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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

**(1) CLOSE OF 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)**

(2) RESULTS OF THE OFFER

(3) SETTLEMENT OF THE OFFER

AND

(4) PUBLIC FLOAT

Financial adviser to the Offeror



RaffAello Capital Limited

Financial adviser to the Company



Reference is made to the composite offer and response document (the “**Composite Document**”) jointly issued by Geotech Holdings Ltd. (the “**Company**”) and Star Merit Global Limited (the “**Offeror**”) dated 20 December 2018. Unless otherwise defined, capitalised terms used herein shall have the same meanings as those defined in the Composite Document.

CLOSE OF THE OFFER

The Offeror and the Company jointly announce that the Offer was closed at 4:00 p.m. on Thursday, 10 January 2019. The Offer has not been revised or extended by the Offeror.

RESULTS OF THE OFFER

As at 4:00 p.m. on Thursday, 10 January 2019, being the latest time and date for acceptance of the Offer as set out in the Composite Document, the Offeror has received valid acceptances in respect of 183,480,000 Shares under the Offer, representing approximately 13.11% of the total issued share capital of the Company as at the date of this joint announcement.

SHAREHOLDING STRUCTURE OF THE COMPANY

Immediately after the Completion and before the commencement of the Offer, the Offeror and parties acting in concert with it were interested in 737,000,000 Shares, representing approximately 52.64% of the total issued share capital of the Company as at the Completion Date.

Immediately after the close of the Offer, taking into account the valid acceptances in respect of 183,480,000 Shares under the Offer (subject to the completion of the transfer to the Offeror of such Shares acquired by it under the Offer), the Offeror and parties acting in concert with it would hold an aggregate of 920,480,000 Shares, representing approximately 65.75% of the total issued share capital of the Company as at the date of this joint announcement.

Save for the abovementioned, none of the Offeror nor any parties acting in concert with it (i) held, controlled or had direction over any Shares or rights over the Shares immediately before and during the Offer Period; (ii) has acquired or agreed to acquire any Shares or rights over Shares during the Offer Period or (iii) has borrowed or lent any relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) of the Company during the Offer Period.

The following table sets out the shareholding structure of the Company (a) immediately after the Completion and before the commencement of the Offer; and (b) immediately after the close of the Offer and as at the date of this joint announcement.

	Immediately after the Completion and before the commencement of the Offer		Immediately after the close of the Offer and as at the date of this joint announcement	
	<i>Number of Shares</i>	<i>Approximate %</i>	<i>Number of Shares</i>	<i>Approximate %</i>
Offeror and its concert parties	737,000,000	52.64	920,480,000	65.75
Vendors and their respective concert parties	—	—	—	—
Public Shareholders	663,000,000	47.36	479,520,000	34.25
	<u>1,400,000,000</u>	<u>100.00</u>	<u>1,400,000,000</u>	<u>100.00</u>

SETTLEMENT OF THE OFFER

As the Offeror will take up an aggregate of 183,480,000 Shares at the offer price of HK\$0.378 per Share, the total cash consideration for the Offer is HK\$69,355,440.

Remittances for the amount due to each of the accepting Offer Shareholders in respect of the Shares tendered under the Offer (less seller's ad valorem stamp duty payable by him/her/it) have been or will be despatched to the accepting Offer Shareholders by ordinary post at his/her/its own risk as soon as possible but in any event within 7 Business Days after the date of receipt of all relevant documents (receipt of which renders such acceptance complete and valid) by the Registrar in accordance with the Takeovers Code.

PUBLIC FLOAT

Immediately after the close of the Offer and as at the date of this joint announcement, subject to completion of the transfer to the Offeror of those Shares acquired by it under the Offer (in respect of which valid acceptances were received), 479,520,000 Shares, representing approximately 34.25% of the total issued share capital of the Company, are held by the public (as defined in the Listing Rules). Accordingly, immediately after the close of the Offer and as at the date of this joint announcement, the Company has satisfied the minimum public float requirement under Rule 8.08(1)(a) of the Listing Rules.

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, 10 January 2019

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 Directors) 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 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.