



ACN: 600 238 444

---

**NOTICE OF  
ANNUAL GENERAL MEETING  
EXPLANATORY STATEMENT  
AND PROXY FORM**

---

**Date**

Tuesday, 26 May 2015

**Time**

2.00pm (local Malaysian Time)

**Venue**

ADVTC; Malaysia Office

G-01, Emerald Plaza North, Jalan PJU 8/3A, Damansara Perdana, 47820, Petaling Jaya, Selangor Darul Ehsan

**Your vote is important**

The business of the Annual General Meeting affects your shareholding and your vote is important.

**Voting in person**

To vote in person, attend the Annual General Meeting on the date and at the place set out above.

**Voting by proxy**

To vote by proxy, please complete and sign the enclosed Proxy Form and return by the time and in accordance with the instructions set out on the Proxy Form.

# NOTICE OF ANNUAL GENERAL MEETING

Notice is given that the First Annual General Meeting of Shareholders of AdvanceTC Limited will be held at **2.00pm** (local Malaysian time) on **Tuesday, 26<sup>th</sup> May 2015** at **ADVTC; Malaysia Office, G-01, Emerald Plaza North, Jalan PJU 8/3A, Damansara Perdana, 47820, Petaling Jaya, Selangor Darul Ehsan** for the purpose of transacting the following business:

## AGENDA

### Annual Report

---

To consider and receive the Financial Report and the Reports of the Directors and Auditor for the year ended 31 December 2014.

### Resolution 1. Remuneration Report

---

To consider and, if thought fit, to pass the following resolution as an **advisory** ordinary resolution:

*"That, the Remuneration Report for the year ended 31 December 2014 is adopted."*

**Voting Exclusion:** The Company will, in accordance with the requirements of the Corporations Act, disregard any votes cast on Item 1 by or on behalf of a member of the Key Management Personnel (KMP's) named in AdvanceTC's Remuneration Report or that KMP's closely related parties, unless the vote is cast by a person as Proxy for a person entitled to vote in accordance with a direction on the Proxy Form.

### Resolution 2. Election of Mr. Cho Chee Tuck

---

To consider and, if thought fit, to pass the following resolution as ordinary resolution:

*"That Mr. Cho Chee Tuck, who retires in accordance with Clause 19.4 of the Company's Constitution and, being eligible offers himself for re-election, is appointed a Director of the Company."*

### Resolution 3. Election of Mr. Lee Gim Keong

---

To consider and, if thought fit, to pass the following resolution as ordinary resolution:

*"That Mr. Lee Gim Keong, who retires in accordance with Clause 19.4 of the Company's Constitution and, being eligible offers himself for re-election, is appointed a Director of the Company."*

### Resolution 4. Election of Mr. Loi Jonathan Yeow Koon

---

To consider and, if thought fit, to pass the following resolution as ordinary resolution:

*"That Mr. Loi Jonathan Yeow Koon, who retires in accordance with Clause 19.4 of the Company's Constitution and, being eligible offers himself for re-election, is appointed a Director of the Company."*

### Resolution 5. Election of Mr. Cho Chee Seng

---

To consider and, if thought fit, to pass the following resolution as ordinary resolution:

*"That Mr. Cho Chee Seng, who retires in accordance with Clause 20.2 of the Company's Constitution and, being eligible offers himself for re-election, is appointed a Director of the Company."*

### Resolution 6. Non-Executive Directors Remuneration

---

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an ordinary resolution:

*"That, the aggregate maximum sum available for the remuneration of all non-executive Directors be set at \$30,000 per year."*

### Resolution 7. Appointment of Auditor

---

To consider and, if thought fit, to pass the following resolution as a **special** resolution:

*"That BDO being qualified to act as auditor and having consented to act as auditor of the Company, be appointed as the auditor of the Company."*

A Proxy Form is attached.

To be valid, properly completed forms must be received by the Company no later than 2.00pm on 24 May 2015.

A handwritten signature in black ink, appearing to read 'Loi Chenghung', followed by a period.

CP Loi

Executive Chairman

24 April 2015

The Explanatory Statement provides additional information on matters to be considered at the Annual General Meeting. The Explanatory Statement and the Proxy Form are part of this Notice of Meeting.

**Entitlement to Vote**

The Directors have determined that the persons eligible to vote at the Annual General Meeting are those who are registered Shareholders of the Company at 2.00pm on 24 May 2015.

Terms and abbreviations used in this Notice of Meeting are defined in the Glossary.

## **EXPLANATORY STATEMENT**

This Explanatory Statement has been prepared for the information of Shareholders in connection with the business to be conducted at the Annual General Meeting to be held at **2.00pm on Tuesday, 26<sup>th</sup> May 2015 at ADVTC; Malaysia Office, G-01, Emerald Plaza North, Jalan PJU 8/3A, Damansara Perdana, 47820, Petaling Jaya, Selangor Darul Ehsan.**

The purpose of this Explanatory Statement is to provide information which the Directors believe to be material to Shareholders in deciding whether to vote for or against the Resolutions in the Notice of Meeting.

Terms used in this Explanatory Statement will, unless the context otherwise requires, have the same meaning as given to them in the Glossary as contained in this Explanatory Statement.

---

### **Resolution 1. Remuneration Report**

---

The Corporations Act requires that at a listed Company's annual general meeting, a resolution that the Remuneration Report be adopted must be put to the Shareholders. However, such a resolution is advisory only and does not bind the Directors of the Company.

The Remuneration Report sets out the Company's remuneration arrangements for Key Management Personnel of the Company. The Remuneration Report is part of the Directors' Report contained in the annual financial report of the Company for the financial year ending 31 December 2014. A reasonable opportunity will be provided for discussion of the Remuneration Report at the Annual General Meeting.

#### Voting consequences

Under the Corporations Act, if at least 25% of the votes cast on a Remuneration Report resolution are voted against the adoption of the Remuneration Report in two consecutive annual general meetings, the Company will be required to put to Shareholders a resolution proposing the calling of an extraordinary general meeting to consider the appointment of Directors of the Company at the second annual general meeting (Spill Resolution).

If more than 50% of Shareholders vote in favour of the Spill Resolution, the Company must convene the extraordinary general meeting (Spill Meeting) within 90 days of the second annual general meeting. All of the Directors of the Company who were in office when the Directors' Report (as included in the Company's annual financial report for the financial year ended immediately before the second annual general meeting) was approved, other than the Executive Directors of the Company, will cease to hold office immediately before the end of the Spill Meeting but may stand for re-election at the Spill Meeting.

Following the Spill Meeting those persons whose election or re-election as Directors of the Company is approved by the Shareholders will be the Directors of the Company.

As this is the Company's first annual general meeting a Spill Resolution is not relevant for this meeting.

#### Voting Restrictions

Members of the Key Management Personnel and their proxies and Closely Related Parties are restricted from voting on a resolution put to Shareholders that the Remuneration Report of the Company be adopted. Key Management Personnel are those persons having authority and responsibility for planning, directing and controlling the activities of the entity, directly or indirectly, including any Director (whether executive or otherwise) of that entity.

The Voting Restriction does not apply where:

- (a) The Chairman or any other member of the Key Management Personnel is appointed in writing (by a Shareholder who is not a member of the Key Management Personnel or a Closely Related Party of Key Management Personnel) as a proxy with specific instructions on how to vote on a resolution to adopt the Remuneration Report of the Company; or
- (b) the Chairman is appointed in writing (by a Shareholder who is not Key Management Personnel or a Closely Related Party of Key Management Personnel) as a proxy with no specific instructions on how to vote on a non-binding shareholder vote on remuneration, where the Shareholder provides express authorisation for the Chairman to do so.

Shareholders should be aware that any undirected proxies given to the Chairman will be cast by the Chairman and counted in favour of the resolutions of this Meeting, including this Resolution 1, subject to compliance with the Corporations Act.

---

**Resolution 2. Election of Cho Chee Tuck**

---

Cho Chee Tuck, who was appointed as an Independent Non executive Director on 14 July 2014, retires in accordance with Clause 19.4 of the Company's Constitution and, being eligible, wishes to stand for re-election as Director of the Company.

Mr Cho holds an 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 was a Senior Executive in the Finance IT division with Sime Darby Plantation Sdn Bhd, managing bio metric solutions and Weighbridge security based user authentication system project. Prior to that, he was a Senior System Analyst with Kumplulan Guthrie Berhad.

---

**Resolution 3. Election of Lee Gim Keong**

---

Lee Gim Keong, who was appointed as an executive Director on 14 July 2014, retires in accordance with Clause 19.4 of the Company's Constitution and, being eligible, wishes to stand for re-election as Director of the Company.

Mr Lee holds the position of Chief Operations Officer of the Company. He oversees operations and management in the Research and Development, Manufacturing, Procurement and Marketing unit of the Company.

Mr Lee holds in house Matsushita certifications. He has more than 29 years of operation experience , involving factory operations, particularly in Procurement, Quality Control, Cost Control and Manufacturing. He is a co inventor of the Company's Core Technology patent. Mr Lee worked with Panasonic Group Malaysia for 21 years and was the Chairman / Vice Chairman of various sub groups. Mr Lee is a regular Invited Guest Speaker on Safety in Work Places for the Malaysian National Institute of Occupational, Safety and Health organisation (NIOSH).

---

**Resolution 4. Election of Loi Jonathan Yeow Koon**

---

Loi Jonathan Yeow Koon, who was appointed as an executive Director on 14 July 2014, retires in accordance with Clause 19.4 of the Company's Constitution and, being eligible, wishes to stand for re-election as Director of the Company.

Mr Loi holds the position of Chief Technology Officer of the Company. He holds a diploma in Computing and Information Technology from Asia Pacific Institute of Information Technology.

Mr Loi is one of the founding members of the Company, and the author and co inventor of the Company's Core Technology patent. 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.

---

**Resolution 5. Election of Mr Cho Chee Seng**

---

Mr Cho Chee Seng retires by rotation in accordance with Clause 20.2 of the Company's Constitution and, being eligible offers himself for re-election

Mr Cho is an Independent Non-executive Director, appointed 20 June 2014. He holds a Technician Diploma in Mechanical Engineering from Singapore Polytechnic and is an engineer by profession with more than 22 years of experience in the engineering field especially in the oil and gas sector. Mr. Cho was a deputy manager, project manager, and senior project engineer for various companies in design and building facilities for oil, gas and mining industries.

---

**Resolution 6. Non-Executive Directors Remuneration**

---

Resolution 6 proposes to set the maximum aggregate amount payable to non-executive Directors as fees for their services as Directors to \$30,000.

The Board considers that a fee pool of \$30,000 is appropriate for the Company given its size and operations and will enable the Company to attract and retain high calibre non-executive Directors.

The fee pool covers all fees for services as a non-executive Director including committee fees and superannuation contributions. The Company does not pay any benefit in connection with a non-executive Director's retirement from office other than superannuation contributions.

**Voting Prohibition Statement**

Directors of the Company, or any associate of a Director of the Company, are prohibited from voting on Resolution 6 and the Company will disregard any votes cast on Resolution 6 by Directors of the Company, or any associate of a Director of the Company.

However, the Company will not disregard a vote if:

- It is cast by the person as proxy for a person who is entitled to vote, in accordance with directions on the Proxy Form; or
- It is cast by the Chairman as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

If the Chairman is appointed as a proxy for a person who is permitted to vote on this Resolution 6, the Chairman will vote any proxies which do not indicate on their proxy form the way the Chairman must vote in favour of Resolution 6.

---

**Resolution 7. Appointment of Auditor**

---

Resolution 7 is a *special resolution* and requires approval of at least 75% of the votes cast by shareholders entitled to vote on the Resolution.

BDO Audit Pty Ltd have been appointed by the directors as Auditor of the Company as required by section 327(1) of the Corporations Act 2001 however they only hold office until the Company's first general meeting which is this meeting. BDO was established as an association of firms in Australia in 1975. Today, they are one of Australia's largest associations of independently owned accounting practices.

BDO Audit Pty Ltd has been nominated as Auditor of the Company pursuant to section 328B of the Corporations Act 2001 by Mr CP Loi, a shareholder of the Company. A copy of the nomination is enclosed as

Annexure A as required by section 328B(3) of the Corporations Act 2001. BDO has consented in writing to act as the Company's Auditor pursuant to section 328A of the Corporations Act 2001.

## **G L O S S A R Y**

"**Annual General Meeting**" means the meeting convened by the Notice of Meeting;

"**ASIC**" means the Australian Securities & Investments Commission;

"**Board**" means the board of Directors of the Company;

"**Chairman**" means chairman of the general meeting;

"**Closely Related Party**" of a member of the Key Management Personnel means:

- (a) A spouse or child of the member;
- (b) A child of the member's spouse;
- (c) A dependant of the member or the member's spouse;
- (d) Anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealing with the entity;
- (e) A company the member controls; or
- (f) A person prescribed by the Corporation Regulations 2001 (Cth).

"**Company**" means AdvanceTC Limited ACN 600 238 444;

"**Constitution**" means the Company's constitution;

"**Corporations Act**" means the *Corporations Act 2001* (Cth);

"**Corporations Regulation**" means the *Corporations Regulation 2001* (Cth)

"**Directors**" mean the current Directors of the Company;

"**Explanatory Statement**" means this Explanatory Statement as modified or varied by any supplementary Statement issued by the Company from time to time;

"**Key Management Personnel**" has the same meaning as in the accounting standards and broadly includes those persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, including any Director (whether executive or otherwise) of the Company;

"**Management**" or "**Board**" means the management of the Company;

"**Meeting**" or "**Annual General Meeting**" means the annual general meeting convened by this Notice;

"**Notice**" or "**Notice of Meeting**" means the notice convening the annual general meeting of the Company to be held on Tuesday, 26 May 2015 which accompanies this Explanatory Memorandum;

"**Proxy Form**" means the proxy form that is enclosed with and forms part of this Notice;

"**Resolution**" means a resolution in the form proposed in the Notice of Meeting;

"**Share**" means a fully paid ordinary share in the capital of the Company;

"**Shareholder**" means a registered holder of a Share in the Company.

**AdvanceTC Limited**

ACN: 600 238 444

---

**Annexure "A"**

24 April 2015

The Company Secretary  
AdvanceTC Limited  
Level 7  
207 Kent Street  
SYDNEY NSW 2000

Dear Elissa

**AUDITOR NOMINATION – MNSA CHARTERED ACCOUNTANTS**

I, CP Loi, a shareholder of AdvanceTC Limited hereby nominate BDO Audit Pty Ltd to be appointed the Auditor of AdvanceTC Limited.

Yours sincerely

A handwritten signature in black ink, appearing to read 'Loi Chengheng', with a stylized flourish at the end.

CP Loi





#### All Correspondence to:

✉ **By Mail** ADVTC; Malaysia Office  
G-01, Emerald Plaza North,  
Jalan PJU 8/3A,  
Damansara Perdana, 47820,  
Petaling Jaya,  
Selangor Darul Ehsan

📠 **By Fax:** 603 7722 1776

☎ **By Phone:** 603 7722 3990

## YOUR VOTE IS IMPORTANT

For your vote to be effective it must be recorded **before 2.00pm (local Malaysian time), on 24 May 2015.**

### TO VOTE BY COMPLETING THE PROXY FORM

#### STEP 1 APPOINTMENT OF PROXY

Indicate who you want to appoint as your Proxy.

If you wish to appoint the Chair of the Meeting as your proxy, mark the box. If you wish to appoint someone other than the Chair of the Meeting as your proxy please write the full name of that individual or body corporate. If you leave this section blank, or your named proxy does not attend the meeting, the Chair of the Meeting will be your proxy. A proxy need not be a security holder of the company. Do not write the name of the issuer company or the registered securityholder in the space.

#### Appointment of a Second Proxy

You are entitled to appoint up to two proxies to attend the meeting and vote. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by contacting the company's securities registry or you may copy this form.

To appoint a second proxy you must:

- (a) complete two Proxy Forms. On each Proxy Form state the percentage of your voting rights or the number of securities applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded.
- (b) return both forms together in the same envelope.

#### STEP 2 VOTING DIRECTIONS TO YOUR PROXY

To direct your proxy how to vote, mark one of the boxes opposite each item of business. All your securities will be voted in accordance with such a direction unless you indicate only a portion of securities are to be voted on any item by inserting the percentage or number that you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on a given item, your proxy may vote as he or she chooses. If you mark more than one box on an item for all your securities your vote on that item will be invalid.

#### Proxy which is a Body Corporate

Where a body corporate is appointed as your proxy, the representative of that body corporate attending the meeting must have provided an "Appointment of Corporate Representative" prior to admission. An Appointment of Corporate Representative form can be obtained from the company's securities registry.

#### STEP 3 SIGN THE FORM

The form **must** be signed as follows:

**Individual:** This form is to be signed by the securityholder.

**Joint Holding:** where the holding is in more than one name, all the securityholders should sign.

**Power of Attorney:** to sign under a Power of Attorney, you must have already lodged it with the registry. Alternatively, attach a certified photocopy of the Power of Attorney to this form when you return it.

**Companies:** this form must be signed by a Director jointly with either another Director or a Company Secretary. Where the company has a Sole Director who is also the Sole Company Secretary, this form should be signed by that person. **Please indicate the office held by signing in the appropriate place.**

#### STEP 4 LODGEMENT

Proxy forms (and any Power of Attorney under which it is signed) must be received no later than 48 hours before the commencement of the meeting, therefore by **2.00pm local Malaysia Time Sunday 24 May 2015.** Any Proxy Form received after that time will not be valid for the scheduled meeting.

Proxy forms may be lodged in the following method:

📠 **By Fax** 603 7722 1776

✉ **By Mail** and  
👤 **In Person**

ADVTC; Malaysia Office  
G-01, Emerald Plaza North,  
Jalan PJU 8/3A,  
Damansara Perdana, 47820,  
Petaling Jaya,  
Selangor Darul Ehsan

#### Attending the Meeting

If you wish to attend the meeting please bring this form with you to assist registration.

☐

**Your Address**

This is your address as it appears on the company's share register. If this is incorrect, please mark the box with an "X" and make the correction in the space to the left. Securityholders sponsored by a broker should advise their broker of any changes. **Please note, you cannot change ownership of your securities using this form.**

**PROXY FORM**

**STEP 1 APPOINT A PROXY**

I/We being a member/s of **AdvanceTC Limited** (Company) and entitled to attend and vote hereby appoint:

☐

the **Chair of the Meeting (mark box)**

**OR** if you are **NOT** appointing the Chair of the Meeting as your proxy, please write the name of the person or body corporate (excluding the registered shareholder) you are appointing as your proxy below

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chair of the Meeting as my/our proxy at the Annual General Meeting of the Company to be held at 2.00pm on Tuesday, 26th May 2015 at ADVTC; Malaysia Office, G-01, Emerald Plaza North, Jalan PJU 8/3A, Damansara Perdana, 47820, Petaling Jaya, Selangor Darul Ehsan and at any adjournment of that meeting, to act on my/our behalf and to vote in accordance with the following directions or if no directions have been given, as the proxy sees fit.

The Chair of the Meeting intends to vote undirected proxies in favour of each of the items of business.

**STEP 2 VOTING DIRECTIONS**

\* If you mark the Abstain box for a particular item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your vote will not be counted in calculating the required majority if a poll is called.

		For	Against	Abstain*
Resolution 1	To Adopt the Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	To elect Mr Cho Chee Tuck as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	To elect Mr Lee Gim Keong as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	To -elect Mr Loi Jonathan Yeow Koon as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5	To elect Mr Cho Chee Seng as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 6	To approve the Non executive Directors Remuneration	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 7	Appointment of BDO Audit Pty Ltd as Auditor of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

**STEP 3 SIGNATURE OF SHAREHOLDERS**

This form must be signed to enable your directions to be implemented.

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director / Company Secretary

Contact Name.....

Contact Daytime Telephone.....

Date / / 2015