



9 January 2012

**SHARE CAPITAL UPDATE & App. 3B**

On 6 January 2012 the Company issued the 110 million shares and the options to invest as approved by shareholders in the EGM of October 2011, for acquisition of the issued capital of Direct Nickel Pty Ltd.

We have recently requested Direct Nickel to put in place a new holding company and to separate its key assets into separate subsidiaries. Whilst this restructure is being completed the WTG shares recently issued will be held by DNI Nominees Pty. Limited but will end up with the Direct Nickel Vendors and WTG will own shares in Direct Nickel Pty Limited but through a new interposed holding entity. All of the shares issued to DNI Nominees Pty. Limited are subject to voting and other restrictions until the restructure is completed to the satisfaction of the current WTG Directors.

Direct Nickel has raised additional capital since October 2011 and as WTG has raised no additional capital, there remain additional shares to be issued by WTG for the acquisition and this mechanism was set out in the Explanatory Memorandum for the EGM. These additional shares will be issued after obtaining any necessary approvals required for their issue. Shareholders are also advised that all options expiring in December 2011 have now lapsed as none were exercised.

An update on progress will be made in late February in conjunction with the release of the December half year results

A handwritten signature in blue ink, appearing to read "Vincent Sweeney".

Vincent Sweeney  
Chairman

# Appendix 3B

## New issue announcement, application for quotation of additional securities and agreement

*Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.*

Introduced 1/7/96. Origin: Appendix 5. Amended 1/7/98, 1/9/99, 1/7/2000, 30/9/2001, 11/3/2002, 1/1/2003, 24/10/2005.

Name of entity

**Wintech Group Limited**

ACN

**003 087 689**

We (the entity) give ASX the following information.

### Part 1 - All issues

*You must complete the relevant sections (attach sheets if there is not enough space).*

- |   |  |   |
|---|--|---|
| 1 | +Class of +securities issued or to be issued   | Ordinary shares   |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued  | 110 million shares and options/rights to invest   |
| 3 | Principal terms of the +securities (eg, if options, exercise price and expiry date; if partly paid +securities, the amount outstanding and due dates for payment; if +convertible securities, the conversion price and dates for conversion) | 110 million shares issued as consideration for acquisition of Direct Nickel Pty Limited and associated entities/business as per Oct 2011 EGM approval and options/rights to invest \$1 million for ordinary shares on terms set out in the explanatory memorandum for the Oct 2011 EGM. |

+ See chapter 19 for defined terms.

<p>4 Do the +securities rank equally in all respects from the date of allotment with an existing +class of quoted +securities?</p> <p>If the additional securities do not rank equally, please state:</p> <ul style="list-style-type: none"> <li>• the date from which they do</li> <li>• the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment</li> <li>• the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment</li> </ul>	<p>Yes</p> <p>but are restricted securities until determined otherwise</p>				
<p>5 Issue price or consideration</p>	<p>nil</p>				
<p>6 Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)</p>	<p>Acquisition of Direct Nickel business/entities approved by shareholders in Oct 2011 EGM</p>				
<p>7 Dates of entering +securities into uncertificated holdings or dispatch of certificates</p>	<p>6 January 2012</p>				
<p>8 Number and +class of all +securities quoted on ASX (including the securities in clause 2 if applicable)</p>	<table border="1"> <thead> <tr> <th data-bbox="695 1469 995 1507">Number</th> <th data-bbox="995 1469 1294 1507">+Class</th> </tr> </thead> <tbody> <tr> <td data-bbox="695 1507 995 1722"> <p><b>164,893</b></p> </td> <td data-bbox="995 1507 1294 1722"> <p><b>Ord</b></p> </td> </tr> </tbody> </table>	Number	+Class	<p><b>164,893</b></p>	<p><b>Ord</b></p>
Number	+Class				
<p><b>164,893</b></p>	<p><b>Ord</b></p>				

+ See chapter 19 for defined terms.

	Number	+Class
9 Number and +class of all +securities not quoted on ASX (including the securities in clause 2 if applicable)	111,207,546	Ordinary shares
	25,157	Options exercisable at \$15.90 each & expiring on 21/05/2012  Options/rights to invest \$1 million in tranches until July 2015, number of shares determined by formula
10 Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)		

## Part 2 - Bonus issue or pro rata issue

- |  |  |
|--|--|
| 11 Is security holder approval required?   |  |
| 12 Is the issue renounceable or non-renounceable?  |  |
| 13 Ratio in which the +securities will be offered  |  |
| 14 +Class of +securities to which the offer relates  |  |
| 15 +Record date to determine entitlements  |  |
| 16 Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?    |  |
| 17 Policy for deciding entitlements in relation to fractions   |  |
| 18 Names of countries in which the entity has +security holders who will not be sent new issue documents |  |
| 19 Closing date for receipt of acceptances or renunciations  |  |

---

+ See chapter 19 for defined terms.

- 20 Names of any underwriters
- 21 Amount of any underwriting fee or commission
- 22 Names of any brokers to the issue
- 23 Fee or commission payable to the broker to the issue
- 24 Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of +security holders
- 25 If the issue is contingent on +security holders' approval, the date of the meeting
- 26 Date entitlement and acceptance form and prospectus or Product Disclosure Statement will be sent to persons entitled
- 27 If the entity has issued options, and the terms entitle option holders to participate on exercise, the date on which notices will be sent to option holders
- 28 Date rights trading will begin (if applicable)
- 29 Date rights trading will end (if applicable)
- 30 How do +security holders sell their entitlements *in full* through a broker?
- 31 How do +security holders sell *part* of their entitlements through a broker and accept for the balance?

---

+ See chapter 19 for defined terms.

32 How do +security holders dispose of their entitlements (except by sale through a broker)?

33 +Despatch date

### Part 3 - Quotation of securities

*You need only complete this section if you are applying for quotation of securities*

34 Type of securities  
(tick one)

(a)  Securities described in Part 1

(b)  All other securities

Example: restricted securities at the end of the escrowed period, partly paid securities that become fully paid, employee incentive share securities when restriction ends, securities issued on expiry or conversion of convertible securities

### Entities that have ticked box 34(a)

#### Additional securities forming a new class of securities

*Tick to indicate you are providing the information or documents*

35  If the +securities are +equity securities, the names of the 20 largest holders of the additional +securities, and the number and percentage of additional +securities held by those holders

36  If the +securities are +equity securities, a distribution schedule of the additional +securities setting out the number of holders in the categories  
1 - 1,000  
1,001 - 5,000  
5,001 - 10,000  
10,001 - 100,000  
100,001 and over

37  A copy of any trust deed for the additional +securities

---

+ See chapter 19 for defined terms.

## Entities that have ticked box 34(b)

38 Number of securities for which  
+quotation is sought

--

39 Class of +securities for which  
quotation is sought

--

40 Do the +securities rank equally in  
all respects from the date of  
allotment with an existing +class  
of quoted +securities?

If the additional securities do not  
rank equally, please state:

- the date from which they do
- the extent to which they  
participate for the next  
dividend, (in the case of a trust,  
distribution) or interest  
payment
- the extent to which they do not  
rank equally, other than in  
relation to the next dividend,  
distribution or interest  
payment

--

41 Reason for request for quotation  
now

Example: In the case of restricted securities, end  
of restriction period

(if issued upon conversion of  
another security, clearly identify  
that other security)

--

42 Number and +class of all  
+securities quoted on ASX  
(including the securities in clause  
38)

Number	+Class

**Quotation agreement**

- 1 +Quotation of our additional +securities is in ASX's absolute discretion. ASX may quote the +securities on any conditions it decides.
- 2 We warrant the following to ASX.
  - The issue of the +securities to be quoted complies with the law and is not for an illegal purpose.
  - There is no reason why those +securities should not be granted +quotation.
  - An offer of the +securities for sale within 12 months after their issue will not require disclosure under section 707(3) or section 1012C(6) of the Corporations Act.  
Note: An entity may need to obtain appropriate warranties from subscribers for the securities in order to be able to give this warranty
  - Section 724 or section 1016E of the Corporations Act does not apply to any applications received by us in relation to any +securities to be quoted and that no-one has any right to return any +securities to be quoted under sections 737, 738 or 1016F of the Corporations Act at the time that we request that the +securities be quoted.
  - If we are a trust, we warrant that no person has the right to return the +securities to be quoted under section 1019B of the Corporations Act at the time that we request that the +securities be quoted.
- 3 We will indemnify ASX to the fullest extent permitted by law in respect of any claim, action or expense arising from or connected with any breach of the warranties in this agreement.
- 4 We give ASX the information and documents required by this form. If any information or document not available now, will give it to ASX before +quotation of the +securities begins. We acknowledge that ASX is relying on the information and documents. We warrant that they are (will be) true and complete.



7 January 2012  
V Sweeney  
Company secretary

====

---

+ See chapter 19 for defined terms.