

Notice of 2022 Annual General Meeting

NOTICE is hereby given that the 2022 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 Tuesday, 28 June 2022, at Building A10, No.777, Jianzhuxi Rd, Binhu District, Wuxi City, Jiangsu Province, China.

In the interests of public health and safety, the Annual General Meeting will be held in person as well as broadcasted live online for our Shareholders and CDI holders to allow them to listen and to observe the Annual General Meeting without attending the physical meeting. However, it is noted that the voting will not take place online.

Shareholders and CDI holders have the option of attending or joining our Annual General Meeting online. Shareholders and CDI holders who wish to do this, can do so via the "腾讯会议" or "VooV meeting" App.

Virtual meeting:

- Please download the "腾讯会议" or "VooV meeting" App to enter the live meeting.
- Please follow the instructions detailed in the Explanatory Statement when downloading the app to allow virtual meeting participation.

All resolutions will be decided on by a poll, which will be based on the proxy votes that are completed and returned to the address noted 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 Saturday, 25 June 2022.

AS ORDINARY BUSINESS

1. 2021 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 2021 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 2022."

3. Resolution 2 : Re-election of Director – Mr. Ai Shungang

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

"That Mr Ai Shungang (Non-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. Calvin Cheng

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

"That Mr Calvin Cheng (Non-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."

5. Resolution 4 : Re-election of Director – Mr. Ross Benson

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

"That Mr Ross Benson (Non-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."

6. Resolution 5 : Re-election of Director – Ms. Liu Qing

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

"That Ms Liu Qing (Non-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."

7. Resolution 6 : Re-election of Director – Mr. Lapto Yau

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

"That Mr Lapto Yau (Non-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."

8. Resolution 7 : Re-election of Director – Mr. Lu Jiuping

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

"That Mr Lu Jiuping (Non-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."

9. Resolution 8 : 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 as auditors and that the Directors be authorised to fix their remuneration."

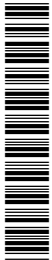
AS SPECIAL BUSINESS

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

10. Resolution 9 : 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 and the Corporations Act 2001 (Cth)) and pursuant to Section 141 of the Companies Ordinance, Hong Kong, Cap 622, a general mandate shall be given to the Directors to exercise any power of the Company including: 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 Saturday, 25 June 2022. Accordingly transfers registered after that time will be disregarded in determining the 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 Form. A proxy will not be valid unless it is deposited by mail to the office of the Company at Room 503, 5/F., Tung Wai Commercial Building, 109-111 Gloucester Road, Wan Chai, Hong Kong or by fax to the Company at (852) 2944 8757 by no later than 12:00 noon (Sydney time) / 10:00am (Hong Kong time) on Sunday, 26 June 2022. 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 via post (GPO Box 242, Melbourne, Victoria, 3001 Australia) or via fax (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 on the relevant underlying Ordinary Shares on his or her behalf or they may instruct CDN to appoint such CDI holder, or his or her nominee, as proxy to vote on 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 Saturday, 25 June 2022. Any CDI Voting Instruction Form received after that time will be invalid.

Online: The CDI Voting Instruction Form can be lodged online by visiting www.investorvote.com.au.

Dated: 3 June 2022

By order of the Board

Ai Shungang
Chairman

Explanatory Statement

This explanatory statement accompanies the 2022 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 Tuesday, 28 June 2022 at Building A10, No.777, Jianzhuxi Rd, Binhu District, Wuxi City, Jiangsu Province, China.

In the interests of public health and safety, the Annual General Meeting will be held in person as well as broadcasted live online for our Shareholders and CDI holders to allow them to listen and to observe the Annual General Meeting without attending the physical meeting. However, it is noted that the voting will not take place online.

In order to attend the 2022 Annual General Meeting online, please use “腾讯会议” or “VooV meeting”(international version) (**App**) to participate in the virtual meeting. The instructions are as follows:

1. Mobile Application downloading

iOS (Apple iPad/ iPhone) users: please search “腾讯会议” or “VooV meeting” in the “AppStore” of Apple phones and download the App.

Android users: please search “腾讯会议” or “VooV meeting” in the Huawei application store, and download the App.

2. User registration

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

3. Meeting reservation

Please use the following link: <https://meeting.tencent.com/dm/Spc0t2elePO8>, to complete the reservation.

For the computer user, please scan the QR code by “腾讯会议” or “VooV meeting” to log in and then start the reservation.

For mobile phone user, you can click the link and log in after the verification, then start the reservation.

Then log in again on the date of the 2022 Annual General Meeting (i.e. Tuesday, 28 June 2022) to enter into the meeting.

4. Note:

Please complete the above steps before the 2022 Annual General Meeting commences. If completed after the 2022 Annual General Meeting commences, you will not be able to enter successfully.

If you cannot successfully enter the 2022 Annual General Meeting, please refer to the replay video on the Company's official website (see <http://www.retech-rte.com/BusinessDynamics.html>).

All resolutions will be decided on by a poll, which will be based on the votes that are completed and

returned to the address noted 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 Saturday, 25 June 2022.

ITEM 1: 2021 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 2021 (**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.

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 the 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, RMB1,450,000) 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 – 7 (inclusive) : Re-election of Directors

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 for two years, whichever is longer.

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

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

Name and Role	Experience and Special Responsibilities
Mr. Ai Shungang Non-Executive Director	Mr. Ai Shungang, as the founder of Retech Group, was appointed as the non-executive Co-Chairman of Retech's Board. He controls the largest shareholder of Retech. Mr Ai graduated from Nanjing University of Posts and Telecommunications and brings more than 14 years' practical experience in the fields of software development, consulting and online education services in China. In 2014, he was rewarded as the "Leading Talent of Digital Publishing" in China.
Mr. Calvin Cheng Non-Executive Director	Mr Calvin Cheng was appointed as the non-executive Co-Chairman of Retech's Board. He was also an appointed Member of Parliament of Singapore in the Eleventh Parliament. He has served on various Ministerial advisory boards including the Media Literacy Council, the Singapore Media Festival, Screen Singapore and the Government Feedback REACH supervisory council. Calvin graduated from the University of Oxford with a Master of Arts in Philosophy, Politics and Economics, and a Master of Science in Management. Calvin is also a Young Global Leader of the World Economic Forum at Davos.

<p>Mr. Ross Benson Non-Executive Director</p>	<p>Mr Ross Benson established financial services and advisory company, Investorlink Group in 1986 and is currently Executive Chairman of the company. Mr Benson has also established associated business units in wealth management, private equity, property syndication and structured financial products. He brings more than 30 years' experience in the Australian financial services industry and has extensive expertise in securities, transaction advisory and business strategy. He has acted as lead negotiator for a number of medium to large enterprise divestment or acquisitions in both Australia and China.</p>
<p>Ms. Liu Qing Non-Executive Director</p>	<p>Ms Liu Qing was appointed as the non-executive director of Retech's Board. She has over 20 years of experience in equity, securities and finance. Liu Qing was also the partner of OFC, the top 10 "Best Local Investment Institution" in China, with a management capital of RMB7 billion, over 100 investment projects and a number of projects listed or merged drop out.</p> <p>Liu Qing graduated from Huazhong University of Science and Technology with a master's degree in management. In 2009, Liu Qing was hired as an MBA part-time professor at Lanzhou University of Finance and Economics.</p>
<p>Mr. Lapto Yau Non-Executive Director</p>	<p>Mr. Lapto Yau served as Associate Vice President from 2012 and then as Board Secretary from 2017 for the Hailiang Education group, which is one of China's largest K-12 education groups. Before joining Hailiang Education, Mr. Yau served as the Vice President of Astronery Power Group in China from 2010 to 2012 and was responsible for the company's IT projects.</p> <p>From 2007 to 2010, Mr. Yau worked in Suntech Power in Wuxi as the group's Chief Information Officer.</p> <p>Mr. Yau obtained his Bachelor's Degree in Computer Science and Graduated Diploma of Computer Education from Edith Cowan University in Australia. He also obtained a Master's Degree in Data Management from Sunderland University (UK) and an Executive MBA Degree from Fudan University (Shanghai, China).</p>
<p>Mr. Lu Jiuping Non-Executive Director</p>	<p>Mr. Lu Jiuping was appointed as the non-executive director of the Board. He has years of expertise in software development, and used to serve as a senior manager in iSoftstone, WSN Group and Yungu Capital. From 2007 to 2012, he held the role as an elected member of Jiangsu Province at the Tenth National Committee of the Chinese People's Political Consultative Conference (CPPCC).</p> <p>He holds a Bachelor of Computer Science from the Central South University of China and an MBA from the University of Science and Technology, Beijing</p>

Resolution 8: Appointment of Auditor

This resolution is for the approval under the Articles of Association of the Company for the re-appointment of Grant Thornton Hong Kong as the auditor of the Company.

Resolution 9: 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.

