



Corporate Governance Plan

Retech Technology Co., Limited

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Level 23, Riverside Centre, 123 Eagle Street, Brisbane QLD 4000 Australia
GPO Box 2033, Brisbane QLD 4001 Australia

Telephone +61 7 3002 6700
Facsimile 1300 368 717 (Australia) +61 2 8507 6581 (International)
hwlebsworth.com.au

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Corporate Governance Plan

Retech Technology Co Limited - ARBN 615 153 332

1. General

- 1.1 The Retech Technology Co Limited ARBN 615 153 332 (**Company** or **Retech**) corporate governance framework has been formulated in light of the corporate governance principles and recommendations released by the ASX Corporate Governance Council, Third edition (**Principles and Recommendations**). The Company's framework largely complies with these Principles and Recommendations. Consistent with the Company's approach to sound corporate governance, opportunities for improvement are regularly considered.
- 1.2 The Directors are responsible to shareholders for the performance of the Company and their focus is to enhance the interests of shareholders and other key stakeholders and to ensure the Company is properly managed. The main processes that the Directors of the Company use in doing so are set out in this plan.

2. Board Charter

The Board Charter in **Annexure 1** sets out the principles for the operation of the board of Directors of the Company (**Board**) and the functions and responsibilities of the Board and management of the Company.

3. Board Committees

3.1 **Audit and Risk Management Committee**

- (a) The Board has established an Audit and Risk Management Committee. This committee will be central to the Company's process to ensure integrity in financial reporting and to ensure the Company address the material risks to its business and reputation. The committee will have at least three members (all of whom are Non-Executive Directors and the majority of whom are Independent Directors) and will adopt its own Charter setting out the roles, responsibilities and objectives of the committee.
- (b) The establishment of further Board Committees will be reviewed at the appropriate stages of the Company's development. The external auditors and other officers of the Company may attend meetings of the Committee by invitation.

- (c) Grant Thornton was appointed as external auditor to the Company on 9 December 2016. The Audit and Risk Management Committee is responsible for the selection and recommendation of the Company's external auditor. The audit committee has recommended the external audit service be put to tender on a tri-annual basis. Further that in the event the external auditor is retained post three years that the engagement partner be rotated on a five year basis.
- (d) The external auditors have direct access to the chairperson of the Audit Committee and where necessary, the Chairman of the Board. The Audit Committee meets with the external auditors without management present on an as required basis, but at least once a year. The external auditor attends the Annual General Meeting and is available to answer questions from shareholders.
- (e) The Audit and Risk Management Committee Charter is provided in **1**.

3.2 **Nomination and Remuneration Committee**

- (a) Principle and Recommendation 2.1 recommends the Board should establish a nomination committee. Principle and Recommendation 8.1 recommends the Board should establish a remuneration committee.
- (b) The Board has established a Nomination and Remuneration Committee. The committee will have at least three members (all of whom are Non-Executive Directors and the majority of whom are Independent Directors) and will adopt its own Charter setting out the roles, responsibilities and objectives of the committee.
- (c) The role of the Nomination and Remuneration Committee relates to the appointment and remuneration of the Non-Executive Directors, Chief Executive Officer, Company Secretary, Chief Financial Officer (or equivalent), and other senior executives and employees of Retech.
- (d) The Nomination and Remuneration Committee Charter is provided in **Annexure 5**.

4. **Risk Management**

- 4.1 Principle and Recommendation 7.1 recommends that the Board should establish a risk management committee.
- 4.2 The Company has a risk management program that is reviewed by the Audit and Risk Committee and approved by the Board. The program is designed to ensure risks (strategic, operational, legal, reputational and financial) are identified, assessed, addressed and monitored to enable the Company to achieve its business objectives.
- 4.3 The Company's risk management program is managed by the Audit and Risk Management Committee. The Audit and Risk Management Committee will have at least three members (all of whom are Non-Executive Directors and the majority of

whom are Independent Directors) and will adopt its own Charter setting out the roles, responsibilities and objectives of the committee.

- 4.4 The Board receives regular monthly reports on progress in addressing the risks. The reports detail the effectiveness of the risk management program and identify and address material business risks such as technological, strategic, business, operational, financial, human resources and legal/regulatory risks. The Audit and Risk Committee has the right to appoint external professional advisers to carry out regular investigations into control mechanisms and report their findings, including recommendations for improvement to controls, processes and procedures, to the Audit and Risk Committee.
- 4.5 The Audit and Risk Management Committee Charter is provided in **1**.

5. Code of Conduct

- 5.1 The Code of Conduct was adopted to reflect current business and community expectations. In summary, the Code of Conduct requires that at all times Directors and employees act with the integrity, objectivity and in compliance with the letter and spirit of the law and Company policies.
- 5.2 The Code of Conduct requires employees who are aware of unethical practices within the Company to report these using the avenues available under the Corporate Governance manual. Employees have direct access to the Executive Directors or, if this would cause a conflict, the Chairman of the Board. The Company's Code of Conduct is provided in **Annexure 2**.

6. Dealings in Retech securities by Directors and employees

- 6.1 Directors and officers are subject to the provisions of the *Corporations Act 2001* (Cth) (**Corporations Act**) relating to conduct by a person in possession of inside information. A person possesses inside information, if they know, or ought to reasonably know, that if the information were generally available, a reasonable person would expect it to have a material effect on the price or value of the Company's securities.
- 6.2 Directors and officers in possession of inside information are prohibited from trading in the Company's securities.
- (a) The Board is responsible for ensuring that management put in place an education program that makes all employees aware of their legal obligations with respect to insider trading.
- (b) The Company's Securities Trading Policy is provided in **Annexure 3**.

7. Continuous disclosure and shareholder communication

- 7.1 The Company Secretary is responsible for communication with the Australian Securities Exchange (**ASX**). This includes ensuring compliance with the continuous disclosure requirements in the ASX listing rules and overseeing information disclosure to analysts, brokers, shareholders, the media and general public.
- 7.2 The Company's Continuous Disclosure Policy and Communications Strategy is provided in **Annexure 6**.

8. Diversity

- 8.1 The Company recognises that a diverse and talented workforce is a competitive advantage and that the Company's success is the result of the quality and skills of its people.
- 8.2 The Company's Diversity Policy is provided in **Annexure 7**.

9. Publication

A copy of this Corporate Governance Plan is available at www.retech-rte.com.

Annexure 1 The Board Function and Board Charter

Adopted by Board on 21 December 2016

1. Introduction

This Charter summarises the role and responsibility of the Board. The roles and responsibilities of the Board will evolve as the Company moves forward. The Board Charter broadly addresses each of the Principles and Recommendations.

2. Definitions

General terms and abbreviations used in this Charter have the following meaning set out below.

Articles of Association	the Company's Articles of Association.
Board	the board of Directors of Retech.
Board Skills Matrix	the board skills matrix appended to this Board Charter.
CEO	Chief Executive Officer, who may also be the Managing Director.
CFO	Chief Financial Officer (where appointed).
Chairman	the chairman of the Board.
Charter	this Board Charter.
Company Secretary	the Company Secretary of Retech.
Corporations Act	the <i>Corporations Act 2001</i> (Cth).
Directors	the Directors of Retech.

Retech or the Company	Retech Technology Co Limited ARBN 615 153 332.
Officer	a senior executive of Retech.
Principles and Recommendations	the Corporate Governance Principles and Recommendations published by the ASX Corporate Governance Council, as amended or replaced from time to time.

3. Role

The Board is accountable to shareholders for the performance of the Company. It oversees the activities and performance of management and provides an independent and objective view to the Company's decisions.

4. Responsibilities

4.1 General responsibilities

The general responsibilities of the Board are:

- (a) Protection and enhancement of shareholder value;
- (b) Formulation, review and approval of the objectives and strategic direction of the Company;
- (c) Monitoring the financial performance of the Company by reviewing and approving budgets and monitoring results;
- (d) Approving all significant business transactions including material acquisitions, divestments and capital expenditure;
- (e) Ensuring that adequate internal control systems and procedures exist and that compliance with these systems and procedures is maintained;
- (f) The identification of significant business risks and ensuring that such risks are adequately managed;
- (g) Evaluation of significant potential business development opportunities;
- (h) The review of performance and remuneration of the CEO, CFO and Officers of the Company;

- (i) Ensuring there is an effective corporate governance structure and practice in place;
- (j) Ensuring the integrity in financial reporting;
- (k) Ensuring the Company's Code of Conduct (**Annexure 2**) and other policies are adhered to, to promote ethical and responsible decision making;
- (l) Ensuring that an appropriate Securities Trading Policy is in place regarding trading of the Company's shares by employees and Directors of the Company (**Annexure 3**);
- (m) Ensuring that an appropriate policy is in place regarding the recognition and management of the Risks facing the Company (**1**);
- (n) Ensuring that appropriate policies and procedures are in place to ensure compliance with applicable laws.

4.2 **Specific responsibilities**

The specific roles of the Board and the Chairman are as follows:

- (a) Monitor all aspects of the Company's performance, ensuring that this performance is in shareholder's interests and is meeting agreed goals and objectives;
- (b) Improve the performance of the Company through strategy formulation and policy making.

4.3 **Annual responsibilities**

- (a) Setting and reviewing
 - (i) vision and mission;
 - (ii) goals (short, medium and long term);
 - (iii) strategy.
- (b) Approving the annual strategic plan and major operating plans;
- (c) Approving the annual budget;
- (d) Reviewing and providing feedback on the performance of the CEO;
- (e) Reviewing the performance of the Board, the individual Directors and the Committees every year;
- (f) Approving the annual report;
- (g) Approving the notice of AGM;

(h) Reviewing/approving the following financial information:

(A) the documents that must be lodged with ASIC under s601CK of the Corporations Act. These include:

- (1) a copy of Retech's balance sheet;
- (2) a copy of Retech's profit and loss statement;
- (3) a copy of cash flow statement;
- (4) the audit report;
- (5) ASIC form 405.

all made up to the end of the last financial year and in such form and containing such particulars and including copies of such documents as Retech is required to prepare by the law of Hong Kong;

(Annual Accounts)

(B) the information set out in ASX Listing Rules Appendix 4E (preliminary final year report) in accordance with the relevant accounting standards (**ASX Listing Rules Appendix 4E**);

(C) the information set out in ASX Listing Rules Appendix 4G (Corporate Governance Council Principles and Recommendations) (**ASX Listing Rules Appendix 4G**);

(D) The Annual Report required under Hong Kong Law (which may or may not include the Corporate Governance Statement. Must include the information specified under ASX Listing Ruler 4.10) (**Annual Report**);

(E) Prior to approving the Annual Accounts, the Board must ensure that it receives from the CEO and CFO a declaration that, in their opinion:

- (1) the Annual Accounts have been properly maintained and that the financial statements comply with the appropriate accounting standards and give a true and fair view of the financial position and performance of Retech; and
- (2) that the opinion has been formed on the basis of a sound system of risk management and internal control which is operating effectively.

Preparation in accordance with International Accounting Standards or Hong Kong Accounting Standards is acceptable.

- (i) Ensuring the following is lodged with the ASX:
 - (i) ASX Listing Rules Appendix 4E – no later than two months after the end of the accounting period;
 - (ii) The Annual Accounts – no later than the time that it lodges the Half-Year Accounts with ASIC or the Hong Kong regulatory. In any event no later than three months from the end of the relevant accounting period;
 - (iii) The Annual Report – the earlier of:
 - (A) The first day Retech sends the documents to security holders under that law;
 - (B) The last day for the documents to be given to security holders under Hong Kong law.
 - (iv) The Appendix 4G and Corporate Governance Statement (if not included in the Annual Report) – at the same time as the Annual Report.
- (j) Ensuring the following is lodged with the ASIC at least once every calendar year (no later than three months after the end of the accounting period) and at intervals of not more than fifteen months:
 - (i) The ASIC Form 405;
 - (ii) the Annual Accounts; and
 - (iii) any other documents the Company is required to prepare by the law that applies in Hong Kong.

4.4 Half-year responsibilities

- (a) Reviewing/approving:
 - (i) the half year accounts (audited or subject to review), information or documentation prepared under Hong Kong law which are equivalent to those that must be lodged with ASIC under s320 of the Corporations Act and any other information or documentation that would be required under s320. These include:
 - (A) financial report;
 - (B) Directors report;
 - (C) audit report,

(Half Year Accounts).
 - (ii) the information set out in ASX Listing Rules Appendix 4D in accordance with the relevant accounting standards (**ASX Listing Rules Appendix 4D**);

- (iii) Prior to approving the Half Year Accounts, the Board must ensure that it receives from the CEO and CFO a declaration that, in their opinion:
 - (A) the Half Year Accounts have been properly maintained and that the financial statements comply with the appropriate accounting standards and give a true and fair view of the financial position and performance of Retech; and
 - (B) that the opinion has been formed on the basis of a sound system of risk management and internal control which is operating effectively.

Preparation in accordance with International Accounting Standards or Hong Kong Accounting Standards is acceptable.

- (b) Ensuring the following is lodged with the ASX:
 - (i) ASX Listing Rules Appendix 4D – no later than two months after the end of the accounting period;
 - (ii) The Half Year Accounts – no later than the time that it lodges the Half-Year Accounts with ASIC or the Hong Kong regulatory. In any event no later than two months from the end of the relevant accounting period.

4.5 **Quarterly responsibilities**

So long as required by the ASX, being the first two years from admission to the Official List of the ASX:

- (a) reviewing/approving the information set out in ASX Listing Rules Appendix 4C in accordance with the relevant accounting standards (**ASX Listing Rules Appendix 4C**);
- (b) Ensuring the ASX Listing Rules Appendix 4C is lodged with the ASX no later than one month after the end of the accounting period.

4.6 **Monthly responsibilities**

- (a) Reviewing performance of the Company in meeting objectives, including presentations on key areas for success, as determined by the Board;
- (b) Consider reports and recommendations from committees.

4.7 **Ad hoc responsibilities**

- (a) Determine all policies governing the Company and ensuring that adequate procedures are in place to manage the identified risks;
- (b) Appointing and approving the terms and conditions of appointment of the CEO and CFO (or equivalent);

- (c) Establish and determine powers and functions of committees and reviewing those powers and functions every two years or as circumstances demand;
- (d) Approving:
 - (i) capital expenditures in excess of HK\$10,000,000;
 - (ii) operational expenditure in excess of HK\$10,000,000;
 - (iii) borrowings in excess of HK\$20,000,000.
 - (iv) Sale of assets/write-offs with value and proceeds in excess of HK\$5,000,000.
 - (v) mergers, acquisitions and disposals of businesses;
 - (vi) real estate property acquisitions and disposals;
 - (vii) real estate leases, in excess of a 3 year term;
 - (viii) equipment and other leases, in excess of a 2 year term;
 - (ix) sale/licensing of trade marks, patents;
- (e) Ensuring procedures are in place so that the share market is promptly and adequately informed of all material matters;
- (f) Decisions on the following matters in relation to the Board:
 - (i) the appropriate size, composition and terms and conditions of appointment to and retirement from the board. For the level of remuneration for Non-Executive Directors, the board will have regard to practices of other public companies, external professional advice, and the aggregate amount of fees approved by the shareholders' at a general meeting;
 - (ii) the appropriate criteria for Board membership;
 - (iii) reviewing the membership of the Board and, when necessary, considering candidates for appointment to the Board;
 - (iv) monitoring Board members and senior executives to ensure no transactions in associated products are entered into which limit the economic risk of participating in unvested entitlements under any equity-based remuneration schemes.

5. Role of the Chairman

5.1 Vision, mission statement and strategy

Formulate with the Board the vision, mission statement and strategy, and initiate reviews, as appropriate.

- (a) Develop actions with the management team to achieve the vision and implement the strategy;
- (b) Report to the Board regularly on the Company's progress against the vision and strategy;
- (c) Ensure the Board shows leadership in setting, reviewing and achieving the vision and strategy of the Company.

5.2 Board meetings

- (a) Agree the agenda in consultation with the Company Secretary to ensure appropriate time is allowed for discussion on both strategic issues, operational issues and compliance issues;
- (b) Ensure the Board receive all necessary information to enable effective decision making;
- (c) Chair Board meetings and ensure that they are validly convened, a quorum is present, all Directors have a fair opportunity to participate, the minutes are signed confirming their correctness and the meeting is declared closed;
- (d) Deal with any conflicts that arise, address differences of opinion and ensure contrary votes are recorded, if so required;
- (e) Ensure Directors with material personal interests in a matter leave the meeting while the matter is discussed, unless a resolution has been passed by the non-interested Directors allowing the interested Director to remain in the meeting and participate in discussions. Irrespective of whether a Director with a material personal interests remain in the meeting, that Director must neither vote nor be counted for quorum purposes.

5.3 Annual general meetings

- (a) Chair the meeting and ensure that the shareholders as a whole have an opportunity to speak on matters relevant to the management of the Company;
- (b) Ensure the audit partner is present at the AGM and available to answer questions.

5.4 Committee meetings

Attend committee meetings in accordance with membership of such committees.

5.5 External contact

Be spokesperson in respect of the performance and profit figures and any board-related matters, if appropriate.

5.6 Board

- (a) Initiate the process of Board, committee and Director performance appraisal;
- (b) Ensure the agreed composition of the Board is maintained or initiate action;
- (c) Ensure Directors are informed of significant changes to the Company's business environment and relevant changes to legislation;
- (d) Ensure new Directors are properly inducted.

5.7 Other

Carry out other duties as requested by the Board from time to time.

6. Role of the CEO

6.1 Management team and employees

- (a) Negotiate terms and conditions of appointment of senior executives for approval, where necessary, by the Board;
- (b) Develop succession plan and senior executives' development programs and evaluate performance of senior executives;
- (c) Approve general conditions of employment of all other Employee;
- (d) Provide strong leadership to the management team and ensure all employees understand the vision and strategy and their part in its achievement;
- (e) Ensure procedures and training are in place to provide a safe work environment;
- (f) Ensure employees are educated on legal requirements and company policies such that compliance is the culture and a high level of ethical behaviour is expected.

6.2 Board

- (a) Ensure all matters requiring review or approval by the Board are brought to the Board with adequate information and time to allow proper consideration of such matters;

- (b) Advise the Board of any significant change in the risk profile of the Company together with actions taken or proposed, in a timely manner;
- (c) Provide, with the CFO (or equivalent), certification to the Board on the fairness of the financial statements annually and half-yearly and the adequacy of the policies and procedures in place as regards management of risk, and internal controls;
- (d) Report to the Board on a monthly basis the performance of the business against budgets and the projected performance against the budget going forward;
- (e) Ensure all presentations on matters agreed with the Board are made on a timely and in an informative manner;
- (f) Ensure Directors are continually educated on the business of the Company, the environments in which it operates changes in legal obligations and developments in corporate governance best practice.

6.3 External Stakeholders

Liaison with all relevant stakeholders from time to time.

6.4 Delegated authority agreement

The following delegated authorities as approved by the Board and subject to the terms of a Delegated Authority Agreement (if any):

- (a) Capital expenditure, up to HK\$10,000,000 ;
- (b) Operational expenditure, up to HK\$10,000,000;
- (c) Borrowings, up to HK\$20,000,000;
- (d) Sale of assets/write-offs with value and proceeds, up to HK\$5,000,000;
- (e) Real estate leases for a period of 3 years or less;
- (f) Equipment and other leases for a period of 2 years or less;
- (g) Appointment and termination of employees.

6.5 Management

All other matters necessary for the day-to-day management of the Company.

7. Role of the Company Secretary

- 7.1 The Company Secretary is accountable directly to the Board, through the Chairperson, on all matters to do with the proper functioning of the Board.

7.2 The role of the Company Secretary includes:

- (a) advising the Board and its committees on governance matters;
- (b) monitoring that Board and committee policy and procedures are followed;
- (c) coordinating the timely completion and despatch of Board and committee papers;
- (d) ensuring that the business at Board and committee meetings is accurately captured in the minutes; and
- (e) helping to organise and facilitate the induction and professional development of Directors.

8. Composition

8.1 The Company's Articles of Association requires that the minimum number of Directors is two. Membership of the Board currently comprises:

Name	Position	Independence
Ai Shungang	Non-Executive Director	Non-Independent
Calvin Cheng	Non-Executive Director	Non-Independent
Liu Qing	Non-Executive Director	Independent
Neville Ide	Non-Executive Director	Independent
Chris Ryan	Non-Executive Director	Independent

8.2 If Retech's activities change in size, nature and scope, the size of the Board and the optimum number of Directors required for the Board to properly perform its responsibilities and functions will be reviewed and, if appropriate, changed accordingly.

8.3 The Board requires Directors to, collectively, have a broad range of technical and commercial expertise and experience, particularly in a field which is complementary to the Company's activities and strategy, or with appropriate professional qualifications, and are able to bring value to the Board's deliberations.

8.4 The Board maintains a Board Skills Matrix setting out the mix of skills and diversity that the Board currently has or is looking to achieve in its composition. Board Skills Matrix is appended to this Board Charter.

8.5 Directors are subject to retirement by rotation and election by shareholders at a general meeting in accordance with the Articles of Association of Retech. Where a Director is appointed during the year by a resolution of Directors, that Director will hold office until the next Annual General Meeting and then be eligible for re-election.

9. Board Nominations

The Board will consider nominations for appointment or election of Directors that may arise from time to time having regard to the corporate and governance skills required by Retech and the ASX Corporate Governance Council, and procedures outlined in the Articles of Association.

10. Appointment of Directors

- 10.1 Subject to the number of Directors allowed under the Articles of Association, a Director may be appointed by an ordinary resolution of the Company in a general meeting. Where a Director's position becomes vacant in between such elections, the Board will appoint a replacement Director. Such a replacement Director will only hold office until the next annual general meeting of the Company.
- 10.2 Following the approval of appointment at the annual general meeting of the Company, the Director will office in accordance with the Articles of Association and the ASX Listing Rules.
- 10.3 Prior to appointing a Director or putting forward a candidate for election as a Director, the Board must:
- (a) undertake appropriate checks; and
 - (b) provide shareholders with all material information in the Board's possession relevant to a decision on whether or not to elect or re-elect a Director.
- 10.4 The terms and conditions of the appointment and retirement of members of the Board will be set out in a letter of appointment, which shall include the following matters:
- (a) the term of the appointment, subject to member approval;
 - (b) time commitments envisaged;
 - (c) the powers and duties of Directors;
 - (d) any special duties or arrangements attaching to the position;
 - (e) circumstances in which an office of Director becomes vacant;
 - (f) expectations regarding involvement with committee work;
 - (g) remuneration and expenses;
 - (h) the requirement to disclose Directors' interests and any matters which affect the Director's independence;
 - (i) fellow Directors;

- (j) trading policy governing dealings in securities (including any share qualifications) and related financial instruments by Directors, including notification requirements;
- (k) induction, training and continuous education arrangements;
- (l) access to independent professional advice;
- (m) indemnity and insurance arrangements;
- (n) confidentiality and rights of access to corporate information; and
- (o) a copy of the Articles of Association.

The Company must have a written agreement with each Director and senior executive which outlines the terms of their appointment.

11. Board processes and evaluation of performance

- 11.1 The Board currently schedules a minimum of four meetings per year. In addition, the Board meets whenever necessary to deal with specific matters needing attention between the scheduled meetings. Extraordinary meetings take place at such other times as may be necessary to address any specific significant matters that may arise.
- 11.2 The agenda for meetings is prepared by the Company Secretary in conjunction with the Chairman of the Board, with periodic input from the Board. Board papers are distributed to Directors in advance of scheduled meetings.
- 11.3 Each member of the Board is committed to spending sufficient time to enable them to carry out their duties as a Director.
- 11.4 It is recognised and accepted that Board members may also concurrently serve on other boards, either in an executive or non-executive capacity.
- 11.5 Due to the current size of the Company and its level of activity, the Board is responsible for the evaluation of its performance and the performance of individual Directors. This internal review is to be conducted on an annual basis and if deemed necessary this internal review will be facilitated by an independent third party.

12. Independence of Board Members

- 12.1 The Board will regularly assess the independence of each of the Non-Executive Directors based on the interests and associations disclosed by them, in line with the Principles and Recommendations.
- 12.2 Currently, three of the Non-Executive Directors are deemed to be independent.

12.3 Principle and Recommendation 2.4 states that a majority of the Board should be Independent Directors. In assessing the makeup of the Board, the Company aims for its Directors to be independent in thought and judgement, as well as expecting the Directors to add value to the Company. This board structure will be reviewed at the appropriate stages of the Company's development.

12.4 **Assessing the independence of Directors - ASX guidelines**

- (a) When determining the independent status of a Director the Board should consider whether the Director:
 - (i) is, or has been, employed in an executive capacity by the listed entity or any of its child entities and there has not been a period of at least three years between ceasing such employment and serving on the board;
 - (ii) is, or has within the last three years been, a partner, Director or senior employee of a provider of material professional services to the listed entity or any of its child entities;
 - (iii) is, or has been within the last three years, in a material business relationship (eg as a supplier or customer) with the listed entity or any of its child entities, or an officer of, or otherwise associated with, someone with such a relationship;
 - (iv) is a substantial security holder of the listed entity or an officer of, or otherwise associated with, a substantial security holder of the entity;
 - (v) has a material contractual relationship with the listed entity or its child entities other than as a Director;
 - (vi) has close family ties with any person who falls within any of the categories described above; or
 - (vii) has been a Director of the listed entity for such a period that his or her independence may have been compromised.
- (b) If the response is 'yes' in regards to any of the above, the Non-Executive Director would generally **not** be considered to be 'independent'.
- (c) In each case, the materiality of the interest, position, association or relationship needs to be assessed to determine whether it might interfere, or might reasonably be seen to interfere, with the Director's capacity to bring an independent judgement to bear on issues before the board and to act in the best interests of the entity and its security holders generally.

12.5 **Annual Report Disclosure**

- (a) The Board may decide that it considers a Director to be independent, notwithstanding the existence of relationships listed above. If the Board does so decide, it will state its reasons in the annual report for making such a decision.

- (b) If the independent status of a Director is lost, this will be disclosed to the market immediately.
- (c) The Board must ensure that each annual report of the Company discloses:
 - (i) in the corporate governance section, the names of the Directors who are considered by the Board to be independent;
 - (ii) the reasons for considering a Director to be independent;
 - (iii) the reasons for considering a Director to be independent despite the existence of the relationships set out above; and
 - (iv) the period of office of each Director.

13. Board processes and evaluation of performance

- 13.1 Directors have the right of access to Company employees, advisers and records. In relation to their duties and responsibilities, Directors have the right to seek independent professional advice at the Company's expense provided that before the advice is obtained, the Director discusses the requirement for the advice with the Chairman of the Board. Any advice so received must be made available to all other Directors.
- 13.2 Where the Chairman of the Board wishes to seek independent advice, she or he must make a formal request to the Board. Any advice so received must be made available to all other Directors. The Company has entered into Confidentiality, Indemnity, Insurance and Access Deeds with each Director giving them a right of access to all documents that were presented to meetings of the Board or to any committee of the Board or otherwise made available to the Director whilst in office. This right continues for a term of seven years after ceasing to be a Director or such longer period as is necessary to determine relevant legal proceedings that commenced during that term.

14. Remuneration of Non-Executive Directors

The fees and emoluments paid to Directors will be set by the Nomination and Remuneration Committee and approved in advance by shareholders.

The maximum aggregate remuneration of Non-Executive Directors is A\$500,000 per annum.

14.1 **Access to Company information and confidentiality**

All Directors have the right of access to all relevant Company books. In accordance with legal requirements and agreed ethical standards, Directors and senior executives of Retech have agreed to keep confidential information received in the course of the exercise of their duties and will not disclose non-public information except where disclosure is authorised or legally mandated.

14.2 Operation of the Board

The Board operates as a whole in dealing with the affairs of the Company. It meets formally periodically to review the Company's performance, to receive reports and act on any recommendations from its senior executives. Other Board meetings are held when necessary to deal with other matters that may arise.

The Board papers, which include comprehensive reports on the operational and financial performance of the Company, are circulated in advance of meetings.

The Board has established the following committee/s:

- (a) Audit & Risk Management Committee; and
- (b) Remuneration and Nomination Committee

14.3 Establishing policies

The Board (or appropriate Board committee) is responsible for establishing policies relating to the following matters:

- (a) Code of Conduct;
- (b) Securities Trading Policy;
- (c) Nomination and Remuneration Charter;
- (d) Audit and Risk Management Committee Charter;
- (e) Continuous Disclosure Policy and Communications Strategy; and
- (f) Diversity Policy.

The Board will review each of these policies at least annually.

15. Publication

A copy of this Board Function and Board Charter is available at www.retech-rte.com.

Board Skills Matrix

Skills matrix – Board of Directors of Retech Technology Company Limited

Skill	Requirements overview	Importance	Ai Shungang	Calvin Cheng	Liu Qing	Neville Ide	Chris Ryan
Professional Director Skills (Please insert level Advanced = 3 Intermediate = 2 Beginner = 1 None = 0)							
Risk and Compliance	Identify key risks to the organisation related to each key area of operations. Ability to monitor risk and compliance and knowledge of legal and regulatory requirements.	High	3	2	3	3	3
Financial and Audit	Experience in accounting and finance to analyse statements, assess financial viability, contribute to financial planning, oversee budgets, oversee funding arrangements.	High	2	2	3	3	3
Strategy	Ability to identify and critically assess strategic opportunities and threats to the organization. Develop	High	3	3	2	3	3

Skill	Requirements overview	Importance	Ai Shungang	Calvin Cheng	Liu Qing	Neville Ide	Chris Ryan
	strategies in context to our policies and business objectives.						
Policy Development	Ability to identify key issues for the organisation and develop appropriate policy parameters within which the organization should operate.	High	3	3	2	3	3
Technology	Knowledge of IT Governance including privacy, data management and security.	High	3	2	2	3	3
Executive Management	Experience in evaluating performance of senior management, and oversee strategic human capital planning. Experience in industrial relations and organizational change management programmes.	High	3	3	3	3	3

Skill	Requirements overview	Importance	Ai Shungang	Calvin Cheng	Liu Qing	Neville Ide	Chris Ryan
Corporate Governance	Experience in implementing and continuous developing corporate governance best practices.	High	3	3	3	3	3
Industry Specific Skills (Please insert level Advanced = 3 Intermediate = 2 Beginner = 1 None = 0)							
Marketing	Experience in marketing and promotion of products and services to third party stakeholders.	High	3	3	2	3	3
International Operations Management	Experience in the setup and management of business units and operations located internationally in more than one country.	High	2	3	2	2	3
Software Development	Experience in the development and implementation of software and technology solutions.	High	3	1	1	2	3

Skill	Requirements overview	Importance	Ai Shungang	Calvin Cheng	Liu Qing	Neville Ide	Chris Ryan
Interpersonal Skills (Please insert level Advanced = 3 Intermediate = 2 Beginner = 1 None = 0)							
Leadership	Make decisions and take necessary actions in the best interest of the organisation, and represent the organisation favourably. Analyse issues and contribute at board level to solutions.	High	3	3	3	3	3
Ethics and Integrity	Understand role as Director and continue to self educate on legal responsibility, ability to maintain board confidentiality, declare any conflicts.	High	3	3	3	3	3
Contribution	Ability to constructively contribute to Board discussions and communicate effectively with management and other Directors.	General	3	3	3	3	3

Skill	Requirements overview	Importance	Ai Shungang	Calvin Cheng	Liu Qing	Neville Ide	Chris Ryan
Negotiation	Possess excellent negotiation skills, with the ability to drive stakeholder support for board decisions.	General	3	3	3	3	3
Crisis Management	Ability to constructively manage crisis, provide leadership around solutions and contribute to communications strategy with stakeholders.	General	3	3	3	3	3

Annexure 2 Code of Conduct

Adopted by Board on 21 December 2016

1. Introduction

- 1.1 The Company is committed to the highest standards of business conduct. It is important that all Employees at Retech observe the highest standards of ethics, integrity and behaviour. This Code outlines the standards of behaviour that Employees including Directors, Officers, general staff, consultants and contractors are required to meet.
- 1.2 Notwithstanding this Code, the ethical conduct of the affairs of the Company ultimately depends upon the understanding and judgment of its Employees, having regard to their sense of honesty, fairness and decency.
- 1.3 Nevertheless, this Code sets out the Company's minimum standards of conduct and integrity to be observed by all Employees. The Code's focus is to ensure that all Directors, executives, and Employees act with the utmost integrity and objectivity in carrying out their duties and responsibilities, striving at all times to enhance the reputation and performance of the Company.

2. Definitions

General terms and abbreviations used in this Charter have the following meaning set out below.

Board	the board of Directors of Retech.
CEO	Chief Executive Officer, who may also be the Managing Director.
Chairman	the chairman of the Board.
Code	this Code of Conduct.
Company Secretary	the Company Secretary of the Company.

Companies Ordinance	the Companies Ordinance (Chapter 32 of the Laws of Hong Kong), as amended from time to time.
Corporations Act	the <i>Corporations Act 2001</i> (Cth).
Directors	the Directors of Retech.
Retech or the Company	Retech Technology Co Limited ARBN 615 153 332.
Employee	reference to an Employee include the companies or trusts substantially owned or controlled by an employee of the Company or direct relatives, executive Directors and, where the context permits, Non-Executive Directors, managers and all other employees or staff engaged by the Company either on a contract of employment or a salaried basis.
Officer	a senior executive of Retech.

3. Adherence to the Law

3.1 Responsibilities of Directors

Directors will acquaint themselves with obligations imposed on them and the Company by the Companies Ordinance. They will also familiarise themselves with other documents prepared by Retech to meet corporate governance requirements.

The more important legal obligations are summarised below:

- (a) Directors will act honestly, and exercise reasonable skill, care and diligence at all times in the performance of their functions;
- (b) a Director or former Director will not make improper use of information acquired by virtue of position;
- (c) a Director will not make improper use of position to gain a direct or indirect advantage for self or any other person; and
- (d) Directors have a fiduciary duty to the Company and a duty to act with loyalty and in good faith.

3.2 Responsibilities of Employees

- (a) Employees should undertake at all times to comply with or observe all applicable laws and regulations.
- (b) An Employee should not take any action which they know or should reasonably know violates any applicable law or regulation. Where operating rules are laid down they should be followed. The correct Company forms, which have been prepared with legal requirements in mind, should also be used.

4. Responsibilities to stakeholders

4.1 The Company strives to be a good corporate citizen.

4.2 Accordingly, the standards of personal behaviour applicable to Employees are as follows:

- (a) Employees must have an understanding of the Company's business and the environment in which it operates, and stay informed of all relevant activities affecting the Company and the community in which it operates;
- (b) Employees shall treat each other and parties who have interest in or dealings with the Company with professionalism, courtesy and respect. They shall work cooperatively with fellow Employees towards agreed goals, whilst accepting the obligation to supervise or be supervised in the discharge of their duties. Employees shall deal fairly with all parties who have legitimate business with the Company;
- (c) Directors and Officers are obliged to exercise due judgement in their decision making process and will not attempt to improperly influence their colleagues in issues or matters where independent judgement is expected of the other person; and
- (d) Directors and Officers who may communicate publicly (through lectures or papers) on material related to the Company's affairs will in general convey views agreed by the Board. If material beyond this is made public, it should be clearly identified as the view of the individual. Any views attributed publicly to the Board or the Company should be cleared in advance — preferably with the full Board, but at least with the Chairman.

5. Conflicts of Interest

5.1 All Employees owe their primary business loyalty to the Company. They must not participate in any decision, by or on behalf of the Company, which may affect any private business in which they have an interest, unless they have disclosed the nature and extent of that interest to a relevant senior manager in the Company.

- 5.2 An Employee must obtain the consent of the CEO through the Company Secretary before accepting a position as a Director on or member of the board of an external company or organisation. The Employee, who has received such approval, shall advise the Company Secretary promptly of any changes to relevant interests such as directorships, partnerships and holdings in securities. The Company Secretary will inform all Board members and the regulatory authorities, if required. Directors shall normally be advised at the next meeting, but more urgently if appropriate to the circumstances. Interests are confirmed annually in writing to the Company Secretary prior to inclusion in the Directors' Report.
- 5.3 An Employee may, generally, not approve or administer contracts or other business arrangements between the Company and a member of the Employee's immediate family or with a company, firm, or individual employing a member of the Employee's immediate family in activities under the Employee's administration. In the particular case where the Board may decide that an Employee (who is also a Director) may properly supply goods or services on commercially acceptable terms to the Company, details will be provided in the annual Directors' Report and Notes to the Financial Statements.
- 5.4 Employees must avoid acquiring any business interests or participate in any business activity outside the Company which would tend to:
- (a) create an excessive demand upon the Employee's time and attention or create any distraction during working hours; or
 - (b) create a conflict of interest, that is, an obligation, interest or distraction which would interfere with the independent exercise of judgement in the Company's best interest.
- 5.5 Employees may not use other Employees, facilities, equipment or supplies for personal benefit contrary to the Company's policies and procedures.

6. Ethical Standards

- 6.1 Retech is committed to fostering a climate of ethical behaviour and business practice. Key issues which Employees must consider when making any decision on the Company's behalf are:
- (a) Is it the right thing to do?
 - (b) Is the decision or contemplated business conduct lawful?
 - (c) Is it consistent with this Policy?
 - (d) What will be the outcome for the Company, shareholders, colleagues and other stakeholders?
 - (e) Does a conflict of interest arise?
 - (f) Is the decision one that would stand public examination and scrutiny?

- 6.2 The Company encourages staff to report in good faith suspected unlawful/unethical behaviour.
- 6.3 Any Employee who is uncertain as to whether an act or omission constitutes unlawful or unethical behaviour or who wishes to make a report should contact the Company Secretary directly.
- 6.4 The Company Secretary will then determine what action, if any, should be taken.
- 6.5 The Company Secretary will treat as confidential all such queries and reports except where action is to be taken. In which case, the Company Secretary shall seek to maintain the identity of the Employee confidential, unless the circumstances demand otherwise.

7. Fair Dealing

- 7.1 Employees shall not use their positions within the Company to seek personal gain from those doing business or seeking to do business with the Company, nor accept such gain if offered.
- 7.2 Employees must not engage in any act that could be interpreted as seeking or receiving a bribe, secret commission or questionable payment. Decisions made by an Employee in the course of work must be objective and based solely upon the best interest of the Company. They should never be influenced by any consideration of personal gain or gain to any personal associate (eg friend or relative). Except as noted below, Employees may neither seek nor accept gifts, payments, services, fees, pleasure or vacation trips or accommodation, or loan (except normal loans from regular lenders, on conventional terms) from any person, organisation or group that does business or is seeking to do business with the Company or any of its affiliates, or from a competitor of the Company or any of its affiliates.
- 7.3 An Employee may not accept gifts, services or entertainment from individuals or companies doing or seeking to do business with the Company, unless the transaction meets all of the following requirements:
 - (a) is in keeping with good business ethics;
 - (b) is customary and proper under the circumstances and gives no appearance of impropriety;
 - (c) serves a valid business purpose;
 - (d) does not impose any sense of obligation on the recipient to the donor;
 - (e) does not result in any kind of special or favoured treatment of the donor;
 - (f) cannot be viewed as extravagant, excessive or too frequent considering all the circumstances;

- (g) does not involve cash payments, gift certificates, credit arrangements of any kind or any item having a value of more than HK\$1,000.00;
- (h) does not involve materials, services, repairs or improvements at no cost or at unreasonably low prices; and
- (i) there is no effort made to conceal the full facts by either the recipient or the donor.

8. Confidentiality

- 8.1 It is a policy of the Company to honestly and openly provide information to those who have a legitimate interest in its operations. In addition to formal reports to regulatory authorities and reports to the public and shareholders required by statute, the Company may provide extensive information on its activities by way of a variety of publications and through continuing working relations with news media, financial analysts and others. The extent, timing and form of such public disclosure are matters for senior management. Apart from concern for the privacy of the Employees, the Company also operates in a competitive business environment. Consequently, it would be inappropriate for the Company to disclose information, which if published, might impair its own effectiveness and competitiveness.
- 8.2 Accordingly, Company documents such as circulars, manuals, records and internal communications materials, especially materials marked 'Confidential', must never be shown to outsiders without proper authorisation. Care should be exercised in conversations about the Company with outsiders or with fellow Employee in public places.
- 8.3 The obligation of Employees to safeguard the privacy of fellow Employees, to protect the confidentiality of the Company's own affairs, and to protect the Company's proprietary interests continues with equal force if the Employee leaves the service of the Company.
- 8.4 In conversations with customers or other Employees and when on the telephone, due care must be taken to prevent outsiders from overhearing confidential personal information.
- 8.5 Information should not be divulged over the telephone unless the identity of the caller and his or her right to receive the information are definitely established. Particular care should also be taken in answering enquiries and data given must be limited to that permitted by standard Company practice. Appropriate legal advice should be obtained where doubt exists.
- 8.6 The same considerations apply to the privacy rights of Employees and similar due care to avoid breaching these rights must be exercised by those Employees who, by reason of their position, may have knowledge of another Employee's private affairs.

9. Inside information and Securities Trading

- 9.1 Inside information about the Company's affairs or those of customers shall not be used by an Employee for their own gain or that of others.
- 9.2 Employees are often in possession of information (commonly referred to as 'inside' information) which is not publicly available and which may have an impact on the price of the Company's securities. Employees must not disclose such information nor use such information for personal gain or for the advantage of others, such as friends or relatives. For example, trading in the Company's securities or advising others to do so on the basis of such special knowledge may also result in violation of insider trading laws and lead to criminal penalties.
- 9.3 Employees are required to comply with the Company's Securities Trading Policy at all times.

10. Administration

- 10.1 It is recognised that an Employee may have questions concerning whether certain of their planned or actual activities constitute departures from the guidelines of this Code. Such questions should be referred in writing to the CEO through the Company Secretary.
- 10.2 It is also recognised that circumstances may arise where compliance with the Code may be achieved without strict adherence to the guidelines and where such strict adherence would be unreasonable or result in undue hardship for the Employee. In such circumstances, the pertinent facts of the case should be submitted in writing to the CEO through the Company Secretary.

11. Publication

A copy of this Code of Conduct is available at www.retech-rte.com

Annexure 3 Securities Trading Policy

Adopted by Board on 21 December 2016

1. Introduction

This policy summarises the law relating to insider trading and sets out the policy of Retech Technology Co Limited ARBN 615 153 332 (**Retech**) on buying and selling Retech Securities including shares, options, derivatives, managed investment products, superannuation products and any other financial products of Retech that are able to be traded on a financial market.

2. Definitions

ASIC	means the Australian Securities and Investments Commission.
Associate	has the meaning given in section 10
ASX	means ASX Limited.
CDI	means CHESS Depository Interest.
Corporations Act	means Corporations Act 2001 (Cth).
Retech	means Retech Technology Co Limited ARBN 615 153 332.
Retech Securities	means securities of Retech including CDIs, shares, options, derivatives and any other financial products of Retech that are able to be traded on a financial market. At the time this policy is approved, the only securities traded on a financial market are CDIs. Further detail on what 'securities' are included is provided in section 3.3.
Inside Information	has the meaning given in section 4.2.
Key Management Personnel	means those persons having authority and responsibility for planning, directing and controlling the activities of Retech, directly or indirectly, including any director (whether executive or

otherwise) of Retech.

CEO	means the Chief Executive Officer of Retech.
Relevant Notification Officer	means the relevant Retech person to whom notification should be made as set out in section 9.1.
Restricted Employee	has the meaning given in section 3.2.

3. Scope

3.1 Application

This policy applies as follows:

- (a) section 4 (insider trading) and section 11 (confidential information) and section 12 (securities of other entities) apply to everyone (including all Employees, independent contractors and agents of Retech and their Associates);
- (b) sections 5 to 8 (share trading policy), section 10 (associates) and section 9 (process for trading) apply to all Restricted Employees; and
- (c) section 10 (associates) applies this share trading policy to the Associates of Restricted Employees as specified in that section.

3.2 Who is a Restricted Employee?

'Restricted Employees' are Employees who, because of their seniority or the nature of their position, are likely to come in contact with key financial, operational, and strategic information about Retech, that will, or is likely to have, a material effect on the price or value of Retech securities.

The following Employees are automatically deemed to be Restricted Employees:

- (d) Directors;
- (e) the Company Secretary;
- (f) legal and company secretary Employees;
- (g) direct reports to the General Manager Commercial;
- (h) direct reports to the Group Financial Controller; and
- (i) any other Key Management Personnel.

The Company Secretary may also nominate selected individuals to be added to the list of Restricted Employees. 1

The Company Secretary maintains a register of Restricted Employees which will be continuously updated to add or remove employees as appropriate. The Company Secretary will notify Restricted Employees when they are added to or removed from the register.

3.3 What types of transactions are covered by this policy?

- (a) This policy applies to both the sale and purchase of any securities of Retech and its subsidiaries on issue from time to time.
- (b) The definition of “securities” in the Corporations Act is very broad. Securities include:
 - (i) ordinary shares;
 - (ii) CDIs;
 - (iii) preference shares;
 - (iv) options or performance rights;
 - (v) debentures; and
 - (vi) convertible notes.
- (c) For the purposes of this policy, the term “securities” also extends to financial products issued or created over or in respect of securities issued by Retech (for example, warrants and other derivative products), whether or not the financial products are created by Retech or by third parties.

3.4 Further Advice

If you do not understand any aspect of this share trading policy, or are uncertain whether it applies to you or your Associates, please contact the Company Secretary. You may wish to obtain your own legal or financial advice before dealing in Retech Securities.

4. Insider trading prohibitions in the Corporations Act

4.1 What are the insider trading prohibitions?

- (a) Under the *Corporations Act* if you have Inside Information (as defined in section 4.2 below) relating to Retech¹, it is illegal for you to:
 - (i) deal in (that is, apply for, acquire or dispose of) Retech Securities or enter into an agreement to do so; or

¹ Note: Insider trading prohibitions also apply to the securities of other entities where you possess Inside Information about those entities.

- (ii) procure another person to apply for, acquire or dispose of Retech Securities or enter into an agreement to do so; or
 - (iii) directly or indirectly communicate, or cause to be communicated, that information to any other person if you know, or ought reasonably to know, that the person would, or would be likely to, use the information to engage in the activities specified in paragraphs (i) or (ii) above.
- (b) These prohibitions also apply to the application for, grant, exercise or transfer of an option over Retech Securities.
 - (c) It does not matter how, or in what capacity, you become aware of the Inside Information. It does not have to be obtained from Retech to constitute Inside Information.
 - (d) You cannot avoid the insider trading prohibitions by arranging for a member of your family or a friend to deal in Retech Securities, nor may you give "tips" concerning Inside Information relating to Retech to others, including customers.
 - (e) Insider trading is prohibited at all times. The insider trading prohibitions apply to everyone (not just Employees).

4.2 What is Inside Information?

- (a) "Inside Information" is information relating to Retech which is not generally available but, if the information was generally available, would be likely to have a material effect on the price or value of Retech Securities. Inside Information can include matters of speculation or supposition and matters relating to intentions or likely intentions of a person.
- (b) Information is regarded as being likely to have a material effect if it would, or would be likely to, influence persons who commonly invest in securities or other traded financial products in deciding whether or not to deal in Retech Securities.
- (c) Examples of information which could be Inside Information include:
 - (i) the financial performance of Retech against its budget;
 - (ii) changes in Retech's actual or anticipated financial condition or business performance;
 - (iii) changes in the capital structure of Retech, including proposals to raise additional equity or increase debt;
 - (iv) proposed changes in the nature of the business of Retech;
 - (v) changes to the Board of Directors or significant changes in Key Management Personnel;
 - (vi) a significant change in Retech's market share;
 - (vii) likely or actual entry into, or loss of, a material contract;

- (viii) material acquisitions or sales of assets by Retech;
- (ix) a proposed dividend or other distribution or a change in dividend policy; or j) a material claim against Retech or other unexpected liability.

4.3 When is information generally available?

- (a) Information is generally available if:
 - (i) it consists of readily observable matter or deductions;
 - (ii) it has been brought to the attention of investors through an announcement to ASX or otherwise similarly brought to the attention of investors who commonly invest in securities, and a reasonable period has elapsed since it was announced or brought to investors' attention; or
 - (iii) it consists of deductions, conclusions or inferences made or drawn from information referred to in paragraphs (a) or (b) above.
- (b) Examples of possible readily observable matters are:
 - (i) any publicly announced change in legislation which may affect Retech's level of future sales and/or profitability; or
 - (ii) a severe downturn in global securities markets.

4.4 Penalties

- (a) Breach of the insider trading laws may subject you to:
 - (i) criminal liability - penalties include heavy fines and imprisonment;
 - (ii) civil liability - you can be sued by another party or Retech for any loss suffered as a result of illegal trading activities;
 - (iii) civil penalty provisions - ASIC may seek civil penalties against you and may even seek a court order that you be disqualified from managing a corporation.
- (b) Breach of the law, this policy, or both, will also be regarded by Retech as serious misconduct which may lead to disciplinary action or dismissal.

5. No dealing in blackout periods

- (a) In addition to ensuring compliance with the insider trading prohibitions, Restricted Employees must not deal in Retech Securities during the following prohibited periods (except in accordance with this policy):
 - (i) the following closed periods:

- (A) from 1 January to the close of trading on the business day after Retech's half yearly results are announced to ASX; and
- (B) from 1 July to the close of trading on the business day after Retech's annual results are announced to ASX; and
- (b) any extension to a closed period, and any additional period, as specified by the Board of Directors,

(Blackout Periods).

- 5.1 Restricted Employees may deal in Retech Securities at other times subject to complying with insider trading prohibitions (see section 4 above) and the requirements of this policy, including the notification process in section 9.

6. Permitted dealings

The following types of dealings are excluded from the operation of section 5 of this policy and may be undertaken at any time without requiring prior notification, approval or confirmation of dealing, subject to the insider trading prohibitions:

- (a) **(beneficial holdings)** dealings which do not result in a change in beneficial control of Retech Securities (for example, transferring a personal holding of Retech Securities to a personal superannuation fund);
- (b) **(third parties)** an investment in, or trading in units of, a fund or other scheme (other than a scheme only investing in Retech Securities) where the assets of the fund or other scheme are invested at the discretion of a third party (for example, managed investment schemes, listed investment companies, exchange traded funds, or similar investments funds);
- (c) **(takeover)** a disposal of Retech Securities arising from a scheme of arrangement or acceptance of a takeover offer;
- (d) **(security purchase plans and dividend reinvestment plans)** trading under an offer or invitation made to all or most of the security holders, such as a rights issue, a *security* purchase plan, a dividend or distribution reinvestment plan or an equal access buy-back, where the plan that determines the timing and structure of the offer has been approved by Retech's Board;
- (e) **(lender disposal)** a disposal of Retech Securities that is the result of a secured lender exercising their rights, however, this does not extend to disposal under a margin lending agreement or other funding arrangements, where such arrangements are prohibited by this policy; and
- (f) **(incentive scheme)** the exercise (but not the sale of Retech Securities following exercise) of an option or right under an employee incentive scheme, or the conversion of a convertible security, where the final date for the exercise of the option or right, or the conversion of *the* security, falls during a Blackout

Period and the Restricted Employee could not reasonably have been expected to exercise it at a time outside of a Blackout Period.

7. Further restrictions

7.1 No margin lending or security arrangements

- (a) Restricted Employees are not permitted to enter into margin lending arrangements in *relation to* Retech Securities as the terms may require Retech Securities to be sold during a Blackout Period or when the Restricted Employee possesses Inside Information. Restricted Employees should consult the Relevant Notification Officer if they are uncertain as to whether an arrangement should be classified as a margin lending arrangement.
- (b) In addition, Restricted Employees must not, without the consent of the Company Secretary, enter into any other funding arrangements where Retech Securities may be included as security (for example any lending arrangement that involves the Restricted Employee granting an 'all assets' security interest to secure the repayment of a loan).

7.2 No short term or speculative trading

- (a) Retech encourages Employees to be long term investors in Retech. Employees should not engage in short term or speculative trading in Retech Securities or in financial products associated with Retech Securities.
- (b) Restricted Employees must hold any Retech Securities or financial products associated with Retech Securities for at least 90 days.
- (c) Restricted Employees are not permitted to engage in short selling of Retech Securities²

7.3 No hedging

A Restricted Employee must not:

- (a) enter into transactions or arrangements with anyone which could have the effect of limiting their exposure to risk relating to an element of their remuneration that:
 - (i) has not vested; or
 - (ii) has vested but remains subject to a holding lock; or
- (b) deal at any time in financial products associated with Retech Securities, except for the type of dealing permitted under this policy.

7.4 Meaning of financial products

² 'Short selling' involves a person selling financial products they do not own with a view to repurchasing them later at a lower price. See ASIC Regulatory Guide 196 for further information.

For the purposes of this section, financial products include derivatives, options, warrants, futures, forward contracts, swaps and contracts for difference issued or created over or associated with Retech Securities by third parties.

8. Exceptional circumstances

- (a) A Restricted Employee may, by written notice in the form of Schedule 2, request, and the Relevant Notification Officer may give, prior confirmation for the Restricted Employee to:
 - (i) deal in Retech Securities during a Blackout Period; or
 - (ii) dispose of Retech Securities even if otherwise prohibited under section 7,
if there are exceptional circumstances (except if this would breach the insider trading prohibitions - see section 4 above).
- (b) Exceptional circumstances may include:
 - (i) severe financial hardship, for example, a pressing financial commitment that cannot be satisfied otherwise than by selling the relevant Retech Securities;
 - (ii) requirements under a court order or court enforceable undertakings or other legal or regulatory requirements; or
 - (iii) other exceptional circumstances as determined by the Chairman (or CEO where the Chairman is involved).
- (c) If the Relevant Notification Officer has any doubt in making a determination of exceptional circumstances, they should exercise the discretion with caution.
- (d) If prior confirmation is granted in accordance with clause 8.1, the Restricted Employee must confirm in writing (in the form set out in Part C of Schedule 2) to the Relevant Notification Officer, within three (3) business days from when the dealing in Retech Securities has occurred, the number of Retech Securities affected and the relevant parties to the dealing.

9. Process for trading

9.1 Prior notification

- (a) Where a Restricted Employee, who believes that trading is permitted under this policy, proposes to deal in Retech Securities (including entering into an agreement to deal) they must first provide each of the following:

- (i) written notice of their intention to deal, as set out in Part A of Schedule 1, to the Relevant Notification Officer listed below (unless otherwise notified to the Restricted Employee):

Applicant	Relevant Notification Officer
Chairman of the Board	The Chairman of the Audit and Risk Management Committee
Other directors	The Chairman of the Board
Key Management Personnel	CEO or Company Secretary
Other Restricted Employees	Company Secretary

- (ii) confirmation that they are not in possession of Inside Information.

- (b) All requests to buy or sell securities must include:

- (i) the intended volume of securities to be purchased or sold; and
(ii) an estimated time frame for the sale or purchase.

9.2 Clearance

- (a) Before dealing in Retech Securities, the Restricted Employee must receive a clearance in the form of Part B of Schedule 1 signed by the Relevant Notification Officer.
- (b) A clearance expires five (5) days from its date, unless it specifies a different expiry date.
- (c) A clearance confirms that the proposed dealing by the Restricted Employee is within the terms of this policy but does not otherwise constitute approval or endorsement by Retech or the Relevant Notification Officer of the proposed dealing.
- (d) Restricted Employees remain responsible for their own investment decisions and compliance with the insider trading provisions of the Corporations Act and this policy.

9.3 Confirmation of dealing

- (a) All Restricted Employees

In addition to providing prior notice under section 8.1, Restricted Employees of Retech must confirm in writing (in the form set out in Part C of Schedule 1) to the Relevant Notification Officer, within three (3) business days from when the dealing in Retech Securities has occurred, the number of Retech Securities affected and the relevant parties to the dealing.

(b) Director specific

With respect to Directors, ASX Listing Rule 3.19A requires Retech to notify the ASX within five business days after any dealing in securities of Retech (either personally or through an Associate) which results in a change in the relevant interests of a Director in the securities of Retech. Retech has made arrangements with each Director to ensure that the Director promptly discloses to the Company Secretary all the information required by the ASX after the date of the change and in any event no later than three business days after the change or another time frame which allows for compliance with the Listing Rule obligations.

10. Associates

(a) This policy (other than section 8) also applies to Associates of Restricted Employees. A Restricted Employee must communicate on behalf of their Associate with the Relevant Notification Officer for the purposes of any relevant provisions of this policy, including section 6.

(b) "Associates" of a Restricted Employee include:

- (i) a spouse or partner of the Restricted Employee;
- (ii) a child or step-child of the Restricted Employee who is under the age of 18;
- (iii) a relative who has shared the same household as the Restricted Employee for at least 12 months on the date of the transaction in question;
- (iv) any other entity in respect of which the Restricted Employee is a director, secretary or executive *officer*, unless appropriate arrangements are in place within that company or body to ensure that the Restricted Employee:
 - (A) takes no part in the decision by that other company or body to purchase or sell Retech Securities; and
 - (B) has not induced or encouraged that other company or body to purchase or sell Retech Securities;
- (v) companies with which the Restricted Employee is connected by directly or indirectly:
 - (A) holding at least 20% of the share capital; or
 - (B) controlling the exercise of at least 20% of the voting power at any general meeting;

- (vi) a trustee where the beneficiaries of the trust include the Restricted Employee or his or her spouse, partner or child or step-child under the age of 18; and
 - (vii) any other persons over whom a Restricted Employee has, or may be expected to have, investment control or influence.
- (c) If you are in doubt as to whether a person is an Associate, you should contact Retech Secretary who will make a determination on the issue.

11. Confidential information

- (a) You must treat all sensitive, non-public information ("Confidential Information") about Retech as confidential and belonging to Retech. You must not disclose Confidential Information to others (including family members, relatives, business or social acquaintances) except as authorised or legally required.
- (b) You must avoid inadvertent or indirect disclosure of Confidential Information. Even within Retech, Confidential Information should be distributed to or discussed with others only on a need-to-know basis, and those people must be told that the information is confidential. Be careful that your conversations are not overheard in elevators, planes or other public places. Take whatever steps are reasonably necessary to keep Confidential Information from being disclosed, except as authorised or legally required.

12. Securities of other entities

- (a) While in general Employees are free to deal in securities in other listed companies, the insider trading prohibitions apply to dealings not only in Retech Securities but also in those of other listed companies, including those with which Retech may be dealing or competing, where an employee possesses Inside Information in relation to that other company.
- (b) If an Employee is aware of information which is not generally available but which, if generally available, a reasonable person would expect to have a material effect on the price or value of a security, the Employee should not deal in the securities of the relevant company.
- (c) Employees may come in to possession of Inside Information where they are directly involved in client relationship management or negotiating contracts. For example, where the Employee is aware that Retech is about to sign a major agreement with another company, the Employee must not buy securities in either Retech or the other company.

13. Review and publication of this policy

- (a) Retech's Board of Directors will review this policy from time to time and at least annually. This policy may be amended by resolution of the Board of Directors.
- (b) The CEO may approve procedures relating to this policy.
- (c) A copy of this policy will be made available to all Employees and directors and will also be available on the Retech website at www.retech-rte.com. It is the responsibility of each such person to comply with this policy.

Schedule 1 – Notification to deal in Retech Securities

Instructions: This form is to be used in conjunction with Retech's Securities Trading Policy which is available on the website. Terms defined in the Securities Trading Policy have the same meaning in this form. If you have any questions, please contact the Company Secretary. Your relevant Notification Officers are (unless you are notified otherwise):

Applicant	Relevant Notification Officer
Chairman of the Board	The Chairman of the Audit and Risk Management
Other directors (including CEO)	The Chairman of the Board
Key Management Personnel	CEO or Company Secretary
Other Restricted Employees	Company Secretary

- If, under the Securities Trading Policy, you are required to notify Retech of a proposed transaction, please complete **Part A** and send it to the Relevant Notification Officer.
- You must receive **Part B** completed by the Relevant Notification Officer before you trade.
- You must also send **Part C** confirming details of your trade of the Relevant Notification Officer within three (3) business days of the trade.

Part A - Prior Notification by a Restricted Employee

Name of Restricted Employee	("Restricted Employee")
Description of Securities (ie number and class of Securities)	
Nature of agreement / dealing (sale / purchase/ subscription)	
Proposed date of transaction (ie completion date)	

I confirm that:

- (d) I am not in possession of any unpublished information which, if generally available, might materially affect the price or value of Retech Securities; and
- (e) The transaction in Retech Securities described above does not contravene the Securities Trading Policy.

Signed: _____

Dated: _____

Part B - Clearance by the Relevant Notification Officer

This clearance confirms that the proposed trade by the Restricted Employee is within the terms of the Securities Trading Policy but does not otherwise constitute an approval or endorsement of the proposed trade. You have five (5) days from the date of this clearance to undertake the proposed trade.

Name: _____

Title: _____

Signature: _____

Dated: _____

Part C - Confirmation of dealing by a Restricted Employee

Name of Restricted Employee	("Restricted Employee")
Description of Securities (ie number and class of Securities)	
Nature of agreement / dealing (sale / purchase/ subscription)	
Date of transaction (ie completion date)	

Schedule 2 – Approval request form -exceptional circumstances

Instructions: This form is to be used in conjunction with Retech's Securities Trading Policy which is available on the website. Terms defined in the Share Trading Policy have the same meaning in this form. If you have any questions, please contact the Company Secretary. Your relevant Notification Officers are (unless you are notified otherwise):

Applicant	Relevant Notification Officer
Chairman of the Board	The Chairman of the Audit and Risk Management
Other directors (including CEO)	The Chairman of the Board
Key Management Personnel	CEO or Company Secretary
Other Restricted Employees	Company Secretary
<ul style="list-style-type: none"> If you are seeking to deal in Retech Securities during a Blackout Period or dispose of Retech Securities where otherwise prohibited under section 6 of the Share Trading Policy, please complete Part A and send it to the Relevant Notification Officer. You must receive Part B completed by the Relevant Notification Officer before you trade. If the Relevant Notification Officer confirms the trade requested under this form, you must also send Part C confirming details of your trade of the Relevant Notification Officer within three (3) business days of the trade. 	

Part A - Prior Notification by a Restricted Employee

Name of Restricted Employee	("Restricted Employee")
Description of Securities (ie number and class of Securities)	
Nature of agreement / dealing (sale / purchase/ subscription)	
Proposed date of transaction (ie completion date)	
Reason for request (including description of exceptional circumstances)	

I confirm that I am not in possession of any unpublished information which, if generally available, might materially affect the price or value of Retech Securities:

Signed: _____

Dated: _____

Part B - Confirmation by the Relevant Notification Officer

This confirms that the Restricted Employee may deal in Retech Securities in accordance with section 8 of the Securities Trading Policy. This does not otherwise constitute an approval or endorsement of the proposed trade. You have five (5) days from the date of this clearance to undertake the proposed trade.

Name: _____

Title: _____

Signature: _____

Dated: _____

Part C - Confirmation of dealing

Name of Employee	("Restricted Employee")
Description of Securities (ie number and class of Securities)	
Nature of agreement / dealing (sale / purchase/ subscription)	
Date of transaction (ie completion date)	

Annexure 4 Audit and Risk Management Committee Charter

Adopted by Board on 21 December 2016

1. Introduction

- 1.1 The Board of Retech has established an Audit and Risk Management Committee. The purpose for which the Audit and Risk Management Committee has been established and the powers of the Committee are set out in this document.
- 1.2 The Board and Officers of Retech are committed to managing its risks but ultimately it is the responsibility of the Board for risk management and control. The Board is charged with examining and considering areas of significant business risk on an ongoing basis and to implement policy to minimise exposure to these risks.

2. Definitions

General terms and abbreviations used in these policy statements have the following meaning set out below.

ASX	ASX Limited.
Board	the Board of Directors of Retech.
CEO	Chief Executive Officer, who may also be the Managing Director.
CFO	Chief Financial Officer (where appointed).
Chairman	the Chairman of the Board.
Charter	this audit and risk management committee charter.
Company Secretary	the Company Secretary of the Company.
Committee	the Audit and Risk Management Committee.

Companies Ordinance	the Companies Ordinance (Chapter 32 of the Laws of Hong Kong), as amended from time to time.
Corporations Act	<i>Corporations Act 2001 (Cth).</i>
Director	a Director of Retech.
Retech or the Company	Retech Technology Co Limited ARBN 615 153 332.
Listing Rules	the Listing Rules of the ASX.
Officer	a senior executive of Retech.

3. Role and Objectives

- 3.1 The primary role of the Committee is to monitor and review, on behalf of the Board, the effectiveness of the controlled environment of Retech in the areas of operational and balance sheet risk, legal/regulatory compliance and financial reporting.
- 3.2 The overriding objective of the Committee is to provide an independent and objective review of financial and other information prepared by the Company, in particular that to be provided to members and/or filed with regulators, including:
- (a) overseeing Retech's discharge of its responsibilities with respect to:
 - (i) the financial statements, financial report and annual report;
 - (ii) legal/regulatory compliance;
 - (iii) protection of capital; and
 - (iv) risk management systems.
 - (b) overseeing Retech's relationship with external auditors; and
 - (c) determining the independence of the external auditors and the policy for audit partner rotation.
- 3.3 The Committee is also responsible for the review of the Company's risk management program and ensure that areas of risk have been identified and that the appropriate internal controls have been implemented and are operating efficiently in all material respects.

- 3.4 The Committee will meet and receive regular reports from its external auditors concerning matters that arise in connection with their audit. The Committee is also responsible for review of performance and nomination of the external auditors.

4. Membership and Structure of the Committee

- 4.1 The Committee members are appointed, removed and/or replaced by the Board. The term of an appointment is to be determined by the Board.
- 4.2 The Committee comprises only Non-Executive Directors and a minimum of three Directors. It is intended that a majority of the Committee at any time will be Independent Directors such that they are independent of management and free of any conflicts, business or other relationship that could materially interfere with – or could reasonably be perceived to interfere with – the exercise of their unfettered and independent judgement.
- 4.3 The chairperson should be an Independent Director and not the Chairman of the Board.
- 4.4 The Board will appoint the chairperson of the Committee.
- 4.5 The current members of the Committee are:
- (a) Neville Ide (Chairperson);
 - (b) Chris Ryan; and
 - (c) Liu Qing.
- 4.6 Other Non-Executive Directors who are not Committee members may attend meetings of the Committee should they wish. The external auditors and other officers of the Company may attend meetings of the Committee by invitation. The CEO, CFO (or equivalent) and external auditors shall be given notice of all meetings and may be invited to attend.
- 4.7 All persons appointed to the Committee will be financially literate (able to read and understand financial statements) and have sufficient financial knowledge and understanding to allow them to discharge their responsibilities.
- 4.8 The Board will review the membership and charter of the Committee annually, in accordance with clause 7.
- 4.9 The Committee has the authority, within the scope of its responsibilities, to seek any information it requires from an employee or external party.
- 4.10 The Committee shall have direct access to Company's senior management. The Committee chairperson shall have the authority to directly seek independent, professional or other advisers as required for the Committee to carry out its responsibilities.

5. Administrative matters

- 5.1 It is intended that the Committee will meet at least two times each year, or as often as the Committee members deem necessary in order to fulfil their role and objectives set out in this Charter.
- 5.2 Except as set out in this Charter, the Committee is subject to the Board's general policy for engaging or seeking advice from financial and legal advisers.
- 5.3 The Company Secretary will attend all Committee meetings as minute secretary. All minutes of the Committee will be entered into a minute book maintained for that purpose and will be open at all times for inspection by any Director.

6. Reporting

- 6.1 It is intended that a report of the actions of the Committee and/or a copy of the minutes of the Committee meeting will be included in the Board papers for the Board meeting next following a meeting of the Committee.
- 6.2 The chairperson will, if requested, provide a brief oral report as to any material matters arising out of the Committee meeting. All Directors may, within the Board meeting, request information of members of the Committee.
- 6.3 The Committee will conduct an annual self-appraisal of its performance with respect to the Charter.

7. Responsibilities and functions

7.1 Overview

The Committee's key responsibilities and functions are to:

- (a) oversee Retech's relationship with the external auditor (including forming a policy on the provision of non-audit services and the rotation of external auditor personnel on a regular basis) and the external audit function generally;
- (b) oversee the adequacy of the control processes in place in relation to the preparation of financial statements and reports;
- (c) ensure that the financial reports comply with accounting and financial reporting standards, ASX and legal requirements;
- (d) oversee the adequacy of the Retech's financial controls and systems;
- (e) oversee the process of identification and management of business, financial and commercial risks (other than credit and trading (financial market) risk); and

- (f) review and approve related party transactions.

7.2 **Audit**

- (a) The Committee's specific function on audit is to review and report to the Board that:
 - (i) the system of control, which management has established, effectively safeguards the assets of Retech;
 - (ii) processes are in place such that accounting records are properly maintained in accordance with statutory requirements; and
 - (iii) processes exist to reasonably guarantee that financial information provided to investors and the Board is accurate and reliable.
- (b) The following are intended to form part of the normal procedures for the Committee's audit responsibility:
 - (i) recommending to the Board the appointment and removal of the external auditors and reviewing the terms of engagement;
 - (ii) approving the audit plan of the external auditors;
 - (iii) monitoring the effectiveness and independence of the external auditors;
 - (iv) obtaining assurances that the audit is conducted in accordance with the Auditing Standards and all other relevant accounting policies and standards;
 - (v) providing recommendations to the Board as to the role of the internal auditor/internal audit function, if any;
 - (vi) reviewing and appraising the quality of audits conducted by Retech's external auditors and confirming their respective authority and responsibilities;
 - (vii) monitoring the relationship between management and the external auditors;
 - (viii) evaluating the adequacy, effectiveness and appropriateness of Retech's administrative, operating and accounting control systems and policies;
 - (ix) reviewing and evaluating controls and processes in place to ensure compliance with approved policies, controls, and with applicable accounting standards and other requirements relating to the preparation and presentation of financial results;
 - (x) overseeing Retech's financial reporting and disclosure processes and the outputs of that process;

- (xi) determining the reliability, integrity and effectiveness of accounting policies and financial reporting and disclosure practices;
- (xii) reviewing (in consultation with management and external auditors) the appropriateness of the accounting principles adopted by management in the composition and presentation of financial reports and approving all significant accounting policy changes.

7.3 Appointment of External Auditors

- (a) An external audit partner is to be permanently engaged by the Company to provide shareholder and investor confidence in the integrity of the Company's financial reports. The Company requires the external audit partner to maintain independence from the Company in accordance with the Companies Ordinance, the Corporations Act, the Companies Ordinance and this Policy.
- (b) Each year, the Company and the auditors should document the terms of engagement and present them to the Audit Committee for approval. Terms of engagement must include:
 - (i) confirmation of the audit firm's continuing independence and the continuing independence of the senior audit partner;
 - (ii) a requirement for the audit partner to be present at the AGM for the purpose of answering shareholder questions about the conduct of the audit and the preparation and content of the auditor's report. The agenda for the AGM must include provisions for questioning the auditor;
 - (iii) ready access of the audit partner to the Committee through the chairperson of the Committee;
 - (iv) a requirement for the auditor to provide the Committee a full and complete report on the audit with a copy presented to management.
- (c) On the completion of the year end audit, the Committee is to receive a copy of the audit closing report which clearly documents any potential issues in the financial statements. The Committee must be satisfied that the decision not to adjust any errors identified by the auditors would not materially impact the financial statements.

7.4 Risk and Compliance

- (a) The Committee's specific function with respect to risk management is to review and report to the Board that:
 - (i) the Company's ongoing risk management program effectively identifies all areas of potential risk;
 - (ii) adequate policies and procedures have been designed and implemented to manage identified risks; and

- (iii) proper remedial action is undertaken to redress areas of weakness.
- (b) The following are intended to form part of the normal procedures for the Committee's risk responsibility:
 - (i) evaluating the adequacy and effectiveness of the management reporting and control systems used to monitor adherence to policies and guidelines and limits approved by the Board for management of balance sheet risks;
 - (ii) evaluating the adequacy and effectiveness of Retech's financial and operational risk management control systems by reviewing risk registers and reports from management and external auditors;
 - (iii) evaluating the structure and adequacy of Retech's own insurances on an annual basis;
 - (iv) reviewing and making recommendations on the strategic direction, objectives and effectiveness of Retech's financial and operational risk management policies;
 - (v) overseeing the establishment and maintenance of processes to ensure that there is:
 - (A) an adequate system of internal control, management of business risks and safeguard of assets; and
 - (B) a review of internal control systems and the operational effectiveness of the policies and procedures related to risk and control;
 - (vi) evaluating Retech's exposure to fraud and overseeing investigations of allegations of fraud or malfeasance;
 - (vii) reviewing Retech's main corporate governance practices for completeness and accuracy;
 - (viii) overseeing the proper evaluation of the adequacy and effectiveness of Retech's legal compliance control systems; and
 - (ix) reviewing and approving all transactions in which Retech is a participant and in which any parties related to Retech, including its executive officers, Directors, beneficial owners of more than 5% of Retech's shares, immediate family members of the foregoing persons and any other persons whom the Board determines may be considered related parties of Retech, has or will have a direct or indirect material interest.
- (c) The Committee will only approve those related party transactions that are determined to be in, or are not inconsistent with, the best interests of Retech and its shareholders, after taking into account all available facts and circumstances as the Committee determines in good faith to be necessary.

Transactions with related parties will also be subject to shareholder approval to the extent required by the Listing Rules.

8. Review

The Board will, at least once in each year:

- (a) review the membership and Charter of the Committee to determine its adequacy for current circumstances. The Board must disclose whether such a review has in fact taken place. Where necessary, the Board, upon the recommendation of the Committee, may by resolution, alter the responsibilities, functions or membership of the Committee. The Committee may also recommend to the Board the formal adoption of the revised charter for future operations of the Committee; and
- (b) oversee the preparation of any report or other disclosures to be included in Retech's annual report or other communications to shareholders relating to the external auditors and Retech's financial statements.

9. Risk Profile & Management of Risks

- 9.1 Risk is an inherent part of the business that Retech is involved in. Retech is in a highly competitive market sector.
- 9.2 Retech regards business risks as threats to the achievement of Retech's objectives and goals and to the successful execution of its strategies.
- 9.3 The main risks faced by Retech are detailed below. These reflect the key risks contained in the Retech Prospectus dated 21 December 2016:

Topic	Summary
Risk that Retech's marketing strategy to retain Clients is not effective	There is a risk that Retech's marketing strategy to engage Clients is not successful. This would result in the Retech Group failing to meet revenue targets and have a material and adverse effect on the operating results of the Retech Group.
Risk that Retech's management and key personnel may discontinue their services.	Retech relies on the expertise and experience of the Board of Directors and its management team to ensure its future success. There is a risk that if one or more of Retech's management or Directors were unable or unwilling to continue in their present positions, Retech's business, financial condition and results of operations may be materially adversely affected and employment costs may increase.
Risk that defects in software, errors in systems	Retech's software solutions are complex and may contain defects and bugs. There is a risk that any such defects or bugs could interrupt or delay completion of projects. In addition,

Topic	Summary
integration or failure to perform professional services could result in a loss of Clients and a decrease in revenues.	Retech's reputation may be damaged and it may fail to secure new projects from existing Clients or new Clients. This would result in the Retech Group failing to meet revenue targets and have a material and adverse effect on the operating results of the Retech Group.
Risk that any significant failure in Retech's information technology systems could subject it to contractual liabilities to Clients, harm reputation and adversely affect its results of operations.	Retech's business and operations are highly dependent on the ability of its information technology systems to timely process various transactions across different markets and solutions. There is a risk that Retech's business activities may be materially disrupted in the event of a partial or complete failure of any of these primary information technology or communication systems. Loss of all or part of the systems for a period of time could have a material adverse effect on the business and business reputation of Retech.
Risk of loss of major Clients	There is a risk that for a number of reasons, Retech may lose one or more major Clients. The loss of one or more of the major Clients could have a materially adverse effect on future revenues.
Risk associated with operating in foreign countries	There are various risks associated with operating in foreign countries such as China and Hong Kong, including political, exchange rate, economic, sovereign, and transfer risk.
Risk that the GRP Group, its management or controlling shareholders may compete with Retech Group's business	Ai Shungang who is and has been involved in the establishment and business of Retech, has direct or indirect control over GRP and various other affiliated companies. As such, there is a risk that the GRP Group, its management or controlling shareholders may compete with Retech's Group's business.
Dividend and distribution risk given Retech relies on its PRC subsidiaries for its cash flow and income	Retech primarily relies on dividends and other distributions from its PRC subsidiaries for its cash flows and income. Legal and regulatory restrictions on Retech's PRC subsidiaries could have a material adverse effect on its ability to pay dividends as well as on its business, financial condition, operational results and prospects.
Other risks	There are a number of general investment risks that could impact negatively on an investment in Retech. These include key personnel risk, general domestic and global economic conditions, increases in unemployment rates, withdrawal of wholesale funding sources, negative consumer and business

Topic	Summary
	sentiment and an increase in interest rates, amongst other factors.

10. Risk Oversight

10.1 General Risks

- (a) The Committee reviews and the Board will approve:
 - (i) Retech's risk management strategy and policies;
 - (ii) Retech's risk management framework, including key policies and procedures, including any changes to the risk management framework or any key risk policies and procedures; and
 - (iii) Compliance with the endorsed risk management framework through monthly reporting to the Board.
- (b) Authority may be delegated to management where appropriate.

10.2 Business risks

The Committee will regularly review business risks applicable to the business and ongoing operations. Additionally, the Committee considers risk profiles as part of the annual strategy review and budget planning review. As part of the monitoring process, the Committee is provided with management reports, documenting as applicable:

- (a) Reports on exposures, non-compliance with key policies and general effectiveness of risk management systems, when necessary;
- (b) Results of independent reviews of the control environment, if and when conducted;
- (c) Other information considered appropriate.

10.3 Reporting

The Committee's will provide the Board with monthly reports on progress in addressing the risks. The reports detail the effectiveness of the risk management program and identify and address material business risks such as technological, strategic, business, operational, financial, human resources and legal/regulatory risks.

11. Compliance & Control / Assessment of Effectiveness

- 11.1 The Board has delegated certain activities to the Committee, namely those of a primarily financial nature.
- 11.2 The Committee reviews and reports to the Board on matters including:
- (i) the integrity of Retech's financial and external reporting;
 - (ii) the external auditors' selection, scope and independence; and
 - (iii) the effectiveness and adequacy of management information and internal control structures.
- 11.3 The Committee has the right to appoint external professional advisers to carry out regular investigations into control mechanisms and report their findings, including recommendations for improvement to controls, processes and procedures, to the Committee.
- 11.4 The Committee also plays a key role for the Board in overseeing management's application of the ASX Corporate Governance Council Guidelines in respect of Financial Reporting and Risk oversight.

12. Risk Management

- 12.1 The management of operational risk and the implementation of mitigation measures is the responsibility of management and specifically the CEO and CFO (or equivalent).
- 12.2 The risk management and internal control systems within Retech encompass all policies, processes, practices and procedures established by management and/or the Board to provide reasonable assurance that:
- (a) established corporate and business strategies and objectives are achieved;
 - (b) risk exposure is identified and adequately monitored and managed;
 - (c) resources are acquired economically, adequately protected and managed efficiently and effectively in carrying out Retech's business;
 - (d) significant financial, managerial and operating information is accurate, relevant, timely and reliable; and
 - (e) there is an adequate level of compliance with policies, standards, procedures and applicable laws and regulations.
- 12.3 Management are responsible to the Board to:
- (a) Delegate approvals required under the risk management framework;
 - (b) Report risk management including operational issues, operational losses;

- (c) Monitor operational control weaknesses and breakdowns, including fraud;
- (d) Monitor due diligence conducted for appointment and ongoing monitoring of outsourced arrangements.

13. Publication

A copy of this Charter is available at www.retech-rte.com.

Annexure 5 Nomination and Remuneration Committee Charter

Adopted by Board on 21 December 2016

1. Introduction

- 1.1 Given the size and scale of operations of the Company, the Board considers those matters that would usually be the responsibility of a nomination and remuneration committee.
- 1.2 The Nomination and Remuneration Charter has been adopted by the Board to assist it in fulfilling its duties.

2. Definitions

General terms and abbreviations used in this Charter have the following meaning set out below.

Board	the board of Directors of Retech.
CEO	Chief Executive Officer or General Manager (as applicable), who may also be the Managing Director.
CFO	Chief Financial Officer (where appointed).
Charter	this Nomination and Remuneration Charter.
Committee	the Nomination and Remuneration Committee.
Director	a Director of Retech.
Retech or the Company	Retech Technology Co Limited ARBN 615 153 332.

3. Role and Objectives

- 3.1 The role of the Nomination and Remuneration Committee relates to the appointment and remuneration of the Non-Executive Directors, CEO, CFO (or equivalent), Company Secretary, and other senior executives and employees of Retech.
- 3.2 The Committee is responsible for recommending remuneration practices and policies.
- 3.3 The objectives of the Committee in relation to these roles include:
- (a) to review and assess the necessary and desirable competencies of the non-executive members of the Board;
 - (b) to develop succession plans for the Board and to oversee development by management of succession planning for senior executives; and
 - (c) to review remuneration practices and policies.

4. Membership and Structure of the Committee

- 4.1 The Committee members are appointed, removed and/or replaced by the Board. The term of an appointment is to be determined by the Board.
- 4.2 Unless otherwise determined by the Board, the Committee comprises only non-executive Directors and a minimum of three Directors. It is intended that a majority of the Committee at any time will be Independent Directors such that they are independent of management and free of any conflicts, business or other relationship that could materially interfere with – or could reasonably be perceived to interfere with – the exercise of their unfettered and independent judgement.
- 4.3 The chairperson should be an Independent Director and not the Chairman of the Board.
- 4.4 The Board will appoint the chairperson of the Committee.
- 4.5 The current members of the Committee are:
- (a) Liu Qing (Chairperson);
 - (b) Neville Ide;
 - (c) Chris Ryan.
- 4.6 Other Non-Executive Directors who are not Committee members may attend meetings of the Committee should they wish. The external auditors and other officers of the Company may attend meetings of the Committee by invitation. The CEO, CFO (or equivalent) and external auditors shall be given notice of all meetings and may be invited to attend.
- 4.7 The Board will review the membership and charter of the Committee annually, in accordance with clause 7.

- 4.8 The Committee has the authority, within the scope of its responsibilities, to seek any information it requires from an employee or external party.
- 4.9 The Committee shall have direct access to Company's senior management. The Committee chairperson shall have the authority to directly seek independent, professional or other advisers as required for the Committee to carry out its responsibilities.

5. Administrative matters

- 5.1 It is intended that the Committee will meet at least two times each year, or as often as the Committee members deem necessary in order to fulfil their role and objectives set out in this Charter.
- 5.2 Except as set out in this Charter, the Committee is subject to the Board's general policy for engaging or seeking advice from financial and legal advisers.
- 5.3 The Company Secretary will attend all Committee meetings as minute secretary. All minutes of the Committee will be entered into a minute book maintained for that purpose and will be open at all times for inspection by any Director.

6. Responsibilities and functions

- 6.1 The Committee will be responsible for determining and reviewing:
- (a) the total level of remuneration of Non-Executive Directors and for individual fees for Non-Executive Directors and the Chairman, including any additional fees payable for membership of Board committees, In accordance with ASX Listing Rule 10.17, the total aggregate remuneration of Non-Executive Directors can only be increased with the approval of the holders of ordinary securities;
 - (b) the total remuneration package for the CEO, CFO (or equivalent), and the Company Secretary, and including short term and long term incentives;
 - (c) management succession planning in regard to the CEO, CFO (or equivalent), and the Company Secretary;
- 6.2 For the avoidance of doubt, the Committee will separately consider the remuneration packages of Non-Executive Directors, Executive Directors and senior executives:
- (a) reviewing and approving management recommendations on remuneration practices and policies, and the remuneration of employees generally;
 - (b) reviewing the performance targets for senior management;
 - (c) reviewing management succession planning for Retech in general;
 - (d) reviewing the appointments and terminations to senior management positions;

- (e) reviewing Retech's obligations on matters such as superannuation and other employment benefits and entitlements;
- (f) reviewing the appointment of Non-Executive Directors, including attending to the following matters:
 - (i) periodically assessing the appropriate mix of skills, experience and expertise required on the Board and assessing the extent to which the required skills are represented on the Board;
 - (ii) establishing processes for the identification of suitable candidates for appointment to the Board, including, establishing criteria for Board membership, engaging appropriate search firms to assist in identifying potential candidates; and
 - (iii) where appropriate, nominating appropriate candidates for non-executive directorship.
- (g) monitoring the length of service of current Board members, considering succession planning issues and identifying the likely order of retirement by rotation of Non-Executive Directors;
- (h) establishing processes for the review of the performance of individual Non-Executive Directors, the Board as a whole and the operation of Board committees;
- (i) designing induction and ongoing training and education programs for the Board to ensure that Non-Executive Directors are provided with adequate information regarding the operations of the business, the industry and their legal responsibilities and duties; and
- (j) monitoring board members and senior executives to ensure no transactions in associated products are entered into which limit the economic risk of participating in unvested entitlements under any equity-based remuneration schemes.

7. Review

The Board will, at least once per year, review the Nomination and Remuneration Charter to determine its adequacy for current circumstances. Where necessary the Board may by resolution alter the terms of the Nomination and Remuneration Charter.

8. Access and Advisers

The Board shall have direct access to Company's senior management. The Board shall have the authority to directly seek independent, professional or other advisers as required for the Board to carry out its responsibilities under this Nomination and Remuneration Charter.

9. Experts

If the Board engages expert advisers on matters pertaining to the remuneration of Directors and key management personnel, those advisers are to provide advice directly to the Board, independent of management. If the Board enters into an arrangement or commissions advisers on matters relating to remuneration, these arrangements will be disclosed in the Corporate Governance section of the Company's annual report to shareholders.

10. Publication

A copy of this Charter is available at www.retech-rte.com.

Annexure 6 Continuous Disclosure Policy and Communications Strategy

Adopted by Board on 21 December 2016

1. Introduction

- 1.1 The Board recognises its duty to ensure that its shareholders are informed of all major developments affecting Retech's state of affairs.
- 1.2 Furthermore, Retech respects the rights of its shareholders and to facilitate the effective exercise of those rights, the Company is committed to:
- (a) communicating effectively with shareholders;
 - (b) providing shareholders with ready access to balanced and understandable information about the Company and corporate proposals; and
 - (c) making it easier for shareholders to participate in general meetings of the Company.

2. Definitions

General terms and abbreviations used in this policy statement have the following meaning set out below.

ASX	ASX Limited.
Board	the board of Directors of Retech.
CEO	Chief Executive Officer, who may also be the Managing Director.
Chairman	the Chairman of the Board.
Company Secretary	the Company Secretary of the Company.
Corporations Act	the <i>Corporations Act 2001</i> (Cth).

Director	a Director of Retech.
Retech or the Company	Retech Technology Co Limited ARBN 615 153 332.
Employee	reference to an Employee include the companies or trusts substantially owned or controlled by an employee of the Company or direct relatives, executive Directors and, where the context permits, Non-Executive Directors, managers and all other employees or staff engaged by the Company either on a contract of employment or a salaried basis.
Listing Rules	the Listing Rules of the ASX Limited.
Officer	a senior executive of Retech.
Policy	this continuous disclosure policy and communication strategy.

3. Communication to stakeholders

This Policy provides that information will be communicated to shareholders and the market through:

- (a) the Annual Report which is distributed to shareholders (usually with the Notice of Annual General Meeting);
- (b) the Annual General Meeting and other general meetings called to obtain shareholder approvals as appropriate;
- (c) the Half-Yearly Directors' and Financial Reports;
- (d) Quarterly Activities and Cash Flow Reports; and
- (e) other announcements released to ASX as required under the continuous disclosure requirements of the Listing Rules and other information that may be mailed to shareholders.

4. Communication channels

- 4.1 The Company will actively promote communication with shareholders through a variety of measures, including the use of Retech's website and email. The Company's reports and, if and when listed on ASX Limited, ASX announcements will be available for

viewing and downloading from its website: www.retech-rte.com or the ASX website: www.asx.com.au under ASX code RTE.

- 4.2 The Board encourages full participation of shareholders at Annual General Meetings and general meetings and uses these meetings to assist shareholders in understanding Retech's objectives and strategies in relation to its business activities.
- 4.3 Retech's Annual Report is the main vehicle for communicating with shareholders on the activities and performance of the Company in the previous 12 months. The Annual Report shall be posted on Retech's website and be downloadable.
- 4.4 In accordance with the Listing Rules, the Company shall notify the ASX immediately of information:
- (a) concerning Retech that a **reasonable person** would expect to have a **material effect** on the price or value of Retech's securities; and
 - (b) that would, or would be likely to, influence persons who commonly invest in securities in deciding whether to acquire or dispose of Retech's securities.
- 4.5 This also applies to information that the market requires to correct or prevent a false market where trading in Retech's securities occurs in the absence of material price-sensitive information; or on the basis of information that is inaccurate or misleading. In such a circumstance, and in compliance with the Listing Rules, Retech shall give the ASX the information needed to correct or prevent the false market.

5. Determining 'disclosable' information

- 5.1 In accordance with legal, statutory and ASX listing requirements (particularly Listing Rule 3.1), Retech shall disclose all information concerning it, of which it is or becomes aware, that a reasonable person would expect to have a material effect on the price or value of its securities.
- 5.2 Information shall be taken to have a material effect on the price or value of Retech's securities if a reasonable person would expect the information to, or be likely to, influence persons who commonly invest in securities in deciding whether or not to trade the securities.
- 5.3 The Company Secretary, in consultation with the Chairman, has responsibility for determining whether a particular piece of information is material or falls within the exception, otherwise the information should be provided to the ASX for a determination.

6. Continuous disclosure compliance

The Company Secretary has responsibility for:

- (a) ensuring Employees (including Directors and Officers) receive a copy of this Policy statement as well as a copy of Guidance Note 8 of the Listing Rules,

which highlights the general principles and obligations set out in Chapter 3 of the Listing Rules pertaining to Continuous Disclosure;

- (b) conducting education sessions for new Employees;
- (c) ensuring that Retech has an effective reminder system regarding the obligations of Employees to notify the Company Secretary of matters that may be disclosable under this Policy, and to otherwise comply with this Policy. This may be via email, in staff meetings or by refresher courses conducted annually;
- (d) including in the reminder system a requirement that all Employees report potential breaches of this Policy directly to the Company Secretary; and
- (e) ensuring that Directors and Officers are briefed in detail regarding the continuous disclosure regime.

7. Disclosure agreements

All Directors have, and new Directors shall enter into a Director Disclosure Agreement with Retech (as set out in Guidance Note 22 of the Listing Rules). The Company Secretary is to maintain records of signed copies of these agreements.

8. Release of ASX announcements

- 8.1 Retech recognises that non-public, material information (which may include positive as well as negative information affecting the prospects for Retech), must be released in a timely manner and when released, must be made broadly available to the market. Accordingly, all new material information in the first instance will be released to the ASX.
- 8.2 The procedure for the release of ASX announcements is as follows:
 - (a) the Board shall review and provide written approval to the Company Secretary in respect of all key announcements prior to release to the market;
 - (b) any relevant parties named in the announcement shall review for factual accuracies in respect of information attributable to them and provide written consent for inclusion of the names in the announcement to the Company Secretary;
 - (c) the CEO (and in his or her absence the Company Secretary) is to give the final sign-off before release to the ASX;
 - (d) all announcements are to be released electronically by the Company Secretary;
 - (e) after confirmation of the release has been obtained from ASX, the Company Secretary will circulate the release to all Directors and Officers of Retech;

- (f) all announcements released are to be posted on the Company website as soon as practicable; and
 - (g) the Company Secretary is to maintain a register and copy of all announcements released.
- 8.3 As a policy matter, Retech shall not comment on rumours unless, in the circumstances, this would amount to a breach of Listing Rule 3.1B or other applicable laws.

9. Dealing with the media and analysts

- 9.1 All media enquiries relating to Retech are to be coordinated by the Company Secretary, in consultation, with the CEO, CFO (or equivalent) and Chairman. Media comment will be made only by the Chairman, CEO, CFO (or equivalent) or other authorised Company spokesperson.
- 9.2 The CEO in consultation with the Chairman shall approve all press releases referring to material issues prior to release.
- 9.3 Retech shall actively seek to provide private briefings to analysts, institutions and stockbrokers to enhance their understanding of the Company. However, these private briefings must not involve the disclosure of price-sensitive information. If any new information is provided in the presentation, a copy must be lodged with the ASX prior to that meeting. If price-sensitive information is inadvertently disclosed at a private briefing, then the information must be announced to the ASX as soon as practicable.
- 9.4 If an analyst asks a question at a private briefing which touches on a price-sensitive area, then the Retech spokesperson can only use publicly available information in the answer the question. Where this is not possible, then the Retech spokesperson should decline to answer the question or take it on notice and answer it after a general disclosure to the ASX has been made. As such, at any private briefing at least two Employees should be present and a detailed record of the meeting be taken.
- 9.5 In respect of telephone conversations with investors, analysts and the media, a record should be made of the conversation.

10. Dealing with shareholders

- 10.1 Retech shall use annual general and other general meetings to communicate with shareholders about its financial performance and business strategy. At all shareholder meetings, Retech shall actively encourage and allow a reasonable opportunity for shareholder participation.
- 10.2 In all other cases, depending on the nature of the enquiry, the CEO, Company Secretary or Share Registry will deal with private shareholder enquiries.

11. Publication

A copy of this Policy is available at www.retech-rte.com.

Annexure 7 Diversity Policy

Adopted by Board on 21 December 2016

1. Introduction

- 1.1 The Company recognises that a diverse and talented workforce is a competitive advantage and that the Company's success is the result of the quality and skills of its people. This Policy is designed to support the Company's commitment to diversity and to compliance generally with the Principles and Recommendations.
- 1.2 To the extent practicable, Retech will address the recommendations and guidance provided in the Principles and Recommendations.

2. Definitions

General terms and abbreviations used in this Policy have the following meaning set out below.

ASX	ASX Limited.
Board	the board of Directors of Retech.
CEO	Chief Executive Officer, who may also be the Managing Director.
Company or Retech	Retech Technology Co Limited ARBN 615 153 332.
Corporations Act	<i>Corporations Act 2001</i> (Cth).
Employee	reference to an Employee include the companies or trusts substantially owned or controlled by an employee of the Company or direct relatives, executive Directors and, where the context permits, Non-Executive Directors, managers and all other employees or staff engaged by the Company either on a contract of employment or a salaried basis.
Policy	This diversity policy.

Principles and Recommendations

The Corporate Governance Principles and Recommendations published by the ASX Corporate Governance Council, as amended or replaced from time to time.

3. Objectives

This Policy provides a framework for Retech to achieve:

- (a) a diverse and skilled workforce, leading to continuous improvement in service delivery and achievement of corporate goals;
- (b) a workplace culture characterised by inclusive practices and behaviours for the benefit of all Employees;
- (c) a work environment that values and utilises the contributions of Employees with diverse backgrounds, experiences and perspectives through improved awareness of the benefits of workforce diversity and successful management of diversity; and
- (d) awareness in all Employees of their rights and responsibilities with regards to fairness, equity and respect for all aspects of diversity (**Objectives**).

4. Benefits of diversity

Workplace diversity refers to a variety of differences between people in an organisation, diversity encompasses, among a range of matters, differences in gender, age, ethnicity, race, disability and cultural background. Embracing diversity in the workforce contributes to the Company achieving its corporate objectives and enhances its reputation and enables the Company to:

- (a) recruit the right people from a diverse pool of talented candidates;
- (b) create a culture that embraces diversity and that rewards people to act in accordance with this Policy;
- (c) retain and develop an appropriate skills base in the Company;
- (d) make more informed and innovative decisions, drawing on the wide range of ideas, experiences, approaches and perspectives that employees from diverse backgrounds, and with differing skill sets, bring to their roles in the Company; and
- (e) better represent the diversity of all stakeholders.

5. Responsibilities

5.1 The Board's Commitment

- (a) The Board is committed to workplace diversity, with a particular focus on supporting the representation of women at a senior level of the Company and on the Board.
- (b) The Board is responsible for developing measurable objectives and strategies to meet the Objectives of this Policy (**Measurable Objectives**) and monitoring the progress of the Measurable Objectives through the monitoring, evaluation and reporting mechanisms listed below.
- (c) The Board will conduct all Board appointment processes in a manner that promotes gender diversity, including establishing a structured approach for identifying a pool of candidates.

5.2 Strategies

Retech's diversity strategies include:

- (a) recruiting from a diverse pool of candidates for all positions, including senior management and the Board;
- (b) reviewing succession plans to ensure an appropriate focus on diversity;
- (c) identifying specific factors to take account of in recruitment and selection processes to encourage diversity;
- (d) developing programs to develop a broader pool of skilled and experienced senior management and Board candidates, including workplace development programs, mentoring programs and targeted training and development;
- (e) developing a culture which takes account of domestic responsibilities of Employees; and
- (f) any other strategies the Board develops from time to time.

6. Monitoring and Evaluation

Measurable Objectives set by the Board will be included in the annual key performance indicators for the CEO and senior executives. In addition, the Board will review progress against the Objectives as a key performance indicator in its annual performance assessment.

7. Reporting

The Board will include in the Annual Report each year:

- (a) Measurable Objectives, if any, set by the Board;
- (b) progress against the Objectives; and
- (c) the respective proportions of men and women employees in the whole organisation, at senior management level and at Board level.

8. Publication

A copy of this Policy is available at www.retech-rte.com.