



睿泰科技

RETECH TECHNOLOGY

Retech Technology Co., Limited

ARBN 615 153 332

Hong Kong Company Registration Number 2374379

FIFTH SUPPLEMENTARY PROSPECTUS

THIS FIFTH SUPPLEMENTARY PROSPECTUS MUST BE READ TOGETHER WITH THE REPLACEMENT PROSPECTUS, THE FIRST SUPPLEMENTARY PROSPECTUS, THE SECOND SUPPLEMENTARY PROSPECTUS, THE THIRD SUPPLEMENTARY PROSPECTUS AND THE FOURTH SUPPLEMENTARY PROSPECTUS.

**THIS IS AN IMPORTANT DOCUMENT AND SHOULD BE READ IN ITS ENTIRETY.
IF YOU ARE IN DOUBT ABOUT WHAT TO DO, YOU SHOULD CONSULT YOUR PROFESSIONAL ADVISER WITHOUT DELAY.**

IMPORTANT INFORMATION

This is a fifth supplementary prospectus dated 12 May 2017 (**Fifth Supplementary Prospectus**).

This Fifth Supplementary Prospectus must be read in conjunction with the replacement prospectus dated 27 January 2017 (**Replacement Prospectus**), the first supplementary prospectus dated 24 February 2017 (**First Supplementary Prospectus**), the second supplementary prospectus dated 4 April 2017 (**Second Supplementary Prospectus**), the third supplementary prospectus dated 27 April 2017 (**Third Supplementary Prospectus**) and the fourth supplementary prospectus (**Fourth Supplementary Prospectus**) dated 9 May 2017 issued by Retech Technology Co., Limited ARBN 615 153 332 (**Company**). The Replacement Prospectus replaced the prospectus (**Original Prospectus**) dated 23 December 2016.

A copy of this Fifth Supplementary Prospectus was lodged with ASIC on 12 May 2017. ASIC and the ASX do not take any responsibility for the contents of this Fifth Supplementary Prospectus.

This Fifth Supplementary Prospectus must be read together with the Replacement Prospectus, the First Supplementary Prospectus, the Second Supplementary Prospectus, the Third Supplementary Prospectus and the Fourth Supplementary Prospectus. If there is a conflict between the Replacement Prospectus, the First Supplementary Prospectus, the Second Supplementary Prospectus, the Third Supplementary Prospectus, the Fourth Supplementary Prospectus and this Fifth Supplementary Prospectus, this Fifth Supplementary Prospectus will prevail.

Terms defined in the Replacement Prospectus have the same meaning as in this Fifth Supplementary Prospectus, unless otherwise indicated.

This Fifth Supplementary Prospectus, the First Supplementary Prospectus, the Second Supplementary Prospectus, the Third Supplementary Prospectus, the Fourth Supplementary Prospectus and the Replacement Prospectus may be viewed on the Company's website at www.retech-rte.com. You may obtain a paper copy of the Replacement Prospectus, the First Supplementary Prospectus, the Second Supplementary Prospectus, the Third Supplementary Prospectus, the Fourth Supplementary Prospectus and this Fifth Supplementary Prospectus free of charge by contacting the Company.

The Company will send a copy of this Fifth Supplementary Prospectus to all Applicants who, prior to the date of this Fifth Supplementary Prospectus, have subscribed for CHESS Depository Interests (**CDIs**) pursuant to the Replacement Prospectus, the First Supplementary Prospectus, the Second Supplementary Prospectus, the Third Supplementary Prospectus and the Fourth Supplementary Prospectus.

This Fifth Supplementary Prospectus is important and should be read in its entirety and in conjunction with the Replacement Prospectus, the First Supplementary Prospectus, the Second Supplementary Prospectus, the Third Supplementary Prospectus and the Fourth Supplementary Prospectus. If you do not understand its contents, you should consult your professional advisor without delay.

This Fifth Supplementary Prospectus is intended to be read in conjunction with the Replacement Prospectus dated 27 January 2017, the First Supplementary Prospectus dated 24 February 2017, the Second Supplementary Prospectus dated 4 April 2017, the Third Supplementary Prospectus dated 27 April 2017 and the Fourth Supplementary Prospectus dated 9 May 2017 issued by Retech Technology Co., Limited (ARBN 615 153 332).

1. General

In accordance with the *Corporations Act 2001*(Cth) (**Corporations Act**), the Company has an obligation to update a disclosure document if it becomes aware of new information that is material to investors.

The purpose of this Fifth Supplementary Prospectus is to provide detail of the conditions imposed by the ASX that have not as yet been satisfied and which were omitted from the Fourth Supplementary Prospectus.

As a consequence, this Fifth Supplementary Prospectus:

- (a) pursuant to the ASIC Corporations (Minimum Subscription and Quotation Conditions) Instrument 2016/70 (**Instrument**), to:
 - (i) extend the period for the quotation of CHESSE Depository Interests (**CDIs**) offered under the Replacement Prospectus to 12 August 2017, being three months from the date of this Fifth Supplementary Prospectus (**Quotation Condition**); and
 - (ii) extend the period to raise the minimum subscription for the Public Offer under the Replacement Prospectus to 12 September 2017, being four months from the date of this Fifth Supplementary Prospectus (**Minimum Subscription Condition**).

The reason of the extension of the Quotation Condition and the Minimum Subscription Condition is to allow time for funds from overseas investors to be cleared into the Australian trust account for the Offer.

- (b) amends the Replacement Prospectus as set out in Section 2 below in light of the new indicative timetable.

2. Quotation and Minimum Subscription Condition

The Company makes the following statements regarding the Quotation Condition and Minimum Subscription Condition as required by the Instrument:

- (a) An application for admission to quotation of the CDIs offered under the Replacement Prospectus was made within seven days after the date of the Original Prospectus.
- (b) The CDIs offered under the Replacement Prospectus have not been admitted to quotation on ASX as at the date of this Fifth Supplementary Prospectus.
- (c) The ASX has met to review the Company's Listing Application, as such, the Company is able to confirm that the ASX has indicated that the CDIs will be admitted to quotation subject to certain conditions being met. If the Company is not admitted to quotation within three months of the date of this Fifth Supplementary Prospectus (or any longer period permitted by law), the Offer

This Fifth Supplementary Prospectus is intended to be read in conjunction with the Replacement Prospectus dated 27 January 2017, the First Supplementary Prospectus dated 24 February 2017, the Second Supplementary Prospectus dated 4 April 2017, the Third Supplementary Prospectus dated 27 April 2017 and the Fourth Supplementary Prospectus dated 9 May 2017 issued by Retech Technology Co., Limited (ARBN 615 153 332).

will be withdrawn and all Application Monies received will be refunded (without interest) in accordance with the requirements of the Corporations Act.

The conditions imposed by the ASX that have not as yet been satisfied are as detailed below:

Condition	Detail	Status
Successful close of Offer and issue of CDIs	Close of the offer under the Replacement Prospectus dated 27 January 2017 and completion of the issue of at least 35,000,000 and up to 45,000,000 CDIs at an issue price of \$0.50 per CDI.	Pending
Cleared funds	Confirmation in a form acceptable to ASX that the Company has received cleared funds for the complete amount of the issue price of every CDI issued to every successful applicant for securities under the Replacement Prospectus.	Pending
Spread	ASX being satisfied that the Company has an appropriate spread of security holders, and in any case that there are at least 300 non-affiliated security holders, each having a parcel of securities with a value of at least \$2,000 and at least 75% security holders are Australian residents.	Pending
Free float	The Company demonstrating a free float of at least 20%, defined as the percentage of the Company's ordinary shares that are not restricted securities or subject to voluntary escrow, and held by non-affiliated shareholders.	Pending
Statement of Commitment	Provision of an updated statement of commitments to satisfy the requirements of listing rule 1.3.2(b).	Pending
Quotation	Official quotation of at least 215,000,000 and up to 225,000,000 CDIs be granted subject to compliance with the following conditions precedent and deferred until a date to be decided by ASX: <ul style="list-style-type: none"> • Despatch of each of the following. <ul style="list-style-type: none"> ○ In relation to all holdings on the CHESSE sub-register, a notice from the Company under ASX Settlement Operating Rule 8.9.1. ○ In relation to all other holdings, issuer sponsored holding statements. ○ Any refund money. 	Pending

This Fifth Supplementary Prospectus is intended to be read in conjunction with the Replacement Prospectus dated 27 January 2017, the First Supplementary Prospectus dated 24 February 2017, the Second Supplementary Prospectus dated 4 April 2017, the Third Supplementary Prospectus dated 27 April 2017 and the Fourth Supplementary Prospectus dated 9 May 2017 issued by Retech Technology Co., Limited (ARBN 615 153 332).

	<ul style="list-style-type: none"> • Provision of the following in a form suitable for market release. <ul style="list-style-type: none"> ○ A distribution schedule. ○ A statement setting out the names of the 20 largest holders of each class of securities to be quoted, including the number and percentage of each class of securities held by those holders. ○ The Company's audited financial statements from the date of incorporation to 31 December 2016 and audited accounts for SHR for the period ended 31 December 2016 along with its audit report. ○ An updated pro-forma statement of financial position based on the actual amount of funds raised under the Prospectus. 	Pending
--	---	---------

- (d) The Quotation Condition is being amended to extend the period for admission to quotation of CDIs offered under the Replacement Prospectus to three months from the date of this Fifth Supplementary Prospectus.
- (e) Subject to the lodgement of any future refresh document, the Quotation Condition must be satisfied by 12 August 2017.
- (f) As at the date of this Fifth Supplementary Prospectus applications have been received for 25,298,165 CDIs under the Replacement Prospectus.
- (g) As at the date of this Fifth Supplementary Prospectus, the minimum subscription of \$17,500,000 specified in the Replacement Prospectus has not been achieved. The minimum subscription remains unchanged as at the date of this Fifth Supplementary Prospectus.
- (h) The Minimum Subscription Condition is being amended to extend the period to raise the minimum subscription under the Public Offer to four months from the date of this Fifth Supplementary Prospectus.
- (i) Subject to the lodgement of any future refresh document, the Minimum Subscription Condition must be satisfied by 12 September 2017.

3. Amendments to the Replacement Prospectus

The Replacement Prospectus is amended as follows:

- (a) Indicative timetable

The indicative timetable set out immediately before Section 1 of the Replacement Prospectus is deleted and replaced with the following:

This Fifth Supplementary Prospectus is intended to be read in conjunction with the Replacement Prospectus dated 27 January 2017, the First Supplementary Prospectus dated 24 February 2017, the Second Supplementary Prospectus dated 4 April 2017, the Third Supplementary Prospectus dated 27 April 2017 and the Fourth Supplementary Prospectus dated 9 May 2017 issued by Retech Technology Co., Limited (ARBN 615 153 332).

Event	Date
Lodgement of the Replacement Prospectus with ASIC	27 January 2017
Lodgement of the First Supplementary Prospectus with ASIC	24 February 2017
Lodgement of the Second Supplementary Prospectus with ASIC	4 April 2017
Lodgement of the Third Supplementary Prospectus with ASIC	27 April 2017
Lodgement of the Fourth Supplementary Prospectus with ASIC	9 May 2017
Lodgement of this Fifth Supplementary Prospectus with ASIC	12 May 2017
Closing Date	13 June 2017
Allotment and issue of CDIs under the Offer	16 June 2017
Expected date for despatch of holding statements	19 June 2017
CDIs commence trading on the ASX	22 June 2017

The above dates are indicative only. The Directors of the Company reserve the right to vary these dates, including to further extend the Closing Date.

4. Applications

Investors who have previously submitted an Application Form

A copy of this Fifth Supplementary Prospectus will be sent to all applicants who have subscribed for CDIs under the Replacement Prospectus prior to the date of this Fifth Supplementary Prospectus. In accordance with section 724 of the Corporations Act, the Company will allow investors who have lodged Application Forms prior to the date of this Fifth Supplementary Prospectus one month from the date of this Fifth Supplementary Prospectus (being 13 June 2017) to obtain a refund of their Application Monies if they do not wish to proceed with their application (**Withdrawal Period**). The Offer will remain open at least until the end of the Withdrawal Period.

Any investor who wishes to obtain a refund under the Offer should write to the Company at the following address:

Retech Technology Co., Limited
C/O – RM Corporate Finance AFSL 315235
PO Box 154, West Perth
Western Australia 6872

If you do not wish to withdraw your application, you do not need to take any action.

This Fifth Supplementary Prospectus is intended to be read in conjunction with the Replacement Prospectus dated 27 January 2017, the First Supplementary Prospectus dated 24 February 2017, the Second Supplementary Prospectus dated 4 April 2017, the Third Supplementary Prospectus dated 27 April 2017 and the Fourth Supplementary Prospectus dated 9 May 2017 issued by Retech Technology Co., Limited (ARBN 615 153 332).

Investors who have not previously submitted an Application Form

The Offer of CDIs is made in the Fifth Supplementary Prospectus and the Replacement Prospectus. If you wish to apply for CDIs and have not yet completed an Application Form, please complete and return the Application Form attached to this Fifth Supplementary Prospectus. Applications must not be made on an Application Form attached to or accompanying the Replacement Prospectus.

The Application Form must be received by 5.00pm (AEST) on 13 June 2017 and must be completed in accordance with the relevant instructions in Section 2.6 of the Replacement Prospectus and the Application Form.

5. Directors' Authorisation

In accordance with section 720 of the Corporations Act, each Director of the Company has consented to the lodgement of this Fifth Supplementary Prospectus with ASIC and has not withdrawn that consent prior to lodgement.

This Fifth Supplementary Prospectus is signed for and on behalf of the Company by



Mr Ai Shungang
Co-Chairman
Dated: 12 May 2017



Mr Calvin Cheng
Co-Chairman

This Fifth Supplementary Prospectus is intended to be read in conjunction with the Replacement Prospectus dated 27 January 2017, the First Supplementary Prospectus dated 24 February 2017, the Second Supplementary Prospectus dated 4 April 2017, the Third Supplementary Prospectus dated 27 April 2017 and the Fourth Supplementary Prospectus dated 9 May 2017 issued by Retech Technology Co., Limited (ARBN 615 153 332).

How to complete this Application Form

- A Number of CDIs applied for**
Enter the number of CDIs you wish to apply for. The Application must be for a minimum of 4,500 CDIs (A\$2,250). Applications for greater than 4,500 CDIs must be in multiples of 1,000 CDIs (A\$500).
- B Application Monies**
Enter the amount of Application Monies. To calculate the amount, multiply the number of CDIs applied for in Step A by the Issue Price of A\$0.50.
- C Applicant Name(s)**
Enter the full name you wish to appear on the statement of CDI holding. This must be either your own name or the name of a company. Up to 3 joint Applicants may register. You should refer to the table below for the correct forms of registrable title. Applications using the wrong form of names may be rejected. Clearing House Electronic Subregister System (CHES) participants should complete their name identically to that presently registered in the CHES system.
- D Postal Address**
Enter your postal address for all correspondence. All communications to you from the Registry will be mailed to the person(s) and address as shown. For joint Applicants, only one address can be entered.
- E Contact Details**
Enter your contact details. These are not compulsory but will assist us if we need to contact you regarding this Application.

- F CHES**
Retech Technology Co., Limited will apply to the ASX to participate in CHES, operated by ASX Settlement Pty Limited, a wholly owned subsidiary of ASX Limited. If you are a CHES participant (or are sponsored by a CHES participant) and you wish to hold CDIs issued to you under this Application on the CHES Subregister, enter your CHES HIN. Otherwise, leave this section blank and on issue, you will be sponsored by Retech Technology Co., Limited and allocated a Securityholder Reference Number (SRN).
- G Payment**
Make your cheque, bank draft or money order payable in Australian dollars to **'Retech Technology Co., Limited'** and cross it **'Not Negotiable'**. Cheques must be drawn from an Australian bank. Cash will not be accepted. The total payment amount must agree with the amount shown in Step B. Complete the cheque details in the boxes provided. Cheques will be processed on the day of receipt and as such, sufficient cleared funds must be held in your account as dishonoured cheques may not be represented and may result in your Application being rejected. Paperclip (do not staple) your cheque(s) to the Application Form. Receipts will not be forwarded. Funds cannot be directly debited from your bank account.

Before completing the Application Form the Applicant(s) should read the Prospectus to which this Application relates. By lodging the Application Form, the Applicant agrees that this Application for CDIs in Retech Technology Co., Limited is upon and subject to the terms of the Prospectus and the Articles of Association of Retech Technology Co., Limited, agrees to take any number of CDIs that may be issued to the Applicant(s) pursuant to the Prospectus and declares that all details and statements made are complete and accurate. It is not necessary to sign the Application Form.

Lodgement of Application

Application Forms must be received by the Lead Manager no later than 5.00pm (AEDT) on Tuesday 13 June 2017. You should allow sufficient time for this to occur. If paying by cheque or bank draft, return the Application Form with cheque, bank draft or money order attached to:

Retech Technology Co., Limited

C/o RM Corporate Finance AFSL 315235
PO Box 154 West Perth
Western Australia 6872

Neither Retech Technology Co., Limited nor the Lead Manager accepts any responsibility if you lodge the Application Form at any other address or by any other means.

If paying electronically, please refer to the details contained on page 208 of the Prospectus.

Privacy Notice

The personal information you provide on this form is collected by Computershare Investor Services Pty Limited (CIS), as registrar for the securities issuers (the issuer), for the purpose of maintaining registers of securityholders, facilitating distribution payments and other corporate actions and communications. In addition, the issuer may authorise us on their behalf to send you marketing material or include such material in a corporate communication. You may elect not to receive marketing material by contacting CIS using the details provided overleaf or emailing privacy@computershare.com.au. CIS may be required to collect your personal information under the Corporations Act 2001 (Cth) and ASX Settlement Operating Rules. CIS may disclose your personal information to our related bodies corporate and to other individuals or companies who assist us in supplying our services or who perform functions on our behalf, to the issuer for whom CIS maintain securities registers or to third parties upon direction by the issuer where related to the issuer's administration of your securityholding, or as otherwise required or authorised by law. Some of these recipients may be located outside Australia, including in the following countries: Canada, India, New Zealand, the Philippines, the United Kingdom and the United States of America. For further details, including how to access and correct your personal information, and information on our privacy complaints handling procedure, please contact our Privacy Officer at privacy@computershare.com.au or see our Privacy Policy at <http://www.computershare.com/au>.

Correct forms of registrable title(s)

Note that ONLY legal entities are allowed to hold CDIs. Application Forms must be in the name(s) of a natural person(s), companies or other legal entities acceptable to Retech Technology Co., Limited. At least one full given name and the surname is required for each natural person. Application Forms cannot be completed by persons less than 18 years of age. Examples of the correct form of registrable title are set out below.

Type of Investor	Correct Form of Registration	Incorrect Form of Registration
Individual: use given names in full, not initials	Mr John Alfred Smith	JA Smith
Company: use the company's full title, not abbreviations	ABC Pty Ltd	ABC P/L or ABC Co
Joint Holdings: use full and complete names	Mr Peter Robert Williams & Ms Louise Susan Williams	Peter Robert & Louise S Williams
Trusts: use the trustee(s) personal name(s)	Mrs Susan Jane Smith <Sue Smith Family A/C>	Sue Smith Family Trust
Deceased Estates: use the executor(s) personal name(s)	Ms Jane Mary Smith & Mr Frank William Smith <Est John Smith A/C>	Estate of late John Smith or John Smith Deceased
Minor (a person under the age of 18): use the name of a responsible adult with an appropriate designation	Mr John Alfred Smith <Peter Smith A/C>	Master Peter Smith
Partnerships: use the partners personal names	Mr John Robert Smith & Mr Michael John Smith <John Smith and Son A/C>	John Smith and Son
Long Names	Mr John William Alexander Robertson-Smith	Mr John W A Robertson-Smith
Clubs/Unincorporated Bodies/Business Names: use office bearer(s) personal name(s)	Mr Michael Peter Smith <ABC Tennis Association A/C>	ABC Tennis Association
Superannuation Funds: use the name of the trustee of the fund	Jane Smith Pty Ltd <Super Fund A/C>	Jane Smith Pty Ltd Superannuation Fund