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COL Capital Limited

(Incorporated in Bermuda with limited liability)

(Stock Code: 383)

MAJOR TRANSACTION RELATING TO THE DISPOSAL OF AN INDIRECT NON WHOLLY-OWNED SUBSIDIARY

On 27 August 2013 (after trading hours), the Vendor entered into the Agreement with the Purchasers pursuant to which the Vendor agreed to dispose of and the Purchasers agreed to acquire the entire registered capital of the Target Company for the Consideration. The Target Company is wholly-owned by the Vendor prior to the Disposal.

The Company holds 60.52% of the registered capital of Jiatai Tongren which in turns effectively owns 86.69% of the registered capital of the Vendor. As at the date of this announcement, the Target Company is held as to 100% by the Vendor, the Target Company is therefore an indirect non wholly-owned subsidiary of the Company.

Following the Disposal, the Target Company will cease to be a subsidiary of the Company and its result and assets and liabilities will cease to be consolidated into that of the Company.

As the relevant percentage ratios for the Disposal under Rule 14.07 of the Listing Rules exceeds 25% but is below 75%, the Disposal constitutes a major transaction for the Company and is subject to the approval of Shareholders in general meeting.

The Company has received a written approval of the Disposal from Vigor Online, which holds approximately 72.13% of the issued Shares giving the right to attend and vote at general meetings of the Company. Accordingly, no general meeting for the Shareholders' approval of the Disposal will be held pursuant to Rule 14.44 of the Listing Rules.

Pursuant to Rule 14.41 of the Listing Rules, the Company is required to despatch to the Shareholders a circular in relation to the Disposal within 15 business days (as defined under the Listing Rules) after the publication of this announcement, that is, on or before 17 September 2013. The Company may not be able to despatch the circular within such period due to the time required to prepare the relevant financial and other information to be included in the circular under the Listing Rules, in which case the Company shall make a further announcement of any expected delay in despatch of the circular in due course.

AGREEMENT

Date: 27 August 2013 (after trading hours)

Purchaser A: Beijing Zhaotong Zhidi Group Company Limited* (北京兆通置地集團股份有限公司)

Purchaser B: Hanlin Properties Limited* (翰林地產有限公司)

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, the Purchasers are Independent Third Parties.

Vendor: Tongren Healthcare Industry Group Company Limited* (同仁醫療產業集團有限公司), an indirect non wholly-owned subsidiary of the Company

Target Company: The Target Company is a direct wholly-owned subsidiary of the Vendor prior to the Disposal.

Assets to be disposed of:

On 27 August 2013 (after trading hours), the Vendor entered into the Agreement with the Purchasers pursuant to which the Vendor agreed to dispose of and the Purchasers agreed to acquire the entire registered capital of the Target Company for the Consideration. The Target Company is wholly-owned by the Vendor prior to the Disposal.

The Company holds 60.52% of the registered capital of Jiatai Tongren which in turns effectively owns 86.69% of the registered capital of the Vendor. As at the date of this announcement, the Target Company is held as to 100% by the Vendor, the Target Company is therefore an indirect non wholly-owned subsidiary of the Company.

Consideration: RMB324.995 million for the sale and purchase of the entire registered capital in the Target Company payable in the following manners:

1. A prepayment in the sum of RMB30 million (the "**Prepayment**") shall be payable by the Purchasers jointly to the Vendor into the account specified by the Vendor (the "**Specified Account**") at the date of entering into the Agreement.
2. RMB80 million (the "**Second Payment**") shall be payable by the Purchasers jointly to the Vendor into the Specified Account for the release of mortgage over the Elderly Care Use Land.

3. The outstanding sum of the Consideration (after deducting the Prepayment and the Second Payment) shall be payable by the Purchasers jointly to the Vendor into a joint managed account (the “**Joint Managed Account**”) within 3 Business Days after the parties have agreed that the conditions precedent for the Disposal shall have been satisfied.

The Consideration was arrived at on an arm’s length commercial basis with reference to the value of the Target Assets of the Target Company. The Directors consider that the Consideration is fair and reasonable and is in the interests of the Company and the Shareholders as a whole.

Conditions precedent:

The Disposal will be subject to the following conditions precedent:

1. payment of the Prepayment by the Purchasers jointly to the Vendor on entering into the Agreement;
2. completion by the Vendor within 6 months from signing the Agreement of assets stripping of the Target Company so that the Target Company would solely own and be in control of the following assets (with the relevant proof(s) of entitlement, if applicable) only:
 - (a) the Elderly Care Use Land;
 - (b) the Nursery Land together with the existing buildings and structures thereon;
 - (c) the right and income entitlement in the 204 fixed parking spaces (developed but unsold) in Dianchi Yinxiang Garden (滇池印象花園);
 - (d) the right in the 24 flats (developed but unsold) in Dianchi Yinxiang Garden (滇池印象花園);(collectively “**Target Assets**”)
3. the Vendor having procured the Target Company to restructure its existing receivables and liabilities within 6 months from signing the Agreement;
4. payment of the Second Payment by the Purchasers jointly to the Vendor;
5. the Purchasers having completed financial and legal due diligence exercises to verify that conditions no. 2 and 3 above shall have been completed in accordance with the requirements of the Agreement; and

6. the Vendor shall have received a written approval from the Shareholders of the Company regarding the Disposal within 3 days after the payment of the Prepayment.

Transfer of the Target Capital:

1. Within 3 Business Days after payment of the outstanding sum of the Consideration by the Purchasers jointly to the Vendor into the Joint Managed Account, the Vendor shall complete the procedure for registration of the transfer of the Target Capital with the relevant industrial and commercial authorities.
2. Following completion of the registration of the transfer of the Target Capital and the issue of a new business licence for the Target Company, the Purchasers shall authorize the release of control on the Joint Managed Account.

INFORMATION ON THE GROUP

The principal business of the Company is investment holding and through its subsidiaries engaged in securities trading and investments, provision of financial services, property investment and development, investment in and management and operation of healthcare and hospital businesses, trading of medical equipment and related supplies and strategic investments.

INFORMATION ON THE PURCHASERS

Purchaser A is mainly engaged in the business of property development, management and sale. Purchaser B is mainly engaged in property development, enterprises, assets and investments management.

INFORMATION ON THE TARGET COMPANY

The Target Company is incorporated in PRC with limited liability, the entire registered capital of which is directly owned by the Vendor prior to the Disposal. The principal businesses of the Target Company are property investment and development.

The following is the financial information of the Target Company as extracted from its audited financial statements for the two years ended 31 December 2011 and 2012 and the unaudited financial statements for the seven months ended 31 July 2013 as provided by the Vendor, which were prepared in accordance with PRC accounting standards:

| | For the seven months ended 31 July 2013 | For the year ended 31 December 2012 | For the year ended 31 December 2011 |
|---------------------|--|--|--|
| | Unaudited (RMB'000) | Audited (RMB'000) | Audited (RMB'000) |
| Net loss before tax | 3,567 | 9,259 | 7,920 |
| Net loss after tax | 3,567 | 9,259 | 7,920 |
| Net asset value | 86,355 | 89,902 | 286,222 |

REASONS FOR THE DISPOSAL

The Disposal affords the Company an opportunity to realise gains with cash inflow on its investments in the Target Assets and reallocate its financial resources on other core business. The Board believes that the Disposal is in the best interests of the Company and its Shareholders as a whole. In view of the above, the Directors are of the view that the terms of the Agreement are on normal commercial terms, are fair and reasonable and the entering into of the Agreement is in the interests of the Company and its Shareholders as a whole.

FINANCIAL EFFECT OF THE DISPOSAL

Following the Disposal, the Target Company will cease to be a subsidiary of the Company and its result and assets and liabilities will cease to be consolidated into that of the Company.

Based on the unaudited consolidated financial statement of the Group as at 31 December 2012, the book carrying value of the Target Assets is RMB83.4 million. Upon the completion of the assets stripping and the restructuring of receivables and liabilities, the Target Company will have no assets and liabilities save for the Target Assets, the Disposal is expected to record an estimated gain of approximately RMB241.595 million (subject to audit) (i.e. being the difference between the Consideration and the book carrying value of the Target Assets) for the Group.

USE OF PROCEEDS

Proceeds of the Disposal are intended to be applied for investment as opportunities arise, and/or for reduction of borrowings and/or for general working capital of the Group.

LISTING RULES IMPLICATIONS

As the relevant percentage ratios for the Disposal under Rule 14.07 of the Listing Rules exceeds 25% but is below 75%, the Disposal constitutes a major transaction for the Company and is subject to the approval of Shareholders in general meeting.

The Company has received a written approval of the Disposal from Vigor Online, which holds approximately 72.13% of the issued Shares giving the right to attend and vote at general meetings of the Company. Accordingly, no general meeting for the Shareholders' approval of the Disposal will be held pursuant to Rule 14.44 of the Listing Rules.

Pursuant to Rule 14.41 of the Listing Rules, the Company is required to despatch to the Shareholders a circular in relation to the Disposal within 15 business days (as defined under the Listing Rules) after the publication of this announcement, that is, on or before 17 September 2013. The Company may not be able to despatch the circular within such period due to the time required to prepare the relevant financial and other information to be included in the circular under the Listing Rules, in which case the Company shall make a further announcement of any expected delay in despatch of the circular in due course.

DEFINITIONS

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| “Agreement” | the sale and purchase agreement dated 27 August 2013 entered into between the Vendor and the Purchasers for the sale and purchase of the entire registered capital of the Target Company |
| “Board” | the board of Directors |
| “Business Day” | a day (other than a Saturday, Sunday and public holidays prescribed under the laws of PRC) on which banks in PRC are generally open for business |
| “Company” | COL Capital Limited (Stock Code: 383), a company incorporated in Bermuda with limited liability and the Shares of which are listed on the main board of the Stock Exchange |
| “connected person(s)” | has the meaning ascribed thereto under the Listing Rules |
| “Consideration” | RMB324.995 million for the sale and purchase of the entire registered capital of the Target Company |
| “Directors” | directors of the Company |

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|-----------------------------|---|
| “Disposal” | disposal of the entire registered capital of the Target Company by the Vendor to the Purchasers pursuant to the Agreement |
| “Elderly Care Use Land” | the parcel of approximately 147.25 Mou out of the Subject Land, to be used for development of a project for provision of elderly care services |
| “Group” | the Company and its subsidiaries |
| “Hong Kong” | the Hong Kong Special Administrative Region of PRC |
| “HK\$” | Hong Kong dollars, the lawful currency of Hong Kong |
| “Independent Third Parties” | parties who, together with their ultimate beneficial owners, are persons independent of the Company and its connected persons |
| “Jiatai Tongren” | Jiatai Tongren (Lianyungang) Healthcare Investment Company Limited*(嘉泰同仁(連雲港)醫療產業投資有限公司), a limited company established in PRC and a direct non wholly-owned subsidiary of the Company wherein the Company holds 60.52% of its registered capital |
| “Listing Rules” | the Rules Governing the Listing of Securities on the Stock Exchange |
| “Medical Use Land” | the parcel of approximately 128.825 Mou out of the Subject Land used for development of the Kunming Tongren Hospital* (昆明同仁醫院) |
| “Mou” | Chinese area measuring unit equivalent to approximately 666.7 square metres |
| “Nursery Land” | the parcel of approximately 11.95 Mou out of the Subject Land on which a development for nursery has been constructed |
| “PRC” | the People’s Republic of China and for the purpose of this announcement excluding Taiwan, Hong Kong and Macau Special Administrative Region |

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| “Purchaser A” | Beijing Zhaotong Zhidi Group Company Limited*(北京兆通置地集團股份有限公司), a company incorporated in PRC with limited liability |
| “Purchaser B” | Hanlin Properties Limited*(翰林地產有限公司), a company incorporated in PRC with limited liability |
| “Purchasers” | Purchaser A and Purchaser B |
| “RMB” | Renminbi, the lawful currency of PRC |
| “Share(s)” | ordinary share(s) of HK\$0.01 each in the share capital of the Company |
| “Shareholder(s)” | holder(s) of Share(s) |
| “Stock Exchange” | The Stock Exchange of Hong Kong Limited |
| “Subject Land” | a piece of land of 192,017.71 square metres owned by the Target Company located at South to Guangfu Road and West to Jinjia River, Kunming (昆明市廣福路以南、金家河以西) (namely consists of the Medical Use Land, the Elderly Care Use Land and the Nursery Land) and the land use certificate (土地使用權証) numbered “Kunming (2005) No. 00119” (“昆明用(2005)第00119號”) was granted to the Target Company regarding this piece of land |
| “Target Capital” | 100% of the shareholdings in the entire registered capital of the Target Company |
| “Target Company” | Kunming Tongren Industrial Development Company Limited* (昆明同仁實業開發有限公司), a company incorporated in PRC with limited liability and the entire registered capital of which is directly wholly-owned by the Vendor prior to the Disposal |
| “Vendor” | Tongren Healthcare Industry Group Company Limited* (同仁醫療產業集團有限公司), a limited company established in PRC and an indirect non wholly-owned subsidiary of Jiatai Tongren wherein Jiatai Tongren effectively owns 86.69% of its registered capital |

“Vigor Online”

Vigor Online Offshore Limited, a company incorporated in the British Virgin Islands with limited liability and a controlling Shareholder holding 391,125,707 Shares representing 72.13% of the entire issued share capital of the Company as at the date of this announcement

“%”

per cent.

* *The English translation of the names of entities established in PRC referred to in this announcement is for reference only. The official names of those companies are in Chinese.*

On behalf of the Board
COL Capital Limited
Chong Sok Un
Chairman

Hong Kong, 27 August 2013

As at the date of this announcement, the Board comprises Ms. Chong Sok Un (Chairman), Dato' Wong Peng Chong and Mr. Kong Muk Yin as Executive Directors; and Mr. Lau Siu Ki, Mr. Ma Wah Yan and Mr. Zhang Jian as Independent Non-Executive Directors.