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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**

Reference is made to the Announcements.

The Board wishes to update the shareholders and the potential investors that as no legally binding Formal Agreement has been entered into by the Company and the Vendors, the exclusivity period has expired and the Fourth Supplemental MOU has terminated, on 19 December 2009.

The Board wishes to inform the shareholders and the potential investors that the Company is now discussing certain commercial terms with the Vendors and subject to the satisfactory conclusion of the negotiations and consensus between the parties being reached on the detailed terms and conditions of the Formal Agreement, may enter into the Formal Agreement with the Vendors.

\* For identification purpose only

## 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. Also, there is no deadline for the parties to conclude the negotiations nor to enter into the Formal Agreement. **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 Company will update the shareholders and the potential investors further on the progress of such negotiations from time to time.

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 (the “**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**”);
- (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**”);
- (vi) the announcement dated 23 November 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 “**Third Supplemental MOU**”); and
- (vii) the announcement dated 4 December 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 “**Fourth Supplemental MOU**”).

The Board wishes to update the shareholders and the potential investors that as no legally binding Formal Agreement has been entered into by the Company and the Vendors, the exclusivity period has expired and the Fourth Supplemental MOU has terminated, on 19 December 2009.

The Board wishes to inform the shareholders and the potential investors that the Company is now discussing certain commercial terms with the Vendors and subject to the satisfactory conclusion of the negotiations and consensus between the parties being reached on the detailed terms and conditions of the Formal Agreement, may enter into the Formal Agreement with the Vendors.

## **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. Also, there is no deadline for the parties to conclude the negotiations nor to enter into the Formal Agreement. **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 Company will update the shareholders and the potential investors further on the progress of such negotiations from time to time.

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, 19 December 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](http://www.hkgem.com) on the "Latest Company Announcements" page for at least 7 days from the date of its posting.*