

## Notice of 2021 Annual General Meeting

**NOTICE** is hereby given that the 2021 Annual General Meeting of Retech Technology Co., Ltd, ARBN 615 153 332, Hong Kong Company Number 2374379 (**Company**) will be held at 12:00 noon (Sydney, Australia time) / 10:00 am (Hong Kong time) on Monday, 28 June 2021, at Grand Kingtown Hotel (Wuxi) located in Building A1, No.777, Jianzhu Rd, Binhu District, Wuxi City, Jiangsu Province, China.

In the interests of public health and safety of our Shareholders, the Annual General Meeting will be broadcasted live online for our Shareholders in addition to the traditional physical meeting, which will allow Shareholders and CDI holders to listen and observe the Annual General Meeting (but not vote online).

Shareholders and CDI holders have the option of attending or joining our AGM online. Shareholders and CDI holders who wish to attend the Annual General Meeting can do so via the "Ai Learning" App.

Virtual meeting:

- Please download the "Ai Learning" App developed by the Company in advance to enter the live meeting.
- Please follow the instructions detailed in the Explanatory Statement on downloading and virtual meeting participation.

All resolutions will be decided on a poll based on proxy votes by returning the completed CDI Voting Instruction Form at the address shown on the CDI Voting Instruction Form not less than 72 hours before the time fixed for the Annual General Meeting or an adjournment thereof, being no later than 12:00 noon (Sydney, Australia Time) / 10:00 am (Hong Kong time) on Friday, 25 June 2021.

### AS ORDINARY BUSINESS

#### 1. 2020 Financial Statements

To receive and consider the financial statements, the reports of the Directors and Auditors and other reports and documents required to be annexed to the financial statements for the financial year ended 31 December 2020 and as lodged with Australian Securities Exchange (**ASX**).

#### 2. Resolution 1 : Non-executive Director remuneration

To approve the following resolution as an **ordinary resolution**:

*"Subject to not increasing the total aggregate amount of Director fees payable to all non-executive Directors (previously approved at the 2019 Annual General Meeting as an aggregate of RMB1,450,000 for the purposes of ASX Listing Rule 10.17), that the Board, with the advice from the nomination and remuneration committee, be authorised to fix the remuneration of the Directors for the year ending 31 December 31 2021."*

#### 3. Resolution 2 : Re-election of Director – Mr. Kang Li

To approve the following resolution as an **ordinary resolution**:

*"That Mr Kang Li (Executive Director) retires as a Director in accordance with Articles 22(b) and 23 of the Company's Articles of Association and the ASX Listing Rules, and, being eligible, is re-elected as a Director of the Company."*

**4. Resolution 3 : Re-election of Director – Mr. Siyuan Lang**

To approve the following resolution as an **ordinary resolution**:

*"That Mr Siyuan Lang (Non-Executive Director) retires as a Director in accordance with Articles 21(d) and 23 of the Company's Articles of Association and the ASX Listing Rules, and, being eligible, is re-elected as a Director of the Company."*

**5. Resolution 4 : Re-appointment of Auditors**

To approve the following resolution as an **ordinary resolution**:

*"That Grant Thornton Hong Kong Limited, being auditors of the Company are re-appointed auditors and that the Directors be authorised to fix their remuneration."*

**AS SPECIAL BUSINESS**

**(to consider and, if thought fit, pass with or without amendments)**

**6. Resolution 5 : General Mandate to Issue and Allot New Shares**

To approve the following resolution as an **ordinary resolution**:

*"That, subject to any restriction in the ASX Listing Rules in relation to issuing new capital (including ASX Listing Rules 7.1, 10.11 and 10.14), the Corporations Act 2001 (Cth), and pursuant to Section 141 of the Companies Ordinance, Hong Kong, Cap 622, a general mandate be given to Directors to exercise any power of the Company to allot or issue, grant options over, offer or otherwise deal with or dispose of shares in the Company on and subject to such terms as the Directors may determine including to allot or issue further shares and to make or grant offers, agreements and options (including bonds, warrants and debentures convertible into shares of the Company) which would or might require shares to be allotted to persons other than existing members of the Company, or to members of the Company otherwise than in proportion to their existing shareholdings in the Company provided that the authority shall, unless earlier revoked or varied by members of the Company in a general meeting expire on the earlier of (a) the conclusion of the next annual general meeting of the Company or (b) the expiration of the period within which the next annual general meeting of the Company is required in accordance with the Articles of Association of the Company, or any applicable law, to be held."*

## NOTES

### (i) Voting entitlements

The directors have determined that the shareholding of each shareholder for the purposes of ascertaining the voting entitlements for the Annual General Meeting and CDI holding of CDI holders will be taken to be held by the persons who are registered as members and CDI holders at 7:00 pm (Sydney Time) / 5:00 pm (Hong Kong Time) on Friday, 25 June 2021. Accordingly transfers registered after that time will be disregarded in determining members entitled to attend and vote at the Annual General Meeting.

### (ii) Proxy voting by holder of ordinary shares

Shareholders who are unable to attend the Annual General Meeting are requested to complete, sign, date and return the proxy. A proxy will not be valid unless it is deposited by mail or by fax at the office of the Company of Room 2901, 29/F., Shui On Centre, 6-8 Harbour Road, Wan Chai, Hong Kong (by fax at (852) 2944 8757) by no later than 10:00 am (Hong Kong time) / 12:00 noon (Sydney time) on Saturday, 26 June 2021. Any Proxy Form received after that time will be invalid.

### (iii) Direct voting by holder of CDIs

Holders of CDIs are invited to attend the Annual General Meeting. CDI holders may complete, sign and return the enclosed CDI Voting Instruction Form to Computershare Investor Services Pty Limited, at GPO Box 242, Melbourne, Victoria, 3001 Australia (free fax number within Australia: 1800 783 447 or outside Australia: +61 3 9473 2555) in order to direct CHES Depositary Nominees Pty Ltd. ("CDN") to vote the relevant underlying Ordinary Shares on his or her behalf or may instruct CDN to appoint such CDI holder or his or her nominee as proxy to vote the Ordinary Shares underlying the CDIs in person at the Annual General Meeting. In either case, the CDI Voting Instruction Form needs to be received at the address shown on the Form before the time fixed for the Annual General Meeting or an adjournment thereof, being no later than 12:00 noon (Sydney time) / 10:00 am (Hong Kong time) on Friday, 25 June 2021. Any CDI Voting Instruction Form received after that time will be invalid.

Online: The CDI voting instruction can be lodged online by visiting [www.investorvote.com.au](http://www.investorvote.com.au) .

Dated: 3 June 2021

By order of the Board

Ai Shungang  
Chairman

## Explanatory Statement

This explanatory statement accompanies the 2021 Annual General Meeting of Retech Technology Co., Ltd ARBN 615 153 332 (“**the Company**”) to be held at 12:00 noon (Sydney time) / 10:00 am (Hong Kong time) on Monday, 28 June 2021 at Grand Kingtown Hotel (Wuxi) located in Building A1, No.777, Jianzhu Rd Binhu District, Wuxi City, Jiangsu Province, China..

In the interests of public health and safety of our Shareholders, the Annual General Meeting will be broadcasted live online for our Shareholders in addition to the traditional physical meeting, which will allow Shareholders and CDI holders to listen and observe the Annual General Meeting (but not vote online).

In order to attend the 2021 Annual General Meeting online, please use the Company's self-developed live broadcast system "Ai Learning" to participate in the virtual meeting. The instructions are as follows:

1. Mobile Application downloading.

iOS (Apple iPad/ iPhone) users: please search "Ai Learning Retech" in the “AppStore” of Apple phones and download the according App; or, directly visit the link to download by any mobile browser: <https://getapp.popsage.cn/apps/release/ailearning/index.html>.

Android users: please search "Ai Learning" in the Huawei application store, and download the according App; or, directly visit the link to download by any mobile browser: <https://getapp.popsage.cn/apps/release/ailearning/ailearning.apk>

2. User registration.

Log in to the App, register with your mobile phone number or email, and become a user after completing user verification via SMS or email.

3. Meeting reservation.

After login, the module named "AGM" will be presented. Please click "Book" on the interface to complete the reservation. Then login to enter the 2021 Annual General Meeting on 28 June 2021.

4. Note:

Please complete the above steps before the Annual General Meeting commences. If completed after the Annual General Meeting commences, you will not be able to enter successfully.

If you cannot successfully enter the Annual General Meeting, please refer to the replay video on the Company's official website. (<http://www.retech-rte.com/BusinessDynamics.html>).

All resolutions will be decided on a poll based on proxy votes by returning the completed CDI Voting Instruction Form at the address shown on the CDI Voting Instruction Form not less than 72 hours before the time fixed for the Annual General Meeting or an adjournment thereof, being no later than 12:00 noon (Sydney, Australia Time) / 10:00 am (Hong Kong time) on Friday, 25 June 2021.

**ITEM 1: 2020 Financial Statements**

This item gives shareholders an opportunity to ask questions with respect to the financial statements, the reports of the Directors and Auditors and other documents required to be annexed to the financial statements for the period ended 31 December 2020 (**Statements and Reports**).

The Statements and Reports have been filed on the ASX electronic filing system for Market Announcements, and are available on the Company website: [www.retech-rte.com](http://www.retech-rte.com).

## ITEM 2: Resolutions

### Resolution 1: Non-executive director remuneration

Clause 26.2 of the Company's Articles of Association requires that the total aggregate of directors' fees per annum to be paid to the Directors (excluding salaries of executive Directors) from time to time will not exceed the total determined by the Company in general meeting and the total aggregate amount of directors' fees will be divided between the Directors as the Directors shall determine.

With respect to non-executive director remuneration, this aggregate will not exceed the aggregate amount already approved at the 2019 annual general meeting with respect to non-executive director remuneration (namely, A\$1,450,000) as any increase will require shareholder approval under ASX Listing Rule 10.17.

Given the interest of the non-executive Directors in this Resolution, the Board makes no recommendation to Shareholders regarding this ordinary Resolution. The Chairperson intends to exercise all available proxies in favour of Resolution 1.

### Resolutions 2 – 3 (inclusive) : Election of Directors

Clause 21(d) of the Articles of Association requires a Director appointed under article 21(a)(ii) (i.e by decision of the Directors) to retire from office at the next annual general meeting following the appointment.

Clause 22(b) of the Articles of Association requires that a Director must not hold office (without re-election) past the second annual general meeting following the Director's appointment or two years, whichever is longer.

Clause 23 of the Articles of Association provides that a retiring Director is eligible for reappointment to the office.

The resumes of those directors standing for re-election at this annual general meeting is as follows:

Name and Role	Experience and Special Responsibilities
Mr. Kang Li Executive Director	<p>Mr Kang Li is an experienced executive, having spent years as the CEO of Montgomery International Consultants, engaged in immigration, overseas study and investment consulting services in Australia for 16 years.</p> <p>An Australian resident, Mr Li graduated from La Trobe University in Melbourne with a graduate diploma in Information Technology. He brings extensive management and commercial expertise in the local market and he will be responsible for building Retech's position throughout Australia. He has a background in successfully developing business in new markets and his skills and expertise will help the Company to identify and evaluate potential new opportunities in new markets.</p>
Mr. Siyuan Lang Non-Executive Director	<p>Mr. LANG is currently the Associate Director of the Asset Management Department of Huarong International Financial Holdings Limited. He was graduated from Peking University and has over twelve years' experience in structured finance, private debt and equity investment and cross-border financing in mainland China and Hong Kong.</p> <p>Mr. LANG will leverage off his expertise to provide recommendations on investment and financing, as well as bring new opportunities in capital markets to Retech.</p>

#### **Resolution 4: Appointment of Auditor**

Approval under Articles of Association of the Company for the re-appointment of Grant Thornton Hong Kong as the auditor of the Company

#### **Resolution 5: General Mandate to Issue and Allot New Shares**

Pursuant to Section 141 of the Companies Ordinance, Hong Kong, Cap 622, a general mandate must be given to Directors to allot or issue any new shares in the Company.

This resolution allows the Directors to allot or issue any new shares in the Company. This resolution is, however, subject to the ASX Listing Rules and, in particular to:

- ASX Listing Rule 7.1, which restricts the Company from issuing new securities in the Company which would dilute the interests of existing Shareholders or CDI holders, to a maximum of 15% of the issued capital of the Company in any 12 month period without shareholder approval;
- ASX Listing Rule 10.11, which restricts the Company from issuing new securities in the Company to a related party without shareholder approval; and
- ASX Listing Rule 10.14, which restricts the Company from issuing new securities in the Company under an employee share plan to a Director or an associate of a Director without shareholder approval.



