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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)

APPOINTMENT OF DIRECTORS

The Board is pleased to announce that, in connection with the Offer and as nominated by the Offeror, with effect from 27 December 2018 (i) Mr. Chen Zhi has been appointed as an executive Director; and (ii) Mr. So Wai Man has been appointed as an independent non-executive Director.

INTRODUCTION

Reference is made to (i) the joint announcement issued by Geotech Holdings Ltd. (the “**Company**”) and Star Merit Global Limited (the “**Offeror**”) dated 29 November 2018; and (ii) the composite offer and response document jointly issued by the Company and the Offeror to the Shareholders dated 20 December 2018 (the “**Composite Document**”), in relation to, among other matters, the Offer. Unless otherwise defined, capitalised terms used in this announcement shall have the same meanings as those defined in the Composite Document.

APPOINTMENT OF DIRECTORS

The board (the “**Board**”) of directors (the “**Directors**”) is pleased to announce that, in connection with the Offer and as nominated by the Offeror, with effect from 27 December 2018 (i) Mr. Chen Zhi (“**Mr. Chen**”) has been appointed as an executive Director; and (ii) Mr. So Wai Man (“**Mr. So**”) has been appointed as an independent non-executive Director.

BIOGRAPHICAL DETAILS OF NEWLY APPOINTED DIRECTORS

The following sets forth the biographical details of the newly appointed Directors:

Executive Director

Mr. Chen Zhi (陳志先生), aged 31, holds a bachelor’s degree of Business Administration from the National University of Management, Kingdom of Cambodia. Currently, he is a director, chairman and controlling shareholder of Prince Real Estate (Cambodia) Group Co., Ltd., the holding company for a group of companies principally engaged in property development of commercial and residential properties in Cambodia (the “**Prince Group**”). He is responsible for formulating corporate strategies, business development plans and major corporate decisions of the Prince Group. Mr. Chen has over seven

years of experience in the areas of property agency and development. In addition, Mr. Chen also has extensive experience in internet industry in Cambodia and Singapore, and is a director of several internet industry related companies in Cambodia and Singapore.

As at the date of this announcement, Mr. Chen is the sole ultimate beneficial owner and the sole director of the Offeror which is interested in 737,000,000 Shares, representing approximately 52.64% of the issued share capital of the Company. Therefore, Mr. Chen is deemed to be interested in the 737,000,000 Shares held by the Offeror under the SFO.

Mr. Chen will enter into a service contract with the Company for an initial term of three years commencing from 27 December 2018 subject to termination by either party giving to the other not less than six months' prior written notice. Mr. Chen will hold office until the next following general meeting of the Company and is eligible for re-election at the meeting, and shall be subject to retirement by rotation and re-election in accordance with the articles of association of the Company. He will be entitled to an annual remuneration of HK\$1,200,000 (pro rata if his appointment does not commence on the first day or end on the last day of a month, as the case may be or the appointment is early terminated under the service contract), and a discretionary bonus which will be determined with reference to his duties and responsibilities and the remuneration policy of the Company.

Save as disclosed above, as at the date of this announcement, Mr. Chen (i) does not have any interest in the Shares within the meaning of Part XV of the SFO; (ii) does not hold any other positions in the Company or its subsidiaries; (iii) does not have any other relationship with any Directors, senior management, substantial shareholders or controlling shareholders (within the meaning of the Listing Rules) of the Company; and (iv) has not held any directorship in any listed public companies in Hong Kong or overseas in the last three years preceding the date of this announcement or any other major appointments and professional qualifications. Save as disclosed above, there is no other information which is required to be disclosed pursuant to any of the requirements of the provisions under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules nor are there other matters that need to be brought to the attention of the Shareholders in relation to the appointment of Mr. Chen.

Independent non-executive Director

Mr. So Wai Man (蘇偉民先生), aged 46, is currently the finance director of an international trading and investment company. Mr. So holds a bachelor's degree of Business Administration in Accounting from the Hong Kong University of Science and Technology and he is a fellow member of the Hong Kong Institute of Certified Public Accountants. Mr. So has over 20 years of experiences in corporate finance, planning and strategic implementation, change management and people development and he has served key financial and management positions in several multi-national corporations with diverse exposure in different industries ranging from creative agency, event agency, retail and manufacturing company.

Mr. So will enter into a letter of appointment with the Company for an initial term of one year commencing from 27 December 2018 subject to termination by either party giving to the other not less than one month's prior written notice. The letter of appointment is expected to provide Mr. So with a director's fee of HK\$180,000 gross per annum (pro rata if his appointment does not commence on first day or end on the last day of a month, as the case may be or the appointment is early terminated

under the letter), which will be determined with reference to his duties and responsibilities and the remuneration policy of the Company. Mr. So will hold office until the next following annual general meeting of the Company and is eligible for re-election at the meeting, and shall be subject to retirement by rotation and re-election in accordance with the articles of association of the Company.

As at the date of this announcement, Mr. So (i) does not have any interest in the Shares within the meaning of Part XV of the SFO; (ii) does not hold any other positions in the Company or its subsidiaries; (iii) does not have any other relationship with any Directors, senior management, substantial shareholders or controlling shareholders (within the meaning of the Listing Rules) of the Company; and (iv) has not held any directorship in any listed public companies in Hong Kong or overseas in the last three years preceding the date of this announcement or any other major appointments and professional qualifications. Save as disclosed above, there is no other information which is required to be disclosed pursuant to any of the requirements of the provisions under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules nor are there other matters that need to be brought to the attention of the Shareholders in relation to the appointment of Mr. So.

The Board would like to take this opportunity to extend its warmest welcome to Mr. Chen and Mr. So to join the Company.

By order of the Board
Geotech Holdings Ltd.
Yau Kin Wing Sino
Chairman and executive Director

Hong Kong, 27 December 2018

As at the date of this announcement, the executive Directors are Mr. Chen Zhi, Mr. Kung Ho Man, Ms. Tang Ka Wa Danise and Mr. Yau Kin Wing Sino (Chairman), and the independent non-executive Directors are Mr. Cheung Wai Lun Jacky, Mr. Chow Chun To, Mr. Fung Chi Kin, Mr. So Wai Man and Mr. Wei Qianjiang.

The Directors jointly and severally accept full responsibility for the accuracy of the information contained in this announcement and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this announcement have been arrived at after due and careful consideration and there are no other facts not contained in this announcement, the omission of which would make any statement in this announcement misleading.