

**NOTICE TO SHAREHOLDERS
OF
WINTech GROUP LIMITED
(SUBJECT TO DEED OF COMPANY ARRANGEMENT) ACN: 003 087 689**

I referred to the Extraordinary General Meeting of Shareholders (EGM) of the above named company whereby on 9th September 2011, the shareholders resolved to adjourn the meeting for two to five weeks.

Shareholders are hereby notified the EGM will be resumed on 7th October 2011 at 11:30 a.m. at the office of Sydney Capital Partners, Level 6, 2 Bulletin Place Sydney. 2000.

Proxies

Please note that:

- 1) a shareholder entitled to attend and vote at the general meeting is entitled to appoint a proxy.
- 2) a proxy need not be a member of the company;
- 3) a shareholder may appoint a body corporate or individual as its proxy;
- 4) a body corporate appointed as a shareholder's proxy may appoint an individual as its representative to exercise any of the powers that the body may exercise as the shareholders proxy; and
- 5) shareholders entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise but where the proportion or number is not specified, each proxy may exercise half of the votes.

I enclose the proxy form attached to the Notice of Meeting issued on 4 August 2011 to all shareholders, which provides further details on appointing proxies and lodging proxy forms. If a shareholder appoints a body corporate as its proxy and the body corporate wishes to appoint an individual as its representative, the body corporate should provide that person with a certificate or letter executed in accordance with the Corporations Act 2001 authorising him or her to act as that body corporate's representative. The authority may be sent to the Deed Administrators' office or share registry in advance of the EGM or handed in at the EGM when registering as a corporate representative.

The resumed EGM is a continuation of the original meeting, proxies which could have been exercised at the previous meetings remain in force and do not need to be renewed.

Should shareholders wish to alter their voting directions, proxies should be submitted to the Deed Administrators' office at Level 12, 440 Collins Street, Melbourne by no later than 5th October 2011 at 11:30 a.m. or by fax to 02 8264 2411.

Voting Entitlements

In accordance with Regulations 7.11.37 and 7.11.38 of the Corporations Regulations 2001, the Company has determined that a person's entitlement to vote at the EGM will be the entitlement of that person set out in the register of shareholders on 1 September 2011 as at 7 p.m. Accordingly, transactions registered after that time will be disregarded in determining shareholders entitlement to attend and vote at the EGM.

DATED this 29th day of September 2011


T. Kelly
DIRECTOR

WINTECH GROUP LIMITED

(ACN 003 087 689)

PROXY FORM

Shareholder Details

Name: Address:

Contact Telephone No: Contact Name (if different from above):

Appointment of Proxy

I/We being a shareholder/s of Wintech Group Limited and entitled to attend and vote hereby appoint the following proxy/proxies to attend and act on my/our behalf and to vote in accordance with my/our following directions at the General Meeting of shareholders to be held on 7 October 2011 starting at 11:30 AM (AEST) and at any adjournment thereof.

[]

The Chairman of the meeting (mark with an 'X')

OR

IMPORTANT:

If the Chairman of the meeting is your proxy, or if appointed your proxy by default and you do not wish to direct him/her how to vote on any of these resolutions, you must mark this box with an "X". By marking this box, you acknowledge that the Chairman of the meeting may exercise your proxy on those resolutions (for which you have not given a direction) even if he/she has an interest in the outcome of the resolution and that votes cast by him/her, 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 on any of these resolutions, the Chairman of the meeting will not cast your votes on the resolutions (for which you have not given a direction) on a show of hands or on a poll. The Chairman of the meeting intends to vote undirected proxies in favour of each resolution.

If the person you are appointing as your proxy is someone other than the Chairman of the meeting: Write the name of that person in the box below.

If you hold 2 or more Shares in Wintech Group Limited you may appoint a second proxy: Write the name of your second proxy in the box below.

[] [%*]

[] [%*]

* You must specify the % of your votes that you authorise your proxy to exercise .

If you do not name a proxy or your named proxy fails to attend the meeting, the Chairman of the meeting will be appointed as your proxy to attend and act on your behalf and to vote in accordance with the following directions at the General Meeting of the Company to be held on 7 October 2011 at 11:30 pm (AEST) and at any adjournment of that meeting.

Voting directions to your proxy - Please mark only one of the boxes with an "X" for each resolution to indicate your directions.

Special Business

- Resolution 1A
Resolution 1B
Resolution 2:
Resolution 3:
Resolution 4:
Resolution 5:
Resolution 6:
Resolution 7:
Resolution :

Table with 3 columns: For, Against, Abstain. Each row contains three checkboxes corresponding to the resolutions listed on the left.

If you mark the "Abstain" box with an "x" for a particular resolution, you are directing your proxy not to vote on your behalf on a show of hands or on a poll.

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

Individual or Shareholder 1

Shareholder 2

Shareholder 3

.....

Sole Director and Sole Company Secretary

Director

Director/Company Secretary

WINTECH GROUP LIMITED
(ACN 003 087 689)
PROXY FORM

How to complete this Proxy Form

1. Your Name and Address

Please print your name and address as it appears on your holding statement and the Company's share register. If Shares are jointly held, please ensure the name and address of each joint shareholder is indicated. Shareholders should advise the Company of any changes. Shareholders sponsored by a broker should advise their broker of any changes. **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 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 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 Meeting will be your proxy. A proxy need not be a shareholder of the Company.

3. Votes on Resolutions

You may direct your proxy how to vote by placing a mark in one of the boxes opposite each Resolution. All your shareholding will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any Resolution by inserting the percentage or number of shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on a given Resolution, your proxy may vote as he or she chooses. If you mark more than one box on a Resolution your vote on that Resolution 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 please write the name of that person. To appoint a second proxy you must state (in the appropriate box) the percentage of your voting rights which are the subject of the relevant proxy. If the Proxy Form does not specify a percentage, each proxy may exercise half your votes. Fractions of votes will be disregarded.

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 shareholders should sign.

Power of Attorney: to sign under Power of Attorney, you must have already lodged this document with the Company's share registry. 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.

If a representative of the corporation is to attend the meeting a "Certificate of Appointment of Corporate Representative" should be produced prior to admission.

6. Lodgement of a Proxy

This Proxy Form (and any Power of Attorney under which it is signed) must be received at the address given below not later than 48 hours before the commencement of the meeting i.e. no later than 11:30AM (AEST) on 5 October 2011. Any Proxy Form received after that time will not be valid for the scheduled meeting. This Proxy Form (and any Power of Attorney and/or second Proxy Form) may be sent or delivered to Sydney Capital Partners on Level 6, 2 Bulletin Place Sydney NSW 2000 or sent by facsimile to (+612) 8264 2411.