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This announcement, for which the directors of Soluteck Holdings Limited collectively and individually accept full responsibility, includes particulars given in compliance with The Rules Governing the Listing of Securities on the Growth Enterprise Market of the Stock Exchange of Hong Kong Limited for the purpose of giving information with regard to the Company.

The directors of Soluteck Holdings Limited, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief (i) the information contained in this announcement is accurate and complete in all material respects and not misleading, (ii) there are no other matters the omission of which would make any statement in this announcement misleading, and (iii) all opinions expressed in this announcement have been arrived at after due and careful consideration and are founded on bases and assumptions that are fair and reasonable.



SOLUTECK HOLDINGS LIMITED

— 創科技集團有限公司*

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8111)

SUPPLEMENTAL MEMORANDUM OF UNDERSTANDING

THIRD SUPPLEMENTAL MOU

Reference is made to the Announcements.

The Board wishes to announce that after trading hours on 23 November 2009, the Company and the Vendors entered into the Third Supplemental MOU pursuant to which certain dates as provided in the MOU were further extended as follows:

- (i) the target date for entering into a legally-binding Formal Agreement from 23 November 2009 to 4 December 2009;
- (ii) the expiry date of the exclusivity from the earlier of (a) the actual date for entering into a legally-binding Formal Agreement or (b) 23 November 2009, to the earlier of (a) the actual date for entering into a legally-binding Formal Agreement or (b) 4 December 2009; and

* For identification purpose only

- (iii) the termination date of the MOU from the earlier of (a) the actual date for entering into a legally-binding Formal Agreement or (b) 23 November 2009, to the earlier of (a) the actual date for entering into a legally-binding Formal Agreement or (b) 4 December 2009.

Save as the foregoing, no other amendments were made to the MOU.

GENERAL

The Board wishes to emphasize that no legally binding agreement in relation to the Possible Acquisition has been entered into by the Company and the Vendors as at the date of this announcement. **Please note that as the Formal Agreement in respect of the Possible Acquisition may or may not be entered into, shareholders and potential investors of the Company are advised to exercise caution when dealing in securities of the Company.**

The entering into of the Formal Agreement, if it materializes, will constitute a notifiable transaction for the Company under Chapter 19 of the GEM Listing Rules. The Company will comply with relevant requirements under the GEM Listing Rules, including the making of announcements, in the event that the Formal Agreement is entered into by the Company.

This announcement is made pursuant to Rule 17.10 of the Rules Governing the Listing of the Securities on the Growth Enterprise Market (the “**GEM Listing Rules**”) of the Stock Exchange of Hong Kong Limited.

SUPPLEMENTAL MOU

Reference is made to the following announcements of the Company (the “**Announcements**”):

- (i) the announcement dated 23 June 2009 in relation to a non-legally binding Memorandum of Understanding (the “**MOU**”) dated 22 June 2009 entered into between the Company and Max Success Group Limited (“**Max Success**”), Rus Energy Investment Group Ltd. (“**Rus Energy**”) and Mr. QIN Yun (together with Max Success and Rus Energy, the “**Vendors**”), pursuant to which the Company wishes to acquire, and the Vendors wish to sell, all of the equity interests in China-Rus Energy Investment Limited (the “**Possible Acquisition**”), a company incorporated in the British Virgin Islands, pursuant to which certain refundable deposits of US\$2,000,000 (the “**Deposits**”) would be paid by the Company to the Vendors subject to the condition that the Company shall have successfully raised financing, through certain placing and subscription of shares, of an amount exceeding US\$2,000,000 and the Deposits shall be used towards financing the purchase consideration in respect of the transactions contemplated under the MOU;

- (ii) the announcement dated 25 June 2009 in relation to the Placing and Subscription Agreement dated 23 June 2009 and the Supplemental Placing and Subscription Agreement dated 25 June 2009 both entered into between the Company, China Merchants Securities (HK) Company Limited and Mr. HOU Hsiao Bing, pursuant to which the Company completed certain placing and subscription on 26 June 2009 and 7 July 2009, respectively, and received aggregate proceeds of approximately HK\$39,000,000 (the “**Placing and Subscription Proceeds**”);
- (iii) the announcement dated 10 July 2009 in relation to payment of the Deposits from the Placing and Subscription Proceeds by the Company to the Vendors;
- (iv) the announcement dated 25 September 2009 in relation to extension of certain dates as provided in the MOU through a supplemental memorandum of understanding entered into by the Company and the Vendors (the “**First Supplemental MOU**”); and
- (v) the announcement dated 23 October 2009 in relation to extension of certain dates as provided in the MOU through a supplemental memorandum of understanding entered into by the Company and the Vendors (the “**Second Supplemental MOU**”).

The Board wishes to announce that, further to the MOU dated 22 June 2009, the First Supplemental MOU dated 25 September 2009 and the Second Supplemental MOU dated 23 October 2009, the Company and the Vendors entered into a supplemental memorandum of understanding (the “**Third Supplemental MOU**”), effective as of 23 November 2009, pursuant to which certain dates as provided in the MOU were further extended as follows:

- (i) the target date for entering into a legally-binding Formal Agreement from 23 November 2009 to 4 December 2009;
- (ii) the expiry date of the exclusivity from the earlier of (a) the actual date for entering into a legally-binding Formal Agreement or (b) 23 November 2009, to the earlier of (a) the actual date for entering into a legally-binding Formal Agreement or (b) 4 December 2009; and
- (iii) the termination date of the MOU from the earlier of (a) the actual date for entering into a legally-binding Formal Agreement or (b) 23 November 2009, to the earlier of (a) the actual date for entering into a legally-binding Formal Agreement or (b) 4 December 2009.

Save as the foregoing, no other amendments were made to the MOU.

General

The Board wishes to emphasize that no legally binding agreement in relation to the Possible Acquisition has been entered into by the Company and the Vendors as at the date of this announcement. **Please note that as the formal sale and purchase agreement (the “Formal Agreement”) in respect of the Possible Acquisition may or may not be entered into, shareholders and potential investors of the Company are advised to exercise caution when dealing in securities of the Company.**

The entering into of the Formal Agreement, if it materializes, may constitute a notifiable transaction for the Company under Chapter 19 of the GEM Listing Rules. The Company will comply with relevant requirements under the GEM Listing Rules, including the making of announcements, in the event that the Formal Agreement is entered into by the Company.

By Order of the Board
Soluteck Holdings Limited
Hou Hsiao Bing
Chairman

Hong Kong, 23 November 2009

As of the date hereof, the executive directors are Mr. Hou Hsiao Bing and Mr. Hou Hsiao Wen. The independent non-executive directors are Ms. Lui, Ming Rosita, Mr. Ho Wai Wing, Raymond and Mr. Tam Kam Biu, William.

This announcement will remain on the Company’s website and on the GEM website with the domain name of www.hkgem.com on the “Latest Company Announcements” page for at least 7 days from the date of its posting.