



ACN: 600 238 444

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

Date

Wednesday, 30 June 2021

Time

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

Venue

Virtually via Zoom

Your vote is important

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

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,

AdvanceTC Limited (the **Company**), advises that in accordance with the Malaysian Government's Movement Control Order, shareholders will not be able to attend the Company's Annual General Meeting (**AGM**) in person.

Shareholders will be able to attend the meeting virtually via Zoom. Using a virtual platform will still allow shareholders to view the AGM, vote on resolutions and ask questions in relation to the business of the meeting.

Meeting Registration

The Company requires that if a shareholder wishes to attend the Company's virtual AGM, they confirm their attendance by emailing to agm@advancetc.com by 12:00pm (local Malaysian Time) / 2:00pm Australian Eastern Standard Time on Monday, 28 June 2021.

For registration purposes, please provide proof of ID and email address/zoom name.

Enhanced Online Participation

Through the virtual platform, Shareholders are now able to:

- Participate in the AGM;
- Vote on each resolution; and
- Ask questions in relation to the business of the meeting.

Secure Access

For security reasons, the Company will provide a secure zoom portal for registered attendees, which will be provided to Shareholders when they register for the Annual General Meeting.

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 Monday, 28 June 2021 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).

Yours faithfully,

By Order of the Board

NOTICE OF ANNUAL GENERAL MEETING

Notice is given that the 2021 Annual General Meeting of Shareholders of AdvanceTC Limited will be held virtually at 12.00pm (MYT) / 2.00pm (AEST) on Wednesday, 30 June 2021 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 2020.

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 2020 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. Re-election of Mr. Chee Tuck Cho

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

“That Chee Tuck 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 3. Re-election of Mr. Lee Gim Keong

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

“That Lee Gim Keong, 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 4. Re-election of Mr. Jeffrey William King

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

“That Jeffrey William King, 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.”

AdvanceTC Limited

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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 Monday, 28 June 2021.

By Order of the Board



CP Loi
Group Chief Executive Officer
31 May 2021.

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 Monday, 28 June 2021.

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 virtually at 12.00pm (MYT) / 2.00pm (AEST) on Wednesday, 30 June 2021.

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 2020. 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 2020 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 Chee Tuck Cho

Mr. Chee Tuck Cho was appointed as the Non-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 election as a Director of the Company.

Mr. Cho 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.

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

Resolution 3. Election of Mr Lee Gim Keong

Mr. Lee Gim Keong was appointed as a Non-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 election as a Director of the Company.

Mr. Lee holds the position of Group 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 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.

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

Resolution 4. Re-election of Mr Jeffrey William King

Mr Jeffrey William King was appointed as a Non-Executive Director on 4 October 2018, 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. King has experience in corporate finance, capital raising, taxation and business development. He is currently Director & CFO of MRM Technology Pty Ltd and Haj Corporate and Financial Services Pty Ltd. He was a former partner of Ernst & Young, worked with National Australia Bank Limited, National Australia Investment Capital Limited, Tax Free Solutions Limited and provided consultancy to Horizon Equity Consulting Pty Ltd.

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

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 June 2021 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.