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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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**If you are in any doubt** as to any aspect of this circular or as to the action to be taken, you should consult a stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

**If you have sold or transferred** all your shares in Geotech Holdings Ltd., you should at once hand this circular and the accompanying form of proxy to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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**Geotech Holdings Ltd.**  
**致浩達控股有限公司**

*(Incorporated in the Cayman Islands with limited liability)*  
**(Stock Code: 1707)**

**PROPOSALS FOR GENERAL MANDATES TO ISSUE SHARES  
AND TO REPURCHASE SHARES,  
RE-ELECTION OF DIRECTORS  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

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A notice convening the Annual General Meeting of Geotech Holdings Ltd. to be held at Lobby Floor, Salon II & III, Hyatt Regency Hong Kong, Shatin, 18 Chak Cheung Street, Shatin, New Territories, Hong Kong on Friday, 8 June 2018 at 10:00 a.m., at which, among other things, the above proposals will be considered, is set out on pages 13 to 16 of this circular.

Whether or not you intend to attend the Annual General Meeting, you are requested to complete and return the accompanying form of proxy in accordance with the instructions printed thereon to Geotech Holdings Ltd.'s branch share registrar and transfer office in Hong Kong, Boardroom Share Registrars (HK) Limited at Room 2103B, 21/F, 148 Electric Road, North Point, Hong Kong as soon as possible and in any event not less than 48 hours before the time of the meeting or any adjournment thereof. Completion and return of the form of proxy shall not preclude you from attending and voting in person at the meeting or any adjournment thereof should you so wish.

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## **RESPONSIBILITY STATEMENT**

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This circular, for which the Directors (as defined herein) of the Company collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules (as defined herein) for the purpose of giving information with regard to the Company. The Directors (as defined herein), having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive and there are no other matters the omission of which would make any statement herein or this circular misleading.

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## DEFINITIONS

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*In this circular, unless the context otherwise requires, the following expressions have the following meanings:*

“AGM”	the annual general meeting of the Company to be convened and held at Lobby Floor, Salon II & III, Hyatt Regency Hong Kong, Shatin, 18 Chak Cheung Street, Shatin, New Territories, Hong Kong on Friday, 8 June 2018 at 10:00 a.m.
“Articles”	the articles of association of the Company adopted on 21 September 2017
“associates”	has the meaning as defined under the Listing Rules
“Board”	the board of Directors
“Capitalisation Issue”	the issue of 1,149,999,900 Shares made upon capitalisation of an amount at HK\$11,499,999 standing to the credit of the share premium account of the Company
“Company”	Geotech Holdings Ltd. (致浩達控股有限公司), an exempted company incorporated in the Cayman Islands with limited liability on 6 June 2016
“Companies Law”	the Companies Law (2016 Revision) of the Cayman Islands, as amended supplemental or otherwise modified from time to time
“Director(s)”	director(s) of the Company
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Issue Mandate”	a general unconditional mandate proposed to be granted to the Directors at the AGM to allot, issue and deal with Shares of up to 20 per cent. of the total number of Shares in issue as at the date of passing of the relevant resolution granting such mandate and adding thereto any Shares representing the aggregate number of Shares repurchased by the Company pursuant to the authority granted under the Repurchase Mandate
“Latest Practicable Date”	16 April 2018, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein

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## DEFINITIONS

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“Listing Date”	12 October 2017, being the date of listing of Shares on the Stock Exchange
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Placing”	the conditional placing of the 315,000,000 offer Shares, at the offer price of HK\$0.42 per Share with professional, institutional and individual investors by the underwriters on behalf of the Company
“Prospectus”	prospectus of the Company dated 28 September 2017
“Public Offer”	the conditional offering by the Company of 35,000,000 offer Shares for subscription in Hong Kong at the offer price of HK\$0.42 per Share and subject to the terms and conditions as described in the Prospectus
“Repurchase Mandate”	a general unconditional mandate proposed to be granted to the Directors at the AGM to repurchase such number of issued and fully paid Shares of up to 10 per cent. of the total number of Shares in issue as at the date of passing of the relevant resolution granting such mandate
“SFO”	Securities and Futures Ordinance (Chapter 571, Laws of Hong Kong)
“Share(s)”	ordinary shares of HK\$0.01 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the Shares
“Share Offer”	the Public Offer and the Placing
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Hong Kong Codes on Takeovers and Mergers and Share Buy-backs
“HK\$” and “cents”	Hong Kong dollars and cents, the lawful currency of Hong Kong
“%”	per cent.

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## LETTER FROM THE BOARD

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### **Geotech Holdings Ltd.** **致浩達控股有限公司**

*(Incorporated in the Cayman Islands with limited liability)*  
**(Stock Code: 1707)**

*Executive Directors:*

Mr. Yau Kin Wing Sino (*Chairman*)  
Mr. Kung Ho Man (*Chief Executive Officer*)  
Ms. Tang Ka Wa Danise

*Independent Non-Executive Directors:*

Mr. Chow Chun To  
Mr. Fung Chi Kin  
Mr. Cheung Wai Lun Jacky

*Registered Office:*

P. O. Box 1350  
Clifton House  
75 Fort Street  
Grand Cayman KY1-1108  
Cayman Islands

*Principal place of business  
in Hong Kong:*

Unit 05-08, 11/F  
Delta House  
3 On Yiu Street  
Shek Mun  
New Territories  
Hong Kong

23 April 2018

To the Shareholders

*Dear Sir or Madam,*

### **PROPOSALS FOR GENERAL MANDATES TO ISSUE SHARES AND TO REPURCHASE SHARES AND RE-ELECTION OF DIRECTORS**

#### **INTRODUCTION**

The purpose of this circular is to provide you with information in respect of the resolutions to be proposed to seek approval of the Shareholders in respect of, among other matters, (i) the granting to the Directors the Issue Mandate and the Repurchase Mandate and (ii) the re-election of Directors.

#### **GENERAL MANDATES**

Pursuant to the written resolutions of the then Shareholders passed on 21 September 2017, the Directors were granted by the then Shareholder (i) a general unconditional mandate to allot, issue and deal in Shares not exceeding 20% of the aggregate number of Shares of the Company in issue immediately following the completion of the Capitalisation Issue and the Share Offer (but excluding any Shares which may be issued pursuant to the exercise of the Over-allotment Option (as defined in the Prospectus) or any options which

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## LETTER FROM THE BOARD

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may be granted under the Share Option Scheme (as defined in the Prospectus)); (ii) a general unconditional mandate to repurchase Shares up to 10% of the aggregate number of Shares of the Company in issue immediately following the completion of the Capitalisation Issue and the Share Offer (but excluding any Shares which may be issued pursuant to the exercise of the Over-allotment Option (as defined in the Prospectus) or any options which may be granted under the Share Option Scheme (as defined in the Prospectus)); and (iii) to extend the general mandate mentioned in (i) above by the addition of an amount representing the aggregate number of Shares of the Company repurchased by the Company pursuant to the mandate to repurchase Shares referred to (ii) above.

The above general mandates will continue in force until (i) the conclusion of the AGM; or (ii) the date by which the AGM is required by the Articles or any applicable law(s); or (iii) the revocation or variation by ordinary resolution of the Shareholders in general meeting, whichever occurs first. It is therefore proposed to seek your approval by way of ordinary resolutions to be proposed at the AGM to approve the Issue Mandate and the Repurchase Mandate. The Directors wish to state that they have no immediate plan to issue any Shares or repurchase any Shares pursuant thereto. Please refer to resolutions number 4 to 6 set out in the notice of AGM on pages 14 to 15 of this circular for details of the proposed Issue Mandate and Repurchase Mandate.

As at the Latest Practicable Date, the number of issued Shares of the Company was 1,400,000,000 Shares, assume no further Shares are to be issued or repurchased prior to the AGM, the Issue Mandate will grant to the Directors an authority to issue up to 280,000,000 Shares.

### **EXPLANATORY STATEMENT**

An explanatory statement containing all relevant information relating to the proposed Repurchase Mandate is set out in the Appendix I to this circular. The explanatory statement is to provide you with information reasonably necessary to enable you to make an informed decision on whether to vote for or against the resolution to grant to the Directors the Repurchase Mandate at the AGM.

### **RE-ELECTION OF DIRECTORS**

The Board currently consists of six Directors, namely Mr. Yau Kin Wing Sino, Mr. Kung Ho Man, Ms. Tang Ka Wa Danise, Mr. Chow Chun To, Mr. Fung Chi Kin and Mr. Cheung Wai Lun Jacky.

In accordance with Article 112 of the Articles, any Director appointed by the Board to fill a casual vacancy shall hold office only until the first general meeting of the Company after his appointment and be subject to re-election at such meeting. Any Director appointed by the Board as an addition to the existing Board shall hold office only until the next following annual general meeting of the Company and shall then be eligible for re-election.

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## LETTER FROM THE BOARD

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In accordance with Article 108(a) of the Articles, at each annual general meeting one-third of the Directors for the time being, or, if their number is not three or a multiple of three, then the number nearest to but not less than one-third, shall retire from office by rotation provided that every Director (including those appointed for a specific term) shall be subject to retirement by rotation at least once every three years.

Accordingly, Mr. Chow Chun To, Mr. Fung Chi Kin and Mr. Cheung Wai Lun Jacky will retire from office at the AGM and, being eligible, offer themselves for re-election. Details of the above-mentioned Directors proposed to be re-elected at the AGM are set out in Appendix II to this circular.

### **ANNUAL GENERAL MEETING**

Set out on pages 13 to 16 of this circular is a notice convening the AGM to consider and, if appropriate, to approve, among others, the ordinary resolutions relating to the proposals for the granting of the Issue Mandate and the Repurchase Mandate and re-election of Directors.

A form of proxy for use at the AGM is enclosed herewith. If you are not able to attend and/or vote at the AGM in person, you are requested to complete the form of proxy and return it to the Company's branch share registrar and transfer office in Hong Kong, Boardroom Share Registrars (HK) Limited at Room 2103B, 21/F, 148 Electric Road, North Point, Hong Kong as soon as possible and in any event not less than 48 hours before the time of the AGM or any adjournment thereof. Completion and return of the form of proxy shall not preclude you from attending and voting in person at the AGM or any adjournment thereof should you so wish.

Pursuant to Rule 13.39(4) of the Listing Rules and Article 72 of the Articles, any vote of Shareholders at a general meeting must be taken by poll except where the chairman of the general meeting, in good faith, decides to allow a resolution which relates purely to procedural or administrative matter to be voted by a show of hands. Accordingly, each of the resolutions put to vote at the AGM will be taken by way of poll.

### **RECOMMENDATION**

The Board considers that the ordinary resolutions in relation to the granting of the Issue Mandate and the Repurchase Mandate, and the re-election of Directors to the proposed at the AGM are in the best interests of the Company and the Shareholders. Accordingly, the Board recommends the Shareholders to vote in favour of such resolutions at the AGM.

### **GENERAL**

Your attention is also drawn to the appendices to this circular.



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## LETTER FROM THE BOARD

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### MISCELLANEOUS

The English text of this circular shall prevail over the Chinese text for the purpose of interpretation.

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

This appendix serves as an explanatory statement, as required by the Listing Rules, to provide the Shareholders with all the information reasonably necessary to enable them to make an informed decision on whether to vote for or against the ordinary resolution to approve the Repurchase Mandate.

### **1. LISTING RULES RELATING TO THE REPURCHASE OF SHARES**

The Listing Rules permit companies whose primary listings are on the Stock Exchange to repurchase their shares on the Stock Exchange subject to certain restrictions.

### **2. SHARE CAPITAL**

As at the Latest Practicable Date, the issued share capital of the Company comprised 1,400,000,000 Shares. Subject to the passing of the resolution for repurchase of Shares and on the basis of no further new Shares will be issued or repurchased up to the AGM, the Company would be allowed under the Repurchase Mandate to repurchase a maximum of 140,000,000 Shares, representing 10% of the existing issued Shares as at the Latest Practicable Date.

### **3. REASONS FOR REPURCHASES**

The Directors believe that the Repurchase Mandate is in the best interests of the Company and the Shareholders. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net assets of the Company and/or its earnings per share and will only be made when the Directors believe that such a repurchase will benefit the Company and the Shareholders.

### **4. FUNDING OF REPURCHASES OF SHARES**

Any repurchase of securities of the Company would be funded entirely from the cash flow or working capital facilities available to the Company, and will, in any event be made out of funds legally available for the purpose in accordance with the Articles and the applicable laws of the Cayman Islands and the Listing Rules. Such funds include, but are not limited to, profits available for distribution. Purchases may only be effected out of the profits of the Company or out of the proceeds of a fresh issue of Shares made for the purpose, or, if so authorized by its Articles and subject to the provisions of the Companies Law, out of capital. Any premium payable on a purchase over the par value of the Shares to be purchased must be provided for out of profits of the Company or out of the Company's share premium account, or, if so authorized by the Articles and subject to the provisions of the Companies Law, out of capital.

**5. GENERAL**

There might be a material adverse impact on the working capital or gearing position as compared with the position disclosed in the audited financial statements of the Company for the year ended 31 December 2017 in the event that the Repurchase Mandate were to be carried out in full at any time during the proposed repurchase period.

However, the Directors do not propose to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

**6. SHARE PRICES**

The highest and lowest prices at which the Shares have traded on the Stock Exchange during the period from the Listing Date up to the Latest Practicable Date were as follows:-

	Shares	
	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
<b>2017</b>		
October (since the Listing Date)	0.455	0.35
November	0.43	0.335
December	0.405	0.335
<b>2018</b>		
January	0.395	0.315
February	0.35	0.3
March	0.405	0.325
April (up to and including the Latest Practicable Date)	0.37	0.335

**7. UNDERTAKING**

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, their respective close associates (as defined in the Listing Rules), have any present intention to sell any Shares to the Company under the Repurchase Mandate if the same is approved by the Shareholders.

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the Repurchase Mandate pursuant to the proposed resolution in accordance with the Listing Rules, all applicable laws, rules and regulations of the Cayman Islands from time to time in force, and the memorandum and articles of association of the Company.

## 8. CORE CONNECTED PERSON

No core connected person (as defined in the Listing Rules) has notified the Company that he has a present intention to sell Shares to the Company, or has undertaken not to do so, in the event that the Repurchase Mandate is approved by the Shareholders.

## 9. TAKEOVERS CODE AND MINIMUM PUBLIC SHAREHOLDING

If on exercise of the powers of repurchase pursuant to the Repurchase Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of Rule 32 of the Takeovers Code. As a result, a Shareholder or group of Shareholders acting in concert, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, according to the register kept by the Company pursuant to section 336 of the SFO and so far as is known to, or can be ascertained after reasonable enquiry by the Directors, 1,027,000,000 Shares and 23,000,000 Shares are held respectively by Flourish Team Limited ("**Flourish Team**") and Double Wink Limited ("**Double Wink**"), representing approximately 73.4% and 1.6% of our entire issued share capital of the Company respectively and 75% of the entire issued share capital of the Company collectively. Mr. Yau Kin Wing Sino, and Mr. Kung Ho Man holds approximately 48.98%, and 2.04% respectively and the late Mr. Cheung Ting Kam held 48.98% of the entire issued share capital of Flourish Team and Ms. Tang Ka Wa Danise holds the entire issued share capital of Double Wink. Mr. Yau Kin Wing Sino, Mr. Kung Ho Man, Ms. Tang Ka Wa Danise, Flourish Team and Double Wink are parties acting in concert (having the meaning as ascribed thereto in the Takeovers Code), the late Mr. Cheung Ting Kam was a party to the aforementioned acting in concert party (collectively, the "**Controlling Shareholders**"). In the event that the Directors exercise in full the power to repurchase Shares under the Repurchase Mandate, then the attributable interest of the Controlling Shareholders would be increased from 75% to approximately 83.33% of the total number of Shares in issue. Such increase would not give rise to any general offer obligation under the Takeovers Code. The Directors have no present intention to exercise the Repurchase Mandate and will not effect repurchases to such extent which would result in the number of Shares held by the public falling below the prescribed minimum percentage of 25% as required under the Listing Rules.

## 10. SHARE PURCHASE MADE BY THE COMPANY

The Company has not purchased any of the Shares (whether on the Stock Exchange or otherwise) during the period from the Listing Date and up to the Latest Practicable Date.

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## APPENDIX II            DETAILS OF THE DIRECTORS PROPOSED TO BE RE-ELECTED AT THE ANNUAL GENERAL MEETING

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The following set out the details of the Directors who retire and, being eligible, will offer themselves for re-election at the AGM.

**Mr. Chow Chun To** (鄒振濤先生) (“**Mr. Chow**”), aged 34, is an independent non-executive Director. He is the chairperson of the audit committee and remuneration committee of our Group. Mr. Chow obtained a Bachelor of Arts in Accountancy from The Hong Kong Polytechnic University in December 2006. Mr. Chow has been a Certified Public Accountant of Hong Kong Institute of Certified Public Accountants since July 2013. Mr. Chow has over 11 years of accounting experience in Hong Kong. From June 2006 to June 2007, Mr. Chow worked as an accountant at PCP CPA Limited. From June 2007 to December 2007, Mr. Chow worked as accountant at HLB Hodgson Impey Cheng. From February 2008 to April 2011, Mr. Chow served at Deloitte Touche Tohmastu with his last position as senior associate. From May 2011 to May 2013, Mr. Chow worked as financial manager in Chiho-Tiande (HK) Limited, a wholly-owned subsidiary of Chiho-Tiande Group Limited (stock code: 976), the shares of which are listed on the Main Board of the Stock Exchange. From May 2013 to September 2014, Mr. Chow was the financial controller of Tonking New Energy Group Holdings Limited (formerly known as “JC Group Holdings Limited”) (stock code: 8326), the shares of which are listed on the GEM of the Stock Exchange. Mr. Chow was the financial controller and company secretary of In Construction Holdings Limited (stock code: 1500) from September 2014 to February 2017, the shares of which are listed on the Main Board of the Stock Exchange. From February 2017 until presently, Mr. Chow is the chief financial officer and company secretary of Shenzhen Yestock Automobile Service Co., Ltd. Mr. Chow has also acted as independent non-executive director of Sing On Holdings Limited (stock code: 8352) and AV Promotions Holdings Limited (stock code: 8419) since November 2016 and December 2017 respectively, the shares of which are listed on GEM of the Stock Exchange.

Mr. Chow has signed a letter of appointment issued by the Company on 21 September 2017 for an initial term of one year commencing from the Listing Date and shall thereafter continue year to year unless otherwise terminated by not less than one month’s notice in writing served by either party on the other or as may be agreed between Mr. Chow and the Company. He is subject to retirement by rotation and re-election at least once in every three years in accordance with the Articles. Pursuant to the terms of the letter of appointment, Mr. Chow is entitled to a director’s fee of HK\$180,000 per annum.

Save as disclosed above, Mr. Chow has not been a director of any other listed companies in the last three years and he does not have any relationship with any Directors, senior management, substantial or controlling shareholders (as defined under the Listing Rules) of the Company. As at the Latest Practicable Date, he does not have any interests in the shares of the Company within the meaning of Part XV of the SFO.

**Mr. Fung Chi Kin** (馮志堅先生) (“**Mr. Fung**”), aged 68, is an independent non-executive Director. Mr. Fung is a member of the Audit Committee (as defined herein) and Nomination Committee. Mr. Fung has over 41 years of experience in banking and finance. He was the director and the Deputy General Manager of Po Sang Bank Limited (merged into Bank of China (Hong Kong) Limited in 2001) and the Managing Director of BOCI Securities Limited. From October 1998 to June 2000, Mr. Fung served as a Council

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## APPENDIX II            DETAILS OF THE DIRECTORS PROPOSED TO BE RE-ELECTED AT THE ANNUAL GENERAL MEETING

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Member of the First Legislative Council of the HKSAR. Mr. Fung was an executive director of China Trustful Group Limited (formerly known as “Powerwell Pacific Holdings Limited”) (stock code: 8265) from September 2014 to May 2017, the shares of which are listed on GEM of the Stock Exchange and he has also acted as independent non-executive director of Chaoda Modern Agriculture (Holdings) Limited (stock code: 682) and Kenford Group Holdings Limited (stock code: 464) since September 2003 and August 2017 respectively, the shares of which are listed on the Main Board of the Stock Exchange. From October 2006 to May 2012, he held the position of independent non-executive director of New Times Energy Corporation Limited (stock code: 166), the shares of which are listed on the Main Board of the Stock Exchange.

Mr. Fung has signed a letter of appointment issued by the Company on 21 September 2017 for an initial term of one year commencing from the Listing Date and shall thereafter continue year to year unless otherwise terminated by not less than one month’s notice in writing served by either party on the other or as may be agreed between Mr. Fung and the Company. He is subject to retirement by rotation and re-election at least once in every three years in accordance with the Articles. Pursuant to the terms of the letter of appointment, Mr. Fung is entitled to a director’s fee of HK\$360,000 per annum.

Save as disclosed above, Mr. Fung has not been a director of any other listed companies in the last three years and he does not have any relationship with any Directors, senior management, substantial or controlling shareholders (as defined under the Listing Rules) of the Company. As at the Latest Practicable Date, he does not have any interests in the shares of the Company within the meaning of Part XV of the SFO.

**Mr. Cheung Wai Lun Jacky** (張偉倫先生) (“**Mr. Cheung**”), aged 44, is an independent non-executive Director. Mr. Cheung is member of the Audit Committee, Remuneration Committee and the Nomination Committee of our Group. Mr. Cheung graduated in November 1995 with a Bachelor of Laws and then obtained The Postgraduate Certificate in Laws in June 1996 from The University of Hong Kong. Mr. Cheung has been admitted as a solicitor in Hong Kong since November 1998. Mr. Cheung has over 17 years of experience in legal industry in Hong Kong. From September 2001 to December 2007 and from November 2008 to September 2012, he worked at Mayer Brown JSM at which his last position was Senior Associate. In June 2013, Mr. Cheung joined D. S. Cheung & Co. as solicitor and was subsequently promoted as Partner. Since April 2015, Mr. Cheung has been working as Consultant with Loeb & Loeb LPP (formerly Pang & Co. in association with Loeb & Loeb LPP). Mr. Cheung has acted as independent non-executive director of Cherish Holdings Limited (stock code: 2113) and Kin Pang Holdings Limited (stock code: 1722) since September 2016 and November 2017 respectively, the shares of which are listed on the Main Board of the Stock Exchange. He has also acted as an independent non-executive director of AV Promotions Holdings Limited (stock code: 8419) since December 2017, the shares of which are listed on GEM of the Stock Exchange.

Mr. Cheung has signed a letter of appointment issued by the Company on 21 September 2017 for an initial term of one year commencing from the Listing Date and shall thereafter continue year to year unless otherwise terminated by not less than one month’s notice in writing served by either party on the other or as may be agreed between Mr.

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**APPENDIX II            DETAILS OF THE DIRECTORS PROPOSED TO BE  
RE-ELECTED AT THE ANNUAL GENERAL MEETING**

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Cheung and the Company. He is subject to retirement by rotation and re-election at least once in every three years in accordance with the Articles. Pursuant to the terms of the letter of appointment, Mr. Cheung is entitled to a director's fee of HK\$180,000 per annum.

Save as disclosed above, Mr. Cheung has not been a director of any other listed companies in the last three years and he does not have any relationship with any Directors, senior management, substantial or controlling shareholders (as defined under the Listing Rules) of the Company. As at the Latest Practicable Date, he does not have any interests in the shares of the Company within the meaning of Part XV of the SFO.

Save as disclosed above, there are no information to be disclosed pursuant to any of the requirements of Rule 13.51(2) of the Listing Rules (particularly in relation to sub-paragraphs (h) to (v) therein) nor are there any other matters that need to be brought to the attention of the Shareholders in respect of each of the above Directors.

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## NOTICE OF ANNUAL GENERAL MEETING

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### Geotech Holdings Ltd.

### 致浩達控股有限公司

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

**(Stock Code: 1707)**

**NOTICE IS HEREBY GIVEN THAT** an Annual General Meeting of Geotech Holdings Ltd. (the “**Company**”) will be held at Lobby Floor, Salon II & III, Hyatt Regency Hong Kong, Shatin, 18 Chak Cheung Street, Shatin, New Territories, Hong Kong on Friday, 8 June 2018 at 10:00 a.m. for considering and, if thought fit, passing, with or without amendments, the following resolutions as ordinary resolutions:

1. To receive and consider the Audited Financial Statements and the Reports of the Directors and Auditor of the Company and its subsidiaries for the year ended 31 December 2017.
2.
  - (i) To re-elect Mr. Chow Chun To as an independent non-executive Director.
  - (ii) To re-elect Mr. Fung Chi Kin as an independent non-executive Director.
  - (iii) To re-elect Mr. Cheung Wai Lun Jacky as an independent non-executive Director.
  - (iv) To authorize the Directors to fix their remuneration.
3. To re-appoint Grant Thornton Hong Kong Limited as Auditor of the Company and to authorize the Directors to fix its remuneration.
4. “**THAT:**
  - (a) subject to the following provisions of this resolution, the exercise by the directors of the Company (the “**Directors**”) during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional shares of HK\$0.01 each in the share capital of the Company (the “**Shares**”), and to make or grant offers, agreements and options (including warrants, bonds and debentures convertible into Shares) which would or might require the exercise of such powers, subject to and in accordance with all applicable laws, be and is hereby generally and unconditionally approved;
  - (b) the approval in paragraph (a) of this resolution shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options (including warrants, bonds and debentures convertible into Shares) which would or might require the exercise of such powers after the end of the Relevant Period;



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## NOTICE OF ANNUAL GENERAL MEETING

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- (c) the aggregate number of Shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) and issued by the Directors pursuant to the approval in paragraph (a) of this resolution, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined); (ii) the exercise of the conversion rights attaching to any convertible securities issued by the Company; (iii) the exercise of warrants to subscribe for Shares; (iv) the exercise of options granted under any share option scheme or similar arrangement for the time being adopted by the Company; or (v) an issue of Shares in lieu of the whole or part of a dividend on Shares in accordance with the Articles of Association of the Company; shall not exceed 20% of the total number of Shares in issue as at the date of the passing of this resolution, and the said approval shall be limited accordingly; and
- (d) for the purpose of this resolution, “**Relevant Period**” means the period from the passing of this resolution until whichever is the earliest of:
  - (i) the conclusion of the next annual general meeting of the Company;
  - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association of the Company or any applicable law of the Cayman Islands to be held; or
  - (iii) the date on which such mandate is revoked or varied by an ordinary resolution of the Shareholders in general meeting.

“**Rights Issue**” means an offer of Shares open for a period fixed by the Directors to the holders of Shares or any class of Shares whose names appear on the registers of members of the Company on a fixed record date in proportion to their then holdings of such Shares as at that date (subject to such exclusions or other arrangements as the directors of the Company may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any territory applicable to the Company).”

5. “**THAT:**

- (a) subject to paragraph (b) of this resolution, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase the Shares on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) or any other stock exchange on which Shares may be listed and recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities on the Stock Exchange or those of any other recognised stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;

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## NOTICE OF ANNUAL GENERAL MEETING

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- (b) the aggregate number of Shares to be repurchased by the Company pursuant to the approval in paragraph (a) of this resolution shall not exceed 10% of the total number of Shares in issue as at the date of the passing of this resolution, and the said approval shall be limited accordingly; and
  - (c) for the purpose of this resolution, “**Relevant Period**” means the period from the passing of this resolution until whichever is the earliest of:
    - (i) the conclusion of the next annual general meeting of the Company;
    - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association of the Company or any applicable law of the Cayman Islands to be held; or
    - (iii) the date on which such mandate is revoked or varied by an ordinary resolution of the Shareholders in general meeting.”
6. “**THAT** conditional upon resolutions numbered 4 and 5 above being passed, the unconditional general mandate granted to the Directors to allot, issue and deal with additional shares and to make or grant offers, agreements, and options which might require the exercise of such powers pursuant to resolution numbered 4 above be and is hereby extended by the additional thereto of an amount representing the aggregate number of Shares repurchased by the Company under the authority granted pursuant to resolution numbered 5 above, provided that such amount shall not exceed 10% of the total number of Shares in issue as at the date of passing the resolution.”

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

Hong Kong, 23 April 2018

*Registered Office:*

P. O. Box 1350  
Clifton House  
75 Fort Street  
Grand Cayman KY1-1108  
Cayman Islands

*Principal place of business*

*in Hong Kong:*

Unit 05-08, 11/F  
Delta House  
3 On Yiu Street  
Shek Mun  
New Territories  
Hong Kong

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## NOTICE OF ANNUAL GENERAL MEETING

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*Notes:*

1. For the purpose of determining the identity of the shareholders entitled to attend and vote at the meeting, the register of members of the Company will be closed from Tuesday, 5 June 2018 to Friday, 8 June 2018, both dates inclusive, during which period no transfer of shares will be effected. All transfers accompanied by the relevant certificates must be lodged with the Company's branch share registrar in Hong Kong, Boardroom Share Registrars (HK) Limited at Room 2103B, 21/F, 148 Electric Road, North Point, Hong Kong for registration not later than 4:30 p.m. on Monday, 4 June 2018.
2. A member of the Company entitled to attend and vote at the Meeting is entitled to appoint one or, if he is the holder of two or more shares, more proxies to attend and vote instead of him. A proxy need not be a member of the Company.
3. In the case of joint holders of shares in the Company, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the vote(s) of the other joint holder(s), seniority being determined by the order in which names stand in the register of members.
4. In order to be valid, the form of proxy must be in writing under the hand of the appointor or of his attorney duly authorized in writing, or if the appointor is a corporation, either under seal, or under the hand of an officer or attorney or other person duly authorized, and must be deposited with the Hong Kong branch share registrar and transfer office of the Company, Boardroom Share Registrars (HK) Limited at Room 2103B, 21/F, 148 Electric Road, North Point, Hong Kong (together with the power of attorney or other authority, if any, under which it is signed or a certified copy thereof) not less than 48 hours before the time fixed for holding of the Meeting.
5. With respect to resolution no. 2 of this notice, Mr. Chow Chun To, Mr. Fung Chi Kin and Mr. Cheung Wai Lun Jacky shall retire from office of directorship and shall offer themselves for re-election in accordance with the Articles of Association of the Company. Details of their information which are required to be disclosed under the Listing Rules are set out in the circular of the Company dated 23 April 2018.
6. As at the date of this notice, the Board comprises Mr. Yau Kin Wing Sino, Mr. Kung Ho Man and Ms. Tang Ka Wa Danise as executive Directors; and Mr. Chow Chun To, Mr. Fung Chi Kin and Mr. Cheung Wai Lun Jacky as independent non-executive Directors.