

ATW HOLDINGS LTD

ACN 100 531 191

ASX Release

3 February 2014

The Company Announcements Office
ASX Ltd
via electronic lodgement

NOTICE OF BREACH OF ASX LISTING RULE 7.1

Further to the status update announced to the market on 28 September 2012, the Directors of ATW Holdings Limited (ASX: ATW) ("ATW" or "Company") wish to advise that the placement of the Shortfall shares with Fitgenes Pty Ltd ("Fitgenes") under the non-renounceable pro-rata entitlement offer ("Offer") announced to the market on 25 May 2012 breached Listing Rule 7.1 as:

- The Offer closed on 20 June 2012;
- Pursuant to listing rule 7.2, exception 3, an issue to make up the Shortfall on a pro rata issue to holders of ordinary securities must be made within three months of the close of the Offer;
- The Offer documents stated that Shortfall shares were only available to Eligible Shareholders as defined at section 5.1 of the offer documents lodged with ASX on 5 June 2012;
- The Company released an Appendix 3B for the issue on 28 September 2013 of 92,886,160 shortfall shares to Fitgenes, however Fitgenes was not an Eligible Shareholder;
- The issue of 92,885,160 shares to Fitgenes on 28 September 2012 took place outside the three month time limit prescribed by Listing Rules 7.2, exception 3 and was made without shareholder approval and not subject to an exception under listing rule 7.2;
- As at 28 September 2012, the Company's 15% capacity was capped at 28,611,697 shares. Therefore, 64,273,473 shares were erroneously issued in excess of the Company's available 15% capacity. The Company has issued 33.7% more equity securities than permitted by listing rule 7.1.

Therefore, the Company has provided to ASX an undertaking not to issue any equity securities without security holder approval until 27 December 2014, unless the issue comes within an exception in listing rule 7.2.

As ATW is still able to issue shares with shareholder approval, the undertaking does not prevent the Company re-complying with Chapters 1 and 2 of the Listing Rules, for which the Directors are continuing to prepare for in conjunction with Fitgenes and for which ATW will be seeking shareholder approval at a forthcoming meeting of members.

For further particulars please contact:

Robert Mair
Director
ATW HOLDINGS LIMITED
+61 (0) 416 190 273 (mobile)