

## Notice of 2009 Annual General Meeting

Notice is hereby given that the 2009 Annual General Meeting of the Members of Wintech Group Limited ACN 003 087 689 (Subject to Deed of Company Arrangement) will be held at the offices of Sydney Capital Partners Level 6, 2 Bulletin Place, Sydney at 12 noon on 19 September 2011.

### Items of Business

1. Company update
2. Discussion of 2009 Financial Statements and Reports  
To receive and consider the Financial Report, the Directors' Report and the Auditor's Report for the financial year ended 30 June 2009.
3. Remuneration Report  
Resolution 1: Remuneration Report – To consider and, if thought fit, pass the following non-binding resolution: That the Remuneration Report forming part of the Directors' Report for the year ended 30 June 2009 be adopted.
4. Election of Directors
  - a) Resolution 2: Election of Mr Chong as a Director – To consider and if thought fit pass the following resolution : That Mr King Chong who was appointed by the Directors to fill a casual vacancy, retires from the board in accordance with the Constitution and in accordance with the constitution be elected as a Director of the Company to serve until the conclusion of the 2010 Annual General Meeting.
  - b) Resolution 3: Election of Mr Wei Li as a Director – To consider and, if thought fit, pass the following ordinary resolution: That Wei Li who retires by rotation in accordance with clause 20 of the Constitution of the Company, be re-elected as a Director of the Company until 23 February 2010.

*Note: Mr Li resigned effective 23 February 2010 and this resolution is to comply with the Constitution of the Company which requires his rotation and re-appointment be submitted to shareholders for approval.*



Trevor Kelly  
Director & Company Secretary

## Notes

### 1. How to Vote and Voting Entitlements

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

Pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 (Cth), the Company's shares for the purposes of the Meeting, will be those registered holders of Shares 48 hours prior to the meeting.

### 2. Voting in Person or by Corporate Representative

To vote in person, attend the Annual General Meeting on the date and time at the place set out above. If you plan on attending the Meeting please arrive at the venue 30 minutes prior to the time designated for the Meeting so that the Company may check your shareholding against the Company's share register and note your attendance. If a corporate Member wishes to appoint a person to act as its representative at the Meeting that person should be provided with a letter or certificate authorising him or her as the company's representative. The appointment must comply with the requirements of section 250D of the Corporations Act 2001 (Cth) and the representative should bring to the Meeting evidence of their appointment, including any authority under which such appointment is signed.

### 3. Voting by Proxy

A Member entitled to attend and vote at the Meeting is entitled to appoint a proxy. The proxy need not be a Member of the Company. If the Member is entitled to cast 2 or more votes, the Member may appoint not more than 2 proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If the Member appoints two proxies and the appointment does not specify the proportion or number of the Member's votes each proxy may exercise, each proxy may exercise one half of the Member's votes.

A Member may direct their proxy how to vote by placing a mark in one of the boxes opposite each item of business on the proxy form. All the Member's shares will be voted in accordance with that direction. If a Member marks more than one box on an item, their vote on that item will be invalid.

To vote by proxy, please complete and sign the Proxy Form attached to this Notice of Annual General Meeting in accordance with the instructions set out in the Proxy Form so that it is received at least 48 hours before the time appointed for the Meeting. Any revocations of proxies must be received prior to the commencement of the Meeting.

### 5. Your Annual Report

The statutory Annual Report has been mailed to all shareholders.

### 6. Questions

If you have any questions about this notice or the accompanying documents, please contact 02 8264 2400.

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 2009 AGM and 2010 AGM to be held on 19 September 2011 starting at 12 noon and 12:15 respectively (AEST) and at any adjournment thereof.

Empty box for marking 'X' for Chairman of the meeting

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.

Two boxes for naming proxy and percentage (%\*)

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.

Two boxes for naming second proxy and percentage (%\*)

\* 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 2009 AGM and 2010 AGM to be held on 19 September 2011 and at any adjournment of those meetings.

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

Table with columns: For, Against, Abstain. Rows for 2009 AGM and 2010 AGM resolutions.

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 12 noon pm (AEST) on 17 September 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.