

ATW HOLDINGS LIMITED

ACN 100 531 191

NOTICE OF ANNUAL GENERAL MEETING

TIME: 3:00 pm Wednesday 28 November 2012

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

YOUR ANNUAL REPORT IS AVAILABLE ONLINE AT WWW.FITGENES.COM OR 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.

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KEY DATES

Event	Date
Snapshot date for eligibility to vote	Monday 26 November 2012
Last day for receipt of Proxies*	Monday 26 November 2012
Annual General Meeting	Wednesday 28 November 2012

*Proxy Forms received after 3.00 pm 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 3:00 pm (WST) on Wednesday, 28 November, 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 2012 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 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 2012."

Note: the vote on this Resolution is advisory only and does not bind the Directors or the Company.

Voting Prohibition Statement:

In accordance with section 250R of the Corporations Act, a vote on Resolution 1 must not be cast (in any capacity) by, or on behalf of:

- (a) a member of the Key Management Personnel whose remuneration details are included in the Remuneration Report; or

- (b) a Closely Related Party of such member.

However, a person described above may cast a vote on Resolution 1 as proxy if the vote is not cast on behalf of a person described in subparagraphs (a) or (b) above and either:

- (a) the person does so as a proxy appointed by writing that specifies how the proxy is to vote on Resolution 1; or
- (b) the person is the Chairman of the Meeting and the appointment of the Chairman as proxy:
 - (i) does not specify the way the proxy is to vote on Resolution 1; and
 - (ii) expressly authorises the Chairman to exercise the proxy even though Resolution 1 is connected directly or indirectly with the remuneration of the Key Management Personnel.

RESOLUTION 2 – RE-ELECTION OF CONRAD CRISAFULLI AS A DIRECTOR

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

"That, for the purposes of clause 11.3 of the Constitution and for all other purposes, Conrad Crisafulli, 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."

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 3 – ELECTION OF ROBERT MAIR AS A DIRECTOR

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

"That, for the purpose of clause 11.12 of the Constitution and for all other purposes, Robert Mair, 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."

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

RESOLUTION 4 – ELECTION OF JOHN DRISCOLL AS A DIRECTOR

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

"That, for the purpose of clause 11.12 of the Constitution and for all other purposes, John Driscoll, 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."

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

GENERAL NOTES

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 –

By fax to the Company on +61 7 3229 7641; or

By mail to the Company's mailing address – PO Box 906, Brisbane, QLD 4001; or

In person to the Company's office at Level 6, 360 Queen Street, Brisbane, QLD

so that it is received not later than 3.00 pm (WST) on Monday 26 November 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 26 November 2012.

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.

DATED: 24 OCTOBER 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 3:00 pm (WST) on 28 November 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 Corporations Act and the Company's Constitution, the business of the Meeting will include receipt and consideration of the annual financial report of the Company for the financial year ended 30 June 2012 together with the declaration of the directors, the directors' report, the remuneration report and the auditor's report (**Annual Financial Statements**).

There is no requirement for Shareholders to approve the Annual Financial Statements.

The Company's auditor, BDO Audit (WA) Pty Ltd, will be present at the Annual General Meeting and Shareholders will have the opportunity ask the auditor questions in relation to the conduct of the audit, the auditor's report, the Company's accounting policies, and the independence of the auditor.

In addition to taking questions at the Meeting, written questions to the Chairman about the management of the Company, or to the Company's auditor about:

- the preparation and content of the auditor's report;
- the conduct of the audit;
- accounting policies adopted by the Company in relation to the preparation of the Annual Financial Statements; and
- the independence of the auditor in relation to the conduct of the audit,

may be submitted no later than 5 business days before the meeting date to the registered office of ATW Holdings Limited at Level 6, 360 Queen Street, Brisbane, QLD 4000 or by fax to the ATW Holdings Limited registered office at +61 7 3229 7641 or to ATW Holdings Limited at PO Box 906, Brisbane, QLD 4001.

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 2012. The Chairman of the meeting will allow a reasonable opportunity for the auditor to respond to the questions set out on this list.

RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

Section 250R(2) of the Corporations Act provides that the Company is required to put the Remuneration Report to the vote of Shareholders. The Directors' Report contains the Remuneration Report which sets out the remuneration policy for the Company and reports the remuneration arrangements in place for the executive Directors, specified executives and non-executive Directors. The Directors' Report can be found within the Company's annual report.

Section 250R(3) of the Corporations Act provides that Resolution 1 is advisory only and does not bind the Directors or the Company. A failure of Shareholders to pass Resolution 1 will not require the Directors to alter any of the arrangements in the Remuneration Report.

However, the Corporations Act has been amended by the *Corporations Amendment (Improving Accountability on Director and Executive Remuneration) Act 2011* (Cth) (**Director and Executive Remuneration Act**) which received the Royal Assent on 27 June 2011 and came into effect on 1 July 2011.

The Director and Executive Remuneration Act introduced new sections 250U and 250Y, amongst others, into the Corporations Act, giving Shareholders the opportunity to remove the Board if the Remuneration Report receives a 'no' vote of 25% or more at two consecutive annual general meetings (**Two Strikes Rule**).

Under the Two Strikes Rule, where a resolution on the Remuneration Report receives a 'no' vote of 25% or more at two consecutive annual general meetings, the Company will be required to put to Shareholders at the second annual general meeting a resolution on whether another meeting should be held (within 90 days) at which all Directors (other than the managing director) who were in office at the date of approval of the applicable Directors' Report must stand for re-election.

In summary, if the Remuneration Report receives a 'no' vote of 25% or more at this Meeting, Shareholders should be aware that if there is a 'no' vote of 25% or more at the next annual general meeting the consequences are that it may result in the re-election of the Board.

The Chairman will allow a reasonable opportunity for Shareholders as a whole to ask about, or make comments on the Remuneration Report.

The Chairman intends to exercise all undirected proxies in favour of Resolution 1. If the Chairman of the Meeting is appointed as your proxy and you have not specified the way the Chairman is to vote on Resolution 1, by signing and returning the Proxy Form, the Shareholder is considered to have provided the Chairman with an express authorisation for the Chairman to vote the proxy in accordance with the Chairman's intention notwithstanding that Resolution 1 is connected with the remuneration of the Company's Key Management Personnel or that the Chairman has an interest in the outcome of Resolution 1.

RESOLUTION 2 – RE-ELECTION OF CONRAD CRISAFULLI AS A DIRECTOR

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

Mr Conrad Crisafulli was appointed a director on 27 September 2011 and is required under Clause 11.3 of the Company's Constitution to retire by rotation at the Annual General Meeting. Mr Crisafulli, being eligible, has offered himself for re-election as a Director.

Conrad 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.

Conrad 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 3 – ELECTION OF ROBERT MAIR AS A DIRECTOR

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

Mr Robert Mair was appointed as a Director of the Company on 21 May 2012 to fill the casual vacancy brought about by the resignation of Mr Mark Leong on the same day. 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 Mair has extensive experience in venture capital and private equity, finance and business management. Prior to entering venture capital and professional services, Robert founded a number of his own ventures, including many in the IT sector, which he successfully exited via management buy outs.

With his experience in business start-ups, international business development, and debt/equity funding, including early stage and expansion capital, Robert has skills across the obstacles and challenges facing early stage and high growth businesses. Robert is also a founding partner of Altezza Partners and a director (Executive Chairman) of Fitgenes Pty Ltd, which the Company has previously announced that it is proposing to acquire.

Robert is a Member of Certified Practising Accountants Australia, holds a Master of Business Administration (Entrepreneurship), a Master of Accounting and a Diploma of Financial Services.

RESOLUTION 4 – ELECTION OF JOHN DRISCOLL AS A DIRECTOR

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

Mr John Driscoll was appointed as a Director of the Company on 17 October 2012 to fill the casual vacancy brought about by the resignation of Mr Ernest Boswarva on the same day. 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.

John Driscoll is a Qualified Chartered Accountant with extensive finance and commercial accounting experience gained both within Australia and Internationally. John's extensive experience has been built on managerial roles with Deutsche Investment Bank in London, where he controlled all aspects of the daily foreign exchange cash trading profit and loss account, and numerous Chief Financial Officer roles with both national and international corporations.

John has also worked extensively in public practice at Altezza Partners and Johnston Rorke Chartered Accountants, advising to a wide range of SMEs and large corporate clients. John has structured and manages a number of international expansions as Chief Financial Officer for corporations into the UK, Europe, South East Asia, South Africa, and the United States of America. Prior to embarking on a career in finance and accounting, John was a full-time professional sportsperson for eight years with the Brisbane Broncos Football Club.

John is a Partner at Altezza Partners and a director (Chief Financial Officer) of Fitgenes Pty Ltd, which the Company has previously announced that it is proposing to acquire.

John is a Member of Institute of Chartered Accountants Australia, holds a Bachelor of Business (Accounting), and is a Registered Tax Agent with the Tax Practitioners Board.

ENQUIRIES

Shareholders are requested to contact the Company Secretary on (M) +61(0) 419 961 926 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.

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 ATW Holdings 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.

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
ATW HOLDINGS LTD
ACN 100 531 191**

ANNUAL GENERAL MEETING

I/We

being a member of ATW Holdings 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 3.00 pm (WST) on 28 November 2012 in the Conference Room, BDO Audit (WA) Pty Ltd, 38 Station Street, Subiaco, Western Australia, and at any adjournment thereof.

Chairman authorised to exercise undirected proxies on remuneration related resolutions: Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on Resolution 1 (except where I/we have indicated a different voting intention below) even though Resolution 1 is connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

Important Note: If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on Resolution 1 by marking the appropriate box below.

The Chairman of the Meeting intends to vote all available proxies in favour of each item of business.

Voting on Business of the Annual General Meeting

	FOR	AGAINST	ABSTAIN
Resolution 1 – Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2 – Re-Election of Conrad Crisafulli as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3 – Election of Robert Mair as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4 – Election of John Driscoll as a Director	<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 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):** _____

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:

By fax to the Company on +61 7 3229 7641; or

By mail to the Company's mailing address – PO Box 906, Brisbane, QLD 4001; or

In person to the Company's office at Level 6, 360 Queen Street, Brisbane, QLD

so that it is received not later than 3.00 pm (WST) on Monday 26 November 2012.

Proxy forms received later than this time will be invalid.