

Atech Holdings Limited

ABN 88 004 080 460

Notice of Annual General Meeting

This is an important document. Please read it carefully.

If you are unable to attend the Annual General Meeting, please complete the proxy form enclosed and return in accordance with the instructions set out on that form.

The Annual General Meeting of the Company will be held at
Heritage Room, The Melbourne Hotel, 942 Hay Street, Perth, Western Australia 6000
at 1.00 pm (Perth time) on 30 November 2011.

Time and Place of Meeting and How to Vote

Venue

The Annual General Meeting of Shareholders of the Company will be held at:

Heritage Room The Melbourne Hotel 942 Hay Street, Perth, Western Australia 6000	Commencing 1.00 pm (Perth time) on 30 November 2011
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How to Vote

You may vote by attending the Meeting in person, by proxy or authorised representative.

Voting in Person

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

Voting by Proxy

To vote by proxy, please complete and sign the proxy form enclosed with this Notice of Meeting as soon as possible and either:

send the proxy form by facsimile to the Company Secretary on facsimile number + 61 3 9614 0550; or post or deliver the proxy form to the Company at 101 Rathdowne Street, Carlton, Victoria , 3053, so that it is received not later than 1.00 pm (Perth time) on 28 November 2011.

Your proxy form is enclosed.

ATECH HOLDINGS LIMITED

ABN 88 004 080 460

NOTICE OF 2011 ANNUAL GENERAL MEETING

Notice is given that the Annual General Meeting of Shareholders will be held at 1.00 pm (Perth time) on 30 November 2011 at the Heritage Room, The Melbourne Hotel, 942 Hay Street, Perth, Western Australia, 6000. Telephone: (08) 9320 3333

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

The Directors have determined pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the Annual General Meeting are those who are registered Shareholders of the Company at 5.00 pm (Perth time) on 28 November 2011.

AGENDA

ORDINARY BUSINESS

Financial Statements and Reports

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

1. Resolution 1 – Adoption of Remuneration Report

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

"That the Company approves the adoption of the Remuneration Report for the year ended 30 June 2011".

2. Resolution 2 – Re-Election of Director – Mr George Karafotias

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

"That Mr George Karafotias, appointed to the Board of Directors on 21st February 2011, who will retire at the close of the meeting in accordance with Article 121 of the Company's Constitution and ASX Listing Rule 14.4, and being eligible, offers himself for re-election, be re-elected as a Director of the Company."

3. Resolution 3 – Re-Election of Director – Mr Jeffrey Hua Yuen Tan

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

"That Mr Jeffrey Hua Yuen Tan, appointed to the Board of Directors on 12th October 2011, who will retire at the close of the meeting in accordance with Article 121 of the Company's Constitution and ASX Listing Rule 14.4, and being eligible, offers himself for re-election, be re-elected as a Director of the Company."

4. Resolution 4 – Re-Election of Director – Mr Donald Han Low

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

"That, Mr Donald Han Low, being a Director of the Company since 8th April 2008, who will retire at the close of the meeting in accordance with Articles 117 and 118 of the Company's Constitution and ASX Listing Rule 14.4, and being eligible for re-election, be re-elected as a Director of the Company".

Dated this 28th day of October 2011

By Order of the Board

Mr George Karafotias
Company Secretary

Notes:

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

Where a voting exclusion applies, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote in accordance with the directions on the proxy form to vote as the proxy decides or it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

In accordance with Regulation 7.11.37 of the Corporations Act, the Directors have set a snapshot date to determine the identity of those entitled to attend and vote at the Meeting. The snapshot date is 5.00pm (Perth Time) on 28 November 2011.

The Company's 2011 Annual Financial Statements are set out in the Company's 2011 Annual Report which can be obtained from the Company's website, www.atechholdings.com or upon request to the Secretary at the Company's registered office, 101 Rathdowne Street, Carlton Victoria, 3053. Telephone (03) 9614 0600.

ATECH HOLDINGS LIMITED

ABN 88 004 080 460

EXPLANATORY STATEMENT

This Explanatory Statement has been prepared for the information of the Shareholders in connection with the business to be conducted at the Annual General Meeting to be held at 1.00 pm (Perth time) on 30 November 2011 at the Heritage Room, The Melbourne Hotel, 942 Hay Street, Perth, Western Australia.

The purpose of this Explanatory Statement is to provide information which the Directors believe to be material to Shareholders in deciding whether or not to pass the Resolutions in the Notice of Meeting.

1. Resolution 1 – Adoption of Remuneration Report

The Corporations Act requires that at a listed Company's Annual General Meeting, a resolution that the remuneration report be adopted must be put to the Shareholders. However, such a resolution is advisory only and does not bind the Directors or the Company.

The remuneration report sets out the Company's remuneration arrangements for the Directors and senior management of the Company (**Key Management Personnel**). The remuneration report is part of the Directors' report contained in the annual financial report of the Company for the financial year ending 30 June 2011.

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

Any undirected proxies held by the Chairman of the meeting, other Directors or other Key Management Personnel or their closely related parties for the purposes of Resolution 1 will not be voted on Resolution 1.

The Company encourages all Shareholders to cast their vote in relation to Resolution 1 and if Shareholders chose to appoint a proxy, Shareholders are encouraged to direct their proxy how to vote on Resolution 1 by marking either "For", "Against" or "Abstain" on the Proxy, or where the Chairman is appointed as proxy, by marking the applicable box in Step 1 of the Proxy directing the Chairman to vote in accordance with the Chairman's voting intentions.

2. Resolutions 2 – Re-election of director –Mr George Karafotias

Article 121 of the Company's Constitution allows the Directors to appoint at any time a person to be a Director as an addition to the existing Directors. Pursuant to Article 121 of the Company's Constitution and ASX Listing Rule 14.4, any Director so appointed holds office only until the next following annual general meeting and is then eligible for re-election.

Details of the qualifications and experience of Mr George Karafotias are contained in the Company's 2011 Annual Report.

All Directors, other than Mr George Karafotias, recommend that Shareholders vote in favour of Resolution 2 in favour of Mr Karafotias's re-election.

3. Resolutions 3 – Re-election of director – Mr Jeffrey Hua Yuen Tan

Article 121 of the Company's Constitution allows the Directors to appoint at any time a person to be a Director as an addition to the existing Directors. Pursuant to Article 121 of the Company's Constitution and ASX Listing Rule 14.4, any Director so appointed holds office only until the next following annual general meeting and is then eligible for re-election.

Details of the qualifications and experience of Mr Jeffrey Hua Yuen Tan is detailed below.

Mr Jeffrey Hua Yuen Tan holds a Bachelor in Business from the University of South Australia. He has 16 years' experience in equities and derivatives and client portfolio advisory role. Jeffrey has also facilitated resource and property projects in China and Vietnam, with forays in commercial property development.

Mr Tan is a Director of Fraden Projects Australia Pty Ltd, a company of foreign project management consultants that facilitated the development of a USD\$300 million Yen So Project in Hanoi with the local government and Gamuda Berhad. As Director, he also facilitated the acquisitions and development of private ventures in China's Heilongjiang and Jilin provinces.

All Directors, other than Mr Jeffrey Hua Yuen Tan, recommend that Shareholders vote in favour of Resolution 3 and vote in favour of Mr Tan's re-election.

4. Resolution 4 – Re-election of director – Mr Donald Han Low

Article 117 of the Constitution of the Company and ASX Listing Rule 14.4 provides that a Director must not (without re-election) hold office longer than 3 years or the third annual general meeting (whichever is the later) after their prior appointment or re-election. A retiring director is eligible for re-election under article 118 of the Constitution.

Pursuant to Resolution 4, Mr Donald Han Low retires in accordance with the Constitution and the ASX Listing Rules and being eligible for re-election, offers himself for re-election at the Annual General Meeting.

All Directors, other than Mr Donald Han Low, recommend that Shareholders vote in favour of Resolution 4 and in favour of Mr Low's re-election.

A TECH HOLDINGS LIMITED

ABN 88 004 080 460

Proxy Form

The Company Secretary
Atech Holdings Limited

By Delivery:

101 Rathdowne Street
Carlton VIC 3053

By Post:

101 Rathdowne Street
Carlton VIC 3053

By Facsimile:

+61 3 9614 0550

I/We _____
(Insert name of shareholder)

of _____
(Insert address of shareholder)

being a Shareholder of the Company and entitled
to vote at the Annual General Meeting, hereby _____
(Insert name of proxy)

appoint _____
(Insert address of proxy)

or failing such appointment, the chairman of the Annual General Meeting as my/our proxy to vote for me/us on my/our behalf at the Annual General Meeting of the Company to be held at 1.00 pm(Perth Time) on 30 November 2011 at the Heritage Room, The Melbourne Hotel, Perth, Western Australia and at any adjournment thereof in the manner indicated below or, in the absence of such directions, as he thinks fit. If no directions are given, the chairman will vote in favour of all of the resolutions, other than Resolution 1 on the basis that any undirected proxy held by the chairman (or other Directors or Key Management Personnel) will not be voted on Resolution 1.

The proxy is to vote for or against the Resolutions referred to in the Notice of Meeting as follows:

		For	Against	Abstain
Resolution 1	Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Re-Election of Director – Mr George Karafotias	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Re-Election of Director – Mr Jeffrey Hua Yuen Tan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Re-Election of Director – Mr Donald Han Low	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

If you mark the abstain box for a particular item, you are directing your proxy not to vote on that item on a show of hands or on a poll and that your shares are not to be counted in computing the required majority on a poll

Authorised signature/s

This section **must** be signed in accordance with the instructions overleaf to enable your voting instructions to be implemented.

Individual or Shareholder 1

Sole Director and Sole Company Secretary

Shareholder 2

Director

Shareholder 3

Director/Company Secretary

Contact Name

Contact Daytime Telephone

Date



Proxy Notes

A Shareholder entitled to attend and vote at the Meeting may appoint a natural person or a corporation as the Shareholder's proxy to attend and vote for the Shareholder at that Meeting. If the Shareholder is entitled to cast 2 or more votes at the Meeting the Shareholder may appoint not more than 2 proxies (an additional Proxy Form will be supplied by the Company on request). Where the Shareholder appoints more than one proxy the Shareholder may specify the proportion or number of votes each proxy is appointed to exercise. If such proportion or number of votes is not specified each proxy may exercise half of the Shareholder's votes. A proxy may, but need not be, a Shareholder of the Company.

If a Shareholder appoints a body corporate as the Shareholder's proxy to attend and vote for the Shareholder at that Meeting, the representative of the body corporate to attend the meeting must produce the appropriate Certificate of Appointment of Representative prior to admission. A form of the certificate may be obtained from the Company's Share Registry at

www.securitytransfer.com.au/forms.cfm

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

Joint Holding: where the holding is in more than one name all of the holders must sign.

Power of Attorney: if signed under a Power of Attorney, you must have already lodged it with the registry, or alternatively, attach a certified photocopy of the Power of Attorney to this Proxy Form when you return it.

Companies: a Director can sign jointly with another Director or a Company Secretary. A sole Director who is also a sole Company Secretary can also sign. Please indicate the office held by signing in the appropriate space.

If a representative of the corporation is to attend the Meeting the appropriate "Certificate of Appointment of Representative" should be produced prior to admission. A form of the certificate may be obtained from the Company's Share Registry.

Proxy Forms (and the power of attorney or other authority, if any, under which the Proxy Form is signed) or a copy or facsimile which appears on its face to be an authentic copy of the Proxy Form (and the power of attorney or other authority) must be deposited at or received by facsimile transmission at the registered office of the Company 101 Rathdowne Street, Carlton Victoria, 3053 or Facsimile 03 9614 0550 if faxed from within Australia or +61 3 9614 0550 if faxed from outside Australia) no later than 1.00 pm (Perth Time), 28 November 2011.