



Annual General Meeting

Attached is the Notice for the 2012 AGM which includes a resolution for approval of the 2012 financial statements. Additionally as the last AGM which was held in September 2011 approved the 2010 financial statements, an additional AGM is required to approve the 2011 financial statements and a Notice dealing with this approval and related matters is also attached.

The Board has decided that the forthcoming AGM will be held in Perth so as to enable shareholders to visit and inspect the demonstration plant for the Direct Nickel process. In addition most of the significant shareholders have indicated they will be in attendance at Perth on the proposed date of the AGM.

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

Vincent Sweeney
Chairman



Notice of Annual General Meeting

Notice is hereby given that the 2012 Annual General Meeting of the Members of Wintech Group Limited ACN 003 087 689 will be held at Australian Minerals Research Centre, 7 Conlon Street, Waterford, Perth at 08:45am on 15 November 2012. All Shareholders are invited to a tour of the demonstration plant for the Direct Nickel process, after the meeting.

Items of Business

1. Company update
2. Discussion of 2012 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 2012.
3. Remuneration Report
Resolution 1: Remuneration Report – To consider and, if thought fit, pass the following non-binding resolution: the Remuneration Report forming part of the Directors' Report for the year ended 30 June 2012 be adopted.
Voting exclusion statement: Votes may not be cast on this resolution by or on behalf of anyone whose remuneration is included in the report.
4. Election of Directors
Resolution 2: Election of Mr Sweeney as a Director – To consider and if thought fit pass the following resolution: That Mr Vincent Sweeney be elected as a Director of the Company. *Note: Under the constitution one third of Directors retire by rotation and Mr Sweeney therefore retires and being eligible offers himself for re-election.*
Resolution 3: Election of Mr Debney as a Director – To consider and if thought fit pass the following resolution: That Mr Russell Debney be elected as a Director of the Company.
Resolution 4: Election of Mr Drinkard as a Director – To consider and, if thought fit, pass the following resolution: That Mr William Drinkard be elected as a Director of the Company.
Resolution 5: Election of Mr Gower as a Director – To consider and, if thought fit, pass the following resolution: That Mr Christopher Gower be elected as a Director of the Company.
5. Remuneration Pool
Resolution 6: Remuneration Pool – To consider and, if thought fit, pass the following ordinary resolution as required under Listing Rule 10.17:
That shareholders approve an increase in the total aggregate remuneration pool available for Board fees paid to non-executive directors of both the company and its subsidiaries, from \$80,000 to \$600,000, being an increase of \$520,000 to a maximum of \$600,000 as a whole.
Voting exclusion statement – the Company will disregard any votes cast on this resolution: by a director of the Company; and associates of those persons. However, the Company need not disregard a vote if: it is cast by a person as 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.
6. Change of Name
Resolution 7: To consider and, if thought fit, pass the following special resolution: That the name of the Company be changed to Direct Nickel Limited.

A handwritten signature in blue ink, appearing to read "V Sweeney", is written over a horizontal line.

V Sweeney - Chairman

Vincent Sweeney

Vincent is the managing partner at Sydney Capital Partners, an investment banking advisory firm. For much of his work he specialises in debt and equity strategies for small-cap ASX companies or project managing companies entry into the ASX. He has been working as an adviser to Direct Nickel since January 2011.

Vincent spent many years as a senior partner at major accounting firm Deloitte, where he served on the national management team and was their managing partner for multiple divisions, including the dominant Audit & Assurance division and later, the Corporate Finance division. He holds a Bachelor of Commerce, an MBA and is a member of the Australian Institute of Company Directors and other professional organisations.

Russell Debney

Russell has worked in the mining and mining industry since 1975 and is a qualified commercial and corporate lawyer who became a director of Global Engineering (Global), a consulting engineering and project management company specializing in the offshore oil and gas industry. Global grew to be a company of 1600 people in 20 locations worldwide. Russell was Senior VP Global responsible for all financial, commercial and contracting matters.

Following his return from London in 1988, Russell joined one of Sydney's leading law firms, Sly and Weigall, and was CEO until 1993 when the firm became Deacons. In 1997, Russell joined Julian Malnic in founding Nautilus Minerals. As Chairman of Nautilus until its listing in Toronto in mid-2006, Russell has been actively involved in all aspects of the financing and development of Nautilus Minerals Inc and remains a director. Russell has been CEO of Direct Nickel since 2006 and is one of its substantial shareholders.

William Drinkard

Bill Drinkard is a chemical engineer who founded his first corporation, Mineral Research and Development Corp., while attending college. He is President and CEO of Drinkard Research and Development Corporation and of Drinkard Metalox Inc. and is resident in Charlotte North Carolina, USA. Most importantly Bill; developed the core technology which is the foundation of the Direct Nickel process and is one of the substantial shareholders of Direct Nickel.

Bill has a degree in Chemical Engineering from North Carolina State University. He is a member of the Iron and Steel Society, the American Chemical Society, the Forest Products Research Society, the American Wood Preservers' Association, and the Canadian Institute of Mining, Metallurgy & Petroleum.

Christopher Gower

Christopher's career began in 1984 in the marketing department of Butterworths Pty Ltd with his last position being Marketing Manager of Lexis/Nexis, an on-line information system, in Australasia and Asia. From 1992 to 1998 Christopher was in-house counsel in Waste Management International PLC, followed by a legal position at Arjo Wiggins Appleton Plc, one of Britain's largest paper manufacturers. He became General Counsel in 2001 and ultimately assumed responsibility for managing the company's exposure to one of the world's largest environmental clean-ups in the United States.

In 2009 Christopher became CEO of Arjo Wiggins Appleton Ltd (which changed its name to Windward Prospects Ltd in 2011) and since then, he has continued to be involved in legal and environmental issues in the US as well as overseeing the management of the company's assets in the UK. Christopher has a Diploma in Law (B.A.B) and Graduate Diploma in Legal Practice from the University of Technology (Sydney).

Notes

1. **How to Vote and Voting Entitlements** - You may vote by attending the Meeting in person, by proxy or authorised representative. Eligible voters will be those registered holders of Shares at 7pm on 13 November 2012.
 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 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.
 4. **Your Annual Report** - The statutory Annual Report will be mailed to all shareholders who have requested to receive annual reports. A copy of the Annual Report is already available to download from the ASX website.
 5. **Questions** - If you have any questions about this notice please contact 02 8264 2400.
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PROXY FORM – WINTECH GROUP LIMITED – ACN 003 087 689

I/We.....
 (PLEASE PRINT NAME AND ADDRESS – EXACTLY AS SHOWN ON YOUR HOLDER STATEMENT)

Of.....(address)
 being a member/members of Wintech Group Limited

A Appoint(PLEASE PRINT NAME)

or failing the person so named (or if no person is named) the **Chairman of the Meeting** as proxy to vote in accordance with the following directions (or if no directions have been given as the proxy or the Chairman sees fit) at the **2012 Annual General Meeting** to be held on 15 November and at any adjournment thereof.

B Exercise of Proxy by Chairman

For undirected proxies, the Chairman intends to vote in favour of each resolution. If the Chair of the 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 6, please place a mark in the 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 resolution/s 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 resolution and your votes will not be counted in calculating the required majority if a poll is called on the resolution.

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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.

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If you hold two or more Shares you may appoint a second proxy and specify the % of your shares they represent:
 Write the name of your second proxy below & their %.

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C Business

	For	Against	Abstain
Resolution 1	<input type="text"/>	<input type="text"/>	<input type="text"/>
Resolution 2	<input type="text"/>	<input type="text"/>	<input type="text"/>
Resolution 3	<input type="text"/>	<input type="text"/>	<input type="text"/>
Resolution 4	<input type="text"/>	<input type="text"/>	<input type="text"/>
Resolution 5	<input type="text"/>	<input type="text"/>	<input type="text"/>
Resolution 6	<input type="text"/>	<input type="text"/>	<input type="text"/>
Resolution 7	<input type="text"/>	<input type="text"/>	<input type="text"/>

D Email

E Insert your daytime telephone number

F Signature (corporate shareholders see below)

G Name

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Signatures if Corporate Shareholder	
Executed in accordance with section 127 of the Corporations Act	
Director/Sole Director sign and print name	_____
Director/Secretary sign and print name	_____

Kindly return to: Wintech Group Limited, Or Fax to: 02 8264 2411
 GPO Box 1658 Sydney NSW 2001

Note: For your proxy to be entitled to vote your Shares at the Meeting, the completed Proxy Form must be received by 7pm on 13 November 2012.



Notice of Annual General Meeting

Notice is hereby given that the 2011 Annual General Meeting of the Members of Wintech Group Limited on ACN 003 087 689 will be held at the offices of Australian Minerals Research Centre, 7 Conlon Street, Waterford, Perth at 08:30am 15 November 2012.

Items of Business

1. Discussion of 2011 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 2011.

2. 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 2011 be adopted.

Voting exclusion statement: Votes may not be cast on this resolution by or on behalf of anyone whose remuneration is included in the report.

3. Election of Directors

The re-appointment of the following Directors, who were appointed under casual vacancy rules in October 2011.

Resolution 2: Election of Mr Liebeskind as a Director – To consider and if thought fit pass the following resolution: That Mr Steven Liebeskind be elected as a Director of the Company until the 2012 AGM.

Resolution 3: Election of Mr Taylor as a Director – To consider and, if thought fit, pass the following ordinary resolution: That Mr Rick Taylor be elected as a Director of the Company until the 2012 AGM.

Note: Under the constitution Mr Sweeney as acting Managing Director does not need to be re-elected.

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

V Sweeney – Chairman

Notes

- How to Vote and Voting Entitlements.** You may vote by attending the Meeting in person, by proxy or authorised representative. Eligible voters will be those registered holders of Shares at 7pm on -13 November 2012.
 - 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 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.
 - 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.
 - Other information.** The statutory Annual Report will be mailed to all shareholders who have requested to receive annual reports. A copy of the Annual Report is already available to download from the ASX Website along with a copy of the Director's profiles.
 - Questions.** If you have any questions about this notice or the accompanying documents, please contact 02 8264 2400.
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I/We.....
 (PLEASE PRINT NAME AND ADDRESS – EXACTLY AS SHOWN ON YOUR HOLDER STATEMENT)

Of.....(address)
 being a member/members of Wintech Group Limited

A Appoint(PLEASE PRINT NAME)

or failing the person so named (or if no person is named) the **Chairman of the Meeting** as proxy to vote in accordance with the following directions (or if no directions have been given as the proxy or the Chairman sees fit) at the **2011 Annual General Meeting** to be held on 15 November and at any adjournment thereof.

B Exercise of Proxy by Chairman

For undirected proxies, the Chairman intends to vote in favour of each resolution. If the Chair of the 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, please place a mark in the 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 resolution/s 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 and your votes will not be counted in calculating the required majority if a poll is called on the resolution.

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 Write the name of that person in the box below.

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If you hold two or more Shares you may appoint a second proxy and specify the % of your shares they represent:
 Write the name of your second proxy below & their %.

	%
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C Business

	For	Against	Abstain
Resolution 1			
Resolution 2			
Resolution 3			

D Email

E Insert your daytime telephone number

F Signature (*corporate shareholders see below*)

G Name

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Signatures if Corporate Shareholder	
Executed in accordance with section 127 of the Corporations Act	
Director/Sole Director sign and print name	_____
Director/Secretary sign and print name	_____

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