaysia in accordance with the terms and conditions therein contained. This agreement has since been completed resulting in AdvanceTC Malaysia holding 82.4% of the entire issued and paid-up share capital of ATC.
- The Vendors had on 7 July 2014 entered into the Share Exchange Agreement 2 with the Company whereby the Vendors exchanged each share they held in AdvanceTC Malaysia for 50 Shares in the Company in accordance with the terms and conditions therein contained. This agreement has since been completed resulting in AdvanceTC Malaysia becoming a wholly-owned subsidiary of the Company.
- Lock-up Agreements

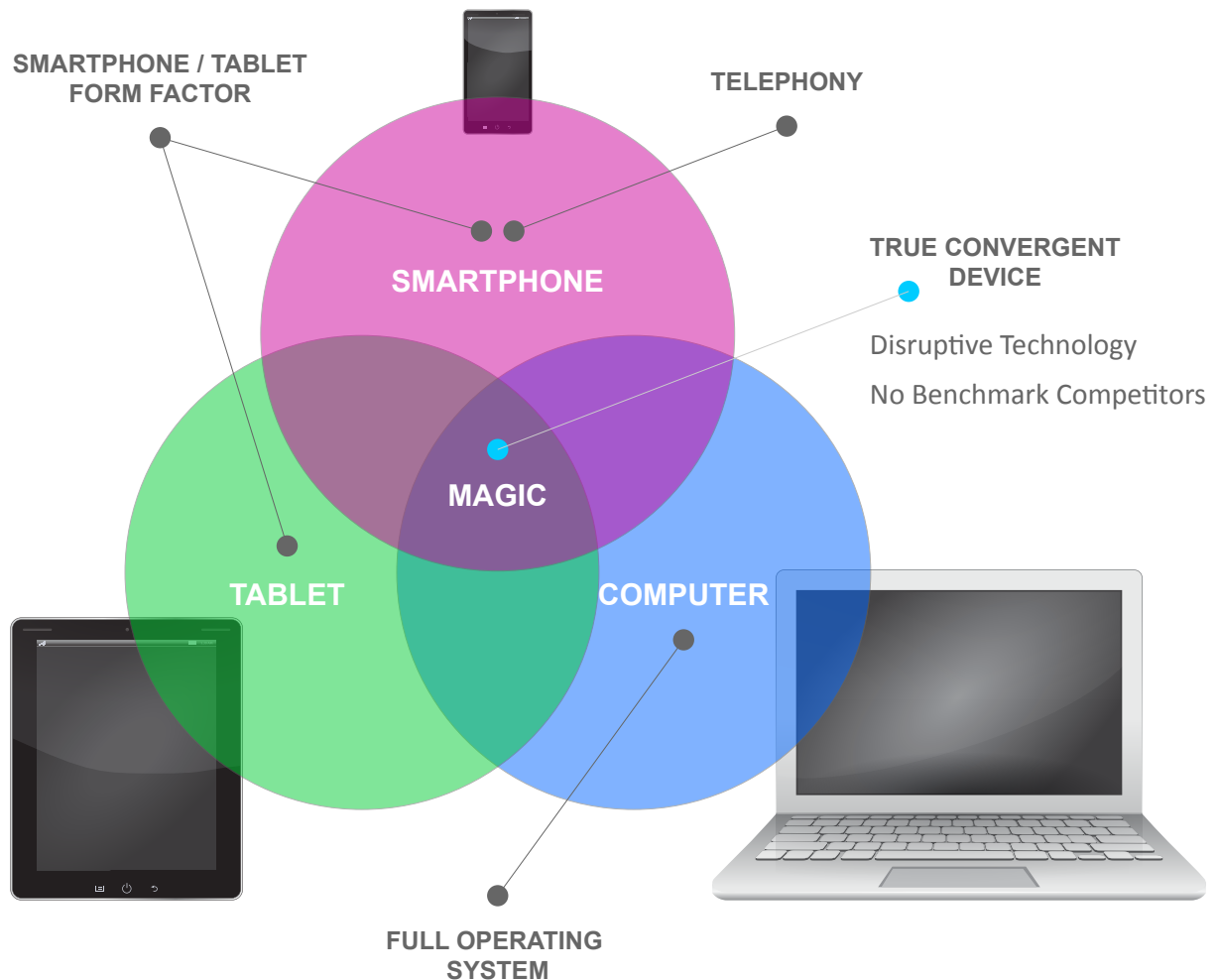
24 Shareholders (including Directors) of the Company (“Escrowed Shareholders”) representing approximately 65.02% of the entire issued and paid-up Shares of the Company, have executed agreements with the Company whereby the Escrowed Shareholders agreed not to dispose of, or agree or offer to dispose of the restricted securities, create or agree or offer to create, any security interest in the restricted securities; or do, or omit to do, any act if the act or omission would have the effect of transferring effective ownership or control of the restricted securities for a period of 12 months from the date the Shares are admitted to trading on the NSX and 24 months from this date in the case of Directors of the Company who are Escrowed Shareholders.
- Executive/Director Agreements

Mr. Loi Cheng Pheng had on 1 July 2013 entered into an employment agreement with ATC as the Chief Executive Officer of ATC. The agreement is on normal commercial terms.

Mr. Lee Gim Keong had on 1 July 2013 entered into an employment agreement with ATC as the Chief Operations Officer of ATC. The agreement is on normal commercial terms.

Mr. Jonathan Loi Yeow Koon had on 1 July 2013 has entered into an employment agreement with ATC as the Chief Technology Officer of ATC. The agreement is on normal commercial terms.

12.1 True Convergent Device



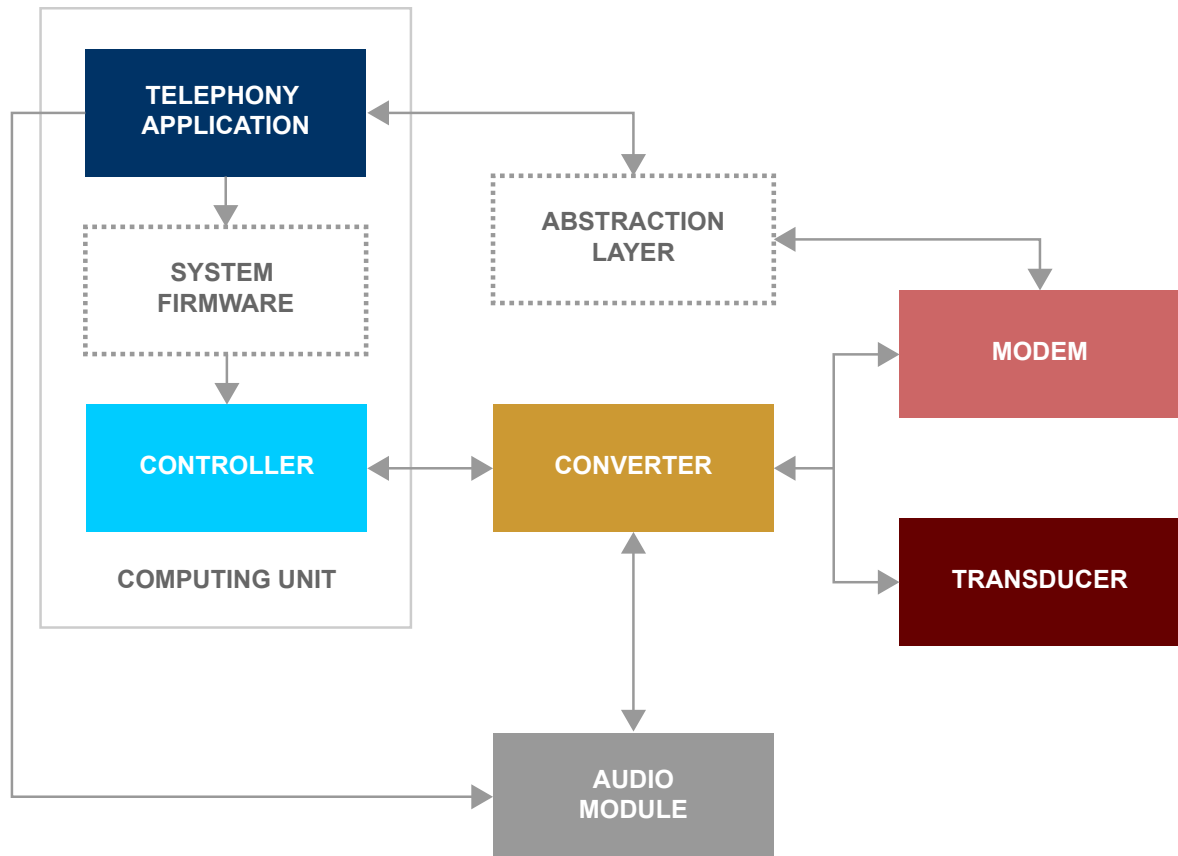
System & Method for Integrating Computing Device with Telephony Functions

ATC has developed the system & method for integrating telephony into a full fledged Windows® Operating System. The system & method also covers intelligent audio auto switching, and device wake up from incoming phone call functionalities.

The system & method developed is future scalable, and compatible with future Windows® full Operating Systems.



12.2 Disruptive Technology



- Patent pending proprietary technology occurs at module and firmware level enabling integration of telephony functions into a full computing operating system.
- ATC is further seeking to strengthen its Intellectual Property portfolio through the filing of several new patent claims associated with its proprietary technology.
- The Company is able to license its Core Technology to other device manufacturers creating revenue growth opportunities from its Intellectual Property portfolio.



12.3 Full Operating System vs Mobile Operating System

FULL OPERATING SYSTEM	MOBILE OPERATING SYSTEM
Windows 7/8 / Mac OS X/Mavericks	Android / iOS / Blackberry / Windows Phone
True Multitasking	Task Switching only
Higher Processing Capability	Lower Processing Capability
USB Host & Client Connectivity	None or USB Client only
Full Internet Browser with Flash / HTML5 Javascript and tabbed browsing	Mobile Internet Browser with feature limitations
Full file extension support (rar,amr,zip etc.)	File extension support limited
Full software suites	Apps only
Security, Encryption, Local Area Networking	Unsupported Security & Encryption Local Area Networking unavailable

- Mobile OS has significant limitations for users seeking increased productivity from mobile & tablet devices.
- Laptops still required for access to full software suites and productivity tools not accessible on Mobile Operating Systems.
- ATC's Core Technology converges a full Windows Operating System, mobile/tablet form factor, and integrated telephony in a single device.



13.1 Consent & Disclaimers

Southasia Advisory Sdn Bhd has given and has not withdrawn its written consent to be named in this Information Memorandum in the form and context in which it is named.

Tan Goh & Associates has given and has not withdrawn its written consent to be named in this Information Memorandum in the form and context in which it is named.

GRT Lawyers has given and has not withdrawn its written consent to be named in this Information Memorandum in the form and context in which it is named.

Boardroom Pty Ltd has given and has not withdrawn its written consent to be named in this Information Memorandum in the form and context in which it is named.

Baker Tilly has given and has not withdrawn its written consent to be named in this Information Memorandum in the form and context in which it is named.

BDO has given and has not withdrawn its written consent to be named in this Information Memorandum in the form and context in which it is named.

13.2 Interests of Advisors

Southasia Advisory Sdn Bhd is the nominated corporate adviser to the Company including for the purposes of its listing on the NSX, in respect of which it will receive RM45,000 (excluding service tax and disbursements) for work performed on standard commercial terms.

Mr. Chong Wee Chong, the responsible officer of Southasia Advisory Sdn Bhd is a shareholder of the Company and currently holds 4,119,075 Shares in the Company. These shares have been acquired on commercial terms and are not part of Southasia Advisory's fee for service. In accordance with NSX requirements, 40% or 1,647,630 shares held by Mr. Chong Wee Chong will be escrowed for a period of 12 months from the date of listing.

Boardroom Pty Ltd is the Company's registry services provider. Boardroom Pty Ltd provides such services on standard commercial terms and conditions.

Tan, Goh & Associates, the Company's Malaysian legal advisers for the purposes of its listing on the NSX, in respect of which it will receive RM80,000 (excluding service tax and disbursements) for work performed on standard commercial terms.

GRT Lawyers, the Company's Australian legal advisers for the purposes of its listing on the NSX, in respect of which it will receive A\$30,000 (excluding GST and disbursements) for work performed in accordance with usual time based charge out rates and on standard commercial terms.



Other than set out above or elsewhere in this Information Memorandum, no person named in this Information Memorandum as performing a function in a professional, advisory or other capacity in connection with the preparation or distribution of this Information Memorandum holds at the date of this Information Memorandum, nor has held in the two years before the date of this Information Memorandum, an interest in the Company.

Nor has anyone paid or agreed to pay, or given or agreed to give, any benefit to such persons in connection with the NSX compliance listing and this Information Memorandum.

13.3 Privacy

The Company collects personal information from investors for the purposes of maintaining its share register and administering interests in the Company. Protecting the privacy of Investors is a key part of the Company's normal operations.

The Company does not disclose personal information to any outside third party organization, unless it is contracted to the Company to provide administrative services or activities on the Company's behalf. In this case, the Company ensures that the third party is bound by the same privacy rules which itself follows.



Summary of Terms

“AdvanceTC Malaysia”	means AdvanceTC Sdn. Bhd. (Company No. 1091645-U) a company incorporated in Malaysia having its registered address at Level 2, Tower 1, Avenue 5, Bangsar South City, Kuala Lumpur, Wilayah Persekutuan which is a wholly-owned subsidiary of the Company as a result of the Share Exchange Agreement 2;
“ASIC”	means the Australian Securities and Investment Commission;
“ATC”	means Advance Tech Communications Sdn. Bhd. (Company No. 642705-H), a company incorporated in Malaysia having its registered address at Level 2, Tower 1, Avenue 5, Bangsar South City, Kuala Lumpur, Wilayah Persekutuan which is a 82.4% owned subsidiary of AdvanceTC Malaysia as a result of the Share Exchange Agreement 1;
“Board of Directors”	means the Board of Directors of the Company unless the context indicates otherwise;
“Company”	means AdvanceTC Limited a limited liability company incorporated in Australia on the 20 June 2014 with Australian Company Number (ACN) 600 238 444.;
“Core Technology”	means The Company’s patent pending System and Method for Integrating a Computing Device with Telephony Functions, as detailed in the patent document PI 2011000306;
“Corporations Act”	means the Australian Corporations Act 2001 (Commonwealth of Australia);



“Director”	means a director for the time being of the Company unless the context indicates otherwise;
“FCC/CE Certification”	means worldwide recognized standards approvals by the Federal Communications Commission of USA and European Commission of Europe for electronic devices;
“Group”	means the Company, AdvanceTC Malaysia and ATC;
“GSM”	means Global System for Mobile Communications;
“GST”	means the Australian goods and services tax pursuant to A New Tax System (Goods and Services Tax) Act 1999 (Commonwealth of Australia).
“GUI”	means Graphical User Interface;
“Information Memorandum”	means this Information Memorandum and the documents incorporated by reference herein;
“IT”	means information technology;
“Listing”	means the listing of the Shares of the Company on the NSX;
“Listing Rules”	means the listing rules of the NSX;
“NSX”	means the National Stock Exchange Australia;
“R&D”	means research and development;



“RM”	means Ringgit Malaysia, which is the official currency of Malaysia. As at 30 June, 2014, 1 RM = AUD 0.33 Dollars;
“Share Exchange Agreement 1”	means the Share Exchange Agreement dated 30 June 2014 entered into between the Vendors and AdvanceTC Malaysia in which the Vendors exchanged their shares in ATC for shares in AdvanceTC Malaysia;
“Share Exchange Agreement 2”	means the Share Exchange Agreement dated 7 July 2014 entered into between the Vendors and the Company in which the Vendors exchanged their shares in AdvanceTC Malaysia for shares in the Company;
“Shares”	means the 300,317,550 fully-paid ordinary Shares of the Company, having the rights as set forth in the Constitution of the Company;
“Shareholder”	means the holder(s) of Shares in the Company;
“True Convergent Device”	refers to any MAGIC™ brand device that features the Company’s Core Technology, that has both computer and phone functions;
“Top ATC”	means TOP ATC Industries Sdn. Bhd. (Company No. 1022914-P) a company incorporated in Malaysia having its registered address at Level 2, Tower 1, Avenue 5, Bangsar South City, Kuala Lumpur, Wilayah Persekutuan;



“Vendors”

means the then shareholders of ATC namely, Jonathan Loi Yeow Koon, Yong Loong Chen, Cho Chee Tuck, Loi Cheng Pheng, Soon Char Bow @ Soon Wan Ching, Lee Gim Keong, Yap Hong Choong, Soon Lai Hock, Frankie Tan Lyn Seang, Dr. Zulkifli Bakti, Lim Hooi Beng, Lim Seh Zun, Tioh Kuang Hua, Tan Denken, Teoh Chiew Leng, Goh Chong Siang, Goh Chong Hook, Soong Keng Tak, Chang Tiam Hock and Chong Wee Chong;

“VOIP”

means Voice over Internet Protocol; and

“WIPO”

means World Intellectual Property Organization.

**Directory and Professional Advisors****Directors**

Mr. Loi Cheng Pheng
Mr. Lee Gim Keong
Mr. Jonathan Loi Yeow Koon
Mr. Cho Chee Tuck
Mr. Cho Chee Seng
Mr. William Keng Yaw Tan

**Secretary & Registered
Office of the Company**

Ms Elissa Hansen
BoardRoom PTY Limited
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**Operational Office of
the Company**

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Registrar & Transfer

BoardRoom PTY Limited
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Sydney NSW 2000
Tel: +612 9290 9606

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Advisor**

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**Australia Legal Advisor****GRT Lawyers**

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Tel: +617 3309 7000
Fax: +617 3309 7099

Malaysian Legal Advisor**Tan, Goh & Associates**

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