

**ATECH HOLDINGS LTD
(TO BE RENAMED FATFISH INTERNET GROUP LIMITED)
ACN 004 080 460**

SECOND SUPPLEMENTARY PROSPECTUS

IMPORTANT INFORMATION

This second supplementary prospectus (**Second Supplementary Prospectus**) is intended to be read together with the original prospectus dated 10 February 2014 and the replacement prospectus dated 15 April 2014 (**Prospectus**) and the first supplementary prospectus dated 22 April 2014 (**First Supplementary Prospectus**) issued by Atech Holdings Ltd (to be renamed "Fatfish Internet Group Limited") (ACN 004 080 460) (**Company**).

This Second Supplementary Prospectus dated 7 July 2014 was lodged with ASIC on that date. The ASIC and its officers take no responsibility for the contents of this Second Supplementary Prospectus.

Other than as set out below, all details in relation to the Prospectus and the First Supplementary Prospectus remain unchanged. Terms and abbreviations defined in the Prospectus have the same meaning in this Second Supplementary Prospectus. If there is a conflict between the Prospectus or the First Supplementary Prospectus and this Second Supplementary Prospectus, this Second Supplementary Prospectus will prevail.

This Second Supplementary Prospectus will be issued with the Prospectus and the First Supplementary Prospectus as an electronic prospectus and may be accessed on the Company's website at www.atechholdings.com.

This is an important document and should be read in its entirety. If you do not understand it you should consult your professional advisers without delay.

1. EXTENSION TO CLOSING DATE

For the reasons set out in this Second Supplementary Prospectus, the Company has decided to extend the Closing Date and accordingly, references to the Closing Date in the Prospectus are amended and the Timetable set out in Section 2 of the Prospectus and Section 4 of the First Supplementary Prospectus are deleted and replaced with the following table:

Indicative timetable*

Lodgement of Prospectus with the ASIC	10 February 2014
Lodgement of Replacement Prospectus with ASIC	15 April 2014
Lodgement of First Supplementary Prospectus with ASIC	22 April 2014
Lodgement of Second Supplementary Prospectus with ASIC	7 July 2014
Closing Date of Offer	11 July 2014
Current intended Completion of Acquisition	15 July 2014
Dispatch of holding statements	17 July 2014
Proposed date for reinstatement	22 July 2014

** The above dates are indicative only and may change without notice. The Company reserves the right, subject to the Corporations Act and other applicable laws, to extend the Closing Date or close the Offer early without notice.*

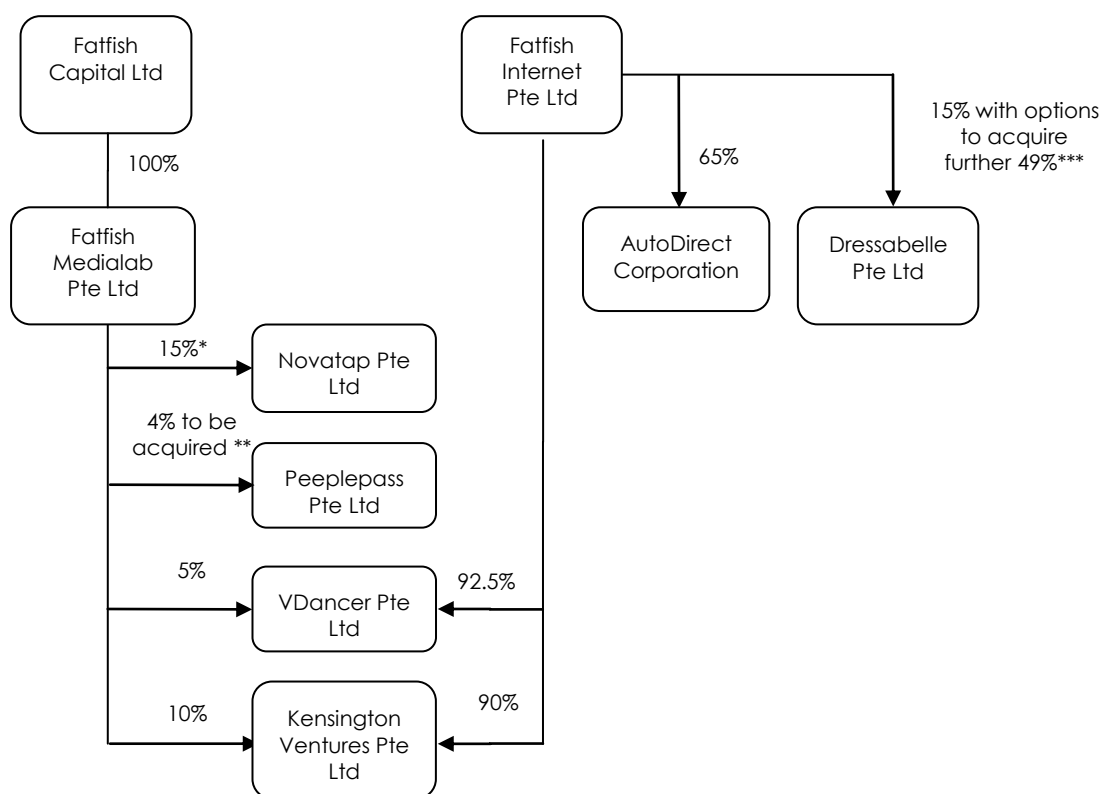
2. EXERCISE OF OPTIONS IN VDANCER AND KENSINGTON

Fatfish Internet has decided to exercise the VDancer Option and the Kensington Option (as summarised in section 12.2 of the Prospectus) (**Fatfish Options**) no later than 2 days after the Closing of the Offer. The Fatfish Options are exercisable by Fatfish Internet Pte Ltd paying SGD 1 each and will not result in any dilution to the capital of the Company.

As a result of the Fatfish Options being exercised, Fatfish Internet will become the controlling shareholder of VDancer and Kensington, as shown in the diagram below, before the Company is readmitted to quotation on the ASX.

The Company has decided to extend the Closing Date of the Offer to allow investors time to assess this change.

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Note:

* In January 2014, Novatap successfully secured funding from Singapore based investors Techcube8 Pte Ltd and NRF Holdings Pte Ltd (a unit of National Research Foundation, Prime Minister Department of the Singapore Government) via convertible bond worth SGD585,000 that can be converted into up to 33% of the enlarged and issued capital of Novatap, Should this convertible bond be converted, the shareholding in Novatap held by Fatfish Medialab will be diluted to approximately 10%. The incoming investors will have a similar role to that currently held by the Fatfish Group.

** The investment by Fatfish Medialab to acquire 4% of Peeplepass Pte Ltd has been allocated and approved under the i,jam Reload funding scheme run, but the disbursement of funding is typically over 3 to 4 tranches and is yet to be fully completed.

*** There are two options held over shares in Dressabelle Pte Ltd (**Dressabelle**). One is to acquire 40% of the enlarged capital in Dressabelle for \$SGD585,000, which can be exercised by the Company post Completion. The other option is to acquire 9% of the enlarged capital in Dressabelle for 6% of the equity capital in Fatfish Internet. The ultimate shareholding of the Fatfish Group in Dressabelle is set out in detail in Section 12.2 of this Prospectus.

3. USE OF FUNDS

As a result of bringing forward the exercise of the Fatfish Options, the Directors have determined that additional funding from the Offer will be allocated to commitments in respect of those companies, and expenditure on Dressabelle will be reduced. Accordingly, the Use of Funds table set out in section 6.3 of the Prospectus is replaced with the table below.

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Allocation of funds	Minimum Subscription (\$2,000,000)	Percentage of Funds	Full Subscription (\$4,000,000)	Percentage of Funds
Expenses of the Offer ²	\$382,000	17.64%	\$555,000	13.32%
Dressabelle ³	\$525,000	24.24%	\$825,000	19.80%
AutoDirect ⁴	\$600,000	27.70%	\$975,000	23.40%
VDancer ⁵	\$100,000	4.62%	\$350,000	8.40%
Kensington ⁶	\$150,000	6.93%	\$450,000	10.80%
Novatap & Peeplepass ⁷	\$50,000	2.31%	\$100,000	2.40%
Administration costs	\$150,000	6.93%	\$200,000	4.80%
Working capital ⁸	\$209,000	9.65%	\$711,000	17.07%
Total	\$2,166,000	100%	\$4,166,000	100%

Notes:

1. Refer to the Investigating Accountant's Report set out in Section 10 and Financial Information in Section 9 of the Prospectus for further details.
2. Refer to Section 13.7 of the Prospectus for further details.
3. The Company intends to use the funds allocated as expenditure on the operations of Dressabelle in the following manner:

Proposed Use of Funds	Minimum Subscription Scenario (\$2,000,000)	Maximum Subscription Scenario (\$4,000,000)
Marketing & Promotion	\$200,000	\$300,000
Purchase of stocks	\$200,000	\$300,000
Hiring of new employees in design and product development	\$125,000	\$225,000
Total	\$525,000	\$825,000

4. The Company intends to use the funds allocated as expenditure on the operations of AutoDirect in the following manner:

Proposed Use of Funds	Minimum Subscription Scenario (\$2,000,000)	Maximum Subscription Scenario (\$4,000,000)
Marketing & Promotion	\$200,000	\$400,000
Further development of technology platform	\$300,000	\$475,000
Hiring of new employees	\$100,000	\$100,000
Total	\$600,000	\$975,000

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5. The Company intends to use the funds allocated as expenditure on the operations of VDancer in the following manner:

Proposed Use of Funds	Minimum Subscription Scenario (\$2,000,000)	Maximum Subscription Scenario (\$4,000,000)
Marketing & Promotion	\$25,000	\$100,000
Research & Development	\$50,000	\$200,000
Hiring of new employees	\$25,000	\$50,000
Total	\$100,000	\$350,000

6. The Company intends to use the funds allocated as expenditure on the operations of Kensington in the following manner:

Proposed Use of Funds	Minimum Subscription Scenario (\$2,000,000)	Maximum Subscription Scenario (\$4,000,000)
Marketing & Promotion	\$50,000	\$200,000
Research & Development	\$50,000	\$200,000
Hiring of new employees	\$50,000	\$50,000
Total	\$150,000	\$450,000

7. The Company intends to use the funds allocated as expenditure on the operations of Novatap & Peeplepass in the following manner:

Proposed Use of Funds	Minimum Subscription Scenario (\$2,000,000)	Maximum Subscription Scenario (\$4,000,000)
Marketing & Promotion	\$25,000	\$50,000
Research & Development	\$25,000	\$50,000
Total	\$50,000	\$100,000

8. The Company intends to use funds allocated for working capital towards business operations of the Fatfish Group in the business areas and geographical markets that the Fatfish Group operates in currently or in the future. These include increasing employment levels and marketing activities.

4. EXTENSION OF SHARE SALE AGREEMENT

The date by which the conditions precedent outstanding under the Share Sale Agreement (set out in section 12.1(a) of the Prospectus) must be satisfied has been extended to 5pm (WST) on 30 September 2014.

5. DRESSABELLE LOAN

The Company confirms that the Fatfish Group has notified it that the Dressabelle Loan (referred to in section 12.2 on page 74 of the Prospectus) has been fully repaid.

6. APPLICATIONS

The Directors believe that the information set out in this Second Supplementary Prospectus is not materially adverse from the point of view of an investor. Accordingly, no action needs to be taken if you have already subscribed for securities under the Prospectus.

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7. DIRECTORS' AUTHORISATION

This Second Supplementary Prospectus is issued by the Company and its issue has been authorised by a resolution of the Directors.

In accordance with Section 720 of the Corporations Act, each Director and Proposed Director has consented to the lodgement of this Second Supplementary Prospectus with the ASIC.

Jeffrey Hua Yuen Tan
Non-Executive Director
For and on behalf of
ATECH HOLDINGS LTD

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