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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

**DESPATCH OF COMPOSITE DOCUMENT RELATING TO
MANDATORY UNCONDITIONAL CASH OFFER BY
RAFFAELLO SECURITIES (HK) LIMITED
FOR AND ON BEHALF OF STAR MERIT GLOBAL LIMITED
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)**

Financial adviser to the Offeror



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 (i) 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; (ii) 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; (iii) the joint announcement dated 4 December 2018 in relation to the completion of the Share Purchase Agreement; and (iv) the composite document jointly issued by the Offeror and the Company dated 20 December 2018 in relation to the Offer (the “**Composite Document**”). Unless otherwise stated, terms used in this joint announcement shall have the same meanings as those defined in the Composite Document.

DESPATCH OF THE COMPOSITE DOCUMENT

The Composite Document setting out, among others, (i) information relating to the Company and the Offer (including the expected timetable); (ii) the letter from the Board; (iii) the recommendation from the Independent Board Committee to the Offer Shareholders; (iv) a letter of advice from the Independent Financial Adviser to the Independent Board Committee in relation to the Offer; and (v) Form(s) of Acceptance has been despatched to the Shareholders on 20 December 2018 in accordance with the Takeovers Code.

EXPECTED TIMETABLE

The Offer will be opened for acceptance on and from Thursday, 20 December 2018 and the latest time and date for acceptance of the Offer is 4:00 p.m. on Thursday, 10 January 2019 (unless revised or extended in accordance with the Takeovers Code, in which case, an announcement will be made as and when appropriate).

Unless otherwise specified, all dates and times contained in this joint announcement refer to Hong Kong dates and times.

Despatch date of the Composite Document and the accompanying Form(s) of Acceptance and commencement date of the Offer (*Note 1*) Thursday, 20 December 2018

Latest time and date for acceptance of the Offer (*Note 2*) 4:00 p.m. on Thursday,
10 January 2019

Closing Date (*Note 2*) Thursday, 10 January 2019

Announcement of the results of the Offer, to be posted on the website of the Stock Exchange (*Note 2*) No later than 7:00 p.m. on Thursday,
10 January 2019

Latest date for posting of remittances in respect of valid acceptances received under the Offer (*Note 3*) Monday, 21 January 2019

Notes:

1. The Offer, which is unconditional in all respect, is made on the date of posting of the Composite Document, and is capable of acceptance on and from that date until the Closing Date.
2. In accordance with the Takeovers Code, the Offer must remain open for acceptance for at least 21 days following the date on which the Composite Document is posted. The latest time and date for acceptance will be at 4:00 p.m. on Thursday, 10 January 2019 unless the Offeror revises or extends the Offer in accordance with the Takeovers Code. The Offeror and the Company will jointly issue an announcement through the websites of the Stock Exchange and the Company no later than 7:00 p.m. on Thursday, 10 January 2019 stating whether the Offer has been extended, revised or has expired. In the event that the Offeror decides to revise or extend the Offer, at least 14 days' notice by way of an announcement will be given before the Offer is closed to those Offer Shareholders who have not accepted the Offer.
3. Remittances in respect of the cash consideration (after deducting the seller's ad valorem stamp duty) payable for the Offer Shares tendered under the Offer will be despatched to the Offer Shareholders accepting the Offer by ordinary post at their own risk as soon as possible, but in any event within 7 Business Days after the date of receipt by the Registrar of all relevant documents (receipt of which renders such acceptance complete and valid), in accordance with the Takeovers Code. Acceptance of the Offer shall be irrevocable and not capable of being withdrawn, except as permitted under the Takeovers Code. Please refer to paragraph 4 headed "Right of withdrawal" in Appendix I to the Composite Document for further information on the circumstances where acceptances may be withdrawn.
4. If there is a tropical cyclone warning signal number 8 or above, or a black rainstorm warning:
 - (a) in force in Hong Kong at any local time before 12:00 noon but no longer in force after 12:00 noon on the latest date for acceptance of the Offer, the latest time for acceptance of the Offer and the posting of remittances will remain at 4:00 p.m. on the same Business Day;
 - (b) in force in Hong Kong at any local time between 12:00 noon and 4:00 p.m. on the latest date for acceptance of the Offer, the latest time for acceptance of the Offer will be rescheduled to 4:00 p.m. on the following Business Day which does not have either of those warnings in force at any time between 9:00 a.m. and 4:00 p.m.

Save as mentioned above, if the latest time for the acceptance of the Offer and the posting of remittances do not take effect on the date and time as stated above, the other dates mentioned above may be affected. The Offeror and the Company will notify the Offer Shareholders by way of announcement(s) on any change to the expected timetable as soon as practicable.

IMPORTANT

The Offer is unconditional in all respects. The Offer Shareholders are strongly advised to read the Composite Document and Form(s) of Acceptance carefully, including the recommendations of the Independent Board Committee to the Offer Shareholders and the advice from the Independent Financial Adviser to the Independent Board Committee and the Independent Shareholders in respect of the Offer, before deciding whether or not to accept the Offer. Shareholders and/or potential investors of the Company are advised to exercise caution when dealing in the Shares. If the Shareholders and/or potential investors of the Company are in any doubt about their position, they should consult their licensed securities dealers or registered institutions in securities, bank managers, solicitors, professional accountants or other professional advisers. The Offeror and the Company remind their respective associates of the dealing restrictions under the Takeovers Code and to disclose their permitted dealings, if any, in any securities of the Company.

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, 20 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 confirms, 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.