

ATOS WELLNESS LIMITED

ACN 100 531 191

NOTICE OF ANNUAL GENERAL MEETING

TIME: 11:00 am Wednesday 15 February 2012

PLACE: The Conference Room
BDO Audit (WA) Pty Ltd
38 Station Street
Subiaco, Western Australia

YOUR ANNUAL REPORT IS AVAILABLE VIA THE COMPANY ANNOUNCEMENTS SECTION OF ASX ONLINE (WWW.ASX.COM.AU).

This Notice of Meeting should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their professional advisers prior to voting.

Should you wish to discuss the matters in this Notice of Meeting please do not hesitate to contact the Company Secretary on (M) +61(0) 419 961 926 or (T) (+61 8) 9474 2047.

CONTENTS PAGE

Key Dates	2
Notice of Annual General Meeting (setting out the proposed resolutions)	2
Explanatory Statement (explaining the proposed resolutions)	7
Glossary	10

KEY DATES

Event	Date
Snapshot date for eligibility to vote	Monday 13 February 2012
Last day for receipt of Proxies*	Monday 13 February 2012
Annual General Meeting	Wednesday 15 February 2012

*Proxy Forms received after 11.00 am WST on this date will be disregarded.

NOTICE OF ANNUAL GENERAL MEETING

Notice is given that the Annual General Meeting of Shareholders will be held at 11:00 am (WST) on Wednesday, 15 February, 2012 in The Conference Room, BDO Audit (WA) Pty Ltd, 38 Station Street, Subiaco, Western Australia.

The Explanatory Statement to this Notice of Meeting provides additional information on matters to be considered at the Annual General Meeting and should be read in conjunction with it.

Shareholders are specifically referred to the Glossary of the Explanatory Statement, which contains definitions of capitalised terms used in this Notice of Annual General Meeting and Explanatory Statement.

ORDINARY BUSINESS

FINANCIAL STATEMENTS AND REPORTS

To receive and consider the annual financial report of the Company for the financial year ended 30 June 2011 together with the declaration of the Directors, the Directors' report, the remuneration report and the auditor's report, in accordance with the Constitution.

RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

To consider and, if thought fit, to pass, the following resolution as a **non-binding ordinary resolution**:

"That, for the purpose of Section 250R(2) of the Corporations Act and for all other purposes, approval is given for the adoption of the remuneration report as contained in the Company's annual financial report for the financial year ended 30 June 2011."

Short Explanation: The remuneration report is part of the Directors' report contained in the annual financial report of the Company for the financial year ending 30 June 2011. Whilst the Corporations Act requires this resolution to be put to a vote, the vote on this resolution is advisory only and does not bind the Directors or the Company.

Recent amendments to the Corporations Act mean that if 25% or more of votes that are cast are voted against the adoption of the Remuneration Report at two consecutive Annual General Meetings, Shareholders will be required to vote at the second of those Annual General Meetings on a resolution ("spill resolution") that another meeting be held

within 90 days at which all of the Company's directors (other than the Managing Director) must go up for re-election.

Shareholders are directed to the Explanatory Statement for further details.

Voting Exclusion: The Company will disregard any votes cast on this Resolution by any person who is either a member of the Key Management Personnel whose remuneration details are included in the Remuneration Report or their closely related parties (which includes their spouse, child, dependent, other family members and any controlled company). 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 a direction on the Proxy Form to vote as the Proxy decides.

Undirected Proxies: All undirected proxies given to the Chairman, other directors or other Key Management Personnel or any of their closely related parties on this resolution will not be counted. Accordingly, if you appoint any of these parties as your proxy, you should direct them how to vote on this resolution if you want your vote to be counted.

RESOLUTION 2 – RE-ELECTION OF MARK LEONG AS A DIRECTOR

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

"That, for the purposes of clause 11.3 of the Constitution and for all other purposes, Mark Leong, a Director who will retire by rotation at the close of the Annual General Meeting, and being eligible, offers himself for election, is re-elected as a Director of the Company."

Short Explanation: Shareholders are directed to the Explanatory Statement for further details.

Undirected Proxies: All undirected proxies given to the Chairman on this resolution will be voted in favour of the resolution.

RESOLUTION 3 – ELECTION OF CONRAD CRISAFULLI AS A DIRECTOR

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

"That, for the purpose of clause 11.12 of the Constitution and for all other purposes, Conrad Walter Crisafulli, having been appointed a director to fill a casual vacancy and being eligible, offers himself for election, is elected as a Director of the Company."

Short Explanation: Shareholders are directed to the Explanatory Statement for further details.

Undirected Proxies: All undirected proxies given to the Chairman (appointed for the purpose of this resolution) on this resolution will be voted in favour of the resolution.

RESOLUTION 4 – ELECTION OF ERNEST BOSWARVA AS A DIRECTOR

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

"That, for the purpose of clause 11.12 of the Constitution and for all other purposes, Ernest Charles Boswarva, having been appointed a director to fill a casual vacancy and being eligible, offers himself for election, is elected as a Director of the Company."

Short Explanation: Shareholders are directed to the Explanatory Statement for further details.

Undirected Proxies: All undirected proxies given to the Chairman on this resolution will be voted in favour of the resolution.

RESOLUTION 5 – CHANGE OF COMPANY NAME

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

"That, for the purposes of Section 157(1)(a) of the Corporations Act and for all other purposes, shareholders approve the change of name of the Company to ATW Holdings Limited."

Short Explanation: The Company proposes to change its name to more accurately reflect the disposal of the Singapore ATOS business, as previously announced, and to avoid any potential confusion between the Company and the Singapore ATOS business. Shareholders are directed to the Explanatory Statement for further details.

VOTING

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. If you wish to attend the meeting, please arrive 20 minutes prior to the start of the meeting to facilitate the registration process.

A shareholder that is a corporation may appoint an individual to act as its representative to vote at the meeting in accordance with section 250D of the Corporations Act. The appropriate "Certificate of Appointment of Corporate Representative" should be produced prior to admission. A form of the certificate may be obtained from the Company's share registry on telephone number +61 8 9315 2333 or at www.securitytransfer.com.au.

Voting By Proxy

A shareholder of the Company entitled to attend and vote is entitled to appoint not more than two proxies. Where more than one proxy is appointed, each proxy must be appointed to represent a specified proportion of the shareholder's voting rights. If the shareholder appoints two proxies and the appointment does not specify this proportion, each proxy may exercise half of the votes. A proxy need not be a shareholder of the Company.

To vote by proxy, please complete and sign the enclosed Proxy Form and return:

- (a) to the Company's registered office at c/o Cimetta & Associates, 10 Bowman Street, South Perth, Western Australia 6151; or
- (b) by facsimile to the Company on facsimile number +61 8 9474 4886,

so that it is received not later than 11.00 am (WST) on Monday 13 February 2012.

Proxy Forms received later than this time will be invalid.

In accordance with Regulation 7.11.37 of the Corporations Act, the Directors have set a date to determine the identity of those entitled to attend and vote at the Annual General Meeting of Shareholders. The date is 5.00 pm (WST) on Monday 13 February 2012.

Voting Exclusion Note

Where a voting exclusion applies, 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 a direction on the Proxy Form to vote as the proxy decides.

QUESTIONS FROM SHAREHOLDERS

The Chairman of the meeting will allow a reasonable opportunity for shareholders to ask questions or make comments on the management and performance of the Company.

Mr Chris Burton of BDO Audit (WA) Pty Ltd, as the auditor responsible for preparing the auditor's report for the year ended 30 June 2011 (or his representative), will attend the meeting. The Chairman of the meeting will allow a reasonable opportunity for the members as a whole to ask the auditor questions at the meeting about:

- the conduct of the audit;
- the preparation and content of the auditor's report;

- the accounting policies adopted by the Company in relation to the preparation of the financial statements; and
- the independence of the auditor in relation to the conduct of the audit.

To assist the Board and the auditor of the Company in responding to any questions, please submit any questions by fax or to the address below by no later than 5.00 pm (WST) on Tuesday 7 February 2012.

By mail to the Company's office at c/o Cimetta & Associates, 10 Bowman Street, South Perth, Western Australia 6151

By fax +61 8 9474 4886

In person to the Company's office at c/o Cimetta & Associates, 10 Bowman Street, South Perth, Western Australia 6151

As required under section 250PA of the Corporations Act, at the meeting, the Company will make available those questions directed to the auditor received in writing at least 5 business days prior to the meeting, being questions which the auditor considers relevant to the content of the auditor's report or the conduct of the audit of the annual financial report for the year ended 30 June 2011. The Chairman of the meeting will allow a reasonable opportunity for the auditor to respond to the questions set out on this list.

DATED: 10 JANUARY 2012
BY ORDER OF THE BOARD



IAN GREGORY
COMPANY SECRETARY

EXPLANATORY STATEMENT

This Explanatory Statement has been prepared for the information of the Shareholders in relation to the business to be conducted at the Annual General Meeting to be held at 11:00 am (WST) on 15 February 2012 in The Conference Room, BDO Audit (WA) Pty Ltd, 38 Station Street, Subiaco, Western Australia.

This purpose of this Explanatory Statement is to provide Shareholders with all the information known to the Company that is material to a decision on how to vote on the resolutions in the accompanying Notice of Annual General Meeting.

FINANCIAL STATEMENTS AND REPORTS

In accordance with the Constitution, the business of the Annual General Meeting will include receipt and consideration of the annual financial report of the Company for the financial year ended 30 June 2011 together with the declaration of the directors, the directors' report, the remuneration report and the auditor's report.

RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

The Corporations Act requires that a resolution that the Remuneration Report be adopted must be put to the Shareholders at the Company's annual general meeting. However, section 250R(3) of the Corporations Act the resolution is advisory only and will not bind the Directors or the Company.

The Remuneration Report sets out the Company's remuneration arrangements for the Directors and senior management 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 30 June 2011.

In accordance with Division 9 of Part 2G.2 of the Corporations Act, if 25% or more of votes that are cast are voted against the adoption of the Remuneration Report at two consecutive Annual General Meetings, Shareholders will be required to vote at the second of those Annual General Meetings on a resolution (a "spill resolution") that another meeting be held within 90 days at which all of the Company's directors (other than the Managing Director) must go up for re-election.

A reasonable opportunity will be provided for discussion of the Remuneration Report at the Annual General Meeting.

RESOLUTION 2 – RE-ELECTION OF MARK LEONG AS A DIRECTOR

The Directors (excluding Mr Leong) recommend that the Shareholders vote in favour of passing Resolution 2. The Chairman of the meeting intends to vote undirected proxies in favour of the resolution.

Mr Leong was appointed a director on 14 January 2011 and is required under Clause 11.3 of the Company's Constitution to retire by rotation at the Annual General Meeting. Mr Leong, being eligible, has offered himself for re-election as a Director.

Mark Leong is an experienced professional with management roles in various industries including manufacturing, corporate finance advisory, funds raising and offshore oil & gas support services. He has held senior roles in several public listed companies and was formerly an auditor with an international firm of auditors in Singapore. He is currently the deputy CEO of a Singapore spa and wellness group.

RESOLUTION 3 – ELECTION OF CONRAD CRISAFULLI AS A DIRECTOR

The Directors (excluding Mr Crisafulli) recommend that the Shareholders vote in favour of passing Resolution 3. The Chairman of the meeting intends to vote undirected proxies in favour of the resolution.

Mr Conrad Crisafulli was appointed as a Director of the Company on 27 September 2011 to fill the casual vacancy brought about by the resignation of Josef Plattner on 26 September 2011. Clause 11.12 of the Company's Constitution provides that a director so appointed holds office until the next Annual General Meeting and is then eligible for election by shareholders.

Mr Crisafulli is highly experienced as a company director, including having served as a non-executive director for various listed and unlisted companies across his career including ten years as a non-executive director of ipernica Ltd (ASX:IPR), a company with primary activities in intellectual property commercialisation.

Mr Crisafulli is also highly experienced in healthcare and technology commercialisation, including having held the position of Director of Commercialisation with Curtin University in Western Australia for over five years and the position of Commercial Director of QPSX Communications Pty Ltd (now ipernica Ltd).

RESOLUTION 4 – ELECTION OF ERNEST BOSWARVA AS A DIRECTOR

The Directors (excluding Mr Boswarva) recommend that the Shareholders vote in favour of passing Resolution 4. The Chairman of the meeting intends to vote undirected proxies in favour of the resolution.

Mr Ernest Boswarva was appointed as a Director of the Company on 27 October 2011 to fill the casual vacancy brought about by the resignation of Lloyd Halverson on 31 October 2011. Clause 11.12 of the Company's Constitution provides that a director so appointed holds office until the next Annual General Meeting and is then eligible for election by shareholders.

Mr Boswarva has extensive legal and commercial experience gained in the international oil industry over his 28 year career in both upstream and downstream production, including both line and support roles within the industry up to director level. Mr Boswarva has vast international experience and has been involved in many transactions including cross cultural negotiating experience in North and South America, Europe, Middle East, Africa and Asia and has lived and worked in Africa, Iran and Malaysia. He is an admitted lawyer of the Supreme Court of New South Wales and an attorney of the High Court of South Africa. Mr Boswarva was Chief Legal Counsel of the largest oil company in South Africa for a

number of years with responsibility for all corporate legal advice including corporate governance.

Mr Boswarva also held the position of Group Legal Manager/Company Secretary for Engen Petroleum Limited (previously Mobil South Africa) and with Petronas Berhad, the national oil company of Malaysia, as General Manager Legal and Director of Bataan Polyethylene Company in the Philippines. He is a graduate of the Australian Institute of Company Directors and his formal education includes a Masters Degree in Commercial Law, an MBA (with Distinction) and an Honours B.Com.

RESOLUTION 5 – CHANGE OF NAME

Section 157(1) of the Corporations Act provides that the Company may adopt a new name by special resolution passed at a General Meeting of Shareholders.

The Company proposes to change its name to “ATW Holdings Limited” to more accurately reflect the disposal of the Singapore ATOS business, as previously announced, and to avoid any potential confusion between the Company and the Singapore ATOS business. The proposed name also aligns with the existing ASX share code for the Company. The Company has reserved the company name ATW Holdings Limited.

Resolution 5 is a special resolution requiring it to be passed by a 75% majority of the votes cast by shareholders entitled to vote on it. The Directors recommend that the Shareholders vote in favour of passing Resolution 5. The Chairman of the meeting intends to vote undirected proxies in favour of the resolution.

ENQUIRIES

Shareholders are requested to contact the Company Secretary on (M) +61(0) 419 961 926 or (T) (+ 61 8) 9474 2047 if they have any queries in respect of the matters set out in these documents.

GLOSSARY

\$ means Australian dollars.

Annual General Meeting or **Meeting** means the meeting convened by this Notice of Meeting.

ASIC means the Australian Securities and Investments Commission.

ASX means ASX Limited (ACN 008 624 691).

ASX Listing Rules means the Listing Rules of ASX.

Board means the current board of directors of the Company.

Business Days means any day other than a Saturday, Sunday or public holiday in the State of Western Australia.

Company means Atos Wellness Limited (ACN 100 531 191).

Constitution means the Company's constitution.

Corporations Act means the Corporations Act 2001 (Cth).

Directors means the current directors of the Company and Director has a corresponding meaning.

Explanatory Statement means the explanatory statement accompanying the Notice of Meeting.

Notice of Meeting or **Notice of Annual General Meeting** means this notice of annual general meeting including the Explanatory Statement.

Resolutions means the resolutions set out in the Notice of Meeting, or any one of them, as the context requires.

Share means a fully paid ordinary share in the capital of the Company and Shares has a corresponding meaning.

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

WST means Western Standard Time as observed in Perth, Western Australia.

PROXY FORM

**APPOINTMENT OF PROXY
ATOS WELLNESS LTD
ACN 100 531 191**

ANNUAL GENERAL MEETING

I/We

being a member of Atos Wellness Ltd entitled to attend and vote at the Annual General Meeting, hereby

Appoint

Name of proxy

OR

☐

Mark this box if you wish to appoint the Chair of the Annual General Meeting as your proxy

or failing the person so named or, if no person is named, the Chair of the Annual General Meeting, or the Chair's nominee, to vote in accordance with the following directions, or, if no directions have been given, and subject to the relevant laws as the proxy sees fit, at the Annual General Meeting to be held at 11.00 am (WST) on 15 February 2012 in the Conference Room, BDO Audit (WA) Pty Ltd, 38 Station Street, Subiaco, Western Australia, and at any adjournment thereof.

Important for Resolution 1 - If the Chairman of the Meeting is your proxy or is appointed as your proxy by default.

By marking this box, you are directing the Chairman of the Meeting to vote in accordance with the Chairman's voting intentions on Resolution 1 as set out below and in the Notice of Meeting. If you do not mark this box, and you have not directed your proxy how to vote on Resolution 1, the Chairman of the Meeting will not cast your votes on Resolution 1 and your votes will not be counted in computing the required majority if a poll is called on these items. If you appoint the Chairman of the Meeting as your proxy you can direct the Chairman how to vote by either marking the voting boxes below (for example if you wish to vote against or abstain from voting) or by marking this box (in which case the Chairman of the Meeting will vote in favour of Resolution 1).

The Chairman of the Meeting intends to vote all available proxies in favour of Resolution 1.

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I/We direct the Chairman of the Meeting to vote in accordance with the Chairman's voting intentions on Resolution 1 (except where I/we have indicated a different voting intention below) and acknowledge that the Chairman of the Meeting may exercise my proxy even though Resolution 1 is connected directly or indirectly with the remuneration of a member of Key Management Personnel **and/or even if the Chairman of the Meeting has an interest in the outcome of this item and that votes cast by the Chairman, other than as proxy holder, would be disregarded because of that interest.**

If no directions are given, undirected proxies on Resolution 1 will not be counted. The Chair intends to vote undirected proxies to pass Resolutions 2, 3, 4 and 5.

Voting on Business of the Annual General Meeting

	FOR	AGAINST	ABSTAIN
Resolution 1 – Adoption of Remuneration Report – <i>Undirected Proxies not Counted</i>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2 – Re-Election of Mark Leong as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3 – Election of Conrad Crisafulli as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4 – Election of Ernest Boswarva as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5 – Change of Company Name	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Please note: If you mark the Abstain box for a particular Resolution, you are directing your proxy not to vote on that Resolution on a show of hands or on a poll and your votes will not to be counted in computing the required majority on a poll.

If two proxies are being appointed, the proportion of voting rights this proxy represents is _____ %

Signature of Member(s):

Date: _____

Individual or Member 1

Member 2

Member 3

Sole Director/Company Secretary

Director

Director/Company Secretary

Contact Name: _____ **Contact Ph (daytime):** _____

ATOS WELLNESS LTD
ACN 100 531 191

Instructions for Completing Appointment of Proxy Form

1. A member entitled to attend and vote at the Annual General Meeting is entitled to appoint not more than two proxies to attend and vote on a poll on their behalf. The appointment of a second proxy must be done on a separate copy of the Proxy Form. Where more than one proxy is appointed, such proxy must be allocated a proportion of the member's voting rights. If a member appoints two proxies and the appointment does not specify this proportion, each proxy may exercise half the votes. A duly appointed proxy need not be a member of the Company.
2. Where a member's holding is in one name the holder must sign. Where the holding is in more than one name, all members should sign.
3. Where a Proxy Form or form of appointment of corporate representative is lodged and is executed under a power of attorney, the power of attorney must be lodged in like manner as this Proxy Form.
4. Corporate members should comply with the execution requirements set out on the Proxy Form or otherwise with the provisions of Section 127 of the Corporations Act. Section 127 of the Corporations Act provides that a company may execute a document without using its common seal if the document is signed by:
 - two directors of the company;
 - a director and a company secretary of the company; or
 - for a proprietary company that has a sole director who is also the sole company secretary – that director.

For the Company to rely on the assumptions set out in Section 129(5) and (6) of the Corporations Act, a document must appear to have been executed in accordance with Section 127(1) or (2). This effectively means that the status of the persons signing the document or witnessing the affixing of the seal must be set out and conform to the requirements of Section 127(1) or (2) as applicable. In particular, a person who witnesses the affixing of a common seal and who is the sole director and sole company secretary of the company must state that next to his or her signature.

5. Completion of a Proxy Form will not prevent individual members from attending the General Meeting in person if they wish. Where a member completes and lodges a valid Proxy Form and attends the Annual General Meeting in person, then the proxy's authority to speak and vote for that member is suspended while the member is present at the Annual General Meeting.
6. To vote by proxy, please complete and sign the enclosed Proxy Form and return:
 - (a) to the Company's office at c/o Cimetta & Associates, 10 Bowman Street, South Perth, Western Australia 6151; or,
 - (b) by facsimile to the Company on facsimile number (+61 8) 9474 4886.

so that it is received not later than 11.00 am (WST) on Monday 13 February 2012.

Proxy forms received later than this time will be invalid.