



ACN: 600 238 444

NOTICE OF ANNUAL GENERAL MEETING

EXPLANATORY STATEMENT

AND PROXY FORM

Date

Thursday, 30 July 2020

Time

12.00pm Malaysian Time (MYT) / 2.00pm Australian Eastern Standard Time (AEST)

Venue

AdvanceTC Limited , Unit L4-E-8 , Enterprise 4 , Technology Park Malaysia , 57000 , Bukit Jalil , Kuala Lumpur , Malaysia .

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.

AdvanceTC Limited

ACN: 600 238 444

Dear Shareholder,

We are pleased to invite you to attend the Annual General Meeting (**AGM**) of AdvanceTC Limited (the **Company**), which will be held at the following time and place:

Date	Thursday 30 July 2020
Time	12.00pm (MYT) / 2.00pm (AEST)
Location	AdvanceTC Limited , Unit L4-E-8 , Enterprise 4 , Technology Park Malaysia , 57000 , Bukit Jalil , Kuala Lumpur , Malaysia .

Due to the rapidly evolving COVID-19 outbreak and in accordance with the Malaysian Government's Movement Control Order, the Company requires that if a shareholder wishes to attend the Company's AGM in person they confirm their attendance by emailing the Company at roblee@advancetc.com , no later than 28 July 2020.

In the event that the Company is required to make alternative arrangements for the AGM, an announcement will be lodged with NSX.

The business to be considered at the AGM is provided in this Notice of Meeting and the accompanying Explanatory Statement.

In accordance with the instructions set out on the Proxy Form, Shareholders can vote by proxy by completing the enclosed Proxy Form. Proxies must be received no later than 12.00pm (MYT) / 2:00pm (AEST) on 28 July 2020 to be valid for the AGM.

Please read the Notice of Meeting and accompanying Explanatory Statement carefully before deciding how to vote.

For all enquiries regarding this Notice of Meeting, your holding of Shares, change of address or other registry matters, please contact Boardroom on 1300 737 760 (for callers within Australia) and +61 2 9290 9600 (for callers outside Australia).

By Order of the Board

NOTICE OF ANNUAL GENERAL MEETING

Notice is given that the 2020 Annual General Meeting of Shareholders of AdvanceTC Limited will be held at 12.00pm (MYT) / 2.00pm (AEST) on Thursday, 30 July 2020 at AdvanceTC Limited office at Unit L4-E-8, Enterprise 4, Technology Park Malaysia, 57000, Bukit Jalil, Kuala Lumpur, Malaysia 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 2019.

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 2019 is adopted.”

Voting Exclusion: The Company will, in accordance with the requirements of the Corporations Act, disregard any votes cast on Resolution 1 by or on behalf of a member of the Key Management Personnel (KMP) 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 Hooi Beng Lim

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

“That Hooi Beng Lim, who having been appointed a director since the last AGM, retires in accordance with NSXA Listing Rule 6.47 and Clause 19.4 of the Company’s Constitution and, being eligible offers himself for election, is appointed as a Director of the Company.”

Resolution 3. Election of Ms Zi Xin Kang

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

“That Zi Xin Kang, who having been appointed a director since the last AGM, retires in accordance with NSXA Listing Rule 6.47 and Clause 19.4 of the Company’s Constitution and, being eligible offers herself for election, is appointed as a Director of the Company.”

Resolution 4. Re-election of Mr Chee Seng Cho

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

“That Chee Seng Cho, who retires in accordance with Clause 20.2 of the Company’s Constitution and, being eligible offers himself for re-election, is appointed as a Director of the Company.”

Resolution 5. Re-election of Mr Jonathan Yeow Koon Loi

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

“That Jonathan Yeow Koon Loi, who retires in accordance with Clause 20.2 of the Company’s Constitution and, being eligible offers himself for re-election, is appointed as a Director of the Company.”

Resolution 6. Appointment of LNP Audit and Assurance as Auditor

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

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“That, for the purpose of section 327B(1) of the Corporations Act and for all other purposes, LNP Audit and Assurance, having been nominated by a shareholder and having consented in writing to act in the capacity of auditor, be appointed as the auditor of the Company.”

Note: a copy of the nomination is attached to the explanatory memorandum.

Resolution 7. Ratification of prior issue of 5,494,620 shares to Giro Multimedia Sdn Bhd

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

“That, for the purposes of NSXA Listing Rule 6.25(1) and for all other purposes, Shareholders ratify and approve the prior issue of 5,494,620 Shares on 11 June 2020, details of which are set out in the explanatory statement accompanying this notice of meeting.”

Voting Exclusion: The Company will disregard any votes cast on this Resolution by a person who participated in the issue and any of their associates. However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form or it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with the directions on the Proxy form to vote as the proxy decides.

Resolution 8. Ratification of issue of prior placement of shares

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

“That, for the purposes of NSXA Listing Rule 6.25(1) and for all other purposes, Shareholders ratify and approve the prior issue of 35,000,000 Shares on 11 June 2020, details of which are set out in the explanatory statement accompanying this notice of meeting.”

Voting Exclusion: The Company will disregard any votes cast on this Resolution by a person who participated in the issue and any of their associates. However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form or it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form to vote as the proxy decides.

Resolution 9. Approval of proposed issue of shares to Mr Cheng Pheng Loi

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

“That, for the purposes of NSXA Listing Rule 6.44 and for all other purposes, Shareholders approve the allotment and issue of 17,985,479 Shares to Mr Cheng Pheng Loi in the Company at an issue price of A\$0.20 per Share for the purposes and on the terms and conditions as set out in the Explanatory Statement. .”

Voting Exclusion: The Company will disregard any votes cast on this Resolution by a person who may participate in the Proposed Issue of Shares and a person who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary securities, if the resolution is passed; and an associate of that person. However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form or it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form to vote as the proxy decides.

Resolution 10. Approval of proposed issue of shares to HAJ Corporate & Financial Services Pty Ltd

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

“That, for the purposes of NSXA Listing Rule 6.44 and for all other purposes, Shareholders approve the allotment and issue of 40,983 Shares to HAJ Corporate & Financial Services Pty Ltd in the Company at an issue price of A\$0.4325 per Share for the purposes and on the terms and conditions as set out in the Explanatory Statement.”

Voting Exclusion: The Company will disregard any votes cast on this Resolution by a person who may participate in the Proposed Issue of Shares and a person who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary securities, if the resolution is passed; and an associate of that person. However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form or it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form to vote as the proxy decides.

PROXY FORM

A Proxy Form is attached.

To be valid, properly completed Proxy Forms must be received by the Company no later than 12.00pm (MYT) / 2.00pm (AEST) on 28 July 2020.

By Order of the Board



CP Loi

Managing Director

26 June 2020

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 5.00pm (MYT) / 7.00pm (AEST) on 28 July 2020.

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 on 12.00pm (MYT) / 2.00pm (AEST) on Thursday, 30 July 2020 at AdvanceTC Limited office at Unit L4-E-8 , Enterprise 4 , Technology Park Malaysia , 57000 , Bukit Jalil , Kuala Lumpur , Malaysia .

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 2019. 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, at the second annual general meeting the Company will be required to put to Shareholders a resolution proposing the calling of a further general meeting to consider the appointment of Directors of the Company (Spill Resolution).

If more than 50% of Shareholders vote in favour of the Spill Resolution, the Company must convene a further general meeting (Spill Meeting) within 90 days of the second annual general meeting. All 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 any Managing Director 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.

A Spill Resolution is not relevant for this meeting as the vote in favour of the Resolution to adopt the Remuneration Report at the Company's 2019 annual general meeting was unanimous.

Voting Restriction

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.

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 Resolution 1, subject to compliance with the Corporations Act.

Resolution 2. Election of Mr Hooi Beng Lim

Mr Hooi Beng Lim was appointed as the Non-Executive Director and Chairman on 2 December 2019, retires in accordance with Clause 19.4 of the Company's Constitution and, being eligible, wishes to stand for election as a Director of the Company.

Mr Lim has extensive business connections in Asian Pacific Region especially greater China and has more than 20 years of experience in the financial industries. He participated in various international diplomatic activities including Malaysia and Philippines diplomacy via Abubakar Peace Economic Zone (APEZ) in the year 2005. Mr Lim has wide experiences especially in the area of business development and investment strategies.

The Directors, excluding Mr Lim, unanimously recommend that Shareholders vote in favour of this Resolution.

Resolution 3. Election of Ms Zi Xin Kang

Ms Zi Xin Kang Lim was appointed as a Non-Executive Director on 29 October 2019, retires in accordance with Clause 19.4 of the Company's Constitution and, being eligible, wishes to stand for election as a Director of the Company.

Ms Kang is an independent non executive director and is Malaysian resident. She holds a Bachelor of Science (Honours) Degree in Accounting and Financial Management from the University of Hull and a Master's Degree in Finance and Investment from the University of Nottingham, United Kingdom. She was responsible for various corporate planning; perform in-depth financial analysis, including industry analysis, comparative valuation and conducted due diligence exercise on potential business.

The Directors, excluding Ms Kang, unanimously recommend that Shareholders vote in favour of this Resolution.

Resolution 4. Re-election of Mr Chee Seng Cho

Mr Chee Seng Cho was appointed as a Non-Executive Director on 4 January 2017, retires in accordance with Clause 20.2 of the Company's Constitution and, being eligible, wishes to stand for re-election as a Director of the Company.

Mr Cho 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 Chee Seng 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.

The Directors, excluding Mr Cho, unanimously recommend that Shareholders vote in favour of this Resolution.

Resolution 5. Re-election of Mr Jonathan Loi Yeow Koon

Mr Jonathan Loi Yeow Koon was appointed as an Executive Director on 14 July 2014, retires in accordance with Clause 20.2 of the Company's Constitution and, being eligible, wishes to stand for re-election as a Director of the Company.

Mr. Loi is one of the founding members of Advance Tech Communications, and is the author and co-holder author of several of the Company's design patents. Mr. Loi graduated from Asia Pacific Institute of Information Technology in Computer Science and Information Technology. He is solely responsible for creating Symmetry™, 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. He was then the technology and information systems 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 for Infosys and consulting for Geneva PTL. His knowledge and expertise in information technology, software and hardware computing has contributed greatly to the success in realising from concept to reality the innovative products of the Company.

The Directors, excluding Mr Loi, unanimously recommend that Shareholders vote in favour of this Resolution.

Resolution 6. Appoint LNP Audit and Assurance

The Directors of the Company appointed LNP Audit and Assurance as auditor on 23 January 2020 in accordance with s327C(1) of the Corporations Act. Under s327C(2) of the Corporations Act, an auditor appointed under s327C(1) holds office until the Company's next annual general meeting.

This appointment follows the resignation of BDO Audit Pty Ltd and ASIC's consent to the resignation in accordance with s329(5) of the Corporations Act 2001 (Cth).

The Company has received a nomination for LNP Audit and Assurance to act as its auditor. A copy of the nomination is annexed to the Explanatory Memorandum. The Company confirms that LNP Audit and Assurance has been given and not withdrawn its consent to act as auditor as at the date of the Notice.

The Board unanimously recommends that Shareholders vote in favour of the appointment of LNP Audit and Assurance as auditor.

Resolutions 7 and 8. Ratification of prior issue of Shares

The Company is seeking subsequent Shareholder approval under Resolutions 7 and 8 for the issue of Shares pursuant to NSXA Listing Rule 6.25(1) so that such securities are not taken into account in determining the Company's capacity to issue up to 15% of its issued Shares, if required, in the next 12 months without the need to obtain further shareholder approval.

Subject to certain circumstances, outlined under NSXA Listing Rule 6.25(2), NSXA Listing Rule 6.25(1) prevents a company from issuing or agreeing to issue new securities or other securities with rights of conversion such as an option, in any twelve month period which amount to more than 15% of the Company's ordinary securities on issue without shareholder approval.

By ratifying the issue of Shares described in Resolutions 7 and 8, the Company will retain the flexibility to issue equity securities in the future up to the 15% annual placement capacity set out in NSXA Listing Rule 6.25 without the requirement to obtain prior Shareholder approval.

The following information is provided in relation to the Shares, the subject of the ratification:

Resolution 7

Date of issue	11 June 2020
Number of Shares issued	5,494,620
Terms of Shares	The Shares are fully paid and rank equally in all respects with all other fully paid ordinary Shares.
Names of persons who received securities or basis on which those persons were determined	Giro Multimedia Sdn Bhd
Issue Price of Securities	\$0.15 per Share
Use of funds raised	Off-set the Company's outstanding debts.
Voting exclusion statement	Refer to the Notice of Meeting for details of the voting exclusion statement for the resolution.

Resolution 8

Date of issue	11 June 2020
Number of Shares issued	35,000,000
Terms of Shares	The Shares are fully paid and rank equally in all respects with all other fully paid ordinary Shares.
Names of persons who received securities or basis on which those persons were determined	Sophisticated Investors
Issue Price of Securities	\$0.20 per Share
Use of funds raised	Funds raised were used for production expansion.
Voting exclusion statement	Refer to the Notice of Meeting for details of the voting exclusion statement for the resolution.

The Directors unanimously recommend that Shareholders vote in favour of Resolutions 7 and 8.

Resolution 9. Approval of proposed issue of shares to Mr Cheng Pheng Loi

The Company proposes to issue 17,985,479 Shares to Mr Cheng Pheng Loi as consideration for the acquisition of his 4.61% shareholding in Advance Tech Communications. The Shares will be issued at \$0.20 per share. Under the Company's current circumstances, the Directors consider that the issue of Shares is a cost effective and efficient way to pay Mr Loi for this acquisition.

Resolution 9 is a special resolution. Accordingly, at least 75% of votes cast by Shareholders present and eligible to vote at the Meeting must be in favour of Resolution 9 for it to be passed.

Corporations Act 2001

Chapter 2E of the Corporations Act regulates the provision of financial benefits to related parties by a public company. For a public company, or an entity that controls a public company, to give a financial benefit to a related party, the company must obtain shareholder approval unless the giving of the financial benefit falls within an exception set out in sections 210 to 216 of the Corporations Act.

Mr Loi is a Director of the Company, and as such is considered to be a related party of the Company. The issue of Shares contemplated by Resolution 9 constitutes the provision of a financial benefit to a related party.

The Directors (other than Mr Loi) consider that shareholder approval for the proposed issue of shares to Mr Loi is not required because the Shares will be issued on arms-length terms. In making this determination, the Directors considered that the issue of shares is less favourable to Mr Loi than a cash payment.

NSXA Listing Rules

NSXA Listing Rule 6.44 provides that a Company shall obtain the approval of Shareholders of the Company by special resolution for the issue of any equity securities to a related party.

NSXA Listing Rule 6.44 requires a listed company to obtain Shareholder approval by special resolution prior to the issue of securities to a related party. For the purposes of Listing Rule 6.44, the following information is provided about the proposed issue:

- (a) the Shares will be issued to Mr Cheng Pheng Loi (or his nominee);
- (b) the total number of Shares to be issued under Resolution 9 is 17,985,479;
- (c) the Shares will be issued in consideration for services and at an issue price of \$0.20 per Share;
- (d) no funds will be raised by the Company for Shares issued under Resolution 9;
- (e) the Shares will be issued no later than three (3) months after the date of the Meeting (or such later date to the extent permitted by any NSX waiver or modification of the Listing Rules);
- (f) the Shares will rank pari passu with existing Shares already on issue; and
- (g) a voting exclusion statement is included in the Notice.

The Directors are not aware of any other information that is reasonably required by Shareholders to allow them to make a decision on whether it is in the best interests of the Company to pass the Resolution.

The Directors (excluding Mr Loi) unanimously recommend that Shareholders vote in favour of Resolution 9.

Resolution 10. Approval of proposed issue of shares to HAJ Corporate & Financial Services Pty Ltd

The Company proposes to issue 40,983 Shares to HAJ Corporate & Financial Services Pty Ltd in lieu of fees incurred in relation to capital raising advice provided by HAJ Corporate & Financial Services Pty Ltd to the Company. The Shares will be issued at \$0.4325 per share. Under the Company's current circumstances, the Directors consider that the issue of Shares is a cost effective and efficient way to pay the outstanding fees owed to HAJ Corporate & Financial Services Pty Ltd.

Resolution 10 is a special resolution. Accordingly, at least 75% of votes cast by Shareholders present and eligible to vote at the Meeting must be in favour of Resolution 10 for it to be passed.

Corporations Act 2001

Chapter 2E of the Corporations Act regulates the provision of financial benefits to related parties by a public company. For a public company, or an entity that controls a public company, to give a financial benefit to a related party, the company must obtain shareholder approval unless the giving of the financial benefit falls within an exception set out in sections 210 to 216 of the Corporations Act.

Mr Jeffrey King is a Director of HAJ Corporate & Financial Services Pty Ltd and a Director of the Company. As HAJ Corporate & Financial Services Pty Ltd is an entity controlled by a Director of the Company, it is considered to be a related party of the Company.

The issue of Shares contemplated by Resolution 10 constitutes the provision of a financial benefit to a related party.

The Directors (other than Mr King) consider that shareholder approval for the proposed issue of shares to Mr King is not required because the Shares will be issued on arms-length terms. In making this determination, the Directors considered that the issue of shares is less favourable to HAJ Financial Services than a cash payment for its outstanding fees.

NSXA Listing Rules

NSXA Listing Rule 6.44 provides that a Company shall obtain the approval of Shareholders of the Company by special resolution for the issue of any equity securities to a related party.

NSXA Listing Rule 6.44 requires a listed company to obtain Shareholder approval by special resolution prior to the issue of securities to a related party. For the purposes of Listing Rule 6.44, the following information is provided about the proposed issue:

- (a) the Shares will be issued to HAJ Corporate & Financial Services Pty Ltd (or their nominee);
- (b) the total number of Shares to be issued under Resolution 10 is 40,983;
- (c) the Shares will be issued in consideration for services and at an issue price of \$0.4325 per Share;
- (d) no funds will be raised by the Company for Shares issued under Resolution 10;
- (e) the Shares will be issued no later than three (3) months after the date of the Meeting (or such later date to the extent permitted by any NSX waiver or modification of the Listing Rules);
- (f) the Shares will rank pari passu with existing Shares already on issue; and
- (g) a voting exclusion statement is included in the Notice.

The Directors are not aware of any other information that is reasonably required by Shareholders to allow them to make a decision on whether it is in the best interests of the Company to pass the Resolution.

The Directors (excluding Mr King) unanimously recommend that Shareholders vote in favour of Resolution 10.

GLOSSARY

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

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

"**Chairman**" means chairman of the Annual 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 Corporations Regulations.

"**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**" means the management of the Company.

"**Notice**" or "**Notice of Meeting**" means the notice convening the Annual General Meeting of the Company to be held on 30 July 2020 which accompanies this Explanatory Memorandum.

"**NSXA Listing Rules**" means Listing Rule of the National Stock Exchange of Australia;

"**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.

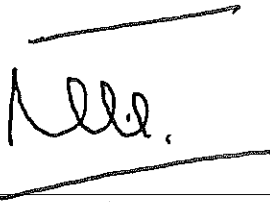
"**Share**" means a fully paid ordinary share in the capital of the Company.

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

To: AdvanceTC Limited
Level 12
225 George Street
Sydney NSW 2000

**NOTICE OF NOMINATION OF AUDITOR IN ACCORDANCE WITH SECTION 328B OF THE
CORPORATIONS ACT 2011 (Cth)**

Ahmad Ghiti Bin Mohd Daud of The Greens , B13-2 , Jalan Wan Kadir 5 , Taman Tun Dr
Ismail , 60000 , Kuala Lumpur , Malaysia , being a member of AdvanceTC Limited
nominates LNP Audit and Assurance of Level 14, 309 Kent St, Sydney NSW 2000 for
appointment to the position of Auditor of the Company at the next Annual General
Meeting.

A handwritten signature in black ink, appearing to read 'Ahmad', is written over a horizontal line. Above the signature is another horizontal line.

Ahmad Ghiti Bin Mohd Daud
17th June 2020