



19 January 2009

PRO RATA RIGHTS ISSUE AND PLACEMENT OFFER

WinTech Group Limited [ACN 003 087 689] (ASX Code: WTG) ("the Company") announces that it lodged a Replacement Prospectus with ASIC on 19 January 2009 which replaces the prospectus lodged on 8 July 2008.

The Replacement Prospectus provides for two offers to shareholders ("the Shareholder Offers") and an offer to specific recipients. All shares are offered at 20 cents each.

1 for 3 Rights Issue

The first Shareholder Offer is a non-renounceable rights issue ("the Rights Issue") of one new share for every three shares held at the Record Date, being a total of 7,750,000 shares to raise \$1,550,000 before costs of the issue assuming no options are exercised before the Record Date.

The indicative timetable for the Rights Issue is as follows:

Replacement Prospectus lodged with ASIC and ASX	19 January 2009
Record Date to identify shareholders entitled to participate	29 January 2009
Dispatch Date of Replacement Prospectus	30 January 2009
Closing Date	13 February 2009
Notification to ASX of undersubscriptions	18 February 2009*
Dispatch Date of Holding Statements	27 February 2009*

* Note: Reinstatement and admission of the Company's securities to the Official List are subject to the Company's compliance with Chapters 1 and 2 of the Listing Notes of ASX. The above dates are anticipated only and announcements will be made regarding any changes and the timing of dispatch of holding statements and reinstatement (if achieved). The Company reserves the right to extend the Closing Date without further notice. Shareholders should refer to announcements to ASX by the Company on the ASX website and the Company's website for updated information about the Closing Date and timetable.

Placement Offer

The second Shareholder Offer is a non-renounceable placement offer ("the Placement Offer") to the Company's shareholders registered at the Record Date of 4,750,000 shares to raise \$950,000 before costs of the issue. Shareholders may purchase a limited parcel of shares with a value (at the 20 cent issue price) of either \$2,000 (10,000 new shares) or \$5,000 (25,000 new shares).

The Placement Offer is being undertaken at the same time as the Rights Issue. The shares offered under the Placement Offer are the same in all respects as those offered to shareholders under the Rights Issue.

The closing date of the Placement Offer is the same as for the Rights Issue, 13 February 2009.

Specific Offers

The Replacement Prospectus also provides for an offer to specified recipients of 15,399,878 shares (also at a deemed issue price of 20 cents per share). These shares are the shares which were approved for issue to specified recipients at the Company's Annual General Meeting of 28 November 2008. No cash will be received by the Company for the issue of these shares. Details of the Specific Offers, the specified recipients, and the consideration for the issue of the shares are set out in the Replacement Prospectus.

The Offers Generally

The shares offered are fully paid ordinary shares with an issue price of 20 cents, and will rank equally with existing shares in the capital of the Company.

If either or both of the Rights Issue or the Placement Offer are oversubscribed, the Company may accept oversubscriptions for up to 2,500,000 shares (\$500,000 before costs of the issue).

The offers are not underwritten.

The Company's securities are presently suspended from trading on ASX. The Company will apply to ASX for reinstatement of its securities to quotation. Reinstatement and admission of the Company securities to the official list of ASX is conditional upon compliance with Chapters 1 and 2 of ASX Listing Rules. Reinstatement is at the discretion of ASX. If the Company is unable to meet the requirements for reinstatement the shares will not be issued and all application monies will be refunded without interest.

Offers of the Company's shares are made in the Replacement Prospectus dated 19 January 2009 which has been lodged with the Australian Securities and Investments Commission. Anyone wishing to acquire the Company's shares who is eligible to participate in the Rights Issue, Placement Offer or Specific Offers will need to complete an entitlement and acceptance (or application) form that will accompany the Replacement Prospectus. A copy of the Replacement Prospectus can be viewed on the website of ASX, or can be requested from the Company. Before deciding to acquire shares, you should read and consider the Replacement Prospectus in its entirety and, if any doubt, consult with your professional advisor.

A copy of the Replacement Prospectus will be sent to each eligible Shareholder and to the recipients of the Specific Offers.

Yours faithfully
WINTECH GROUP LIMITED



PHILLIP HAINS
Company Secretary