ATECH HOLDINGS LIMITED
ABN 88 004 080 460

NOTICE OF
ANNUAL GENERAL MEETING
& PROXY FORM

TIME: 11.00am (EST)

DATE: 29 October 2010

PLACE: 346 Kings Way
South Melbourne
Victoria 3205

This Notice of Annual General 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 please do not hesitate to contact the Company Secretary on 03 9690 1077 from within Australia or +61 3 9690 1077 from outside Australia, or visit Atech's website at www.atechholdings.com***.***

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TIME AND PLACE OF MEETING AND HOW TO VOTE

VENUE & DATE

The Annual General Meeting of the Shareholders to which this Notice relates will be held at 346 Kings Way, South Melbourne VIC 3205 on 29 October 2010 at 11.00am.

YOUR VOTE IS IMPORTANT

The business of the AGM affects your shareholding and your vote is important.

VOTING IN PERSON

To vote in person, attend the AGM on the date and at the place set out above.

VOTING BY PROXY

If you cannot attend the Annual General Meeting in person and wish to vote on some or all of the Resolutions, you can appoint a proxy to vote on your behalf by completing the Proxy Form that accompanies this document and returning it as instructed in the Notice..

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

(a) post to Atech Holdings Ltd at 346 Kings Way South Melbourne VIC 3205; or

(b) facsimile to the Company on (+61 3) 9012 4404 so that it is received not later than 11.00am (EST) on 27 October 2010.

Proxy Forms received later than this time will be invalid.

NOTICE OF ANNUAL GENERAL MEETING

Notice is given that the Annual General Meeting of Shareholders of Atech Holdings Limited (**Company**) will be held at 346 Kings Way, South Melbourne VIC 3205 at 11.00 am on 29 October 2010.

The Explanatory Statement to this Notice of Annual General Meeting provides additional information on matters to be considered at the AGM. The Explanatory Statement and the Proxy Form forms part of this Notice of Annual General Meeting.

The Directors have determined pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 that the persons eligible to vote at the AGM are those who are registered Shareholders at 5.00 pm on 27 September 2010.

Terms and abbreviations used in this Notice and the Explanatory Statement are defined in the Glossary.

AGENDA:

PART 1: EXTRAORDINARY BUSINESS

RESOLUTION 1: Approval of the Takeover Offer for Alpha Wealth Financial Services Pty Ltd

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

> *"That approval is hereby given, for the purposes of ASX Listing Rule 10.1, Chapter 2E of the Corporations Act and for all other purposes, for the Company to acquire any or all Alpha Wealth Financial Services Pty Ltd shares pursuant to an off market offer."*
>
> **Short Explanation:** In accordance with ASX Listing Rules, the approval of shareholders is required where the Company is acquiring an asset from a person of influence.
>
> **Voting Exclusion:** The Company will, in accordance with the Listing Rules of the ASX Limited, disregard any votes cast on this resolution by Mr. William Tien or any associate thereof. However, the company need not disregard a vote if it is cast by a person as 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 a proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

RESOLUTION 2: Acquisition of Alpha Wealth Financial Services Pty Ltd

To consider and if thought fit to pass with or without amendment the following resolution as an ordinary resolution:

> *"That, for the purposes of ASX Listing Rule(s) 10.11 and 11.1.2 and for all other purposes:*
>
> *(i) the allotment and issue of up to 8,372,324 fully paid ordinary shares in the capital of the Company; and*

(ii) *the payment, in aggregate, of up to $460,477.80 to Alpha Wealth Financial Services Pty Ltd Shareholders.*

as consideration for the acquisition of all of the issued capital of Alpha Wealth Financial Services Pty Ltd, is authorised and approved, on the terms and conditions set out in the Explanatory Statement accompanying this Notice."

Short Explanation: The Company seeks the approval of shareholders to complete the proposed transaction on the basis that:

- the acquisition will have the effect of changing the nature and scale of the Company's activities [ASX Listing Rule - Chapter 11]; and
- the transaction is with a person of influence [refer to ASX Listing Rules - Chapter 10];

Voting Exclusion: The Company will, in accordance with the Listing Rules of the ASX Limited, disregard any votes cast on this resolution by Mr. William Tien or any associate thereof, any person who will receive securities arising out of the proposed transaction, any person who might obtain a benefit, except solely in the capacity of a holder of ordinary securities if the resolution is passed, and a person whose votes in the ASX's opinion should be disregarded. However, the company need not disregard a vote if it is cast by a person as 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 a proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

RESOLUTION 3: Approval for the issue of shares and payment of cash to William Tien and related parties

To consider and if thought fit to pass with or without amendment the following resolution as an ordinary resolution:

"That, for the purposes of ASX Listing Rule(s) 10.11 and 11.1.2, Chapter 2E of the Corporations Act and for all other purposes the Shareholders of the Company hereby approve the issue of 6,063,273 fully paid ordinary shares in the capital of the Company, and payment of $333,480.04 to entities associated with or related to William Tien on the terms and conditions set out in the Explanatory Statement accompanying this Notice."

Short Explanation: The Company seeks the approval of shareholders to complete the proposed transaction on the basis that:

- the acquisition will have the effect of changing the nature and scale of the Company's activities [ASX Listing Rule - Chapter 11]; and
- the transaction is with a person of influence [refer to ASX Listing Rules - Chapter 10]; and
- the proposed transaction will have the effect of Mr. Tien and parties related to Mr Tien acquiring, in aggregate, a relevant interest in approximately 19.8% of the Company's issued capital. The information that is required to be provided to shareholders in respect of this transaction is at Section 1.5 of the Explanatory Statement and the IER.

Voting Exclusion: The Company will, in accordance with the Listing Rules of the ASX Limited, disregard any votes cast on this resolution by Mr. William Tien or any associate thereof, any person who will receive securities arising out of the proposed transaction, any person who might obtain a benefit, except solely in the capacity of a holder of ordinary securities if the resolution is passed, and a person whose votes in the ASX's opinion should be disregarded. However, the company need not disregard a vote if it is cast by a person as 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 a proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

PART 2: ORDINARY BUSINESS

Annual Financial Reports

To receive, consider and adopt the Financial Statements of the Company for the year ended 30 June 2010 and the Reports of the Directors and independent Auditors.

The Company's Financial Statements for the year ending 30 June 2010 can be viewed or downloaded at www.atechholdings.com and/or shareholders can contact the Company's office on +61 3 9690 1077 for a copy.

Resolution 4: Adoption of Annual Report

To consider and, if thought fit, to pass with our without amendment the following resolution as an ordinary resolution:

> *"That the Company adopts the Financial Statements of the Company for the year ended 30 June 2010 and the Reports of the Directors and Independent Auditors as presented".*

Resolution 5: Adoption of Remuneration Report (Non-binding)

To consider and, if thought fit, to pass with or without amendment the following resolution as an ordinary resolution:

> *"That the remuneration report as contained within the Directors' Report and forming part of the Company's 2010 Annual Report, which accompanied the Notice convening this meeting, be adopted".*

Resolution 6: Re-election of Shane Casey Peter as a Director

To consider and, if thought fit, to pass with or without amendment the following resolution as an ordinary resolution:

> *"That Shane Casey Peter who retires as a director of the Company in accordance with Clause 11.3 of the Company's Constitution, and being eligible offers himself for re-election, is hereby re-appointed a director of the Company".*

Resolution 7: Appointment of BDO Audit (NSW-VIC) Pty. Ltd. as Auditor of the Company

To consider and, if thought fit, to pass with or without amendment the following resolution as an ordinary resolution:

> *"That BDO Audit (NSW-VIC) Pty. Ltd., having consented to do so, be appointed as Auditor of the Company."*

Resolution 8: Approval to fix the Auditor's Remuneration

To consider and, if thought fit, to pass with or without amendment the following resolution as an ordinary resolution:

> *"That the Board be authorised to fix the fees and expenses of BDO Corporate Finance in their role as Auditor of the Company."*

DATED: 27 September 2010
BY ORDER OF THE BOARD

DONALD LOW
CHAIRMAN
ATECH HOLDINGS LTD

EXPLANATORY STATEMENT

This Explanatory Statement and all attachments are important documents. They should be read carefully.

1. GENERAL INFORMATION

This Explanatory Statement has been prepared for the shareholders of Atech Holdings Limited in connection with the general meeting of the Company to be held on 29 October 2010 at 11 am at 346 Kings Way South Melbourne Victoria 3205

PART 1:

Independent Expert's Report

Accompanying this Explanatory Memorandum is a complete copy of the Independent Expert's Report by RSM Bird Cameron Corporate Pty Ltd ("Bird Cameron") dated 21 September 2010 (**"IER**"). The IER is also available on the company's website (www.atechholdings.com) or ASX website. The IER is required to be given to shareholders under ASX Listing Rules 10.1 and 10.10.2 and Chapter 2E of the Corporations Act.

A summary of Bird Cameron's conclusions are at section 1.9 of this Notice.

1.1 OVERVIEW

1.1.1 BACKGROUND

On 24 September 2010, the directors of the Company announced that they proposed to make an offer to acquire all the issued capital in Alpha Wealth Financial Services Pty Ltd (AWFS).

A description of the activities of AWFS is contained elsewhere within this Notice.

The proposed acquisition of AWFS and the business of AWFS contain risks. Shareholders should consider carefully the section entitled Risks contained within this Notice.

1.1.2 AWFS

Company overview and history

Alpha Wealth Financial Services Pty Ltd is an advisory services company specialising in corporate merger and acquisition ("M&A"), and wholesale capital raisings.

1.2 Director of AWFS

Sole Director/Secretary

William Tien has obtained a broad experience in management and M&A in all aspects of both technology and resources businesses. His specialties are competitive analysis, financing, franchising and M&A's.

He has broad experience as a corporate adviser for deals across Australia and China. He also specialises in advising ASX listed companies on overseas assets, and has assisted Progen, Harrington and Voicenet.

William Tien was also CEO and Founder of Timemac Solutions Ltd, a company that was listed on the Australian Stock Exchange. The company specialised in technology development including business plan and sales strategies in commercialising new innovative products and services.

As well as being the Sole Director of Alpha Wealth Financial Services Pty Ltd, Mr. Tien is the Director and Company Secretary of Atech Holdings Ltd. Mr. Tien has excluded himself from any decision making procedures for Atech in respect to the proposed acquisition of AWFS shares.

(a) Business Contracts:

Services	Current Projects	Contracts
Company Secretarial	Atech Holdings Ltd	$3,000 per month
Assistance with capital and debt restructuring, re-quote on Chinese market	China Co. (name withheld for confidentiality)	$1,000,000 plus hourly rates
Capital raisings Introduction of Chinese investment opportunities	ECSI Limited	• 5% of amount raised by AWFS • $100,000 per annum plus success fees
Assistance with reverse merger onto ASX	Hong Kong Co. (name withheld for confidentiality)	$500,000.00

*Value of the contracts based on the Directors' estimated valuations.

(b) Location of Offices

CHINA – Shanghai Office

19th Floor, No. 2668
Zhongshan North Road
Putuo District, Shanghai
200063 China

Ph: +862 162 576 873

AUSTRALIA – Melbourne Office

346 Kings Way
South Melbourne
VIC 3205

Ph: +613 9690 1077

Fax +613 9012 4404

1.3 Information about Alpha Wealth Financial Services Shares

(a) **Capital Structure:** There are currently 23,023,890 shares on issue, held by sixteen (16) shareholders.

(b) **Atech's relevant interests in Alpha Wealth Financial Services Pty Ltd:** At the date of this Notice, Atech has no relevant interest in Alpha Wealth Financial Services Pty Ltd.

(c) **Atech's voting power in Alpha Wealth Financial Services Pty Ltd:** At the date of the Notice, Atech has no voting power in Alpha Wealth Financial Services Pty Ltd.

(d) **William Tien's relevant (direct and indirect) interests Alpha Wealth Financial Services Pty Ltd:** At the date of the Notice, William Tien's direct and indirect interest(s) in Alpha Wealth Financial Services Pty Ltd is represented by 16,674,002 shares.

1.4 Financial information

The historical financial information presented and explained in this Section of the Explanatory Statement relates to Alpha Wealth Financial Services on a stand-alone basis. Accordingly, it does not reflect any impact of the Offer. It is a summary only and should be read in conjunction with the risks and assumptions underlying their preparation set out in Alpha Wealth Financial Services annual reports available from ASIC.

Set out below is a summary of Alpha Wealth Financial Services Pty Ltd Unaudited Balance Sheet as at 30 June 2010.

ALPHA WEALTH FINANCIAL SERVICES PTY LTD
UNAUDITED BALANCE SHEET AT 30th June 2010

	Balance at 30/06/2010
Current Assets	
Cash & cash equivalents	268,529
Trade & other receivables	402,927
Loan	165,944
Total Current Assets	837,400
Non-Current Assets	
Property, plant & equipment	41,835
Total Non-Current Assets	41,835
Total Assets	879,235
Current Liabilities	
Trade & other payables	167,745
Loan	249,424
Total Current Liabilities	417,169
Total Liabilities	417,169
Net Assets	462,066
Equity	
Issued capital	116,429
Accumulated profit	345,637
Total Equity	462,066

1.5 Information for Shareholders in respect of Chapter 2E of the Corporations Act (benefit to related party)

Chapter 2E of the Corporations Act prohibits the Company from giving a financial benefit to a related party of the Company unless either:

(a) The giving of the financial benefit falls within one of the nominated exceptions to the relevant provisions of the corporations Act; or

(b) shareholder approval is obtained prior to the giving of the financial benefit

For the purposes of Chapter 2E of the Corporations Act, the issue of Shares and the making of a cash payment on the terms of the Offer constitute the giving of a financial benefit to Mr. Tien.

As none of the exceptions set out in the Corporations Act apply, the issue of Shares and payment to Mr Tien requires shareholder approval.

1.5.1 For the purposes of obtaining shareholder approval, the following information is provided to Shareholders to allow them to assess whether or not to approve the proposed issue of Shares to Tien and associates under Resolutions 2 and 3:

(a) (**Identity of the related party**): The aggregate of the interests of the related parties of the Company to which a financial benefit may be given under Resolutions 2 and 3 are referred to in Table 1 below, being the aggregate of those entities described in Column 1 of Table 1.

Table 1			
Column 1	**Column 2**	**Column 3**	
Name of Entity to Shares will be issued and payment made	**Relationship to Mr Tien**	**Number of Shares**	**Payment Amount**
TL88 Pty Ltd	Director and beneficiary	5,841,929	$321,313.60
Capital 8 Research Limited	Director and beneficiary	221,308	$12,166.44
Total		6,063,237	$333,480.04

(b) (**Nature of the financial benefit**): The nature of the financial benefit to be given to Tien Entities is:

(1) 6,063,237 shares in the issued capital of the Company in accordance with the terms of any Bid; and

(2) a cash payment in the amount of $333,480.04, being the number of shares held by Tien multiplied by $0.02 per share.

(c) (**Reason and basis for giving the financial benefit**): The proposed issue of the shares and cash payment to Mr Tien entities is in recognition of Tien's involvement and assistance in the establishment of AWFS and the significant contribution Tien has made to its development and success to date and commitment going forward..

(d) (**Value of the financial benefit**): Based on a Share price of $0.20, being the last price of the Shares when last traded on ASX (albeit in 1998), the value of the financial benefit proposed to be provided to Tien and associated entities is estimated as being $1,546,127.40.

Caution should be taken when utilising a 13 year old share price. Shareholders should look to the IER regarding this transaction.

The actual value of the financial benefit, if any, cannot be ascertained until the date in which the Shares are issued to the Tien Entities. If the market price of Shares on that day is higher than $0.20, the value of the financial benefit will be the difference between the total issue price of the Shares, calculated at the issue price of $0.20 per Share, and the total market value of that number of Shares on the date of issue.

(e) (**Advantages and disadvantages of Shareholders approving Resolution 3**):

The Directors consider the advantages for Shareholders of approving Resolution 3 are as follows:

Advantages:

The issue of the Shares and the payment pursuant to Resolutions 2 and 3 will:

- recognise Tien's involvement and assistance in the establishment of AWFS the acquisition of its projects, their continued support of AWFS since its formation and the significant contribution Tien has made to its development and success; and
- benefit from the synergies of Atech's broad shareholder base, capital and market contacts, with the expertise and deal flow of Alpha Wealth Financial Services represent commercial advantages to Atech on a successful bid.

Disadvantages:

The issue of the Shares pursuant to Resolution 3 will:

- dilute the shareholdings of other Shareholders by approximately 27.3% as noted below (*Dilution effect of transaction on existing Shareholders' interests*); and
- result in the Company issuing Shares at a price which may be less than the market price of Shares on the day on which the Shares are issued.

High/Low

The highest and lowest recorded sale price and last recorded closing price of Shares on ASX in the 12 months prior to the date of lodgement of this Notice of Meeting with ASIC are not relevant as the Company was not quoted in that period.

However, the relevant prices for the 12 month period prior to the securities being removed from the Official List are as follows:

Highest	$0.28 in 1998
Lowest	$0.10 in 1998
Last recorded	$0.20 in 1998

Related party's interest pre and post bid

Set out below are details regarding the securities in the Company in which the Tien Entities currently hold an interest and their current voting power as at the date of this Offer.

Securities: NIL
Voting Power: NIL %

The details regarding the securities in the Company in which the Tien entities will hold an interest, and the resulting voting power of Tien Entities

Securities: 6,063,273
Voting Power: 19.8 %

Dilution effect of transaction on existing Shareholders' interests

The Company will have the following issued capital (assuming 100% acceptance of the Offer):

No. of Shares	
22,327,406	Shares on issue before proposed acquisition
8,372,324	Shares issued as part of acquisition (on full acceptance)
30,699,730	Shares on issue post acquisition

The dilution effect is 27.3%.

1.6 BENEFITS OF THE ACQUISITION

1.6.1 The proposed acquisition terms payable upon completion are as follows:

- The allotment and issue of 8,372,324 fully paid ordinary shares in the capital of the Company – 6,063,237 of these shares will be issued to interests directly or indirectly associated with Mr. Tien; and
- $460,477.80 being the payment, in aggregate to Alpha Wealth Financial Services Pty Ltd shareholders – $333,480.04 of which will be paid to interests directly or indirectly associated with Mr. Tien.

1.6.2 Alpha Wealth Financial Services Pty Ltd business will benefit from integrating into Atech's operations.

It is anticipated Alpha Wealth Financial Services Pty Ltd – and therefore Atech, post-acquisition, will greatly benefit from integrating its business into Atech's economies of scale, substantially larger resource base and contracts.

Atech is in a position to complete and enhance the opportunities and projects identified and secured by Alpha Wealth Financial Services Pty Ltd by providing the significant capital and management expertise required to take full advantage of Alpha's commercial contracts.

1.6.3 The Offer Consideration represents a commercially attractive value proposition given the anticipated deal flow and expected profitability.

1. 7 COMPLIANCE WITH CHAPTER'S ONE & TWO OF THE ASX LISTING RULES

The Company has commenced preliminary discussions with the ASX to determine whether the transaction proposed in the Notice has the effect of requiring the Company to comply with Chapters 1 and 2 of the ASX Listing Rules prior to its reinstatement to the Official List.

Shareholders should note that the Company will be required to comply with Chapters 1 and 2 of the ASX Listing Rules prior to the intended reinstatement. Shareholders should take note of the additional time that will be required by the Company to complete this process.

The Company will consider all relevant regulatory issues in taking it's decision to proceed in an expedient and commercially prudent manner going forward. The director's will use their best endeavours to meet all the relevant requirements of Chapters 1 and 2 with a view to having the Company's securities reinstated to the Official List as soon as possible.

1.8 DIRECTORS RECOMMENDATION

Atech shareholders must be aware that the passing of the resolutions set out in this Notice and the completion of the acquisition of AWFS will result in the dilution of the percentage shareholding of current Atech shareholders.

Your Directors (excluding Mr. Tien) unanimously recommend that shareholders' approve the proposed acquisition and the matter set out in the Notice, subject to shareholders considering the risk factors and all information set out in these documents. Notwithstanding this, the Directors note that the ultimate approval of the proposals by shareholders is, of course, entirely a decision for shareholders to make exercising their own judgement.

Shareholders should note that the Directors have approved the proposal to put the resolutions to shareholders and have separately approved the information contained in the documents. In addition each of the Directors (excluding William Tien) intends to vote their shares in favour of the resolutions as a final matter; shareholders should note that the Directors do not have any interest in the proposed resolutions, other than in their capacity as shareholders of Atech.

1.9 INDEPENDENT EXPERT'S OPINION

The opinion of the independent experts Bird Cameron is summarised at point 2.1 of the IER, which states that in their opinion, for the reasons set out in Sections 9 and 10 of the IER, Bird Cameron conclude that the Proposed Transaction (as defined) is **Fair and Reasonable** for the Non-Associated Shareholders of Atech.

1.10 CONCLUSION

The resolutions set out in the Notice are important and affect the future of Atech. Shareholders are therefore urged to give careful consideration to this Notice and the contents of this Explanatory Statement.

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2. THE RESOLUTIONS

2.1 RESOLUTION 1: Approval of the Takeover Bid for Alpha Wealth Financial Services Pty Ltd

The Company's proposed offer for AWFS shares is conditional upon shareholder approval and, therefore, *if shareholder approval is not obtained, the offer will not be made.*

In addition to approval by shareholders and standard "prescribed occurrence conditions" the offer will be conditional on the Company obtaining not less than the prescribed percentage acceptance in respect to the offers (entitling the Company to proceed to compulsory acquisition of any remaining Alpha Wealth Financial Services Pty Ltd shares).

If successful, the Company will have 100% ownership of Alpha Wealth Financial Services Pty Ltd and will issue as consideration 8,372,324 shares and cash of $460,477.80

2.2 RESOLUTION 2: Acquisition of Alpha Wealth Financial Services Pty Ltd

On 24 September 2010, the directors of the Company announced that they proposed to make an off market offer to acquire all the issued capital in Alpha Wealth Financial Services Pty Ltd (AWFS).

The terms of the offer are as follows:

(a) the allotment and issue of up to 8,372,324 fully paid ordinary shares in the capital of the Company; and

(b) $460,477.80 being the payment, to Alpha Wealth Financial Services Pty Ltd shareholders.

No. of Shares	
22,327,406	Shares on issue before proposed acquisition
8,327,324	Shares issued as part of acquisition (on full acceptance)
30,699,730	Shares on issue post acquisition

2.3 RESOLUTION 3: Approval for the issue of shares and payment of cash to William Tien and related parties

The proposed issue of Shares and payment of cash to the Tein Entities is in recognition of Tien's involvement and assistance in the establishment of AWFS and the significant contribution Tien has made to its development and success.

Following the proposed acquisition, the benefits and commercial advantages available in and through AWFS will become a wholly owned asset of Atech.

The Company advises that William Tien's direct and indirect interests in Alpha Wealth Financial Services Pty Ltd is represented by 16,674,002 shares, which means that in the event the Company's bid for AWFS is successful, Mr. Tien will benefit (directly or indirectly) through the allotment of 6,063,237 shares and the receipt of $333,480.04 out of the total consideration.

The issue of Shares and payment to Mr Tien and related entities under the terms of the Offer can only be actioned by the Company following the approval by the Company's shareholders as set out in Resolution 3.

2.3.1 ASX LISTING RULES – 10.1 & 11.1.2

Given the relative size of the acquisition and proposed Share issue, and the transaction with a person of influence, the Company seeks approval for Resolutions 1, 2 and 3 in accordance with ASX Listing Rule(s) Chapter 10 (transaction with person of influence) and Chapter 11 (size and nature) respectively.

The proposed takeover falls within those transactions dealt with under ASX Listing Rules 10.1 and 11.1.2 respectively.

Pursuant to ASX Listing Rule 10.1, the proposed acquisition must be approved by shareholders on the basis that the target is a related party by virtue of the fact that there is a common director, Mr Tien.

The Company has provided an Independent Expert's Report as required pursuant to ASX Listing Rules 10.1 and 10.10.2

In accordance with ASX Listing Rule 11.1.2 a company must gain shareholder approval prior to a change in the nature or scale of its activities. The proposed acquisition of AWFS is considered to fall within the ambit of this Listing Rule.

2.3.2 Chapter 2E of the Corporations Act

In accordance with Chapter 2E of the Act, no benefit under the terms of the Offer can be provided to a related party (in this case Mr Tien and parties related to Mr Tien) unless shareholders provide their approval. Accordingly, the proposed acquisition must be approved by shareholders.

The Company has provided an Independent Expert's Report as required by the Act.

Other information shareholders should note, include:

(a) The material contained in Sections 1.5, 1.5.1 and the IER addresses the information for shareholders required in accordance with Chapter 2E of the Corporation Act;

(b) The maximum number of Shares (to be issued) and Payments to be made, by the Company to acquire the whole of the issued capital of AWFS is 8,372,324 Shares and $460,477.80 respectively;

(c) Of the amounts referred to above [in 2.3.2(b)], Mr. Tien will benefit (directly or indirectly) through the allotment of 6,063,237 shares and the receipt of $333,480.04 out of the total consideration;

(d) It is proposed that the Shares and the Payment will be issued and delivered on one date but, in any event no later than 1 month from the date of the Meeting;

(e) The Shares and Payment will be issued to AWFS Shareholders;

(f) The Shares that will be issued pursuant to Resolution 2 will be on the same terms and conditions as the existing Shares on issue and the Shares will rank equally in all respects with all of the existing Shares on issue, including the right to participate in any dividend paid or declared after the date of issue;

There will be no funds raised from the issue of the Shares as they are being issued in consideration along with $0.02 per Share for the acquisition of all the issued capital in AWFS.

2.3.3 PROFORMA CONSOLIDATED BALANCE SHEET

ATECH HOLDINGS LIMITED

PROFORMA CONSOLIDATED BALANCE SHEET

	Balance at 30 June 2010	Movement June to November 2010	Note	Proforma Balance at 15 November 2010
Current Assets				
Cash & cash equivalents	1,850,294	-460,478	2	1,389,816
Trade & other receivables	122,131			122,131
Total Current Assets	1,972,425			1,511,947
Non-Current Assets				
Acquisition of Alpha	0	5,065,256	3	5,065,256
Property, plant & equipment	2,062			2,062
Total Non-Current Assets	2,062			5,067,318
Total Assets	1,974,487			6,579,265
Current Liabilities				
Trade & other payables	30,093			30,093
Total Current Liabilities	30,093			30,093
Total Liabilities	30,093			30,093
Net Assets	1,944,394			6,549,172
Equity				
Issued capital	4,487,232	4,604,778	1	9,092,010
Accumulated losses	-2,542,838			-2,542,838
Total Equity	1,944,394			6,549,172

1. Issue of 23,023,890 fully paid shares of $0.20 to Alpha
2. Payment of $460,478 to Alpha
3. Acquisition value of Alpha

Part 2: Ordinary Business

2.4 Resolution 4: To receive and consider the Financial Statements and Reports for the year ended 30 June 2010.

The Annual Report 2010 has been made available to all shareholders and will be tabled at the meeting. Provision will be made for shareholders to ask questions of the Directors and the Auditor should they wish to do so.

2.5 Resolution 5: To Adopt the Remuneration Report

Section 250R(1)(a) of the Corporations Act requires a listed company to put to its shareholders at each annual general meeting a resolution adopting the Report on the remuneration of the Company's directors, executives and senior managers included in the Company's Annual Report. The above resolution is being proposed to comply with this requirement. The vote on this resolution is advisory only and does not bind the Company's directors.

A reasonable opportunity will be provided for discussion of the remuneration report at the Annual General Meeting.

2.6 Resolution 6: Re-election of Shane Casey Peter as a Director

The Company's constitution provides that at each AGM, one-third of the Directors, who at the conclusion of the meeting have been in office for 3 or more years and for 3 or more AGMs since he or she was last elected to office, must retire from office as directors.

Mr. Shane Casey Peter who retires as a director of the Company in accordance with the Company's Constitution, and being eligible offers himself for re-election.

2.7 Resolution 7: Appointment of BDO Audit (NSW-VIC) Pty. Ltd. as Auditor of the Company

BDO Audit (NSW-VIC) Pty. Ltd. has consented to continuing as Auditor of the Company.

The Board supports the appointment of BDO Audit (NSW-VIC) as Auditor of the Company given their experience in the industry as well as their sound understanding of the Company and the industry in which it operates.

2.8 Resolution 8: Approval to fix the Auditor's Remuneration

Pursuant to Section 250R(1)(d) of the Corporations Act, the Company seeks approval by way of a resolution to allow the Board to fix the remuneration of the Company's Auditor.

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3. ENQUIRIES

Shareholders are invited to contact the Company on 03 9690 1077 if they have any queries in respect of the matters set out in these documents.

GLOSSARY

$ means Australia dollars.

AGM means the Annual General Meeting of the Company to be held on 29 October 2010 or any adjournment of that meeting as convened by the Notice.

Alpha means Alpha Wealth Financial Services Pty Ltd ACN 081 560 349

Alpha Wealth Financial Services Pty Ltd means Alpha, the Target Company

Alpha Wealth Financial Services Shareholder means a shareholder of Alpha whose shares the Company will acquire pursuant to the offer contained in the Offer Statement.

ASIC means the Australian Securities and Investments Commission.

Associate has the meaning given to it in the Corporations Act 2001 (Cth).

ASX means Australian Securities Exchange Limited.

ASX Listing Rules or **Listing Rules** means the Listing Rules of the ASX.

Atech means Atech Holdings Limited (Company)

AWFS means Alpha Wealth Financial Services Pty Ltd

Board means the board of directors of the Company.

Company means Atech Holdings Ltd (ACN 004 080 460).

Corporations Act means the Corporations Act 2001 (Cth).

Directors means the current directors of the Company except where otherwise stated.

EST means Eastern Standard Time.

Explanatory Statement means the explanatory statement which forms part of this Memorandum.

IER means the Independent Expert's Report dated 21 September 2010 accompanying this Explanatory Memorandum prepared by RSM Bird Cameron Corporate Pty Ltd.

Memorandum means all of the documents accompanying the Notice and referred to in the contents section.

Notice means the notice of meeting which forms part of this Memorandum.

Offer Statement means the Offer Statement issued by the Company to the shareholders of Alpha

Securities mean a Share or Option in the capital of the Company.

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

Shareholder means a holder of a Share.

Tien Entities means Mr Tien and entities related to, or Associated with Mr Tien as defined by the Corporations Act

ATECH HOLDINGS LIMITED
ABN 88 004 080 460
AND CONTROLLED ENTITIES

Proxy Form 2010

All correspondence to:

Atech Holdings Limited
346 Kings Way
South Melbourne Victoria 3205

Telephone: 03 9690 1077
Facsimile: 03 9012 4404

Mark this box with an 'X' if you have made any changes to your address details (see reverse)

Appointment of Proxy

I/We (name of shareholder) ____

Of (address) ____

Being a member/s of ATECH HOLDINGS LIMITED and entitled to attend and vote hereby appoint

the Chairman of the Meeting (mark with an 'X')

OR

Write here the name and address of the person you are appointing if this person **is someone other than** the Chairman of

or failing the person named, or if no person is named, the Chairman of the Meeting as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, as the proxy sees fit) at the General Meeting of Atech Holdings Limited to be held on 29 October 2010 or at any adjournment of that meeting.

Important:

If the Chair of the meeting is appointed as your proxy, or may be appointed by default, and you do not wish to direct your proxy how to vote as your proxy in respect of a resolution, please place a mark in this box.

By marking this box, you acknowledge that the Chair of the Meeting may exercise your proxy even if he has an interest in the outcome of the resolutions and that votes cast by the Chair of the meeting for those resolutions other than as proxy holder will be disregarded because of that interest.

If you do not mark this box, and you have not directed your proxy how to vote, the Chair will not cast your votes on the resolution and your votes will not be counted in calculating the required majority if a poll is called on the resolution.

Voting Directions to your proxy – please mark x to indicate your directions

		For	Against	Abstain *
Resolution 1:	Ratification of Acquisition			
Resolution 2:	Ratification of Issue of Securities and Payment			
Resolution 3:	Approval of Issue of Securities and Payment to Mr Tien and related parties			
Resolution 4:	To receive and consider the Financial Statements and Reports for the year ended 30 June 2010.			
Resolution 5:	To Adopt the Remuneration Report			
Resolution 6:	Re-election of Shane Casey Peter as a Director			
Resolution 7:	Appointment of BDO Corporate Finance as Auditor of the Company			
Resolution 8:	Approval to fix the Auditor's Remuneration			

In addition to the intention advised above, the Chairman of the Meeting intends to vote undirected proxies in favour of each of the items of business unless he has an interest in the outcome of that item. *If you mark the Abstain box for the item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your vote will not be counted in computing the required majority on a poll.

Appointing a second proxy

We wish to appoint a second proxy ¨ Mark with an 'X' if you wish to appoint a second proxy	**AND**	**%**	**OR**		State the percentage of your voting rights or the number of securities for this Proxy Form

PLEASE SIGN HERE This section must be signed in accordance with the instructions overleaf to enable your directions to be implemented.

Individual or Security holder 1	**Security holder 2**	**Security holder 3**
Individual/Sole Director and Sole Company Secretary	**Director**	**Director/Company Secretary**

______________________ **Contact Name**

______________________ **Contact Daytime Telephone**

Date ____/_____/___

HOW TO COMPLETE THE PROXY FORM

1 Your Address

This form has been sent to your address as it appears on the Company's share register. If this address is incorrect, please mark the box and write the correct address on the form. **Please note you cannot change ownership of your securities using this form.**

2 Appointment of a Proxy

If you wish to appoint the Chairman of the General Meeting as your proxy, mark the box. If the person you wish to appoint as your proxy is someone other than the Chairman of the General Meeting please write the name of that person. If you leave this section blank, or your named proxy does not attend the meeting, the Chairman of the General Meeting will be your proxy. A proxy need not be a security holder of the Company.

3 Votes on Items of Business

You may direct your proxy how to vote by placing a mark in one of the three boxes opposite the item of business. All your securities will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on an item by inserting the percentage or number of securities you wish to vote in the appropriate box. If you do not mark any of the boxes on a given item, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

4 Appointment of a Second Proxy

You are entitled to appoint up to two persons as proxies to attend the meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by contacting the company's registered office or you may copy this form.

To appoint a second proxy you must:
a) indicate that you wish to appoint a second proxy by marking the box;
b) on each of the first Proxy Form and the second Proxy Form state the percentage of your voting rights or number of securities applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded;
c) return both forms together in the same envelope.

5 Signing Instructions

You must sign this form as follows in the spaces provided:

Individual:	where the holding is in one name, the holder must sign.
Joint Holding:	where the holding is in more than one name, all of the security holders should sign.
Power of Attorney:	to sign under Power of Attorney, you must have already lodged this document with the company. If you have not previously lodged this document for notation, please attach a certified photocopy of the Power of Attorney to this form when you return it.
Companies:	where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please indicate the office held by signing in the appropriate place.

Lodgement of a Proxy

This Proxy Form (and any Power of Attorney under which it is signed) must be received at the address given before 11am on 27 October 2010 or in any event no later than 48 hours before the commencement of the meeting at 11.00 am on 29 October 2010. Any Proxy Form received after that time will not be valid for the scheduled meeting.

Documents may be lodged:
by posting, delivery or facsimile to:

ATECH HOLDINGS L
346 Kings Way
South Melbourne Victoria 3205
Telephone: 03 9690 1077
Facsimile: 03 9012 4404

Annexure A:

Independent Expert's Report

prepared by

RSM Bird Cameron Corporate Pty Ltd

RSM Bird Cameron Corporate Pty Ltd

Atech Holdings Limited

Financial Services Guide and Independent Expert's Report

21 September 2010

RSM Bird Cameron Corporate Pty Ltd
8 St Georges Terrace Perth WA 6000
GPO Box R1253 Perth WA 6844
T +61 8 9261 9100 **F** +61 8 9261 9102
www.rsmi.com.au

Financial Services Guide

RSM Bird Cameron Corporate Pty Ltd ABN 82 050 508 024 ("RSM Bird Cameron Corporate Pty Ltd" or "we" or "us" or "ours" as appropriate) has been engaged to issue general financial product advice in the form of a report to be provided to you.

In the above circumstances we are required to issue to you, as a retail client, a Financial Services Guide ("FSG"). This FSG is designed to help retail clients make a decision as to their use of the general financial product advice and to ensure that we comply with our obligations as financial services licensees.

This FSG includes information about:

- who we are and how we can be contacted;
- the services we are authorised to provide under our Australian Financial Services Licence, Licence No 255847;
- remuneration that we and/or our staff and any associates receive in connection with the general financial product advice;
- any relevant associations or relationships we have; and
- our complaints handling procedures and how you may access them.

Financial services we are licensed to provide
We hold an Australian Financial Services Licence, which authorises us to provide financial product advice in relation to:

- deposit and payment products limited to:
  - (a) basic deposit products;
  - (b) deposit products other than basic deposit products.
- interests in managed investments schemes (excluding investor directed portfolio services); and
- securities (such as shares and debentures).

We provide financial product advice by virtue of an engagement to issue a report in connection with a financial product of another person. Our report will include a description of the circumstances of our engagement and identify the person who has engaged us. You will not have engaged us directly but will be provided with a copy of the report as a retail client because of your connection to the matters in respect of which we have been engaged to report.

Any report we provide is provided on our own behalf as a financial services licensee authorised to provide the financial product advice contained in the report.

General Financial Product Advice
In our report we provide general financial product advice, not personal financial product advice, because it has been prepared without taking into account your personal objectives, financial situation or needs.

You should consider the appropriateness of this general advice having regard to your own objectives, financial situation and needs before you act on the advice. Where the advice relates to the acquisition or possible acquisition of a financial product, you should also obtain a product disclosure statement relating to the product and consider that statement before making any decision about whether to acquire the product.

Benefits that we may receive
We charge fees for providing reports. These fees will be agreed with, and paid by, the person who engages us to provide the report. Fees will be agreed on either a fixed fee or time cost basis.

Except for the fees referred to above, neither RSM Bird Cameron Corporate Pty Ltd, nor any of its directors, employees or related entities, receive any pecuniary benefit or other benefit, directly or indirectly, for or in connection with the provision of the report.

Remuneration or other benefits received by our employees
All our employees receive a salary.

Referrals
We do not pay commissions or provide any other benefits to any person for referring customers to us in connection with the reports that we are licensed to provide.

Associations and relationships
RSM Bird Cameron Corporate Pty Ltd is beneficially owned by the partners of RSM Bird Cameron, a large national firm of chartered accountants and business advisers. Our directors are partners of RSM Bird Cameron Partners.

From time to time, RSM Bird Cameron Corporate Pty Ltd, RSM Bird Cameron Partners, RSM Bird Cameron and / or RSM Bird Cameron related entities may provide professional services, including audit, tax and financial advisory services, to financial product issuers in the ordinary course of its business.

Complaints Resolution
Internal complaints resolution process
As the holder of an Australian Financial Services Licence, we are required to have a system for handling complaints from persons to whom we provide financial product advice. All complaints must be in writing, addressed to The Complaints Officer, RSM Bird Cameron Corporate Pty Ltd, P O Box R1253, Perth, WA, 6844.

When we receive a written complaint we will record the complaint, acknowledge receipt of the complaint within 15 days and investigate the issues raised. As soon as practical, and not more than 45 days after receiving the written complaint, we will advise the complainant in writing of our determination.

Referral to External Dispute Resolution Scheme
A complainant not satisfied with the outcome of the above process, or our determination, has the right to refer the matter to the Financial Ombudsman Service ("FOS"). FOS is an independent company that has been established to provide free advice and assistance to consumers to help in resolving complaints relating to the financial services industry.

Further details about FOS are available at the FOS website or by contacting them directly via the details set out below.

Financial Ombudsman Service
GPO Box 3
Melbourne VIC 3001
Toll Free: 1300 78 08 08
Facsimile: (03) 9613 6399
Email: info@fos.org.au

Contact Details
You may contact us using the details set out at the top of our letterhead on page 1 of this report.

Independent Expert's Report

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RSM Bird Cameron Corporate Pty Ltd

RSM Bird Cameron Corporate Pty Ltd
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www.rsmi.com.au

Direct Line: (08) 9261 9447
Email: andy.gilmour@rsmi.com.au
AJG/JUMO

21 September 2010

The Directors
Atech Holdings Limited
346 Kings Way
SOUTH MELBOURNE VIC 3205

Dear Sirs

Independent Expert's Report

1. Introduction

1.1. This report has been prepared to accompany the Notice of Meeting and Explanatory Statement for shareholders for the Meeting of Atech Holdings Limited ("Atech" or "the Company") to be held on 29 October 2010 at which shareholder approval will be sought for Resolution 1 for the following transaction ("Proposed Transaction"):-

Resolution 1 *– Approval of the Takeover Offer for Alpha Wealth Financial Services Pty Ltd*

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

That approval is hereby given, for the purposes of ASX Listing Rule 10.1, Chapter 2E of the Corporations Act and for all other purposes, for the Company to acquire any or all Alpha Wealth Financial Services Pty Ltd shares pursuant to an off market offer".

1.2. Mr William Tien is a Director of Atech and also the sole Director and majority shareholder of Alpha Wealth. The Proposed Transaction therefore requires approval by Atech shareholders under ASX Listing Rule 10.1 and the Notice of Meeting must include a report from an independent expert.

1.3. The Directors have requested that RSM Bird Cameron Corporate Pty Ltd, being independent and qualified for the purpose, express an opinion as to whether the Proposed Transaction is fair and reasonable to shareholders not associated with the Proposed Transaction ("the Non-Associated Shareholders").

1.4. Mr Tien does not hold any shares in Atech directly or indirectly at the date of this report.

2. Summary and Conclusion

2.1. In our opinion, and for the reasons set out in Sections 9 and 10 of this report, the Proposed Transaction is **Fair and Reasonable** for the Non-Associated Shareholders of Atech.

Fairness

2.2. The table below sets out a summary of our valuation of a share in Atech before the Proposed Transaction and after the Proposed Transaction.

	Preferred $	Low $	High $
Value of an Atech share before Proposed Transaction	0.087	0.087	0.087
Value of an Atech share after Proposed Transaction	0.089	0.082	0.096
Increase/(decrease) in value as a result of Proposed Transaction	**0.002**	**(0.005)**	**0.009**

Table 1: Summary of Assessed Values

2.3. We have valued a share in Atech before the Proposed Transaction as $0.087 and the value of an Atech share after the Proposed Transaction as between $0.082 and $0.096 with a preferred mid-point of $0.089.

2.4. As our preferred value of an Atech share is higher after the Proposed Transaction than before, we consider the Proposed Transaction to be fair to the Non-Associated Shareholders of Atech.

Reasonableness

2.5. In determining whether the Proposed Transaction is reasonable for the Non-Associated Shareholders of Atech, we have considered:

- The future prospects of the Company if the Proposed Transaction does not proceed; and
- Any other commercial advantages and disadvantages to the Non-Associated Shareholders as a consequence of the Proposed Transaction proceeding.

2.6. If the Proposed Transaction does not proceed, Atech will continue with its current strategy to identify and source investment opportunities which will eventually allow it to be reinstated on the ASX. Atech will therefore remain an unquoted listed company and the ability for shareholders to exit their investment will be limited. The Company held $1.85 million of cash at 30 June 2010 and incurs trading losses of approximately $135,000 per year; cash reserves are being depleted each year and therefore the opportunities for investment will be reduced over time.

2.7. The key advantages of the Proposed Transaction are:

- The Proposed Transaction is fair;
- The acquisition will provide shareholders with the opportunity to participate in the future development and growth of Alpha Wealth, including the potential success fees from current contracts on hand;

- The Company may benefit from potential synergies of merging Alpha Wealth's expertise and contacts with Atech's capital base and listed status;

- Possible improvement in liquidity of Atech shares if the Company successfully applies for reinstatement to the Official List of the ASX following the Proposed Transaction (subject to compliance with other listing requirements). This would allow shareholders to realise their investment on an open market;

- Current Atech shareholders will retain effective control of Atech with 72.7% of the shares on issue;

- The Company may have better opportunities to access debt funding and capital markets with a trading business, and therefore may be in a better position to fund other future investment opportunities; and

- Subject to future levels of profitability and cash generation by Alpha Wealth, Atech may have an enhanced ability to pay dividends to shareholders.

2.8. The key disadvantages of the Proposed Transaction are:

- Dilution of current Atech shareholder interests from 100% to 72.7%;

- Reduction in Atech's cash balance of approximately $0.5 million following payment of cash consideration and expenses; and

- Alpha Wealth does not have a long history of profitable trading and operates in a competitive environment, therefore the Proposed Transaction involves an element of risk for shareholders.

2.9. We are not aware of any alternative proposals which may provide a greater benefit to Atech Non-Associated Shareholders at this time.

2.10. In our opinion, the position of the Non-Associated Shareholders if the Proposed Transaction is approved is more advantageous than the position if it is not approved. Therefore, in the absence of any other relevant information and/or a superior offer, we consider that the Proposed Transaction is reasonable for the Non-Associated Shareholders of Atech.

2.11. If the Proposed Transaction is successful then Atech proposes to commence proceedings for Atech to be reinstated to the Official List. The Company will be required to comply with Chapters 1 and 2 of the ASX Listing Rules and will need to undertake a capital raising. Shareholders should be aware that the success of the Proposed Transaction does not guarantee that Atech will be reinstated.

3. Summary of Proposed Transaction

3.1. On 19 May 2010, Atech announced that it proposed to acquire all of the issued share capital in Alpha Wealth, a private company. A Director of Atech, Mr William Tien, is the majority shareholder and sole Director of Alpha Wealth.

3.2. The offered acquisition terms are:

3.2.1. The issue of 1 fully paid ordinary share in the Company in exchange for every 2.75 Alpha Wealth shares held, which equates to the issue of 8,372,324 Atech shares; and

3.2.2. The cash payment of $0.02 per Alpha Wealth share held, totalling $460,477.80.

3.3. If the Proposed Transaction is successful then Atech will have 100% ownership of Alpha Wealth.

3.4. The offer to Alpha Wealth shareholders is subject to fulfilment of the following conditions, amongst others:

3.4.1. Receipt of all regulatory approvals and consents required by law; and

3.4.2. No material adverse change to Alpha Wealth, it's business, operations, assets or liabilities, material contracts, share capital, profitability or prospects.

Impact of Proposed Transaction on Atech's Capital Structure

3.5. An analysis of Atech's capital structure as a result of the Proposed Transaction is shown in the table below.

Atech Holdings Limited	Number of Shares	% of Total Shares
Pre Transaction Structure		
Current Shareholders	22,327,406	100.0%
TOTAL	**22,327,406**	**100.0%**
Post Transaction Structure		
Current Shareholders	22,327,406	72.7%
Mr William Tien	6,063,273	19.8%
Other Vendors of Alpha Wealth	2,309,050	7.5%
Total Shares Issued to Vendors	**8,372,324**	**27.3%**
TOTAL	**30,699,730**	**100.0%**

Table 2: Atech Holdings Capital Structure Pre and Post Transaction

3.6. If the Proposed Transaction is completed, then the current shareholders of Alpha Wealth will hold 27.3% of Atech's issued shares. Mr William Tien will be the largest individual shareholder of Atech with 19.8% of the issued shares and voting rights.

4. Purpose of this Report

ASX Listing Rules

4.1. ASX Listing Rule 10.1 prohibits the Company from acquiring a substantial asset from, or disposing of a substantial asset to, (amongst other persons) a related party or any of its associates without the approval of shareholders.

4.2. Mr William Tien is the sole Director and majority shareholder of Alpha Wealth, owning 72.4% of the issued capital at the date of this report. Mr Tien is also a Director of Atech and therefore a related party within the meaning of ASX Listing Rule 10.1.

4.3. An asset is a substantial asset if its value or the value of the consideration for it is 5% or more of the equity interests of the Company as set out in its latest accounts given to the ASX. The equity of the Company as at 30 June 2010 was $1.94 million. The consideration payable for Alpha Wealth is:

4.3.1. 8,372,324 shares in Atech, which at a net tangible asset backing per share of 8.71 cents (as disclosed in the Preliminary Final Report for the year ended 30 June 2010) represents $729,929; and

4.3.2. $460,478 in cash.

4.4. The total consideration is therefore estimated to be $1.19 million which represents approximately 61% of the equity interests of the Company as set out in the latest accounts given to the ASX; therefore the investment in Alpha Wealth represents a substantial asset.

4.5. Accordingly, the Company is seeking the approval of holders of Atech's ordinary securities whose votes are not to be disregarded (the Non-Associated Shareholders) for the Proposed Transaction in accordance with ASX Listing Rule 10.1.

4.6. Where ASX Listing Rule 10.1 approval is sought, shareholders must be presented with a report on the transaction from an independent expert. The report must state whether the transaction is fair and reasonable to Non-Associated Shareholders.

Basis of Evaluation

4.7. In determining whether the Transaction is "fair and reasonable" we have given regard to the views expressed by ASIC in Regulatory Guide 111 Contents of Expert's Reports ("RG 111").

4.8. RG 111 provides ASIC's views on how an expert can help security holders make informed decisions about transactions. Specifically, it gives guidance to experts on how to evaluate whether or not a proposed transaction is fair and reasonable.

4.9. RG 111 states that the expert report should focus on:

- the issues facing the security holders for whom the report is being prepared; and
- the substance of the transaction rather than the legal mechanism used to achieve it.

4.10. RG 111 applies the “fair and reasonable” test as two distinct criteria in the circumstance of a takeover offer, stating:

- A takeover offer is considered “fair” if the value of the offer price or consideration is equal to or greater than the value of the securities that are the subject of the offer; and

- A takeover offer is considered “reasonable” if it is fair or, where the offer is “not fair”, it may still be “reasonable” if the expert believes that there are sufficient reasons for security holders to accept the offer.

4.11. Consistent with the guidelines in RG 111, in determining whether the Proposed Transaction is “fair and reasonable” to the Non-Associated Shareholders, the analysis undertaken is as follows:

- A comparison of the fair value of an ordinary share in Atech prior to and immediately following the Proposed Transaction, being the ‘consideration’ for the Non-Associated Shareholders - fairness; and

- A review of other significant factors which the Non-Associated Shareholders might consider prior to approving the Proposed Transaction - reasonableness.

4.12. In particular, we have considered the advantages and disadvantages of the Proposed Transaction in the event that it proceeds or does not proceed including:

- The future prospects of the Company if the Proposed Transaction does not proceed; and

- Any other commercial advantages and disadvantages to the Non-Associated Shareholders as a consequence of the Proposed Transaction proceeding.

5. Profile of Atech

5.1. Atech listed on the ASX in November 1995 as SEAA Corporation Limited. Following the sale of its main assets, Atech applied for suspension from official quotation in June 1998 whilst the Board considered the acquisition of a business which would result in a significant change in the nature and scale of activities. This acquisition did not complete and the shares have remained suspended since that time.

5.2. Over the period of suspension, the Board has been identifying and assessing new business opportunities for investment which would enable the Company to re-quote and add value for shareholders. In the meantime, the Company's primary activity has been the investment of its cash reserves.

5.3. At the 2004 Annual General Meeting, the shareholders of Atech voted against a return of capital.

5.4. The Company has two wholly subsidiaries, both of which are dormant:

5.4.1. SEAA (151 Sturt St, South Melbourne) Pty Ltd; and

5.4.2. SEAA (Boronia) Pty Ltd.

Capital Structure

5.5. The capital structure of Atech as at 25 August 2010 is set out below:

	Number
Total ordinary shares on issue	22,327,406
Top 20 shareholders	17,557,626
Top 20 shareholders as % of shares on issue	78.6%

Table 3: Atech Holdings Capital Structure as at 25 August 2010

5.6. The shares held by the most significant shareholders of Atech as at 25 August 2010 are summarised below:

Name	Number of Shares	% of Total Shares
Peter Shane Casey	3,684,211	16.5%
Rahman Ridwan Bin Abd	2,912,000	13.0%
Mahmud Mohd Nadzir Bin	2,631,579	11.8%
People First Retirement Services	2,210,169	9.9%
Tan Tuan Tong	950,000	4.3%
Total Top 5	**12,387,959**	**55.5%**
Others	9,939,447	44.5%
TOTAL	**22,327,406**	**100.0%**

Table 4: Atech Holdings Significant Shareholders as at 25 August 2010

5.7. Atech does not have any share options on issue at the date of this report.

Financial Position

5.8. The financial position of Atech as at 30 June 2010, 2009 and 2008 is shown in the table below.

	Paragraph Ref.	As at 30-Jun-10 *Audited*	As at 30-Jun-09 *Audited*	As at 30-Jun-08 *Audited*
Current Assets				
Cash & cash equivalents	5.9	1,850,294	1,953,713	1,690,534
Trade and other receivables		122,131	153,857	12,877
		1,972,425	2,107,570	1,703,411
Non-Current Assets				
Property, plant and equipment		2,062	2,824	-
Total Assets		**1,974,487**	**2,110,394**	**1,703,411**
Current Liabilities				
Trade and other payables		30,093	35,569	52,477
Total Liabilities		**30,093**	**35,569**	**52,477**
NET ASSETS	5.9	**1,944,394**	**2,074,825**	**1,650,934**
Equity				
Contributed equity		4,487,232	4,487,232	3,916,480
Accumulated losses		(2,542,838)	(2,412,407)	(2,265,546)
TOTAL EQUITY		**1,944,394**	**2,074,825**	**1,650,934**

Table 5: Atech Holdings Financial Position at 30 June 2010, 2009 and 2008

5.9. Atech disclosed net assets of $1.94 million at 30 June 2010, primarily comprised of cash balances.

5.10. On 7 July 2010, an investment loan of $300,000 was provided to Alpha Wealth by Atech. The terms of the loan require repayment within 3 months for a guaranteed interest payment of $15,000.

Financial Performance

5.11. The financial performance of Atech for the three years ended 30 June 2010, 2009 and 2008 is shown in the table below.

	Paragraph Ref.	Year ended 30-Jun-10 *Audited*	Year ended 30-Jun-09 *Audited*	Year ended 30-Jun-08 *Audited*
Revenue	5.12	81,743	107,795	122,389
Accounting & Audit Fees		(33,804)	(53,665)	(88,943)
Acquisition Fees & Due Diligence		(21,903)	(18,055)	(66,000)
Consulting & Legal Fees		(43,818)	(34,560)	(5,313)
Depreciation		(762)	(156)	-
Directors' Fees		-	(12,997)	(53,148)
Listing & Share Registry Fees		(21,079)	(22,955)	(26,285)
Secretarial Fees		(36,000)	(52,603)	-
Travel & Accommodation Expenses		(28,607)	(37,598)	(4,488)
Other Expenses		(26,201)	(22,067)	(12,752)
Loss before Income Tax		**(130,431)**	**(146,861)**	**(134,540)**
Income Tax		-	-	-
Loss for the year	5.13	**(130,431)**	**(146,861)**	**(134,540)**

Table 6: Atech Holdings Financial Performance for the years ended 30 June 2010, 2009 and 2008

5.12. Revenue is derived from interest on cash deposits.

5.13. The Company has generated losses of between $130,000 and $145,000 per annum over the last three years.

Share Price and Performance

5.14. Atech's shares have been suspended since 1998, therefore, there is no current trading history.

5.15. The most recent share issue was in September 2008 for 2,912,000 shares at 20 cents per share. This placement was facilitated by Alpha Wealth.

6. Profile of Alpha Wealth

6.1. Alpha Wealth is an advisory services company specialising in corporate mergers and acquisitions, and wholesale capital raisings, with a focus on the South East Asian market.

6.2. The company was incorporated in February 1998 and began trading under the name Alpha Wealth in June 2005.

6.3. Alpha Wealth currently has offices in Melbourne and Shanghai. In addition to sourcing investment opportunities in China, Alpha Wealth currently provides Company Secretarial services to some ASX listed companies and assists with private equity placements.

6.4. The company has a wholly owned subsidiary, Alphacoal Capital Pty Ltd ("Alphacoal"), which was incorporated on 16 March 2010 to act as a special purpose vehicle for a future transaction.

Financial Position

6.5. The financial position of Alpha Wealth as at 30 June 2010 and 2009 is shown in the table below.

	Paragraph Ref.	As at 30-Jun-10 *Unaudited*	As at 30-Jun-09 *Unaudited*
Current Assets			
Cash & cash equivalents		268,529	193,761
Trade and other receivables		402,927	58,067
Loans	6.7	165,944	5,100
		837,400	256,928
Non-Current Assets			
Property, plant and equipment		41,835	11,359
Total Assets		**879,235**	**268,287**
Current Liabilities			
Trade and other payables	6.8	167,745	160,450
Loans	6.9	249,424	51,136
		417,169	211,586
Total Liabilities		**417,169**	**211,586**
NET ASSETS	6.6	**462,066**	**56,701**
Equity			
Contributed equity		116,429	116,429
Retained earnings		345,637	(59,728)
TOTAL EQUITY		**462,066**	**56,701**

Table 7: Alpha Wealth Financial Position at 30 June 2010 and 2009

6.6. Alpha Wealth has disclosed unaudited net assets of $0.46 million at 30 June 2010.

6.7. Loans receivable include a $155,044 loan due from Alpha Wealth's subsidiary, Alphacoal. The subsidiary was formed as a special purpose vehicle for an agreement with a Chinese company; over the last few months it has incurred costs on behalf of the Chinese company which will be repaid on completion of the project. The payment of these costs to date has been funded by Alpha Wealth and Mr William Tien; these debts will be repaid once the monies are received from the Chinese company.

6.8. Trade and other payables include $150,000 of project deposits.

6.9. The loans payable of $249,424 relate to funding provided by Mr William Tien to Alpha Wealth. Whilst the repayment terms for this loan are 30 days, we understand that this amount will not be repaid until sufficient funds are available in Alpha Wealth. The loan is not interest-bearing.

Capital Structure

6.10. The capital structure of Alpha Wealth as at 25 August 2010 is summarised below:

	Number
Total ordinary shares on issue	23,023,890
Shares held by William Tien – direct and indirect interests	16,674,002
Mr Tien's holding as % of shares on issue	72.4%

Table 8: Alpha Wealth Capital Structure as at 25 August 2010

6.11. We understand that Alpha Wealth currently has 17 individual shareholders.

Financial Performance

6.12. The financial performance of Alpha Wealth for the years ended 30 June 2010 and 2009 is shown in the table below.

	Paragraph Ref.	Year ended 30-Jun-10 *Unaudited*	Year ended 30-Jun-09 *Unaudited*
Income	6.13	1,447,674	193,819
Accounting & Audit Fees		(2,358)	-
Consultants Fees	6.14	(899,903)	(114,967)
Commissions Paid		(9,427)	(51,268)
Legal & Professional Fees		(11,814)	-
Directors' Fees		(1,000)	-
Occupancy Costs		(35,251)	-
Travel & Accommodation Expenses		(68,631)	(2,904)
Other Expenses		(13,925)	(3,486)
Profit before Income Tax	**6.15**	**405,365**	**21,194**
Income Tax		-	-
Profit for the year		**405,365**	**21,194**

Table 9: Alpha Wealth Financial Performance for the years ended 30 June 2010 and 2009

6.13. Revenue increased from $0.2 million for the year ended 30 June 2009 to $1.45 million in the following year. This growth is attributed to the improved profile and contacts network of Alpha Wealth in China following the opening of a Shanghai office in 2009 located in the same building as key government officials.

6.14. The staff used by Alpha Wealth are contracted as external consultants and paid according to the amount of time spent on specific projects; this results in a low fixed cost base for Alpha Wealth.

6.15. Alpha Wealth generated an unaudited profit before tax of $0.4 million for the year ended 30 June 2010, a significant increase from the previous year.

Current Contracts

6.16. The management of Alpha Wealth have provided a list of current signed contracts for services; these are summarised in the following table.

Customer	Paragraph Ref.	Service	Agreed Fee
Atech Holdings Ltd	6.17	Company Secretarial	$3,000 per month
China Co. *(name withheld for confidentiality)*	6.18	Assistance with capital and debt restructuring, re-quote on Chinese market	$1,000,000 plus hourly rates
ECSI Limited	6.19 6.20	- Capital raisings - Introduction of Chinese investment opportunities	- 5% of amount raised - $100,000 per annum plus success fees
Hong Kong Co. *(name withheld for confidentiality)*	6.21	Assistance with reverse merger onto ASX	$500,000

Table 10: Alpha Wealth Current Contracts as advised by Management

6.17. Alpha Wealth has provided Company Secretarial services to Atech since November 2008.

6.18. The agreement with *China Co.*, a public company, was signed in July 2010 and provides for a base project fee of $1.0 million plus time incurred at hourly rates. Alpha Wealth is engaged to assist the company with the raising of new capital, acquisition of a new business and re-quotation on a Chinese stock exchange.

6.19. Alpha Wealth assisted ECSI Limited ("ECSI") with a $2.35 million capital raising in the first half of 2010 which, following compliance with other requirements, resulted in ECSI being reinstated to the Official List of the ASX in May 2010. A further proposed capital raising of $0.5 million was agreed to in August 2010.

6.20. In June 2010, ECSI engaged Alpha Wealth to identify, review and provide ECSI with commercial opportunities in China and South East Asia for investment. Alpha Wealth will be paid an annual retainer of $100,000 for a minimum of 8 contact days per month, in addition to success fees on completed projects. Since that date, the following projects have been announced by ECSI:

6.20.1. On 16 July 2010, ECSI announced that it had agreed terms to acquire Chinaway Technology Development Ltd, a Chinese IT company sourced by Alpha Wealth, for a cash and scrip consideration of $0.4 million.

6.20.2. On 9 August 2010, ECSI announced that it had entered into an agreement for the purchase of a Chinese coal production facility which Alphacoal has been granted an option to acquire from its Chinese owners. The agreement is for ECSI to acquire all shares in Alphacoal for consideration of $2 million, subject to due diligence. A $1 million refundable deposit has been paid.

6.21. In August 2010, Alpha Wealth was engaged by *Hong Kong Co.,* a company with ownership of a Chinese electric vehicle manufacturer, to plan and implement a reverse merger of an Australian public listed company for an agreed fee of $0.5 million. This fee was paid to Alpha Wealth on 25 August 2010.

6.22. The above contracts in hand indicate a future revenue stream for Alpha Wealth of $1.64 million agreed fees for the next financial year and $2.02 million of success fees. This is illustrated in the table below:

Customer	Agreed Fees (Full Year) $	Success Fees $
Atech Holdings Ltd	36,000	-
China Co.	1,000,000	*Unknown*
ECSI Limited	100,000	2,025,000
Hong Kong Co.	500,000	-
TOTAL	**1,636,000**	**2,025,000**

Table 11: Expected Revenue Stream of Alpha Wealth based on Current Contracts

6.23. We note that other projects are under negotiation and further agreements may exist, therefore the above analysis is not a comprehensive revenue projection for Alpha Wealth for the 2011 Financial Year and should not be relied upon as such. The indicated revenues are solely based on existing signed agreements provided by Alpha Wealth management at the date of this report. We also note that Alpha Wealth's entitlement to the stated fees is subject to the satisfactory completion of the contracts (i.e. provision of the agreed services) and may not necessarily fall within the next financial year.

7. Valuation Approach

Valuation Methodologies

7.1. In assessing the value of Atech and Alpha Wealth, we have considered a range of valuation methodologies. RG 111 proposes that it is generally appropriate for an expert to consider using the following methodologies:

- the discounted cash flow method and the estimated realisable value of any surplus assets;
- the application of earnings multiples to the estimated future maintainable earnings or cashflows added to the estimated realisable value of any surplus assets;
- the amount which would be available for distribution on an orderly realisation of assets;
- the quoted price for listed securities; and
- any recent genuine offers received.

7.2. Although each of these methodologies are set out in terms of the valuation of an entity they can be addressed for the valuation of Atech and Alpha Wealth as follows:

- We have not addressed the discounted cash flow methodology as a basis of valuation for Atech or Alpha Wealth because of the lack of availability of comprehensive projections of future cash flows;
- We have assessed the valuation of Alpha Wealth on the basis of future maintainable earnings because this method is appropriate for trading businesses;
- We have addressed the orderly realisation of assets methodology as a basis of valuation for Atech as it does not carry on a trade. We have also addressed this methodology as a cross-check for Alpha Wealth;
- We have not addressed the quoted price of listed securities as Alpha Wealth shares are not listed and Atech shares are suspended from official quotation and therefore not traded; and
- We have considered the possibility of alternative offers as an alternative basis of valuation.

7.3. For those methodologies which we have addressed, we set out more detail of the methodology in the following paragraphs.

Capitalisation of Future Maintainable Earnings

7.4. The capitalisation of future maintainable earnings ("FME") values an asset on the basis of its estimated future maintainable earnings. It requires an analysis of earnings and the assessment of the capitalisation multiple.

Realisation of Net Assets

7.5. The value achievable in an orderly realisation of assets is estimated by determining the net realisable value of the assets. This technique is particularly appropriate for businesses with relatively high asset values compared to earnings and cash flows.

Alternative Acquirer

7.6. This valuation method considers the premium which an alternative acquirer would be prepared to pay for Alpha Wealth.

8. Valuation of Atech Prior to Proposed Transaction

8.1. The basis of our evaluation of "fairness" is to consider how the value of an Atech share prior to the Proposed Transaction compares to the value of an Atech share following the Proposed Transaction, therefore we have considered:

- The fair value of an ordinary share in Atech prior to the Proposed Transaction, having regard to the net assets at 30 June 2010 (refer this section of this report); and

- The fair value of an ordinary share in Atech immediately following the Proposed Transaction, having regard to the acquisition of all the issued shares in Alpha Wealth, the payment of consideration and related transaction costs (refer section 9 of this report);

Valuation of Atech Prior to Proposed Transaction

8.2. We have assessed the equity value of Atech on the basis of an orderly realisation of net assets. Atech is currently unquoted and does not carry on a trade therefore this is considered to be the most appropriate valuation methodology.

8.3. Our assessed value of an Atech share on an orderly realisation of assets is shown in the table below:

	Paragraph Ref.	Unaudited as at 30-Jun-10	Assessed Value $
Assets			
Cash & cash equivalents	8.4	1,850,294	1,550,294
Trade and other receivables		122,131	122,131
Loans	8.4	-	300,000
Property, plant and equipment		2,062	2,062
Total Assets		**1,974,487**	**1,974,487**
Liabilities			
Trade and other payables		30,093	30,093
Total Liabilities		**30,093**	**30,093**
Net Tangible Assets		**1,944,394**	**1,944,394**
Ordinary shares on issue	5.5		22,327,406
Value per Share	8.6		**0.087**

Table 12: Value of an Atech Share Prior to the Proposed Transaction

8.4. The $0.3 million investment loan provided to Alpha Wealth in July 2010 has been reflected in the table above.

8.5. We have not attributed a value to the listed status of Atech as the Company is currently unquoted. We consider that any listed shell value is minimal at this time since the ASX admission and quotation requirements would need to be satisfied before Atech could be reinstated to the Official List.

8.6. Based on the above we consider a fair market value of an Atech share prior to the Proposed Transaction to be $0.087.

8.7. We are not aware of any alternative offers for Atech which may provide a comparable valuation.

9. Valuation of Atech Following Proposed Transaction

9.1. To consider the value of Atech following the Proposed Transaction, we have assessed the fair value as the sum of:

- The fair value of Atech on a standalone basis, as determined in the previous section of this report;
- Plus the fair value of 100% of the shares in Alpha Wealth on a standalone basis; and
- Less the cash consideration paid and estimated transaction costs.

Valuation of Alpha Wealth

9.2. We have considered these valuation methodologies for Alpha Wealth:

- Capitalisation of FME;
- Realisation of net assets; and
- Alternative acquirer.

Capitalisation of FME

9.3. Future maintainable earnings represent the future earnings that the existing operations could reasonably be expected to generate. We have selected Earnings before Interest, Tax, Depreciation and Amortisation ("EBITDA") as an appropriate measure of earnings for Alpha Wealth as earnings multiples based on EBITDA are less sensitive to different capital structures, depreciation accounting policies and effective tax rates than multiples based on earnings before interest and tax or net profit after tax.

9.4. In estimating the FME of Alpha Wealth we have had regard to the following factors:

9.4.1. Unaudited EBITDA for the year ended 30 June 2010 of $0.4 million on revenue of $1.45 million, which was a significant increase from the previous financial year;

9.4.2. Current agreed fees expected from contracts on hand for the 2011 Financial Year of $1.64 million (refer to paragraph 6.22);

9.4.3. Potential success fees from contracts on hand of $2.02 million (refer to paragraph 6.22); and

9.4.4. The financial performance of Alpha Wealth is subject to the successful completion of current contracts and the future sourcing of new contracts. Accordingly, there is an inherent risk that forecast earnings may be materially adversely impacted if current contracts do not proceed as anticipated or are delayed, or if new contracts are not obtained.

9.5. We have estimated the FME of Alpha Wealth to be between $0.40 million and $0.45 million. Given that Alpha Wealth already has a higher level of revenue in place for the next financial year from contracts on hand than that generated in the 2010 Financial Year, we consider it likely that a similar or slightly higher level of EBITDA could also be generated. The potential success fees from contracts on hand could significantly improve the EBITDA, however, due to the risk of these not completing we have not factored in this potential upside.

9.6. To select an appropriate earnings multiple for Alpha Wealth we have had regard to earnings multiples derived from comparable listed companies. The number of directly comparable companies on the Australian Securities Exchange was limited, therefore we also reviewed the earnings multiples for sub-sets of the Financial Services industry. The results are set out in the table below.

	Market Cap ($m)	EBITDA Multiple (times)
Company Multiples:		
Wilson HTM Investment Group Ltd	102.89	8.7
Austock Group Ltd	18.75	3.5
Average		**6.1**
Industry Multiples:		
Diversified Financials		10.4
Investment Services		5.6
Financials - Specialty		9.0
Average		**8.3**
Source: Thompson Reuters		

Table 13: EBITDA Multiples Analysis

9.7. We note that the comparable companies are larger than Alpha Wealth and the constituents of the industry averages are also likely to be significantly larger and offer a broader range of services. The multiples also relate to entities which have shares that are readily traded on a stock exchange; small non traded companies are typically valued lower than listed companies. The EBITDA multiples should be adjusted to reflect these factors.

9.8. In addition, the earnings multiples relate to a minority interest whereas this valuation is in respect of a controlling interest in Alpha Wealth; premiums for control range from 20% to 30% according to market analysis.

9.9. We have considered these factors and determined the following adjustments:

	Low	High
Assessed EBITDA Multiple of comparables	6.1	8.3
Increase for Control Premium:	25%	25%
Adjusted Multiple	7.6	10.4
Reduction for Size and Non-Tradability:	(65%)	(65%)
Adjusted Multiple	**2.7**	**3.6**

Table 14: Assessment of Valuation Multiple for Alpha Wealth

9.10. Therefore, we consider an EBITDA multiple of between 2.7 and 3.6 to be appropriate for Alpha Wealth on a controlling basis. We note that the multiple selected reflects the potential growth prospects of Alpha Wealth which were excluded from our FME determination.

9.11. Our indicative valuation range for Alpha Wealth using the FME valuation basis and including a premium for control is shown in the table below.

FME Valuation $000's	Paragraph Ref.	Low	High	Mid-Point
Assessed Earnings	9.5	400	450	425
Assessed Multiple	9.10	2.7 times	3.6 times	3.2 times
Enterprise Value		**1,080**	**1,620**	**1,350**
Net Cash	9.12	269	269	269
Equity Value		**1,349**	**1,889**	**1,619**

Table 15: Assessed FME Value of Alpha Wealth

9.12. As we are valuing the equity interest of Alpha Wealth it is necessary to deduct the claim of debt holders from, and add the cash held to the enterprise value of Alpha Wealth calculated by the capitalisation of EBITDA. As at 30 June 2010, Alpha Wealth had net cash of approximately $0.269 million (refer to Section 6). We have not included the loan payable to William Tien in our consideration of net cash as this loan is not interest-bearing. We do not consider that Alpha Wealth holds any surplus assets.

9.13. The assessed FME valuation of Alpha Wealth (including a premium for control) is therefore between $1.35 million and $1.89 million, with a preferred mid-point of $1.62 million.

Realisation of Net Assets

9.14. Our assessed value of Alpha Wealth on an orderly realisation of assets is shown in the table below:

	Paragraph Ref.	Unaudited as at 30-Jun-10	Assessed Value $
Assets			
Cash & cash equivalents	9.15	268,529	568,529
Trade and other receivables		402,927	402,927
Loans receivable		165,944	165,944
Property, plant and equipment		41,835	41,835
Total Assets		**879,235**	**1,179,235**
Liabilities			
Trade and other payables		167,745	167,745
Loans payable	9.15	249,424	549,424
Total Liabilities		**417,169**	**717,169**
Net Tangible Assets	9.16	**462,066**	**462,066**

Table 16: Assessed Net Tangible Asset Value of Alpha Wealth

9.15. The $0.3 million investment loan provided to Alpha Wealth by Atech in July 2010 has been reflected in the table above.

9.16. The assessed value of Alpha Wealth on a net tangible asset basis is $0.46 million, however we do not consider this methodology to be the most appropriate given the nature of Alpha Wealth's business. Alpha Wealth is a service business which relies on the contacts network and track record of its consultants to generate revenue, not the underlying assets of the company. Therefore, using its net assets to ascribe a value to the business should not be relied on when an alternative method is available.

Alternative Offers

9.17. We are not aware of any alternative offers for Alpha Wealth which may provide a comparable valuation.

Valuation Summary

9.18. Based on the above, we have relied upon the FME valuation methodology and consider that a fair market value of Alpha Wealth on a control basis is in the range of $1.35 million to $1.89 million with a preferred mid-point of $1.62 million.

Valuation of Atech Followed Proposed Transaction

9.19. The valuation of Atech following the Proposed Transaction is shown in the table below:

Valuation after Proposed Transaction	Paragraph Ref.	Preferred Value $	Low Value $	High Value $
Value of Atech	8.3	1,944,394	1,944,394	1,944,394
Value of Alpha Wealth	9.18	1,619,000	1,349,000	1,889,000
Equity Value		**3,563,394**	**3,293,394**	**3,833,394**
Cash consideration payable	3.2.2	(460,478)	(460,478)	(460,478)
Transaction costs	9.20	(45,000)	(40,000)	(50,000)
Equity Value Post Transaction		**3,057,916**	**2,792,916**	**3,322,916**
Portfolio Holding Discount	9.21	(323,800)	(269,800)	(377,800)
Portfolio Equity Value		**2,734,116**	**2,523,116**	**2,945,116**
Ordinary shares on issue	3.5	30,699,730	30,699,730	30,699,730
Value per Share		**0.089**	**0.082**	**0.096**

Table 17: Value of an Atech Share Following Proposed Transaction

9.20. The Atech Board has estimated the costs for the Proposed Transaction to be between $40,000 and $50,000.

9.21. The valuation of Alpha Wealth is based on a controlling interest therefore we have discounted the assessed value by 20% to reflect a portfolio interest holding. The value of Atech is not discounted as the valuation methodology was asset-based and no premium for control was applied.

9.22. Based on the results above, our assessed value of an Atech share after the Proposed Transaction is between $0.082 and $0.096 with a preferred mid-point of $0.089.

Conclusion on Fairness

9.23. As the preferred value of an Atech share after the Proposed Transaction is greater than that prior to the Proposed Transaction, being $0.087, in our opinion the Proposed Transaction is **Fair** to the Non-Associated Shareholders of Atech.

10. Other Factors taken into Consideration in Forming our Opinion

10.1. To assess whether the Proposed Transaction is "reasonable", we have considered the following:

- The future prospects of Atech if the Proposed Transaction does not proceed; and
- Other commercial advantages and disadvantages to the Non-Associated Shareholders as a consequence of the Proposed Transaction proceeding.

Stated Intentions of Atech in Relation to the Proposed Transaction

10.2. The rationale of the Proposed Transaction is to incorporate Alpha Wealth's operations into Atech, strengthening Atech's existing contacts and the capacity of both parties to seek other investment opportunities.

10.3. It is the intention of Atech to continue the business of Alpha Wealth with no major changes, although the possible centralisation of Alpha Wealth's corporate functions and administration to reduce or eliminate duplication of resources will be investigated.

10.4. If the Proposed Transaction results in Atech acquiring 90% or more of Alpha Wealth, then the Company intends to immediately proceed with compulsory acquisition of all outstanding Alpha Wealth shares. We understand that the shareholders of Alpha Wealth have already voted in favour of the offer on 2 September 2010.

Effect on Atech's Cash Holdings

10.5. Atech held approximately $1.85 million in cash as at 30 June 2010; after adjusting for subsequent transactions and the effect of the Proposed Transaction, the estimated cash balance will be as follows:

	Paragraph Ref.	Cash Held $000's
Cash balance as at 30 June 2010 (unaudited)	5.8	1,850
Subsequent Transactions:		
- Investment Loan to Alpha Wealth (repayable in Oct 2010)	5.10	(300)
Cash balance before Proposed Transaction		**1,550**
Cash consideration payable	3.2.2	(460)
Estimated transaction costs	9.20	(50)
Cash balance after Proposed Transaction		**1,040**

Table 18: Atech's Cash Balance

10.6. Atech's cash balance would decrease by approximately $0.5 million as a result of the Proposed Transaction.

Reinstatement to Official List of the ASX

10.7. If the Proposed Transaction is successful then Atech proposes to commence proceedings for Atech to be reinstated to the Official List. The Company will be required to comply with Chapters 1 and 2 of the ASX Listing Rules, as a result, a future capital raising will be necessary.

10.8. Shareholders should be aware that this process will take time and that the success of the Proposed Transaction is no guarantee that Atech will be reinstated.

Future Prospects of Atech if the Proposed Transaction Does Not Proceed

10.9. If the Proposed Transaction does not proceed then Atech will remain unquoted and shareholders will not be able to dispose of their shares on the ASX.

10.10. The Atech shareholders voted against a return of capital in 2004. The Board intends to continue with the strategy of identifying and assessing investment opportunities in order to allow the Company to apply for re-quotation. We understand that the Board are not aware of any other viable projects at present.

10.11. Atech held $1.85 million of cash at 30 June 2010 and incurs operating losses of approximately $135,000 per annum; therefore cash reserves are being depleted and opportunities for future investment will reduce in the future without further cash injections.

Advantages and Disadvantages

10.12. In assessing whether the Non-Associated Shareholders are likely to be better off if the Proposed Transaction proceeds than if it does not, we have compared various advantages and disadvantages that are likely to accrue to the Non-Associated Shareholders.

Advantages

Advantage 1 – Proposed Transaction is Fair

10.13. RG 111 states that a transaction is reasonable if it is fair.

Advantage 2 – Opportunity for Growth

10.14. The shareholders will be able to participate in the future development and growth of Alpha Wealth. In particular, we note that Alpha Wealth currently has $2.02 million of potential success fees from contracts on hand which have not been specifically factored into our valuation of Alpha Wealth. If these contracts complete then the profitability of Alpha Wealth could be significantly enhanced and Atech shareholders would benefit.

Advantage 3 – Potential Synergies

10.15. The Proposed Transaction will merge the deal capabilities of both companies with Atech's listed status and capital base, and Alpha Wealth's expertise and contacts in South East Asia.

Advantage 4 – Possible Improvement in Liquidity

10.16. If the Proposed Transaction is completed then Atech will be able to apply to the ASX for reinstatement to the Official List, subject to the fulfilment of the ASX admission and quotation requirements. If this is successful, then Atech shareholders will have access to an open market to trade their shares.

Advantage 5 – Retention of Control

10.17. The current Atech shareholders will retain effective control of Atech with 72.7% of the shares on issue.

Advantage 6 – Improved Access to Funding

10.18. If the Proposed Transaction proceeds, due to its increased size and presence of a trading business, the Company may have better opportunities to access debt funding and equity raising in the capital markets and hence may be in a better position to fund future investment opportunities.

Advantage 7 – Possible Future Dividend Stream

10.19. Subject to the future levels of profitability and operating cash flows, the Company may have an enhanced ability to pay dividends to shareholders.

Disadvantages

Disadvantage 1 – Dilution of Shareholders' Interests

10.20. The consideration to be paid includes the issue of over 8 million ordinary shares in Atech; this will result in an immediate dilution in the interest held by current Atech shareholders from 100% to 72.7%.

Disadvantage 2 – Reduction of Atech's Cash Balance

10.21. As shown in Table 18, Atech's cash balance will decrease by approximately $0.5 million as a result of the Proposed Transaction.

Disadvantage 3 – Limited Track Record of Alpha Wealth

10.22. Alpha Wealth does not have a long track record of profit generation and operates in a relatively competitive industry; the financial performance of Alpha Wealth is dependent on the successful completion of current contracts and the sourcing of new contracts. Therefore the Proposed Transaction holds a risk for Atech shareholders that Alpha Wealth will not generate sustainable profits in the future.

Alternative Proposal

10.23. We are not aware of any alternative proposal at the current time which might offer the Non-Associated Shareholders of Atech a greater benefit than the Proposed Transaction.

Conclusion on Reasonableness

10.24. In our opinion, the position of the Non-Associated Shareholders if the Proposed Transaction is approved is more advantageous than the position if it is not approved. Therefore, in the absence of any other relevant information and/or a superior offer, we consider that the Proposed Transaction is **Reasonable** for Non-Associated Shareholders of Atech.

10.25. An individual shareholder's decision in relation to the Proposed Transaction may be influenced by his or her individual circumstances. If in doubt, shareholders should consult an independent advisor.

Yours faithfully

Andrew Gilmour

A J GILMOUR
Director

APPENDIX 1

Declarations and Disclosures

RSM Bird Cameron Corporate Pty Ltd holds Australian Financial Services Licence 255847 issued by ASIC pursuant to which they are licensed to prepare reports for the purpose of advising clients in relation to proposed or actual mergers, acquisitions, takeovers, corporate reconstructions or share issues.

Qualifications

RSM Bird Cameron Corporate Pty Ltd is beneficially owned by the partners of RSM Bird Cameron (RSMBC) a large national firm of chartered accountants and business advisors.

Mr. Andrew Gilmour is a director of RSM Bird Cameron Corporate Pty Ltd. He is a Chartered Accountant with extensive experience in the field of corporate valuations and the provision of independent expert's reports for transactions involving publicly listed and unlisted companies in Australia.

Reliance on this Report

This report has been prepared solely for the purpose of assisting the Non-Associated Shareholders of Atech Holdings Limited in considering the Proposed Transaction. We do not assume any responsibility or liability to any party as a result of reliance on this report for any other purpose.

Reliance on Information

Statements and opinions contained in this report are given in good faith. In the preparation of this report, we have relied upon information provided by the directors and management of Atech Holdings Limited and we have no reason to believe that this information was inaccurate, misleading or incomplete. However, we have not endeavoured to seek any independent confirmation in relation to its accuracy, reliability or completeness. RSM Bird Cameron Corporate Pty Ltd does not imply, nor should it be construed that it has carried out any form of audit or verification on the information and records supplied to us.

The opinion of RSM Bird Cameron Corporate Pty Ltd is based on economic, market and other conditions prevailing at the date of this report. Such conditions can change significantly over relatively short periods of time.

In addition, we have considered publicly available information which we believe to be reliable. We have not, however, sought to independently verify any of the publicly available information which we have utilised for the purposes of this report.

We assume no responsibility or liability for any loss suffered by any party as a result of our reliance on information supplied to us.

Disclosure of Interest

At the date of this report, none of RSM Bird Cameron Corporate Pty Ltd, RSMBC, Andrew Gilmour, nor any other member, director, partner or employee of RSM Bird Cameron Corporate Pty Ltd and RSMBC has any interest in the outcome of the Proposed Transaction, except that RSM Bird Cameron Corporate Pty Ltd are expected to receive a fee of approximately $12,500 based on time occupied at normal professional rates for the preparation of this report. The fees are payable regardless of whether Atech Holdings Limited receives shareholder approval for the Proposed Transaction, or otherwise.

Consents

RSM Bird Cameron Corporate Pty Ltd consents to the inclusion of this report in the form and context in which it is included with the Explanatory Memorandum to be issued to shareholders. Other than this report, none of RSM Bird Cameron Corporate Pty Ltd, RSM Bird Cameron Partners or RSMBC has been involved in the preparation of the Notice of General Meeting and Explanatory Statement. Accordingly, we take no responsibility for the content of the Notice of General Meeting and Explanatory Statement as a whole.

APPENDIX 2

Sources of Information

In preparing this report we have relied upon the following principal sources of information:

- Drafts of the Notice of Meeting for Atech Holdings;
- Drafts of the Offer Document for Atech Holdings;
- Atech Holdings Audited Financial Report for the year ended 30 June 2009;
- Atech Holdings Audited Financial Report for the year ended 30 June 2010;
- Alpha Wealth unaudited Profit & Loss and Balance Sheet for the years ended 30 June 2009 and 2010;
- Alphacoal Capital unaudited Profit & Loss and Balance Sheet for the year ended 30 June 2010;
- Alpha Wealth services contracts and agreements, as provided by management;
- Directors minutes of Atech and Alpha Wealth;
- ASX announcements of Atech;
- ASX announcements of ECSI; and
- Discussions with management and Directors of Atech and Alpha Wealth.

Annexure B:

: **Financial Statements and Reports**

ATECH HOLDINGS LIMITED
(ABN 88 004 080 460)
AND CONTROLLED ENTITIES

FINANCIAL REPORT
FOR THE YEAR ENDED
30 June 2010

Directors
Donald Han Low
Shane Casey Peter
Mohd Nadzir Bin Mahmud
William Tien

Secretary
William Tien
George Karafotias

Registered Office
346 Kings Way,
South Melbourne, Victoria, 3205

Auditors
BDO Audit (NSW-VIC) Pty Ltd
Chartered Accountants
Level 30, 525 Collins Street
Melbourne, Victoria, 3000

Principal Share Register
Security Transfer Registrars Pty Ltd
770 Canning Highway
Applecross WA 6153

Principal Bankers
Westpac

Website
www.atechholdings.com

ATECH HOLDINGS LIMITED
(ABN 88 004 080 460)
AND CONTROLLED ENTITIES

DIRECTORS' REPORT

Your directors present their financial report on the company and its controlled entities for the financial year ended 30 June 2010.

DIRECTORS

The names of the directors in office during the year and at the date of this report:

Donald Han Low
Shane Peter
Mohd Nadzir Bin Mahmud
William Tien (appointed 21 May 2010)

Directors have been in office since the start of the financial year to the date of this report unless otherwise stated.

INFORMATION ON DIRECTORS

Director	**Donald Han Low (Chairman/Non-Executive Director)**
Qualifications	B.Econs, University of Western Australia
Experience	Appointed as a Board Member on 8 April 2008. Mr. Low has extensive experience in corporate advisory/finance and management in various sectors including, but not limited to, plantations, telecommunications, manufacturing, infrastructure development and financial services. Mr. Low has served on many boards of both private and publicly listed companies in Asia and Europe. He was the Acting Chief Executive Officer & Executive Director of Anglo-Eastern Plantations Plc, a fully listed company on the London Stock Exchange. He also sits as a Non-Executive Director/Chairman of the Audit Committee of Oriented Media Group Berhad, a digital media company listed on the ACE Board of Bursa Malaysia (the Malaysian Stock Exchange).
Interests in Shares	Nil Shares
Interests in Options	Nil options

Special Responsibilities Nil.

Directorships in other listed companies: ECSI Limited.

INFORMATION ON DIRECTORS

Director **Shane Peter (Non Executive Director)**

Qualifications BSc Honors Mechanical Engineering

Experience Appointed as a Board Member on 8 April 2008.
Mr Peter has held directorships in corporations across a number of industries and sectors in Asia.

Mr Peter's particular areas of expertise include corporate administration and workforce recruitment.

Mr Peter has also held the position of Mechanical Engineer in various Multi-National companies. He was involved in the setting up of a civil and structure engineering design company. Mr Peter was then involved as a consultant on oil and gas heavy steel structures, piping fabrication for offshore rigs and platform and onshore chemical plants.

Interests in Shares 3,684,211 ordinary shares

Interests in Options Nil options

Special Responsibilities Nil.

Directorships in other listed companies Nil.

Director **Mohd Nadzir Bin Mahmud (Non Executive Director)**

Qualifications PostGradLaw, PostGradBusAdmin, Harvard

Experience Appointed as a Board Member on 8 April 2008.
Mr Mohd is a legal practitioner in Malaysia and has been actively involved in corporate acquisitions and mergers for the last 20 years.

Interests in Shares 2,631,579 ordinary shares.

Interests in Options Nil options
Special Responsibilities Nil.

Directorships in other listed companies Nil.

Director **William TIEN (Non Executive Director)**

Experience Appointed as an alternative director on 16th October 2009 and director on 21st May 2010. Mr. Tien has obtained a broad experience in all aspects of technology, acquisition and merger management. His specialties are competitive analysis, financing, franchising and mergers and acquisitions and he has broad experience as a financial broker for deals across Australia and China.

Interests in Shares Nil shares

Interests in Options Nil options

Special Responsibilities Nil.

Directorships in other listed companies Nil.

INTERESTS IN CONTRACTS

None of the above directors have any personal interests in the contracts entered into by Atech Holdings Limited or its controlled entities other than those mentioned above and in Note 16 Related Party Transactions.

COMPANY SECRETARY

Mr. George Karafotias was appointed jointed company secretary on 1st June 2010. Mr. William Tien has held the position of company secretary for the full financial year and to the date of this report.

MEETINGS OF DIRECTORS

During the financial year, six meetings of directors (including committees of directors and circular resolutions passed) were held. Attendances were:

	Directors' Meetings	
Name of Director	**Number eligible to attend**	**Number attended**
Mr Donald Han Low	6	6
Mr Shane Peter	6	6
Mr Mohd Nadzir Bin Mahmud	6	6
Mr William Tien	4	4

CORPORATE GOVERNANCE

This statement outlines the main corporate governance practices in place throughout the financial year, which comply with the ASX Corporate Governance Council recommendations, unless otherwise stated.

Board of Directors

The skills, experience and expertise relevant to the position of each director who is in office at the date of the annual report are detailed above in the directors' report.

As this company is a small company it is not considered necessary to have the same procedures as large companies would have. As the Company has a relatively small Board, the full Board is the Nomination Committee and regularly reviews Board membership. Furthermore, due to the size of the company's operations, executive positions are not full time, nor are they treated differently or remunerated differently from non-executive positions.

There is no Chief Executive Officer or other senior executives and for this reason there is no policy for the review of Board members. Directors retire by rotation as is prescribed in the company's Constitution.

As the Directors are persons of considerable business experience, it has not been felt necessary to formally nominate an appropriate policy of ethics nor is it believed necessary to formally establish furtherance of their duties. The company would expect that if such a matter arose the Board would determine the basis under which advice would be sought.

Trading Policy
The company's policy regarding directors and employees trading in its securities is set by the finance committee. The policy restricts directors and employees from acting on material information until it has been released to the market and adequate time has been given for this to be reflected in the security's prices.

Audit Committee
Mr William Tien is responsible for the review of the adequacy of the external audit arrangements and it has not been felt necessary to establish an audit committee. The board has not formed an audit committee as matters that would be considered by this committee are being addressed at board meetings.

Performance Evaluation
Given the size of the company and its limited operations during the year there is no formal performance evaluation procedure in place.

Risk Management
The Board reviews all of the operations of the company at each meeting so as to identify the areas of potential risk and makes arrangements at that time to manage that risk. In accordance with ASX requirements, the company is required to comply with the ASX Corporate Governance Council Best Practice. However, as the company is currently suspended and is undertaking no trading activities, compliance with the Best Practice requirement is not considered necessary by the Board of Directors.

Remuneration Committee
As the Company has a relatively small Board, the full Board is the Remuneration Committee and regularly reviews directors' remuneration to ensure it is in accordance with the company's remuneration policy. No directors' remuneration was paid during the year. The directors are reimbursed for normal travelling expenses incurred in respect of their duties to the Company.

Share options
There are no options that have been granted over unissued shares or interests by the company or a controlled entity to directors or other persons.

REMUNERATION REPORT (Audited)

This report details the nature and amount of remuneration for each director and other key management personnel of Atech Holdings Limited.

Remuneration Policies
The remuneration policy was determined as follows:

No Directors' fees were paid.

There are no schemes for retirement benefits.

The directors are reimbursed for expenses incurred by them in the course of their duties as directors of the company.

Key management personnel remuneration policy
The key management personnel of the company are represented by the directors. The key management personnel remuneration policy is therefore the same as the directors' remuneration policy.

Key management personnel remuneration of Atech Holdings Limited

2010
Key Management Personnel
No short term benefits or post employment benefits were paid to the directors.

2009
Key Management Personnel

Name	Short Term benefits		Post Employment benefits		Share based payment		
	Cash salary $	Due diligence fees $	Superannuation $	Other Long-term benefits $	Options $	Total $	Performance related %
Directors of Atech Holdings Ltd							
Donald Han Low (Chairman)	1,787	-	-	-	-	1,787	-
Shane Peter	1,787	-	-	-	-	1,787	-
Mohd Nadzir Bin Mahmud	1,786	-	-	-	-	1,786	-
Tan Sri Dato Ir Talha Bin Haji Mohamad Hashim (resigned 11/11/2008)	1,786	-	-	-	-	1,786	-
William Lye (resigned 11/11/2008)	1,786	12,000	161	-	-	13,947	86.04
Paul Wheeler (resigned 11/11/2008)	1,786	-	161	-	-	1,947	-
Bruce McDonald (resigned 11/11/2008)	1,786	6,055	161	-	-	8,002	75.67
TOTALS	**12,504**	**18,055**	**493**	-	-	**31,042**	

The directors do not participate in any incentive programs.

This marks the end of the audited remuneration report.

PRINCIPAL ACTIVITY

The principal activity of the economic entity during the financial year was the investment of cash.

OPERATING RESULTS

The consolidated loss of the economic entity after providing for income tax amounted to $130,431[2009: $146.861].

DIVIDENDS PAID OR RECOMMENDED

It is not recommended that a dividend be declared and no dividends were paid or declared since the end of the previous financial year.

REVIEW OF OPERATIONS

During the year the economic entity invested in cash and this was the only source of the economic entity's revenue.

Early in the year, the Board of Directors commenced confidential discussions with a financial services company with a view to merging the business of this company with the economic entity.

On 18 May 2010, the economic entity announced a formal offer to acquire all the Shares in Alpha Wealth Financial Services Pty Ltd. The offer comprised One(1) Atech Holdings Limited share and $0.02 cash for each Alpha Wealth Financial Services Pty Ltd share. William Tien is the sole director of Alpha Wealth Financial Services Pty Ltd.

The acquisition is subject to obtaining shareholder approval.

FINANCIAL POSITION

The net assets of the economic entity have decreased by $130,431 during the financial year. The economic entity has a strong net asset surplus as at the year end.

SIGNIFICANT CHANGES IN STATE OF AFFAIRS

Other than as disclosed elsewhere in this report there was no significant change in the state of affairs of the economic entity.

AFTER BALANCE DATE EVENTS

In February 2010, the company lent $100,000 to Alpha Wealth Financial Services Pty Ltd. This money was returned to the company on 7 July 2010 together with interest. On 7 July 2010 the company lent $300,000 to Alpha Wealth Financial Services Pty Ltd. This loan is repayable within 3 months and has a guaranteed interest of $15,000.

The shareholders of Alpha Wealth Financial Services Pty Ltd have accepted the company's offer to acquire 100% of the issued capital. The company's proposed bid is conditional upon shareholder approval and, therefore, if shareholder approval is not obtained, the bid will not proceed. As at the date of this report, no date has been set for obtaining shareholder approval.

The procedural and cost matters in respect of the takeover are continuing and the company expects to finalise these matters shortly after the general meeting.

FUTURE DEVELOPMENTS, PROSPECTS AND BUSINESS STRATEGIES

Likely developments in the operations of Atech Holdings Limited and the expected results of those operations in future financial years have not been included in this report as the inclusion of such information is likely to result in unreasonable prejudice to the company.

ENVIRONMENTAL ISSUES

The economic entity's operations are not regulated by any significant environmental regulation under a law of the Commonwealth or of a State or Territory.

AUDIT / NON AUDIT SERVICES

Auditors' remuneration is disclosed in Note 13. No non-audit services have been provided by the auditor or their related practices.

DIRECTORS' AND AUDITOR'S INDEMNIFICATION

An indemnity has been given by the company in favour of the directors to the extent that the *Corporations Act 2001* allows. No payment or agreement has been given in relation to a premium in respect of a contract insuring against a liability incurred as an officer for the costs or expenses to defend legal proceedings.

No other insurance premium or indemnity has been paid or provided in respect of any directors or auditors.

SHARE OPTIONS

No options were granted over unissued shares or interests during or since the financial year by the company or a controlled entity to directors or other persons. No options over unissued shares existed at balance date.

PROCEEDINGS ON BEHALF OF COMPANY

No person has applied for leave of Court to bring proceedings on behalf of the company or intervene in any proceedings to which the company is a party for the purpose of taking responsibility on behalf of the company for all or any part of those proceedings.

The company was not party to any such proceedings during the year.

AUDITOR'S INDEPENDENCE DECLARATION

A copy of the auditor's independence declaration as required by section 307C of the *Corporations Act 2001* is attached on page 9.

Signed in accordance with a resolution of the Board of Directors

………………………………………………….   Donald Han Low
Director

Dated this 8th day of September 2010
Melbourne

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The Rialto, 525 Collins St
Melbourne VIC 3000
GPO Box 4736 Melbourne VIC 3001
Australia

DECLARATION OF INDEPENDENCE BY JUSTIN OWEN TO THE DIRECTORS OF ATECH HOLDINGS LIMITED

As lead auditor of Atech Holdings Limited for the year ended 30 June 2010, I declare that, to the best of my knowledge and belief, there have been no contraventions of:

- the auditor independence requirements of the *Corporations Act 2001* in relation to the audit; and
- any applicable code of professional conduct in relation to the audit.

This declaration is in respect of Atech Holdings Limited and the entities it controlled during the period.

Justin Owen.

Justin Owen

Director

BDO

BDO Audit (NSW-VIC) Pty Ltd

Melbourne – 8th September 2010

ATECH HOLDINGS LIMITED
(ABN 88 004 080 460)
AND CONTROLLED ENTITIES

STATEMENT OF COMPREHENSIVE INCOME
FOR THE YEAR ENDED 30 JUNE 2010

	Note	Consolidated Entity 2010 $	Consolidated Entity 2009 $	Parent Entity 2010 $	Parent Entity 2009 $
Revenue from continuing operations	3	**81,743**	107,795	**81,743**	107,795
Accounting fees		**(19,043)**	(31,343)	**(19,043)**	(31,343)
Audit fees	13	**(14,761)**	(22,322)	**(14,761)**	(22,322)
Acquisition fees		**(21,903)**	(-)	**(21,903)**	(-)
Consulting fees		**(42,000)**	(30,000)	**(42,000)**	(30,000)
Depreciation		**(762)**	(156)	**(762)**	(156)
Directors' fees		**(-)**	(12,997)	**(-)**	(12,997)
Due diligence		**(-)**	(18,055)	**(-)**	(18,055)
Legal fees		**(1,818)**	(4,560)	**(1,818)**	(4,560)
Listing fees		**(16,327)**	(15,720)	**(16,326)**	(15,720)
Secretarial fees		**(36,000)**	(52,603)	**(36,000)**	(52,603)
Share registry fees		**(4,752)**	(7,235)	**(4,752)**	(7,235)
Travel & accommodation expenses		**(28,607)**	(37,598)	**(28,607)**	(37,598)
Other expenses		**(26,201)**	(22,067)	**(26,201)**	(22,067)
Loss before income tax expense		**(130,431)**	(146,861)	**(130,431)**	(146,861)
Income tax expense	4	**-**	-	**-**	-
Loss for the year		**(130,431)**	(146,861)	**(130,431)**	(146,861)
Basic loss (cents) per share	14	(0.58)	(0.67)	(0.58)	(0.67)
Diluted loss (cents) per share	14	(0.58)	(0.67)	(0.58)	(0.67)

The above statement of comprehensive income should be read in conjunction with the accompanying notes.

ATECH HOLDINGS LIMITED
(ABN 88 004 080 460)
AND CONTROLLED ENTITIES

STATEMENT OF FINANCIAL POSITION
AS AT 30 JUNE 2010

	Note	Consolidated Entity 2010 $	Consolidated Entity 2009 $	Parent Entity 2010 $	Parent Entity 2009 $
Current Assets					
Cash & cash equivalents	5	**1,850,294**	1,953,713	**1,850,294**	1,953,713
Trade and other receivables	6	**122,131**	153,857	**122,131**	153,857
Total Current Assets		**1,972,425**	2,107,570	**1,972,425**	2,107,570
Non-Current Assets					
Property, plant and equipment	7	**2,062**	2,824	**2,062**	2,824
Other financial assets	8	**-**	-	**12**	12
Total Non-Current Assets		**2,062**	2,824	**2,074**	2,836
Total Assets		**1,974,487**	2,110,394	**1,974,499**	2,110,406
Current Liabilities					
Trade and other payables	9	**30,093**	35,569	**1,161,999**	1,167,475
Total Current Liabilities		**30,093**	35,569	**1,161,999**	1,167,475
Total Liabilities		**30,093**	35,569	**1,161,999**	1,167,475
Net Assets		**1,944,394**	2,074,825	**812,500**	942,931
Equity					
Contributed equity	10	**4,487,232**	4,487,232	**4,487,232**	4,487,232
Accumulated losses		**(2,542,838)**	(2,412,407)	**(3,674,732)**	(3,544,301)
Total Equity		**1,944,394**	2,074,825	**812,500**	942,931

The above statement of financial position should be read in conjunction with the accompanying notes.

ATECH HOLDINGS LIMITED
(ABN 88 004 080 460)
AND CONTROLLED ENTITIES

STATEMENT OF CHANGES IN EQUITY
FOR YEAR ENDED 30 JUNE 2010

	Note	Contributed Equity	Accumulated Losses	Total
		$	$	$
<u>Consolidated Entity</u>				
Balance at 1 July 2008		**3,916,480**	**(2,265,546)**	**1,650,934**
Contribution equity net of transaction costs		570,752	-	570,752
Loss for the year		-	(146,861)	(146,861)
Total comprehensive income for the year		-	(146,861)	(146,861)
Balance at 1 July 2009		**4,487,232**	**(2,412,407)**	**2,074,825**
Balance at 1 July 2009		**4,487,232**	**(2,412,407)**	**2,074,825**
Loss for the year			(130,431)	(130,431)
Total comprehensive income for the year		-	(130,431)	(130,431)
Balance at 30 June 2010		**4,487,232**	**(2,542,838)**	**1,944,394**
<u>Parent Entity</u>				
Balance at 1 July 2008		**3,916,480**	**(3,397,440)**	**519,040**
Contribution equity net of transaction costs		570,752	-	570,752
Loss for the year		-	(146,861)	(146,861)
Total comprehensive income for the year		-	(146,861)	(146,861)
Balance at 1 July 2009		**4,487,232**	**(3,544,301)**	**942,931**
Balance at 1 July 2009		**4,487,232**	**(3,544,301)**	**942,931**
Loss for the year		-	(130,431)	(130,431)
Total comprehensive income for the year		-	(130,431)	(130,431)
Balance at 30 June 2010		**4,487,232**	**(3,674,732)**	**812,500**

The above statement of changes in equity should be read in conjunction with the accompanying notes.

ATECH HOLDINGS LIMITED
(ABN 88 004 080 460)
AND CONTROLLED ENTITIES

STATEMENT OF CASH FLOWS
FOR THE YEAR ENDED 30 JUNE 2010

	Note	Consolidated Entity		Parent Entity	
		2010	2009	2010	2009
		$	$	$	$
Cash flows from operating activities					
Payments to suppliers and employees		**(231,226)**	(271,730)	**(231,226)**	(271,730)
Interest received		**77,807**	117,137	**77,807**	117,137
Net cash used in operating activities	15	**(153,419)**	(154,593)	**(153,419)**	(154,593)
Cash flows from investing activities					
Purchase of plant and equipment		**-**	(2,980)	**-**	(2,980)
Investment deposit		**50,000**	(150,000)	**50,000**	(150,000)
Net cash used in investing activities		**50,000**	(152,980)	**50,000**	(152,980)
Cash flows from financing activities					
Placement of shares		**-**	570,752	**-**	570,752
Net cash inflows provided by financing activities		**-**	570,752	**-**	570,752
Net increase (decrease) in cash and cash equivalents		**(103,419)**	263,179	**(103,419)**	263,179
Cash and cash equivalents at the beginning of the year		**1,953,713**	1,690,534	**1,953,713**	1,690,534
Cash and cash equivalents at the end of the year	5	**1,850,294**	1,953,713	**1,850,294**	1,953,713

The above statement of cash flows should be read in conjunction with the accompanying notes.

NOTE 1: INTRODUCTION

The financial report covers the economic entity of Atech Holdings Limited and controlled entities, and Atech Holdings Limited as an individual parent entity. Atech Holdings Limited is a listed public company, incorporated and domiciled in Australia.

The functional and presentation currency of the financial report is Australian Dollars.

The Financial Report was authorised for issue on 8 September 2010 in accordance with a resolution of directors.

The following is a summary of the material accounting policies adopted by the economic entity in the preparation of the financial report. The accounting policies have been consistently applied, unless otherwise stated.

NOTE 2: SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Preparation

The financial report is a general purpose financial report that has been prepared in accordance with Australian Accounting Standards (including Australian Accounting Interpretations), other authoritative pronouncements of the Australian Accounting Standards Board and the Corporations Act 2001.

Australian accounting standards include International Financial Reporting Standards as adopted in Australia. Compliance with International Financial Reporting Standards as adopted in Australia ensures that the financial report complies with International Financial Reporting Standards (IFRS).

The accounting policies set out below have been consistently applied to all years presented.

Reporting Basis and Conventions

The financial report has been prepared on an accruals basis and is based on historical costs.

Accounting Policies

(a) Principles of Consolidation

A controlled entity is any entity that Atech Holdings Limited has the power to control the financial and operating policies of so as to obtain benefits from its activities.

A list of controlled entities is contained in Note 11 to the financial statements. All controlled entities have a June financial year-end.

All inter-company balances and transactions between entities in the economic entity, including any unrealised profits or losses, have been eliminated on consolidation. Accounting policies of controlled entities have been changed where necessary to ensure consistency with those policies applied by the parent entity.

Where controlled entities have entered or left the economic entity during the year, their operating results have been included/excluded from the date control was obtained or until the date control ceased.

Controlled entities are accounted for in the parent entity financial statements at cost.

(b) Income Tax

Any charge for current income tax expense is based on the profit for the year adjusted for any non-assessable or disallowed items. It is calculated using the tax rates that have been enacted or are substantially enacted by the balance sheet date.

NOTE 2: STATEMENT OF SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

(b) Income Tax (cont'd)

Deferred tax assets and liabilities are recognised for all temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and their respective tax benefits. No deferred income tax will be recognised from the initial recognition of an asset or liability, excluding a business combination, where there is no effect on accounting or taxable profit or loss.

Deferred tax is calculated at the tax rates that are expected to apply to the period when the asset is realised or liability is settled. Deferred tax is accounted for in the profit or loss except where it relates to items that may be accounted for directly to equity, in which case the deferred tax is adjusted directly against equity.

Deferred income tax assets are recognised to the extent that it is probable that future tax profits will be available against which deductible temporary differences can be utilised.

The amount of benefits brought to account or which may be realised in the future is based on the assumption that no adverse change will occur in income taxation legislation and the anticipation that the economic entity will derive sufficient future assessable income to enable the benefit to be realised and will continue to comply with the conditions of deductibility imposed by the law.

Deferred tax assets and deferred tax liabilities are not recognised for temporary differences between the carrying and tax bases of investments in subsidiaries, where the parent entity is able to control the timing of the reversal of the temporary differences and it is probable that the difference will not reverse in the foreseeable future.

(c) Cash and Cash Equivalents

Cash and cash equivalents include cash on hand, deposits held at call with banks and other short-term highly liquid investments with original maturities of 3 months or less that are readily convertible to known amounts of cash, and which are subject to an insignificant risk of changes in value.

(d) Trade and Other Receivables

Trade and other receivables are recorded initially at fair value and subsequently measured at amortised cost using the effective interest method, less an allowance for impairments. Collectability of trade receivables is assessed on an ongoing basis. Debts which are uncollectable are written off.

(e) Trade and Other Payables

Trade and other payables are recognised when the economic entity becomes obliged to make future payments resulting from the purchase of goods and services. These amounts are unsecured and have 30-60 day payment terms. Trade and other payables are carried at amortised cost however due to their short term nature they are not discounted.

(f) Other Financial Assets

All investments and other financial assets are initially stated at cost, being the fair value of consideration given plus acquisition costs. Purchases and sales of investments are recognised on trade date which is the date on which the Group commits to purchase or sell the asset. Accounting policies for each category of investments and other financial assets subsequent to initial recognition are set out below.

NOTE 2: STATEMENT OF SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

(f) Other Financial Assets (cont'd)

Other financial assets are held at cost, less any impairment losses.

(g) Property, Plant and Equipment

Plant and equipment is stated at historical cost less accumulated depreciation. Depreciation is calculated using the straight line method to allocate the cost over their estimated useful lives.

The useful life of plant and equipment is as follows:

- Plant and equipment 3 – 10 years

The assets' residual values, useful lives and depreciation methods are reviewed and adjusted if appropriate at each financial year end.

Gains and losses on disposals are calculated as the difference between the net disposal proceeds and the assets carrying amount and are included in the profit or loss.

(h) Earnings Per Share

Basic earnings per share
Basic earnings per share is determined by dividing the net profit/(loss) after income tax attributable to members of the company, excluding any costs of servicing equity (other than dividends), by the weighted average number of ordinary shares outstanding during the financial year, adjusted for any bonus elements.

Diluted earnings per share
Diluted earnings per share adjusts the figures used in the determination of basic earnings per share to take into account the after income tax effect of interest and other financing costs associated with dilutive potential ordinary shares. The weighted average number of shares used is adjusted for the weighted average number of ordinary shares that would be issued on conversion of all the dilutive potential ordinary shares into ordinary shares.

(i) Revenue

Interest revenue is recognised as interest accrues using the effective interest method. The effective interest method uses the effective interest rate which is the rate that exactly discounts the estimated future cash receipts over the expected life of the financial asset.

All revenue is stated net of the amount of goods and services tax (GST).

(j) Goods and Services Tax (GST)

Revenues, expenses and assets are recognised net of the amount of GST, except where the amount of GST incurred is not recoverable from the Australian Tax Office. In these circumstances the GST is recognised as part of the cost of acquisition of the asset or as part of an item of the expense. Trade and other receivables and trade and other payables in the balance sheet are shown inclusive of GST. Cash flows are included in the cash flow statement on a gross basis and the GST component of cash flows arising from investing and financing activities, which is recoverable from, or payable to, the taxation authority are classified as operating cash flows.

NOTE 2: STATEMENT OF SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

(k) Impairment

At each reporting date, the company reviews the recoverable amounts whether there is any indication that individual assets have been impaired. If such an indication of impairment exists, the recoverable amount of the asset, being the higher of the asset's fair value less costs to sell and value in use, is compared to the asset's carrying value. Any excess of the asset's carrying value over its recoverable amount is expensed to the profit or loss.

(l) Contributed equity

Ordinary shares are classified as equity. Incremental costs directly attributable to the issue of new shares or options are shown in equity as a deduction, net of tax, from the proceeds. Incremental costs directly attributable to the issue of new shares or options, or for the acquisition of a business, are included in the cost of the acquisition as part of the purchase consideration.

(m) Critical Accounting Estimates and Judgments

The directors evaluate estimates and judgments incorporated into the financial report based on historical knowledge and best available current information. Estimates assume a reasonable expectation of future events and are based on current trends and economic data, obtained both externally and within the group. There are no significant accounting estimates all judgments in the preparation of this financial report.

	Consolidated Entity		Parent Entity	
	2010	**2009**	**2010**	**2009**
	$	**$**	**$**	**$**
NOTE 3: REVENUE				
Interest received - other persons	**81,743**	107,795	**81,743**	107,795
NOTE 4: INCOME TAX				
a. Income tax expense				
The components of income tax comprise:				
Deferred tax	-	-	-	-
b. Numerical reconciliation of income tax expense to prima facie tax expense				
Loss before income tax expense	**130,431**	146,861	**130,431**	146,861
Prima facie expense at tax rate of 30% (2009: 30%)	**39,129**	44,058	**39,129**	44,058
Tax effect of amounts which are not deductible (taxable) in calculating taxable income:				
Current year tax losses not brought to account	(39,129)	(44,058)	(39,129)	(44,058)
Income tax expense	-	-	-	-
c. Deferred tax assets not brought to account				
Deferred tax assets not bought to account, the benefits of which will only be realised if the conditions for deductibility set out in Note 1 occur:				
Temporary differences	80,217	152,928	80,217	152,928
Tax Losses:				
Operating Losses	1,220,782	1,035,695	1,220,782	1,035,695
	1,300,999	1,188,623	1,300,999	1,188,623
Potential tax benefit @ 30%	390,300	356,586	390,300	356,586

	Consolidated Entity		Parent Entity	
	2010	2009	2010	2009
	$	$	$	$

NOTE 5: CASH & CASH EQUIVALENTS

Cash at bank and in hand	**728,628**	52,763	**728,628**	52,763
Deposits at call	**1,121,666**	1,900,950	**1,121,666**	1,900,950
	1,850,294	1,953,713	**1,850,294**	1,953,713

The effective interest rate on deposits at call was 4.2% (2009: 5.07%); the deposits have an average maturity of 60 days.

NOTE 6: TRADE AND OTHER RECEIVABLES

CURRENT				
Accrued income and other receivables	**22,131**	3,451	**22,131**	3,451
Investment deposit	**-**	150,000	**-**	150,000
Other receivables (note (a))	**100,000**	-	**100,000**	-
	122,131	153,451	**122,131**	153,451

Due to short-term nature of these receivables, their carrying amount is assumed to approximate their fair value.

(a) This amount represents a receivable from Alpha Wealth Financial Services Pty Ltd. The loan was made in February 2010 and repaid on 7 July 2010 with interest of $5,000 representing an effective interest rate of 11.77%. Collateral was not obtained.

Impaired receivables

At 30 June 2010 there were no bad or doubtful debts. There are no financial assets that are past due.

NOTE 7: PROPERTY, PLANT AND EQUIPMENT

Plant and equipment at cost	**2,980**	2,980	**2,980**	2,980
Accumulated depreciation	**(918)**	(156)	**(918)**	(156)
Net carrying amount	**2,062**	2,824	**2,062**	2,824
Reconciliation of carrying amounts at the beginning and end of the financial year:				
Opening balance	**2,824**	-	**2,824**	-
Additions	**-**	2,980	**-**	2,980
Depreciation	**(762)**	(156)	**(762)**	(156)
Closing balance	**2,062**	2,824	**2,062**	2,824

NOTE 8: OTHER FINANCIAL ASSETS

	Consolidated Entity 2010 $	Parent Entity 2009 $	Consolidated Entity 2010 $	Parent Entity 2009 $
Shares in controlled entities – at cost	**-**	-	**12**	12

a. Shares in controlled entities				
- SEAA (Boronia) Pty Limited	**-**	-	**2**	2
- SEAA (151 Sturt St, South Melbourne) Pty Limited	**-**	-	**10**	10
	-	-	**12**	12

NOTE 9: TRADE AND OTHER PAYABLES

CURRENT				
Unsecured Liabilities:				
- Trade and other payables	**30,093**	35,569	**30,093**	35,569
- Amounts payable to controlled entities	**-**	-	**1,131,906**	1,131,906
	30,093	35,569	**1,161,999**	1,167,475

Due to short term nature of these payables, their carrying amount is assumed to approximate their fair value.

For terms and conditions relating to related party payables refer to note 16.

NOTE 10: CONTRIBUTED EQUITY

Issued Capital				
22,327,406 Fully paid ordinary shares (2009: 22,327,406)	**4,487,232**	3,916,480	**4,487,232**	3,916,480

(a) Ordinary Shares	Number	Number	Number	Number
Balance at beginning of the financial year	**22,327,406**	19,415,406	**22,327,406**	19,415,406
Shares issued during the period	**-**	2,912,000	**-**	2,912,000
Balance at end of the financial year	**22,327,406**	22,327,406	**22,327,406**	22,327,406

(b) At 30 June 2010, the company had no options on issue (2009: nil).

(c) Ordinary shares participate in dividends and the proceeds on winding up of the parent entity in proportion to the number of shares held. At shareholders' meetings each ordinary share is entitled to one vote when a poll is called, otherwise each shareholder has one vote on a show of hands.

(d) The company does not have limited authorised capital and shares have no par value.

NOTE 10: CONTRIBUTED EQUITY (continued)

Capital Management

The Board's policy is to maintain a sufficiently strong capital base so as to maintain investor, creditor, and market confidence and to sustain future progress on the Group's programs. As the Group is still in the phase of investigating business opportunities, no dividends are yet paid by the Group as capital is conserved for assessment of business options.

As the Group has not yet reached the point of deriving sufficient income from its programs to generate net profits, it has not assessed a return on capital target, nor can a return on capital yet be adequately calculated. The Group does not have a defined share buy-back plan, or other proposal for the purchase on-market of its own shares.

There were no changes to the Group's approach to capital management during the year. Neither the Company nor any of its subsidiaries are subject to externally imposed capital requirements.

NOTE 11: CONTROLLED ENTITIES

	Country of incorporation	Percentage Owned	
		2010	2009
		%	%
Parent Entity:			
ATECH Holdings Limited	Australia		
Controlled entities of ATECH Holdings Limited:			
SEAA (151 Sturt St, South Melbourne) Pty Limited	Australia	**100**	100
SEAA (Boronia) Pty Limited	Australia	**100**	100

Voting power in these entities is in proportion to ownership interest. All interests are in the ordinary shares of the subsidiaries.

NOTE 12: KEY MANAGEMENT PERSONNEL COMPENSATION

The directors of Atech Holdings Limited during the financial year were Mr Donald Han Low, Mohd Nadzir Bin Mahmud, Mr Shane Peter and Mr. William Tien. Details of remuneration of the persons who represent directors and key management personnel of Atech during the financial year are represented in the Directors Report. Other transactions with directors and key management personnel are detailed in note 16 - Related Parties Transactions. The following table summarises the remuneration of directors and key management personnel.

	Consolidated Entity		**Parent Entity**	
	2010	**2009**	**2010**	**2009**
	$	**$**	**$**	**$**
Short-term Employee Benefits	-	12,504	-	12,504
Post Employment Benefits	-	493	-	493
Other (due diligence fees)	-	18,055	-	18,055
	-	31,052	-	31,052

NOTE 12: KEY MANAGEMENT PERSONNEL COMPENSATION (continued)

Shareholdings

The number of Shares held in the company during the financial year by each Director of Atech Holdings Limited, including their personally related parties, are set out below. There were no shares granted during the period as compensation.

2010

	Balance 01/07/2009	Received as Remuneration	Balance 30/06/2010
Directors			
Shane Peter	3,684,211	-	3,684,211
Mohd Nadzir Bin Mahmud	2,631,579	-	2,631,579
Total	6,315,790	-	6,315,790

Other transactions with key management Personnel

	Consolidated Entity		Parent Entity	
	2010 $	**2009 $**	**2010 $**	**2009 $**
Secretarial fees for services provided by William Tien(director) on normal commercial terms.	**36,000**	24,000	**36,000**	24,000

	Consolidated Entity		Parent Entity	
	2010	2009	2010	2009
	$	$	$	$
NOTE 13: AUDITOR'S REMUNERATION				
Remuneration of the auditor for:				
- Audit and review of the financial report	**14,761**	22,322	**14,761**	22,322

NOTE 14: LOSS PER SHARE

(a) Reconciliation of Loss		
Loss	**(130,431)**	(146,861)
Loss used in the calculation of basic EPS	**(130,431)**	(146,861)
(b) Weighted average number of ordinary shares outstanding during the year used in calculation of basic EPS	**22,327,406**	**21,793,691**

(c) As there are no potential dilutive instruments, diluted earnings per share is the same as basic earnings per share (0.58 cents).

	Consolidated Entity		Parent Entity	
	2010	2009	2010	2009
	$	$	$	$
NOTE15: CASH FLOW INFORMATION				
(a) Reconciliation of Cash Flows from Operating Activities with Loss after Income Tax				
Loss after income tax	**(130,431)**	(146,861)	**(130,431)**	(146,861)
Non cash items-depreciation	**762**	156	**762**	156
Changes in assets and liabilities				
(Increase)/decrease in trade and other receivables	**(18,274)**	9,020	**(18,274)**	9,020
Decrease in trade and other payables	**(5,476)**	(16,908)	**(5,476)**	(16,908)
Cash flows used in operating activities	**(153,419)**	(154,593)	**(153,419)**	(154,593)

(b) Loan facilities

There are no bank overdrafts or loan facilities as at reporting date.

NOTE 16: RELATED PARTY TRANSACTIONS

All transactions between related parties are on normal commercial terms and conditions no more favourable than those available to other parties unless otherwise stated. Details of all transactions with Key Management Personnel are provided at Note 12.

During the year, the company undertook a number of transactions with Alpha Wealth Financial Services Pty Ltd. These transactions are as follows:

- Payment of $36,000 [2009: $24,000] for secretarial services provided by William Tien in his capacity as company secretary.
- Payment of $18,000 [2009: $13,500] for office administration services.
- Payment of $43,818 [2009: $30,000] for consulting services.
- In February 2010, the company lent $100,000 to Alpha Wealth Financial Services Pty Ltd. This loan was settled on the 7 July 2010, together with interest of $5,000.

Amounts payable to controlled entities disclosed in Note 11 are within the wholly owned group and are interest free.

NOTE 17: STATEMENT OF OPERATIONS BY SEGMENTS

During the years ended 30 June 2010 and 30 June 2009, the economic entity derived income from the investment of cash within Australia. As it invests primarily in cash in Australia only, it does not operate in any segments and therefore there are no further disclosures provided.

NOTE 18: FINANCIAL INSTRUMENTS

a) Financial risk management

The directors are responsible for Atech Holdings' risk management strategy and management is responsible for implementing the directors' strategy. A risk management program focuses on the unpredictability of finance markets and seeks to minimise potential adverse effects on financial performance. Atech Holdings uses different methods to measure different types of risk to which it is exposed. These methods include sensitivity analysis in the case on interest rate and market risk. Atech Holdings does not use derivatives.

The group's financial instruments consist of deposits with banks and accounts receivable and payable. The main purpose of non-derivative financial instruments is to raise finance for group operations.

i. Financial Risks
The main risks the group is exposed to through its financial instruments is interest rate risk and credit risk.

ii. Market Risk
Market risk is the risk that changes in market prices, such as foreign exchange rates, interest rates, and equity prices will affect the economic entity's income or the value of its holdings of financial instruments. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimising the return.
The economic entity is only exposed to interest rate risk.

iii. Interest Rate Risk
The economic entity's exposure to interest rate risk, which is the risk that a financial instrument's value will fluctuate as a result of changes in market interest rates, is limited to the risk associated with its cash holdings. The risk is managed by having investments with fixed interest rate and entities subject to the Government Guarantee Fund. The entity maintains between 90% and 100% of investments on fixed interest rates.

NOTE 18: FINANCIAL INSTRUMENTS

a) Financial risk management (continued)

iv. Credit Risk
The carrying amount of financial assets recorded in the financial statements, net of any provisions for losses, represents the consolidated entity's maximum exposure to credit risk, without taking account of the value of any collateral or other security obtained.

Concentration risk is the risk of loss because of the concentration of exposure to a specific instrument. The economic entity's financial assets with BankWest represent 84% of all assets within the economic entity.

v. Liquidity Risk
The Directors monitor the funding requirements of the economic entity, however the liquidity risk management is only carried out when the entity requires funds. At present, funds are raised primarily through share issue and the economic entity does not have any credit facilities.

vi. Terms and conditions of cash holdings
Cash holdings are held as term deposits. Term deposits are entered into for one and/or three monthly periods depending on the cash flow requirements of the economic entity and at the discretion of the directors.

b) Maturity analysis of financial assets and liabilities

All financial assets and liabilities are short term and have a maturing of less than 12 months.

c) Sensitivity Analysis

The group has performed a sensitivity analysis relating to its exposure to interest rate risk at balance date. This sensitivity analysis demonstrates the effect on the current year results which could result from a change in this risk.

At 30 June 2010, the effect on profit as a result of changes in the interest rate, with all other variables remaining constant would be as follows:

	Consolidated Entity		Parent Entity	
	2010	2009	2010	2009
	$	$	$	$
Change in profit:				
- Increase in interest rate by 1%	**11,217**	18,221	**11,217**	18,221
- Decrease in interest rate by 1%	**(11,217)**	(18,221)	**(11,217)**	(18,221)

NOTE 19: NEW ACCOUNTING STANDARDS ISSUED NOT YET EFFECTIVE

The following new accounting standards, amendments to standards and interpretations have been issued, but are not mandatory for financial reporting years ended on 30 June 2010. They are expected to impact the company in the period of initial application. The following is available for early adoption, but has not been applied in preparing this financial report:

AASB 2009-8 (issued July 2009) Amendments to Australian Accounting Standards-Group Cash-settled Share-based Payment Transactions.

There will be no impact as there are no share-based payment transactions where the entity receives goods or services with no corresponding obligation to settle the share-based payment transactions.

AASB Interpretation 19 (issued December 2009): Extinguishing Financial Liabilities with Equity Instrument.

There will be no impact as the entity has not undertaken any debt for equity swaps.

<u>Further Amendments to Australian Accounting Standards arising from the Annual Improvement Project</u>

AASB 5 Non-current Assets Held for Sales and Discontinued Operations

There will be no impact as these requirements are only required to be applied prospectively to disclosures for non-current assets (or disposal groups) classified as held for sale or discontinued operations.

AASB 107 Statement of Cash Flows

Initial adoption of this amendment will have no impact as the entity only recognises cash flows from investing activities for expenditures that result in a recognised asset in the statement of financial position.

AASB 117 Leases

Initial adoption of this amendment will have no impact as the entity has no leases for the land.

AASB 136 Impairment of Assets

There will be no impact as these requirements are only required to be applied prospectively to goodwill impairment calculations for periods commencing on or after 1 July 2010.

NOTE 20: COMPANY DETAILS

The registered office and principal place of business:

Atech Holdings Ltd
346 Kings Way,
South Melbourne VIC 3205

The company is incorporated in Australia.

NOTE 21: CONTINGENT LIABILITIES

Estimates of the maximum amount of contingent liabilities that may become payable is $Nil [2009: Nil].

NOTE 22: EVENTS AFTER BALANCE SHEET DATE

On 7 July 2010 the company lent $300,000 to Alpha Wealth Financial Services Pty Ltd. This loan is repayable within 3 months and has a guaranteed interest of $15,000.

The shareholders of Alpha Wealth Financial Services Pty Ltd have accepted the company's offer to acquire 100% of the issued capital. The company's proposed bid is conditional upon shareholder approval and, therefore, if shareholder approval is not obtained, the bid will not proceed. As at the date of this report, no date has been set for obtaining shareholder approval.

The procedural and cost matters in respect of the takeover are continuing and the company expects to finalise these matters shortly after the general meeting.

NOTE 23: CAPITAL & LEASING COMMITMENTS

There were no capital or leasing commitments at 30 June 2010.

ATECH HOLDINGS LIMITED
(ABN 88 004 080 460)
AND CONTROLLED ENTITIES

DIRECTORS' DECLARATION

The directors of the company declare that:

1. The financial statements comprising the statement of comprehensive income, statement of financial position, statement of cash flows, statement of changes in equity and accompanying notes, are in accordance with the *Corporations Act 2001* and:

   a. comply with Accounting Standards and the Corporations Regulations 2001; and

   b. give a true and fair view of the company's and consolidated entity's financial position as at 30 June 2010 and of their performance for the year ended on that date

2. The company has included in the notes to the financial statements an explicit and unreserved statement of compliance with International Financial Reporting Standards

3. In the directors' opinion there are reasonable grounds to believe that the company will be able to pay its debts as and when they become due and payable.

4. The remuneration disclosures set out on page 6 of the directors' report (as part of the audited remuneration report), for the year ended 30 June 2010, comply with section 300A of the *Corporations Act 2001*.

5. Given the small size of the company, there is no requirement for a Chief Executive Officer and a Chief Financial Officer. An officer of the company would be sufficient to sign the declaration on behalf of the Board of Directors.

This declaration is made in accordance with a resolution of the Board of Directors.

Director ______________________________
Donald Han Low

Dated this 8th day of September 2010
Melbourne

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Melbourne VIC 3000
GPO Box 4736 Melbourne VIC 3001
Australia

Independent Auditor's Report to the Members of Atech Holdings Limited

We have audited the accompanying financial report of Atech Holdings Limited, which comprises the statement of financial position as at 30 June 2010, and the statement of comprehensive income, statement of changes in equity and statement of cash flows for the year ended on that date, a summary of significant accounting policies, other explanatory notes and the directors' declaration of the consolidated entity comprising the disclosing entity and the entities it controlled at the year's end or from time to time during the financial year.

Directors' Responsibility for the Financial Report

The directors of the disclosing entity are responsible for the preparation and fair presentation of the financial report in accordance with Australian Accounting Standards (including the Australian Accounting Interpretations) and the *Corporations Act 2001*. This responsibility includes establishing and maintaining internal controls relevant to the preparation and fair presentation of the financial report that is free from material misstatement, whether due to fraud or error; selecting and applying appropriate accounting policies; and making accounting estimates that are reasonable in the circumstances. In Note 1, the directors also state, in accordance with Accounting Standard AASB 101 *Presentation of Financial Statements*, that compliance with the Australian equivalents to International Financial Reporting Standards ensures that the financial report, compromising the financial statements and notes, complies with International Financial Reporting Standards.

Auditor's Responsibility

Our responsibility is to express an opinion on the financial report based on our audit. We conducted our audit in accordance with Australian Auditing Standards. These Auditing Standards require that we comply with relevant ethical requirements relating to audit engagements and plan and perform the audit to obtain reasonable assurance whether the financial report is free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial report. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial report, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the financial report in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by the directors, as well as evaluating the overall presentation of the financial report.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Independence

In conducting our audit, we have complied with the independence requirements of the *Corporations Act 2001*. We confirm that the independence declaration required by the *Corporations Act 2001* would be in the same terms if it had been given to the directors at the time that this auditor's report was made.

Auditor's Opinion

In our opinion the financial report of Atech Holdings Limited is in accordance with the *Corporations Act 2001*, including:

(a) giving a true and fair view of the disclosing entity's and consolidated entity's financial position as at 30 June 2010 and of their performance for the year ended on that date; and

(b) complying with Australian Accounting Standards (including the Australian Accounting Interpretations) and the *Corporations Regulations 2001*.

Report on the Remuneration Report

We have audited the Remuneration Report included in page 6 of the directors' report for the year ended 30 June 2010. The directors of the company are responsible for the preparation and presentation of the Remuneration Report in accordance with section 300A of the *Corporations Act 2001*. Our responsibility is to express an opinion on the Remuneration Report, based on our audit conducted in accordance with Australian Auditing Standards.

Auditor's Opinion

In our opinion, the Remuneration Report of Atech Holdings Limited for the year ended 30 June 2010, complies with section 300A of the *Corporations Act 2001*.

BDO

BDO Audit (NSW-VIC) Pty Ltd

Justin Owen.

Justin Owen

Director

Melbourne, 8th September 2010

ATECH HOLDINGS LIMITED
(ABN 88 004 080 460)
AND CONTROLLED ENTITIES

ADDITIONAL INFORMATION

1. Shareholding

(a) Distribution of Shareholder numbers
Analysis of numbers of equity security holders by size of holding:

Category (size of holding)	Class of equity security
1-1,000	364
1,001-5,000	167
5.001-10,000	328
10,001-100,000	41
100,001 - over	14

The number of shareholdings held with less than marketable parcels is 496

(b) Equity security holders

The names of the substantial shareholders listed in the parent entity's register as at 30 June 2010 are as below. Due to the suspension of the company from the Australian Stock Exchange, details have not been provided as at a date not earlier than six weeks from the date of issue of the financial report.

The names of the twenty largest holders of quoted equity securities are listed below:

	Name	**Number held**	**Ordinary Shares % of issued shares**
1	Shane Peter	3,684,211	16.50
2	Ridwan Bin Abd Rahman	2,912,000	13.04
3	Mohd Nadzir Bin Mahmud	2,631,579	11.79
4	People First Retirement Services Pty Ltd	2,210,169	9.90
5	Tuan Tong Tan	950,000	4.26
6	PFR Holdings Pty Ltd	812,285	3.64
7	Tan Sri Dato Talha Bin Hashim	675,000	3.02
8	Orow Nabil	551,850	2.47
9	Cheng Tong Wilfred Choo	527,981	2.37
10	Choi Man Kay	500,000	2.24
11	Jade Tower Limited	489,210	2.19
12	Alan Chui	420,000	1.88
13	Secure Horizones Pty Ltd	250,000	1.12
14	Richard Ng Keok Seng	202,000	0.90
15	Kwee Beng Lim	151,483	0.68
16	Kian Meng Chua	150,000	0.67
17	Reynold Fang	150,000	0.67
18	Puan Sridatin Miti Aishah	100,000	0.45
19	Wee Loke Tang	100,000	0.45
20	Nellie Chui	89,758	0.40
		17,557,526	78.64

ADDITIONAL INFORMATION

1. Shareholding

(c) Substantial holders
Substantial holders in the company are set out below:

Shareholder	Number	%
Shane Peter	3,684,211	16.50
Ridwan Bin Abd Rahman	2,912,000	13.04
Mohd Nadzir Bin Mahmud	2,631,579	11.79

2. The name of the company secretary is Mr William Tien and Mr. George Karafotias.

3. The address of the principal registered office in Australia:

346 Kings Way,
South Melbourne
Vic 3205

4. Register of securities is held at the following address:

Security Transfer Registrars Pty Ltd
770 Canning Highway
Applecross WA 6153