

---

**ATOS WELLNESS LIMITED**

**ACN 100 531 191**

**NOTICE OF ANNUAL GENERAL MEETING**

---

**TIME:** 10:00 am (WST)

**DATE:** Thursday, 21 April 2011

**PLACE:** Technology Park Function Centre  
2 Brodie Hall Drive  
Bentley, Western Australia, 6102

YOUR ANNUAL REPORT IS AVAILABLE ONLINE, SIMPLY VISIT:

**[WWW.ATOSWELLNESS.COM.AU](http://WWW.ATOSWELLNESS.COM.AU)**

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

***Should you wish to discuss the matters in this Notice of Meeting please do not hesitate to contact the Company Secretary on (T) (+61 8) 9450 7411 or (M) +61(0) 419 961 926.***

---

## CONTENTS PAGE

---

Notice of Annual General Meeting (setting out the proposed resolutions)	4
Explanatory Statement (explaining the proposed resolutions)	6
Glossary	13

---

## TIME AND PLACE OF MEETING AND HOW TO VOTE

---

### VENUE

---

The Annual General Meeting of the Shareholders to which this Notice of Meeting relates will be held at 10:00 am (WST) on 21 April 2011 at:

Technology Park Function Centre  
2 Brodie Hall Drive  
Bentley, Western Australia, 6102

### YOUR VOTE IS IMPORTANT

---

The business of the Annual General Meeting affects your shareholding and your vote is important.

### VOTING IN PERSON

---

To vote in person, attend the Annual General Meeting on the date and at the place set out above. If you wish to attend the meeting, please arrive 20 minutes prior to the start of the meeting to facilitate the registration process.

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

### VOTING BY PROXY

---

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

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

- (a) to the Company's office at 22 Letchworth Centre Avenue, Salter Point, Western Australia 6152; or
- (b) facsimile to the Company on facsimile number +61 8 9450 7422,

so that it is received not later than 10:00 am (WST) on Tuesday 19 April 2011.

**Proxy Forms received later than this time will be invalid.**

In accordance with Regulation 7.11.37 of the Corporations Act, the Directors have set a date to determine the identity of those entitled to attend and vote at the Meeting. The date is 5.00 pm (WST) on Tuesday 19 April 2011.

## **QUESTIONS FROM SHAREHOLDERS**

---

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

Mr Chris Burton of BDO Audit (WA) Pty Ltd, as the auditor responsible for preparing the auditor's report for the year ended 30 June 2010 (or his representative), will attend the meeting. The Chairman of the meeting will allow a reasonable opportunity for the members as a whole to ask the auditor questions at the meeting about:

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

To assist the Board and the auditor of the Company in responding to any questions, please submit any questions by fax or to the address below by no later than 5.00pm (WST) on Wednesday, 13 April 2011.

**By mail** to the Company's office at 22 Letchworth Centre Avenue, Salter Point, Western Australia 6152

**By fax** +61 8 9450 7422

**In person** to the Company's office at 22 Letchworth Centre Avenue, Salter Point, Western Australia

As required under section 250PA of the Corporations Act, at the meeting, the Company will make available those questions directed to the auditor received in writing at least 5 business days prior to the meeting, being questions which the auditor considers relevant to the content of the auditor's report or the conduct of the audit of the annual financial report for the year ended 30 June 2010. The Chairman of the meeting will allow a reasonable opportunity for the auditor to respond to the questions set out on this list.

---

## NOTICE OF ANNUAL GENERAL MEETING

---

Notice is given that the Annual General Meeting of Shareholders will be held at 10:00 am (WST) on 21 April 2011 at Technology Park Function Centre, 2 Brodie Hall Drive, Bentley, Western Australia, 6102.

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.

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

---

## 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 2010 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 ordinary resolution**:

*“That, for the purpose of Section 250R(2) of the Corporations Act and for all other purposes, approval is given for the adoption of the remuneration report as contained in the Company's annual financial report for the financial year ended 30 June 2010.”*

---

#### 2. RESOLUTION 2 – ELECTION OF DIRECTOR – JOSEF PLATTNER

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

*“That, for the purposes of clause 11.12 of the Constitution and for all other purposes, Josef Plattner, a Director who will retire at the close of the Annual General Meeting, and being eligible offers himself for election, is elected as a Director of the Company.”*

---

#### 3. RESOLUTION 3 – ELECTION OF DIRECTOR – LLOYD HALVORSON

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

*“That, for the purposes of clause 11.12 of the Constitution and for all other purposes, Lloyd Halvorson, a Director who will retire at the close of the Annual General Meeting, and being eligible offers himself for election, is elected as a Director of the Company.”*

---

**4. RESOLUTION 4 – ELECTION OF DIRECTOR – MARK LEONG**

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

*“That, for the purposes of clause 11.12 of the Constitution and for all other purposes, Mark Leong, a Director who will retire at the close of the Annual General Meeting, and being eligible offers himself for election, is elected as a Director of the Company.”*

---

**5. RESOLUTION 5 – DIVESTMENT OF ATOS SINGAPORE ASSETS**

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

*“That, for the purposes of Listing Rule 11.2 and all other purposes, shareholders approve the disposal by the Company of the ATOS Singapore Assets on the terms and conditions in the Share Sale and Purchase Agreement dated 15 April 2010.”*

**Voting Exclusion:** The Company will disregard any votes cast on this Resolution by Siva Ananda Rajah S/O Retnam, Pathma D/O Sivaguru Ayadurai and any person who might obtain a benefit and any associates of those persons.

---

**6. RESOLUTION 6 – APPROVAL OF SELECTIVE BUY BACK OF SHARES**

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

*“That, in accordance with section 257D of the Corporations Act 2001, and for all other purposes, approval is given for the Company to make a selective buy-back of 48,828,125 ordinary shares in the Company, being shares held by Siva Ananda Rajah S/O Retnam for a total consideration of \$200,000, on the terms and conditions set out in the Explanatory Statement.”*

**Voting Exclusion:** The Company will disregard any votes cast on this Resolution by Siva Ananda Rajah S/O Retnam and any other person who might obtain a benefit and any associates of those persons.

---

**DATED: 14 MARCH 2011**

**BY ORDER OF THE BOARD**



**IAN GREGORY  
COMPANY SECRETARY**

**Voting Exclusion Note:**

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

---

## **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 10:00 am (WST) on 21 April 2011 at Technology Park Function Centre, 2 Brodie Hall Drive, Bentley, Western Australia, 6102.

This 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. FINANCIAL STATEMENTS AND REPORTS**

In accordance with the Constitution, the business of the Annual General Meeting will include receipt and consideration of the annual financial report of the Company for the financial year ended 30 June 2010 together with the declaration of the directors, the directors' report, the remuneration report and the auditor's report.

---

### **2. 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. 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 2010.

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

---

### **3. RESOLUTION 2 – ELECTION OF DIRECTOR – JOSEF PLATTNER**

Mr Plattner was appointed a director on 14 January 2011 and is required under Clause 11.12 of the Company's Constitution to retire after the meeting. Mr Plattner, being eligible, has offered himself for election as a Director.

Mr Josef Plattner is the founder and a director of MEDEC which provides products and services for the wellness industry in Australia, Europe and Asia. He was the former Chairman and CEO of Medec Ltd before the name was changed to Atos Wellness Ltd through a reverse take-over. He is also a developer, promoter and lecturer for Energy Medicine and has written several books and publications about Energy Medicine.

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

---

### **4. RESOLUTION 3 – ELECTION OF DIRECTOR – LLOYD HALVORSON**

Mr Halvorson was appointed a director on 14 January 2011 and is required under Clause 11.12 of the Company's Constitution to retire after the meeting. Mr Halvorson, being eligible, has offered himself for election as a Director.

Mr Lloyd Halvorson has extensive experience in public listed companies in industry, mining and petroleum resource sectors in Australia, Canada, USA, Kazakhstan and Hong Kong. Mr Halvorson was Company Secretary of Atos Wellness Ltd (formerly Medec Ltd) from 2003 to 2007 and has held positions of Director, Vice President, Company Secretary, Chief Financial Officer and Financial Controller. His experience includes corporate secretarial, corporate takeovers and restructures, capital raisings, project feasibility studies, treasury and regulatory compliance.

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

---

## 5. RESOLUTION 4 – ELECTION OF DIRECTOR – MARK LEONG

Mr Leong was appointed a director on 14 January 2011 and is required under Clause 11.12 of the Company's Constitution to retire after the meeting. Mr Leong, being eligible, has offered himself for election as a Director.

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

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

---

## 6. RESOLUTION 5 – DIVESTMENT OF ATOS SINGAPORE ASSETS

### 1. Background

On 15 April 2010 the Company announced that it had entered into a Share Sale and Purchase Agreement ("**SPA**") to dispose of its wholly owned subsidiaries ATOS Wellness Pte Ltd, Inner Harmony Pte Ltd, Swandale Holdings Pty Ltd (and their respective subsidiary entities), Learange Holdings Pty Ltd, Bodycure International Pte Ltd and Eaglemaster Ltd (collectively referred to as the "**ATOS Singapore Assets**" for the purposes of this notice).

The intended Buyers of the ATOS Singapore Assets are Siva Ananda Rajah S/O Retnam ("**Ananda**") and Pathma D/O Sivaguru Ayadurai ("**Pathma**") (collectively "**the Buyers**").

The total consideration payable by the Buyers to the Company is approximately \$3,190,250. The total consideration is made up of the following elements:

- the release from payment of \$1,240,250 owing to Ananda in relation to the acquisition of Body Contours Pte Ltd
- the selective buy back and cancellation of 48,828,125 for \$200,000;
- payment of \$500,000 in several tranches;
- the forgiveness of approximately \$1,200,000 of inter-company loans/debts owed by the Company to the ATOS Singapore Assets; and
- the release of the Company from a Put and Call Option in favour of Puspha Tulsidas.

The sale is conditional on shareholder and regulatory approvals.

The sale of the ATOS Singapore Assets is part of the strategy to reposition the Company away from the spa and wellness business.

The sale was initially scheduled for completion on 31 May 2010. However, the parties have agreed to extend the completion date to 31 May 2011.

2. Legal requirements

ASX Listing Rule 11.2 requires that a disposal of the main undertaking of a Company be approved by Shareholders. The proposed sale of the ATOS Singapore Assets by the Company constitutes the disposal of the main undertaking of the Company.

Accordingly, this Resolution seeks the approval for the proposed disposal.

3. Independent Expert's Report

The Company has engaged Stantons International Securities to provide shareholders with an Independent Expert's Report ("**IE Report**") in respect to whether the proposed disposal of the ATOS Singapore Assets and the cancellation of the Buy-Back Shares (refer to Resolution 6) represents fair value.

In summary, the IE Report expresses the opinion that in the absence of a superior proposal, on balance, the proposed sale of the ATOS Singapore Assets represents fair and reasonable value.

Shareholders are directed to the IE Report, a copy of which is enclosed with this Notice of Meeting and Explanatory Memorandum, for a more detailed analysis of why the IE Report has expressed this opinion.

4. Pro forma balance sheet

An un-audited pro forma balance sheet following completion of the proposed disposal of the ATOS Singapore Assets is set out in page 9 of the IE Report.

As shareholders will note from the pro-forma balance sheet, following the sale of the ATOS Singapore Assets the Company's assets will be comprised substantially of cash.

5. Capital structure

As a result of the proposed disposal of ATOS Singapore Assets, the Company's share capital will be reduced from 190,642,861 to 141,814,736 shares on issue.

This change in share capital arises from the proposed selective Buy-Back of 48,828,125 shares from Ananda.

6. Advantages of the transaction

The Directors are of the view that the following non-exhaustive list of advantages may be relevant to a shareholder's decision on how to vote on the proposed resolution to dispose of the ATOS Singapore Assets:

- the ATOS Singapore Assets have made insufficient profits and mostly losses in the last 3 years. It is likely that a further loss will occur for the year ending 30 June 2011.



- revenue has continued to decline while overheads have either increased or remained stagnant.
- changes to Singapore laws as a result of a number of failed spa and wellness centres has significantly increased the level of risk associated with operating such a business.
- there is no evidence that the ATOS Singapore Assets can return to profitability in the near future, which could ultimately force the Company into a form of administration.
- the Company will no longer be exposed to the risks associated with the ATOS Singapore Assets
- it significantly reduces the collective controlling shareholder interests of Ananda and Pathma from 50.57% to 33.55%; and
- the Company will be free to pursue other transactions and opportunities which may be beneficial to the Company and shareholders as a whole.

7. Disadvantages of the transaction

The Directors are of the view that the following non-exhaustive list of disadvantages may be relevant to a shareholder's decision on how to vote on the proposed resolution to dispose of the ATOS Singapore Assets:

- the Company will no longer hold any revenue generating assets in the immediate term;
- the Company will become a listed "cash-box" and will only have 3 months from the date of the disposal of the ATOS Singapore Assets to find an alternative business opportunity otherwise the Company will be required to re-comply with Chapters 1 and 2 of the ASX Listing Rules.

8. Directors' interests and relevant holdings

The Directors do not have any material interests in the outcome of the resolution other than as a result of their interests arising solely in their capacity as shareholders.

The Directors have a relevant interest in the securities of the Company as set out in the following table:

<b>Director</b>	<b>Shares</b>	<b>Options</b>
Josef Plattner	9,192,449	0
Lloyd Halvorson	151,000	0
Mark Leong	540,000	0

9. Recommendation of the Board

The Board has approved the proposal to put Resolution 5 to shareholders.

Each of the Directors intends to vote all of their shares in favour of Resolution 5.

Based on the information available, all of the Directors consider that the proposed disposal is in the best interests of the Company and recommend that

the Shareholders vote in favour of Resolution 5. The Chairman of the meeting intends to vote undirected proxies in favour of the resolution.

---

## 7. RESOLUTION 6 – APPROVAL OF SELECTIVE BUY BACK OF SHARES

### 1. Outline of proposal

It is proposed that shareholders of the Company approve a selective share buy-back (**Buy-Back**) by the Company of 48,828,125 fully paid ordinary shares in the Company (**Buy-Back Shares**) held by Siva Ananda Rajah S/O Retnam ("**Ananda**") for a total consideration value of \$200,000 on the terms set out in the Share Sale and Purchase Agreement dated 15 April 2010 ("**SPA**") between the Company (as Seller) and Ananda and Pathma D/O Sivaguru Ayadurai ("**Pathma**") (collectively known as the Buyers).

If the Buy-Back is approved, the Buy-Back Shares will then be cancelled.

### 2. Corporations Act requirements

Section 257A of the Corporations Act provides that the Company may only buy back its shares if:

- the buy-back does not materially prejudice the Company's ability to pay back its creditors; and
- the Company follows the procedures contained in the Corporations Act.

Pursuant to section 257D(1) of the Corporations Act, a selective buy-back must be approved by either:

- a special resolution (that is, passed by at least 75% of votes cast) passed at a general meeting of the Company, with no votes being cast in favour of the resolution by any person whose shares are proposed to be bought back or by their associates; or a
- resolution agreed to, at a general meeting, by all ordinary shareholders in the Company.

Once the Company has entered into the Share Sale and Purchase Agreement, all rights attaching to the Buy-Back Shares are suspended.

Immediately after the registration of the transfer to the Company of the Buy-Back Shares, the shares are cancelled.

### 3. Summary of the terms of the Buy Back

Under the terms of the Share Sale and Purchase Agreement, subject to the Company's shareholders approving the Buy-Back in accordance with section 257D(1) of the Corporations Act, the Company will buy the Buy-Back Shares for a total consideration of \$200,000. Ananda Retnam has given a warranty relating to his title to the Buy-Back Shares.

It is important for shareholders to note that while a total consideration of \$200,000 has been recognised in the Share Sale and Purchase Agreement, no actual money will change hands.

The buy-back provisions in the Share Sale and Purchase Agreement contain no unusual terms or conditions.

#### 4. Reasons why the Buy Back is proposed

The Buy-Back is proposed as a result of the intended sale of the ATOS Singapore Assets by the Company to Ananda and Pathma. The terms of the proposed sale are set out in the explanatory notes that accompany Resolution 5.

The main advantages of the Buy-Back are:

- it provides an efficient mechanism for dealing with the Buy-Back Shares;
- the cancellation of the Buy-Back Shares does not materially affect the financial viability of the Company (see item 6.11 of the IE Report);
- it significantly reduces the collective controlling shareholder interests of Ananda and Pathma from 50.57% to 33.55%; and
- it assists in achieving a more efficient capital structure for the Company.

The main disadvantage of the Buy-Back is that the Company will not receive the net proceeds of a sale of the Buy-Back Shares.

Based on the information available, including that contained in this Explanatory Memorandum, the IE Report and the advantages and disadvantage outlined above, the directors consider that the Buy-Back is in the best interests of shareholders and the Company and unanimously recommend that you vote in favour of the resolution.

#### 5. Impact of Buy-Back on Company's share capital

The Company currently has 190,642,861 ordinary shares on issue.

The Buy-Back will reduce the Company's share capital by 48,828,125 shares.

The Buy-Back will reduce the amount of ordinary shares on issue by approximately 25.61%.

On completion of the Buy-Back, the Buy-Back shares will be cancelled resulting in 141,814,736 ordinary shares remaining on issue.

As a result of the Buy-Back, Ananda's shareholding interest will reduce from approximately 37.76% to approximately 16.33%. Pathma's shareholding interest will increase from approximately 12.81% to approximately 17.22%.

Overall, Ananda and Pathma's combined shareholding interests will reduce from approximately 50.57% to 33.55% post the completion of the Buy-Back.

The Buy-Back will have a material effect on the control of the Company as Ananda and Pathma will no longer hold a controlling interest.

As a result of the Buy-Back, the percentage interest of each shareholder in the Company will increase.

#### 6. Independent expert's report

The Company has engaged Stantons International Securities to provide shareholders with an Independent Expert's Report ("**IE Report**") in respect to whether the proposed disposal of the ATOS Singapore Assets (see Resolution 5) and the cancellation of the Buy-Back Shares represents fair value.

In summary, the IE Report expresses the opinion that in the absence of a superior proposal, on balance, the proposed selective buy back represents fair and reasonable value.

Shareholders are directed to the IE Report, a copy of which is enclosed with this Notice of Meeting and Explanatory Memorandum, for a more detailed analysis of why the IE Report has expressed this opinion.

7. Prior notice to ASIC

As required by section 257F of the Corporations Act, copies of the notice and this Explanatory Memorandum as sent to the shareholders were lodged with the ASIC prior to their dispatch to the shareholders.

8. Trading price of shares

The closing price of the Company's shares on the last day of trading was \$0.012.

9. Other relevant information

There is no further information known to the Company that is material to the decision on how to vote on this resolution. If you are in doubt as to how to vote on the resolution or if there is anything you do not understand, you should seek advice from your financial adviser, accountant, lawyer or other professional adviser as soon as possible.

10. Directors' recommendation

The Directors of the Company consider that the Buy-Back is fair and reasonable to the Company's members as a whole. The cancellation will reduce the number of ordinary shares in the Company on issue from 190,642,861 to 141,814,736

The Directors confirm that they intend to vote in favour of the resolution. No Director has an interest in the Buy-Back other than as a holder of securities in the Company. The Chairman of the meeting intends to vote undirected proxies in favour of the resolution.

---

**8. ENQUIRIES**

Shareholders are requested to contact the Company Secretary on (T) (+ 61 8) 9450 7411 or (M) +61(0) 419 961 926 if they have any queries in respect of the matters set out in these documents.

---

## GLOSSARY

---

**\$** means Australian dollars.

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

**ASIC** means the Australian Securities and Investments Commission.

**ASX** means ASX Limited (ACN 008 624 691).

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

**Board** means the current board of directors of the Company.

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

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

**Constitution** means the Company's constitution.

**Corporations Act** means the Corporations Act 2001 (Cth).

**Directors** means the current directors of the Company.

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

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

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

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

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

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

**PROXY FORM**

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

YOUR ANNUAL REPORT IS AVAILABLE ONLINE, SIMPLY VISIT:  
**WWW.ATOSWELLNESS.COM.AU**

**ANNUAL GENERAL MEETING**

I/We

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

Appoint

Name of proxy

OR

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

or failing the person so named or, if no person is named, the Chair of the Annual General Meeting, or the Chair's nominee, to vote in accordance with the following directions, or, if no directions have been given, as the proxy sees fit, at the Annual General Meeting to be held at 10.00 am (WST), on 21 April 2011 at Technology Park Function Centre, 2 Brodie Hall Drive, Bentley, Western Australia, 6102, and at any adjournment thereof.

If no directions are given, the Chair will vote in favour of all the Resolutions.

**Voting on Business of the General Meeting**

	<b>FOR</b>	<b>AGAINST</b>	<b>ABSTAIN</b>
Resolution 1 – Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2 – Election of Mr Josef Plattner as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3 – Election of Mr Lloyd Halvorson as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4 – Election of Mr Mark Leong as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5 – Divestment of ATOS Singapore Assets	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 6 – Approval of Selective Buy Back of Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

OR

If the Chair of the Annual General 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 resolutions and your votes will not be counted in calculating the required majority if a poll is called on the resolutions.

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

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

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2011

**By:**

**Individuals and joint holders**

Signature

Signature

Signature

**Companies (affix common seal if appropriate)**

Director

Director/Company Secretary

Sole Director and Sole Company Secretary

**ATOS WELLNESS LTD  
ACN 100 531 191**

**Instructions for Completing 'Appointment of Proxy' Form**

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

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

5. Completion of a Proxy Form will not prevent individual members from attending the General Meeting in person if they wish. Where a member completes and lodges a valid Proxy Form and attends the Annual General Meeting in person, then the proxy's authority to speak and vote for that member is suspended while the member is present at the Annual General Meeting.
6. To vote by proxy, please complete and sign the enclosed Proxy Form and return:
  - (a) to the Company's office at 22 Letchworth Centre Avenue, Salter Point, Western Australia 6152; or,
  - (b) by facsimile to the Company on facsimile number (+61 8) 9450 7422.

so that it is received not later than 10.00 am (WST) on Tuesday 19 April 2011.

**Proxy forms received later than this time will be invalid.**