

WINTECH GROUP LTD

TERMS AND CONDITIONS OF THE (WTGAO) UNLISTED OPTIONS EXPIRING 30
JUNE 2009:

- (a) Each Option entitles the holder to subscribe for one ordinary fully paid Share.
- (b) The Options expire at 4.00pm (Eastern Standard Time) on 30 June 2009.
- (c) The Share allotted on exercise of an Option shall be issued at the exercise price of \$0.67.
- (d) The issue price of a Share the subject of an Option shall be payable in full on exercise of the Option by the Eligible Person (or, if applicable, his or her nominee).
- (e) The Options shall be capable of assignment.
- (f) The instrument of assignment shall be duly stamped and shall be lodged at the registered office of the Company together with such other information as the Company may reasonably require with respect to the assignment, and the Company shall enter the name of the assignee in a register of Options as the holder of the relevant Options.
- (g) The Company shall not be bound to recognise the assignment until a copy of the duly executed instrument of assignment is lodged with the Company.
- (h) The Company will apply for official quotation on ASX of the Options, subject to obtaining sufficient spread pursuant to ASX listing rules.
- (i) Options shall be exercisable by the delivery to the registered office of the Company of a notice in writing stating the intention of the Option holder to exercise all or a specified number of Options, accompanied by the relevant Option Certificate (if any) and a cheque made payable to the Company for the subscription price for the Shares.
- (j) An exercise of only some Options shall not affect the rights of the Option holder under the balance of the Options held by him or her as appropriate
- (k) The Company shall allot the resultant Share and deliver notification of share holdings within five business days of the exercise of an Option.
- (l) Shares allotted pursuant to an exercise of Options shall rank from the date of allotment, equally with existing Shares of the Company in all respects.
- (m) The Company shall in accordance with the Listing Rules make application to have Shares allotted pursuant to an exercise of Options listed for official quotation by the ASX.
- (n) The Option holder will be permitted to participate in any new pro-rata issue of securities of the Company subject to the prior exercise of the Options, in which case the Option holder will be notified by the Company of the proposed pro-rata issue at least 9 business days before the books closing date (to determine entitlements to the issue) and afforded that period to exercise the Options.
- (o) In the event of any reorganisation (including consolidation, subdivision, reduction or return of capital) of the issued capital of the Company, the rights of an option holder will be changed to the extent necessary to comply with the listing rules of the ASX applying to a reorganisation of capital at the time of the reorganisation.
- (p) The Options will not give any right to participate in dividends until Shares are allotted pursuant to the exercise of the relevant Options.

WINTECH GROUP LIMITED

ACN 003 087 689

TERMS AND CONDITIONS OF THE OPTIONS EXPIRING 31st December 2011

- (a) Each Option entitles the holder to subscribe for one ordinary fully paid Share.
- (b) The Options expire at 4.00pm (Melbourne, Victoria Time) on 31 December 2011.
- (c) The Share allotted on exercise of an Option shall be issued at the exercise price of 25 cents (\$0.25) per share.
- (d) The issue price of a Share the subject of an Option shall be payable in full on exercise of the Option by the Eligible Person (or, if applicable, his or her nominee).
- (e) The Options shall be capable of assignment.
- (f) The instrument of assignment shall be duly stamped and shall be lodged at the registered office of the Company together with such other information as the Company may reasonably require with respect to the assignment, and the Company shall enter the name of the assignee in a register of Options as the holder of the relevant Options.
- (g) The Company shall not be bound to recognise the assignment until a copy of the duly executed instrument of assignment is lodged with the Company.
- (h) The Company will not apply for official quotation on ASX of the Options, subject to obtaining sufficient spread pursuant to ASX listing rules.
- (i) Options shall be exercisable by the delivery to the registered office of the Company of a notice in writing stating the intention of the Option holder to exercise all or a specified number of Options, accompanied by the relevant Option Certificate (if any) and a cheque made payable to the Company for the subscription price for the Shares.
- (j) An exercise of only some Options shall not affect the rights of the Option holder under the balance of the Options held by him or her as appropriate.
- (k) The Company shall allot the resultant Share and deliver notification of share holdings within five business days of the exercise of an Option.
- (l) Shares allotted pursuant to an exercise of Options shall rank from the date of allotment, equally with existing Shares of the Company in all respects.
- (m) The Company shall in accordance with the Listing Rules make application to have Shares allotted pursuant to an exercise of Options listed for official quotation by the ASX.
- (n) The Option holder will be permitted to participate in any new pro-rata issue of securities of the Company subject to the prior exercise of the Options, in which case the Option holder will be notified by the Company of the proposed pro-rata issue at least 9 business days before the books closing date (to determine entitlements to the issue) and afforded that period to exercise the Options.
- (o) In the event of any reorganisation (including consolidation, subdivision, reduction or return of capital) of the issued capital of the Company, the rights of an option holder will be changed to the extent necessary to comply with the listing rules of the ASX applying to a reorganisation of capital at the time of the reorganisation.
- (p) The Options will not give any right to participate in dividends until Shares are allotted pursuant to the exercise of the relevant Options.

WINTECH GROUP LTD

TERMS AND CONDITIONS OF THE (WTGAK) UNLISTED OPTIONS EXPIRING 31
NOVEMBER 2009:

- (a) Each Option entitles the holder to subscribe for one ordinary fully paid Share.
- (b) The Options expire at 4.00pm (Eastern Standard Time) on 31 November 2009.
- (c) The Share allotted on exercise of an Option shall be issued at the exercise price of \$0.20.
- (d) The issue price of a Share the subject of an Option shall be payable in full on exercise of the Option by the Eligible Person (or, if applicable, his or her nominee).
- (e) The Options shall be capable of assignment.
- (f) The instrument of assignment shall be duly stamped and shall be lodged at the registered office of the Company together with such other information as the Company may reasonably require with respect to the assignment, and the Company shall enter the name of the assignee in a register of Options as the holder of the relevant Options.
- (g) The Company shall not be bound to recognise the assignment until a copy of the duly executed instrument of assignment is lodged with the Company.
- (h) The Company will apply for official quotation on ASX of the Options, subject to obtaining sufficient spread pursuant to ASX listing rules.
- (i) Options shall be exercisable by the delivery to the registered office of the Company of a notice in writing stating the intention of the Option holder to exercise all or a specified number of Options, accompanied by the relevant Option Certificate (if any) and a cheque made payable to the Company for the subscription price for the Shares.
- (j) An exercise of only some Options shall not affect the rights of the Option holder under the balance of the Options held by him or her as appropriate
- (k) The Company shall allot the resultant Share and deliver notification of share holdings within five business days of the exercise of an Option.
- (l) Shares allotted pursuant to an exercise of Options shall rank from the date of allotment, equally with existing Shares of the Company in all respects.
- (m) The Company shall in accordance with the Listing Rules make application to have Shares allotted pursuant to an exercise of Options listed for official quotation by the ASX.
- (n) The Option holder will be permitted to participate in any new pro-rata issue of securities of the Company subject to the prior exercise of the Options, in which case the Option holder will be notified by the Company of the proposed pro-rata issue at least 9 business days before the books closing date (to determine entitlements to the issue) and afforded that period to exercise the Options.
- (o) In the event of any reorganisation (including consolidation, subdivision, reduction or return of capital) of the issued capital of the Company, the rights of an option holder will be changed to the extent necessary to comply with the listing rules of the ASX applying to a reorganisation of capital at the time of the reorganisation.
- (p) The Options will not give any right to participate in dividends until Shares are allotted pursuant to the exercise of the relevant Options.

WINTECH GROUP LTD

TERMS AND CONDITIONS OF THE (WTGAM) UNLISTED OPTIONS EXPIRING 31
NOVEMBER 2009:

- (a) Each Option entitles the holder to subscribe for one ordinary fully paid Share.
- (b) The Options expire at 4.00pm (Eastern Standard Time) on 31 November 2009.
- (c) The Share allotted on exercise of an Option shall be issued at the exercise price of \$0.27.
- (d) The issue price of a Share the subject of an Option shall be payable in full on exercise of the Option by the Eligible Person (or, if applicable, his or her nominee).
- (e) The Options shall be capable of assignment.
- (f) The instrument of assignment shall be duly stamped and shall be lodged at the registered office of the Company together with such other information as the Company may reasonably require with respect to the assignment, and the Company shall enter the name of the assignee in a register of Options as the holder of the relevant Options.
- (g) The Company shall not be bound to recognise the assignment until a copy of the duly executed instrument of assignment is lodged with the Company.
- (h) The Company will apply for official quotation on ASX of the Options, subject to obtaining sufficient spread pursuant to ASX listing rules.
- (i) Options shall be exercisable by the delivery to the registered office of the Company of a notice in writing stating the intention of the Option holder to exercise all or a specified number of Options, accompanied by the relevant Option Certificate (if any) and a cheque made payable to the Company for the subscription price for the Shares.
- (j) An exercise of only some Options shall not affect the rights of the Option holder under the balance of the Options held by him or her as appropriate
- (k) The Company shall allot the resultant Share and deliver notification of share holdings within five business days of the exercise of an Option.
- (l) Shares allotted pursuant to an exercise of Options shall rank from the date of allotment, equally with existing Shares of the Company in all respects.
- (m) The Company shall in accordance with the Listing Rules make application to have Shares allotted pursuant to an exercise of Options listed for official quotation by the ASX.
- (n) The Option holder will be permitted to participate in any new pro-rata issue of securities of the Company subject to the prior exercise of the Options, in which case the Option holder will be notified by the Company of the proposed pro-rata issue at least 9 business days before the books closing date (to determine entitlements to the issue) and afforded that period to exercise the Options.
- (o) In the event of any reorganisation (including consolidation, subdivision, reduction or return of capital) of the issued capital of the Company, the rights of an option holder will be changed to the extent necessary to comply with the listing rules of the ASX applying to a reorganisation of capital at the time of the reorganisation.
- (p) The Options will not give any right to participate in dividends until Shares are allotted pursuant to the exercise of the relevant Options.