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*This joint announcement is for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for any securities of the Company.*

**Star Merit Global Limited**

**星優環球有限公司**

*(Incorporated in British Virgin Islands with limited liability)*

**Geotech Holdings Ltd.**

**致浩達控股有限公司**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock code: 1707)**

## **JOINT ANNOUNCEMENT**

**(1) COMPLETION OF THE CONDITIONAL AGREEMENT IN RELATION TO  
THE SALE AND PURCHASE OF THE SHARES IN THE COMPANY**

**AND**

**(2) MANDATORY UNCONDITIONAL CASH OFFER BY  
RAFFAELLO SECURITIES (HK) LIMITED  
FOR AND ON BEHALF OF THE OFFEROR  
TO ACQUIRE ALL THE ISSUED SHARES  
IN THE ISSUED SHARE CAPITAL OF  
GEOTECH HOLDINGS LTD.**

**(OTHER THAN THOSE ALREADY OWNED AND/OR  
AGREED TO BE ACQUIRED BY THE OFFEROR  
AND/OR PARTIES ACTING IN CONCERT WITH IT)**

**Joint financial advisers to the Offeror**



**中投证券(香港)**  
CHINA INVESTMENT SECURITIES (HK)

**China Investment Securities  
International Capital Limited**



**RaffAello Capital Limited**

**Financial adviser to the Company**



**Independent financial adviser to the Independent Board Committee and the Independent Shareholders**



**Shinco Capital Limited**

Reference is made to the announcement of the Company dated 7 November 2018 in relation to the MOU entered into between the Offeror and the Vendors, in connection with the proposed Acquisition and the announcement jointly published by the Offeror and the Company dated 29 November 2018 in relation to, among others, the Share Purchase Agreement and the Offer (the “**Joint Announcement**”). Unless otherwise stated, terms used in this joint announcement shall have the same meanings as those defined in the Joint Announcement.

## **COMPLETION OF THE SHARE PURCHASE AGREEMENT**

The Offeror and the Company (as informed by the Vendors) are pleased to announce that the Completion took place on 4 December 2018. Immediately upon Completion, the Offeror and parties acting in concert with it beneficially own 737,000,000 Shares, representing approximately 52.64% of the entire issued share capital of the Company as at the date of this joint announcement.

## **MANDATORY UNCONDITIONAL CASH OFFER**

Upon Completion, the Offeror is required under Rule 26.1 of the Takeovers Code to make an Offer for all the issued Shares not already owned and/or agreed to be acquired by it and/or parties acting in concert with it. RaffAello Securities will make the Offer on behalf of the Offeror on the terms to be set out in the Composite Document to be issued in accordance with the Takeovers Code.

## **DESPATCH OF THE COMPOSITE DOCUMENT**

Pursuant to Rule 8.2 of the Takeovers Code, the Composite Document setting out, among others, (i) further details of the Offer; (ii) the recommendation from the Independent Board Committee; (iii) a letter of advice from the Independent Financial Adviser to the Independent Board Committee and Independent Shareholders in respect of the terms of the Offer and as to the acceptance of the Offer; and (iv) the relevant form(s) of acceptance and transfer, is expected to be despatched to the Shareholders on or before 20 December 2018 in accordance with the Takeovers Code.

By order of the board of director of  
**Star Merit Global Limited**  
**Chen Zhi**  
*Sole director*

By order of the Board of  
**Geotech Holdings Ltd.**  
**Yau Kin Wing Sino**  
*Chairman*

Hong Kong, 4 December 2018

*As at the date of this joint announcement, Mr. Chen Zhi is the sole director of the Offeror. As the sole director of the Offeror, Mr. Chen Zhi accepts full responsibility for the accuracy of the information contained in this joint announcement (other than that relating to the Vendors and the Group) and confirm, having made all reasonable inquiries, that to the best of his knowledge, opinions expressed in this joint announcement (other than that expressed by the Vendors, the Directors and the Group) have been arrived at after due and careful consideration and there are no other facts not contained in this joint announcement, the omission of which would make any statements in this joint announcement misleading.*

*The Directors jointly and severally accept full responsibility for the accuracy of the information contained in this joint announcement, other than that relating to the Offeror and parties acting in concert with it, and confirm, having made all reasonable inquiries, that to the best of their knowledge, opinions expressed in this joint announcement (other than that expressed by the Offeror) have been arrived at after due and careful consideration and there are no other facts not contained in this joint announcement, the omission of which would make any statements in this joint announcement misleading.*

*As at the date of this joint announcement, the Board comprises Mr. Yau Kin Wing Sino, Mr. Kung Ho Man and Ms. Tang Ka Wa Danise as executive Directors, and Mr. Fung Chi Kin, Mr. Cheung Wai Lun Jacky, Mr. Chow Chun To and Mr. Wei Qianjiang as independent non-executive Directors.*