
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your 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**

A notice convening the Annual General Meeting of Geotech Holdings Ltd. to be held at 7/F, Nexxus Building, 77 Des Voeux Road Central, Hong Kong on Tuesday, 30 June 2020 at 2:00 p.m., at which, among other things, the above proposals will be considered, is set out on pages 16 to 21 of this circular.

Whether or not you intend to attend the Annual General Meeting, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon 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 appointed for holding the Annual General 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 Annual General Meeting or any adjournment thereof should you so wish.

27 April 2020

CONTENTS

	<i>Page</i>
Definitions	1
Letter from the Board	3
Appendix I – Explanatory Statement on Repurchase Mandate	8
Appendix II – Details of the Retiring Directors Proposed to be Re-elected at the Annual General Meeting	12
Notice of Annual General Meeting	16

DEFINITIONS

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

“Annual General Meeting”	the annual general meeting of the Company to be held at 7/F, Nexxus Building, 77 Des Voeux Road Central, Hong Kong on Tuesday, 30 June 2020 at 2:00 p.m.;
“Articles”	the articles of association of the Company adopted on 21 September 2017;
“Board”	the board of Directors;
“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 whose shares are listed on the main board of the Stock Exchange;
“Companies Law”	the Companies Law Cap. 22 (Law 3 of 1961 as consolidated and revised) of the Cayman Islands;
“Director(s)”	director(s) of the Company;
“Group”	the Company and its subsidiaries;
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong;
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China;
“Issue Mandate”	a general and unconditional mandate proposed to be granted to the Directors at the Annual General Meeting to allot, issue and deal with Shares not exceeding 20% of the total number of issued Shares as at the date of passing of the relevant resolution at the Annual General Meeting;
“Latest Practicable Date”	20 April 2020, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein;

DEFINITIONS

“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange;
“Repurchase Mandate”	a general and unconditional mandate proposed to be granted to the Directors at the Annual General Meeting to repurchase Shares not exceeding 10% of the total number of Shares in issue as at the date of passing of the relevant resolution at the Annual General Meeting;
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) as amended, supplemented or otherwise modified from time to time;
“Share(s)”	ordinary shares of HK\$0.01 each in the share capital of the Company;
“Shareholder(s)”	holder(s) of the Shares;
“Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“Takeovers Code”	the Codes on Takeovers and Mergers; and
“%”	per cent.

LETTER FROM THE BOARD

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. Chen Zhi (*Chairman*)

Mr. Qiu Dong

Mr. Yau Kin Wing Sino (*Chief Executive Officer*)

Independent Non-Executive Directors:

Mr. Chan Tsang Mo

Mr. Fung Chi Kin

Mr. Shen Zejing

Mr. So Wai Man

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 1920, 19/F

Cheung Kong Center

2 Queen's Road Central

Central

Hong Kong

27 April 2020

To the Shareholders

Dear Sir or Madam,

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

INTRODUCTION

The purpose of this circular is to give you notice of the Annual General Meeting and provide you with information in respect of the resolutions to be proposed at the Annual General Meeting, relating to, among other matters, (i) the granting of general mandates to the Directors for the issue and repurchase of Shares and (ii) the re-election of Directors.

LETTER FROM THE BOARD

GENERAL MANDATE TO ISSUE SHARES

The Company's existing mandate to issue Shares was approved by its then Shareholders on 28 June 2019. Such mandate will lapse at the conclusion of the Annual General Meeting. At the Annual General Meeting, an ordinary resolution will be proposed that the Directors be granted a new general and unconditional mandate to allot, issue and otherwise deal with Shares not exceeding 20% of the total number of Shares in issue at the date of passing the resolution.

In addition, a resolution will be proposed to authorise the Directors to allot and issue Shares up to an amount equal to the aggregate number of the Shares repurchased under the Repurchase Mandate subject to the resolution for the granting of the Repurchase Mandate is passed.

As at the Latest Practicable Date, the total number of issued Shares is 1,680,000,000 Shares. Subject to the passing of the relevant resolution and assuming that there is no change in the issued share capital of the Company from the Latest Practicable Date up to and including the date of passing of the relevant resolution, the maximum number of new Shares which may be issued pursuant to the Issue Mandate will be 336,000,000 Shares.

GENERAL MANDATE TO REPURCHASE SHARES

The Company's existing mandate to repurchase Shares was approved by its then Shareholders on 28 June 2019. Such mandate will lapse at the conclusion of the Annual General Meeting. A separate resolution will be proposed at the Annual General Meeting to grant to the Directors a new general and unconditional mandate to repurchase Shares of not exceeding 10% of the total number of Shares in issue as at the date of passing of the relevant resolution.

As at the Latest Practicable Date, the total number of issued Shares is 1,680,000,000 Shares. Subject to the passing of the relevant resolution and assuming that there is no change in the issued share capital of the Company from the Latest Practicable Date up to and including the date of passing of the Repurchase Mandate, the maximum number of Shares which may be repurchased pursuant to the Repurchase Mandate will be 168,000,000 Shares.

EXPLANATORY STATEMENT

An explanatory statement required by the Listing Rules to be sent to the Shareholders in connection with the Repurchase Mandate is set out in the Appendix I to this circular. The explanatory statement is to provide you with all the information reasonably necessary to enable you to make an informed decision on whether to vote for or against the resolution relating to the Repurchase Mandate at the Annual General Meeting.

LETTER FROM THE BOARD

RE-ELECTION OF DIRECTORS

The Board currently consists of seven Directors, namely Mr. Chen Zhi, Mr. Qiu Dong, Mr. Yau Kin Wing Sino, Mr. Chan Tsang Mo, Mr. Fung Chi Kin, Mr. Shen Zejing and Mr. So Wai Man.

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. A retiring Director shall be eligible for re-election. Accordingly, Mr. Yau Kin Wing Sino, Mr. Chan Tsang Mo and Mr. Fung Chi Kin will retire from office by rotation at the Annual General Meeting and, being eligible, offer himself for re-election.

Biographical details of the Directors who are standing for re-election at the Annual General Meeting, which are required to be disclosed pursuant to the Listing Rules, are set out in Appendix II to this circular.

For the proposal for re-election of each of Mr. Chan Tsang Mo and Mr. Fung Chi Kin as an independent non-executive Director, the Board and the nomination committee of the Board (the “**Nomination Committee**”) have reviewed and assessed the annual confirmation of independence of each of them based on the independence criteria as set out in Rule 3.13 of the Listing Rules and formed the view that all of the remain independent.

The Board and the Nomination Committee are of the view that each Mr. Chan Tsang Mo and Mr. Fung Chi Kin has demonstrated his ability in providing professional and independent views to the affairs of the Company.

The Nomination Committee has also considered the skills, knowledge and professional experience of the independent non-executive Directors as described in their biographies set out in Appendix II to this circular, with reference to the board diversity policy of the Company and is of the view that Mr. Chan Tsang Mo and Mr. Fung Chi Kin possess experience in corporate finance, accounting, audit and legal aspects respectively which have enabled them to contribute to the diversity of the Board.

LETTER FROM THE BOARD

ANNUAL GENERAL MEETING

The notice of the Annual General Meeting is set out on pages 16 to 21 of this circular.

A form of proxy for use at the Annual General Meeting is enclosed herewith and published on the respective websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.geotech.hk). Whether or not you intend to attend the Annual General Meeting, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon 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 appointed for holding of the Annual General Meeting or any adjournment thereof. Completion and return of the proxy form shall not preclude you from attending and voting in person at the Annual General Meeting or any adjournment thereof should you so wish.

VOTING BY WAY OF POLL

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 Annual General Meeting will be taken by way of poll. The Company will announce the results of the poll in the manner prescribed under Rule 13.39(5) of the Listing Rules.

RECOMMENDATION

The Board considers that the granting of the Issue Mandate and the Repurchase Mandate, and the re-election of Directors are in the best interests of the Company and the Shareholder. Accordingly, the Board recommends the Shareholders to vote in favour of all the resolutions to be proposed at the Annual General Meeting.

LETTER FROM THE BOARD

GENERAL

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

MISCELLANEOUS

The English text of this circular shall prevail over the Chinese text in the event of any inconsistency.

Yours faithfully,
For and on behalf of the Board
Geotech Holdings Ltd.
Chen Zhi
Chairman and executive Director

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 resolution relating to 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 1,680,000,000 Shares.

Subject to the passing of the resolution for granting the Repurchase Mandate and on the basis that no further Shares are issued or repurchased prior to the Annual General Meeting, the Company would be allowed under the Repurchase Mandate to repurchase a maximum of 168,000,000 Shares, representing 10% of the total number of issued Shares as at the date of passing the relevant resolution for granting the Repurchase Mandate.

3. REASONS FOR REPURCHASES

The Directors believe that it is in the best interests of the Company and the Shareholders as a whole to seek a general authority from the Shareholders to enable the Company to repurchase its Shares in the market. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net assets 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 as a whole.

4. FUNDING OF REPURCHASES

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 authorised 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 authorised by the Articles and subject to the provisions of the Companies Law, out of capital.

5. IMPACT OF REPURCHASES

There might be a material adverse impact on the working capital and/or gearing position of the Company (as compared with the position of the Company as disclosed in the audited financial statements for the year ended 31 December 2019 contained in the annual report of the Company) in the event that the Repurchase Mandate was to be exercised in full at any time during the proposed repurchase period. However, the Directors do not intend to exercise the Repurchase Mandate to such an 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 befitting the Company.

6. GENERAL

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of 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 such is approved by the Shareholders.

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.

7. SHARE PRICES

The highest and lowest prices at which the Shares have traded on the Stock Exchange during each of the previous twelve months up to and including the Latest Practicable Date as follows:–

	Highest	Lowest
	<i>HK\$</i>	<i>HK\$</i>
2019		
May	0.470	0.390
June	0.540	0.370
July	0.500	0.400
August	0.400	0.375
September	0.420	0.375
October	0.410	0.360
November	0.390	0.360
December	0.400	0.340
2020		
January	0.390	0.360
February	0.400	0.360
March	0.410	0.390
April (up to and including the Latest Practicable Date)	0.410	0.395

8. UNDERTAKING

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

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, Star Merit Global Limited ("**Star Merit**") hold 920,480,000 Shares, representing approximately 54.79% of the entire issued share capital of the Company. Star Merit is wholly owned by Mr. Chen Zhi, executive Director and chairman of the Board. As such, Mr. Chen Zhi is deemed to be interested in the 920,480,000 Shares under the SFO. For the purpose of the Takeovers Code, Star Merit and Mr. Chen Zhi are parties presumed to be acting in concert.

In the event that the Directors exercised in full the power to repurchase Shares under the Repurchase Mandate, then (assuming such shareholdings as at the Latest Practicable Date otherwise remain the same) the attributable shareholding in the Company in which Star Merit and Mr. Chen Zhi are taken to have an interest under the SFO would be increased to approximately 60.88% of the total number of Shares in issue. Such increase would not give rise to any obligation to make a mandatory general offer under Rule 26 of the Takeovers Code. The Directors are not aware of any consequences which may arise under the Takeovers Code as a consequence of any repurchase of Shares made under the Repurchase Mandate.

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) in the six months preceding to the Latest Practicable Date.

The following set out the details of the Directors who retire and offer themselves for re-election at the Annual General Meeting.

Mr. Yau Kin Wing Sino (邱建榮先生), aged 62, was appointed as a Director in June 2016 and redesignated as an executive Director in September 2017 and redesignated as the chief executive officer on 15 January 2019. Mr. Yau is also director of certain subsidiaries of the Company. Mr. Yau is one of the founders of the Group with over 30 years of experience in the construction and engineering industry in Hong Kong.

Mr. Yau has entered into a service contract with the Company in relation to his appointment as executive Director for an initial term of three years subject to termination by either party giving to the other not less than six months' prior written notice. Pursuant to the terms of the service contract, he is entitled to an annual remuneration of HK\$1,279,200 (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. Mr. Yau shall be subject to retirement by rotation and re-election at the annual general meeting in accordance with the Articles.

Save as disclosed above, Mr. Yau did not (i) hold any other positions in the Group, (ii) have any relationship with any Directors, senior management, substantial shareholders or controlling shareholders (within the meaning of the Listing Rules) of the Company, (iii) have any interests in the Shares within the meaning of Part XV of the SFO as at the Latest Practicable Date; and (iv) hold any directorship in other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years or any other major appointments and professional qualifications.

Save as disclosed above, there are no other matters concerning Mr. Yau that are required to be brought to the attention of the Shareholders, nor is there other information that is required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules.

Mr. Chan Tsang Mo (陳增武先生), aged 35, was appointed as an independent non-executive Director in January 2019. He is the chairman of the audit committee of the Board (the “**Audit Committee**”) and a member of the Remuneration Committee and the Nomination Committee. Mr. Chan has over 10 years of finance, accounting and treasury experience. Mr. Chan assumed various positions in professional accounting and financial firms including as a senior auditor (mainly responsible for accounting, auditing and taxation assignments) of RSM Nelson Wheeler (principally engaged in the provision of accounting services) from December 2009 to January 2011, as a supervisor in the corporate services division (mainly responsible for accounting, payroll, treasury and audit assignments) of Intertrust Resources Management Limited (principally engaged in the provision of legal and financial administrative services) from June 2011 to June 2013, and as an accounting manager (being mainly responsible for the management and supervision of tax and financial matters) of Reignwood International Investment (Group) Co., Ltd. (principally engaged in investment services) from October 2013 to April 2016.

Mr. Chan was an executive director of Ares Asia Limited (stock code: 645), the shares of which are listed on the main board of the Stock Exchange, from June 2014 to March 2016. From May 2016 to October 2017, he worked as a financial controller in Wan Cheng Metal Packaging Company Limited (stock code: 8291), the shares of which are listed on GEM of the Stock Exchange and was responsible for overseeing the consolidated accounts and preparing financial information, forecast memorandum, notes to the consolidated financial statements and checklists for the listing application of the company. Since August 2017, he has been a director of Morton Professional Services Limited and is responsible for advising on company formation, business establishments and legal compliance related matters. Mr. Chan currently serves as an independent non-executive director of Hong Kong Finance Investment Holding Group Limited (stock code: 7), the shares of which are listed on the main board of the Stock Exchange. Mr. Chan also has acted as an independent non-executive director of Rentian Technology Holdings Limited (stock code: 885) since March 2020, the shares of which are listed on the main board of the Stock Exchange.

Mr. Chan has been admitted as a member of the Hong Kong Institute of Certified Public Accountants in January 2010 and is currently a practicing member of the Hong Kong Institute of Certified Public Accountants. Mr. Chan graduated from the City University of Hong Kong with a Bachelor of Business Administration degree in Accountancy in November 2006.

Mr. Chan has entered into a letter of appointment with the Company in relation to his appointment as an independent non-executive Director for an initial term of one year subject to termination by either party giving to the other not less than one month's prior written notice. Pursuant to the terms of the letter of appointment, Mr. Chan is entitled to 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), and a discretionary bonus which will be determined with reference to his duties and responsibilities and the remuneration policy of the Company. Mr. Chan shall be subject to retirement by rotation and re-election in accordance with the Articles.

Save as disclosed above, Mr. Chan did not (i) hold any other positions in the Group, (ii) have any relationship with any Directors, senior management, substantial shareholders or controlling shareholders (within the meaning of the Listing Rules) of the Company, (iii) have any interests in the Shares within the meaning of Part XV of the SFO as at the Latest Practicable Date, and (iv) hold any directorship in other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years or any other major appointments and professional qualifications.

Save as disclosed above, there are no other matters concerning Mr. Chan that are required to be brought to the attention of the Shareholders, nor is there other information that is required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules.

Mr. Fung Chi Kin (馮志堅先生), aged 70, was appointed as an independent non-executive Director in September 2017. Mr. Fung is a member of the Audit Committee and Nomination Committee. Mr. Fung has over 40 years of experience in banking and finance. He was a director and a deputy general manager of Po Sang Bank Limited (merged into Bank of China (Hong Kong) Limited in 2001) and a managing director of BOCI Securities Limited. From October 1998 to June 2000, Mr. Fung served as a Council Member of the First Legislative Council of Hong Kong Special Administrative Region of the People's Republic of China.

Mr. Fung has been appointed as an executive director and compliance officer of Loco Hong Kong Holdings Limited (stock code: 8162) in June 2019 and August 2019 respectively, the shares of which are listed on GEM of the Stock Exchange. Mr. Fung has also acted as an independent non-executive director of Chaoda Modern Agriculture (Holdings) Limited (stock code: 682), the shares of which are listed on the main board of the Stock Exchange since September 2003. Since July 2018, Mr. Fung has also acted as a non-executive director of Sang Hing Holdings (International) Limited (stock code: 1472), the shares of which are listed on the main board of the Stock Exchange in March 2020. Mr. Fung served as an executive director and compliance officer of China Trustful Group Limited (stock code: 8265) from September 2014 to May 2017 and from March 2019 to October 2019, the shares of which are listed on GEM of the Stock Exchange. From August 2017 to April 2019, Mr. Fung served as an independent non-executive director of China Overseas Nuoxin International Holdings Limited (formerly known as Kenford Group Holdings Limited) (stock code: 464), the shares of which are listed on the main board of the Stock Exchange.

Mr. Fung has entered into a letter of appointment with the Company in relation to his appointment as an independent non-executive Director for an initial term of one year subject to termination by either party giving to the other not less than one month's prior written notice. Pursuant to the terms of the letter of appointment, Mr. Fung is entitled to a director's fee of HK\$360,000 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), and a discretionary bonus which will be determined with reference to his duties and responsibilities and the remuneration policy of the Company. Mr. Fung shall be subject to retirement by rotation and re-election in accordance with the Articles.

Save as disclosed above, Mr. Fung did not (i) hold any other positions in the Group, (ii) have any relationship with any Directors, senior management, substantial shareholders or controlling shareholders (within the meaning of the Listing Rules) of the Company, (iii) have any interests in the Shares within the meaning of Part XV of the SFO as at the Latest Practicable Date, and (iv) hold any directorship in other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years or any other major appointments and professional qualifications.

Save as disclosed above, there are no other matters concerning Mr. Fung that are required to be brought to the attention of the Shareholders, nor is there other information that is required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules.

NOTICE OF ANNUAL GENERAL MEETING

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 (the “**Meeting**”) of Geotech Holdings Ltd. (the “**Company**”) will be held at 7/F, Nexxus Building, 77 Des Voeux Road Central, Hong Kong on Tuesday, 30 June 2020 at 2:00 p.m., for the following purposes:

1. To receive and adopt the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors (the “**Director(s)**”) and independent auditor of the Company for the year ended 31 December 2019.
2.
 - (i) To re-elect Mr. Yau Kin Wing Sino as an executive Director;
 - (ii) To re-elect Mr. Chan Tsang Mo as an independent non-executive Director;
 - (iii) To re-elect Mr. Fung Chi Kin as an independent non-executive Director; and
 - (iv) To authorise the Directors to fix the remuneration of the Directors.
3. To re-appoint Grant Thornton Hong Kong Limited as auditor of the Company and to authorise the Directors to fix their remuneration.

NOTICE OF ANNUAL GENERAL MEETING

To consider and, if thought fit, pass the following as ordinary resolution (with or without modification):

4. **“THAT:**
- (a) subject to paragraph (c) of this resolution, the exercise by the Directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional shares 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 here by 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;
 - (c) the total 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 amended and restated memorandum and articles of association (the “**Articles**”) 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

NOTICE OF ANNUAL GENERAL MEETING

- (d) for the purpose of this resolution, “**Relevant Period**” means the period from the date of passing of this resolution until whichever is the earliest of:
- (i) the conclusion of the next annual general meeting of the Company; or
 - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles or any applicable laws 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 of the Company in general meeting.

“**Rights Issue**” means an offer of Shares open for a period fixed by the Directors to holders of Shares or any class of Shares whose names appear on the register 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;

NOTICE OF ANNUAL GENERAL MEETING

- (b) the total 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; or
 - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles 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 of the Company 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 there to of an amount representing the total 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 of this resolution.”

By Order of the Board
Geotech Holdings Ltd.
Chen Zhi
Chairman and executive Director

Hong Kong, 27 April 2020

NOTICE OF ANNUAL GENERAL MEETING

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 1920, 19/F
Cheung Kong Center
2 Queen's Road Central
Central
Hong Kong

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 Wednesday, 24 June 2020 to Tuesday, 30 June 2020, 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 and transfer office 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 Tuesday, 23 June 2020.
2. Any shareholder 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 than one proxy to attend and vote instead of him. A proxy need not be a shareholder of the Company.
3. Where there are joint registered holders of any Share, anyone of such persons may vote at the meeting, either personally or by proxy, in respect of such Share as if he were solely entitled thereto; but if more than one of such joint holders are present at the Meeting personally or by proxy, that one of the said persons so present whose name stands first on the Register in respect of such Shares shall alone be entitled to vote in respect thereof.
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 authorised 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 authorised, and must be deposited with 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 (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 appointed for holding of the Meeting.

NOTICE OF ANNUAL GENERAL MEETING

5. If a Typhoon Signal No. 8 or above is hoisted or a Black Rainstorm Warning Signal is in force at or at any time after 12:00 noon on the date of the meeting and/or the Hong Kong Observatory has announced at or before 12:00 noon on the date of the meeting that either of the above mentioned warnings is to be issued within the next two hours, the meeting will be adjourned. Depending on the circumstances in light of the outbreak of the novel coronavirus (Covid-19), the meeting may be adjourned as well. The Company will publish an announcement to notify Shareholders of the date, time and place of the adjourned meeting.
6. In the event of any inconsistency, the English version shall prevail.

As at the date of this notice, the Board comprises Mr. Chen Zhi as chairman and executive Director, Mr. Qiu Dong as executive Director, Mr. Yau Kin Wing Sino as executive Director and Chief Executive Officer, and Mr. Chan Tsang Mo, Mr. Fung Chi Kin, Mr. Shen Zejing and Mr. So Wai Man as independent non-executive Directors.