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**COL Capital Limited**

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 383)**

**DISCLOSEABLE TRANSACTION  
REGARDING  
DISPOSAL OF SHARES IN  
GREENFIELD CHEMICAL HOLDINGS LIMITED**

On 26 November 2009 (after trading hours), Pacific Orchid, an indirect wholly-owned subsidiary of the Company, and the Placing Agent entered into the Placing Agreement whereby Pacific Orchid has agreed to place, through the Placing Agent and on a best effort basis, 40,000,000 Greenfield Shares to independent investors at a price of HK\$2.10 per Greenfield Share.

The placing of 40,000,000 Greenfield Shares by Pacific Orchid under the Placing Agreement constitutes a discloseable transaction for the Company under the Listing Rules.

**THE PLACING AGREEMENT**

**Date**

26 November 2009 (after trading hours)

**Parties:**

- (1) Pacific Orchid, a company beneficially and indirectly wholly-owned by the Company
- (2) the Placing Agent

To the best of the information, knowledge and belief of the Directors having made all reasonable enquiry, the Placing Agent and its ultimate beneficial owners are independent of and not connected persons (as defined in the Listing Rules) of the Company and its connected persons (as defined in the Listing Rules).

### **Assets to be disposed**

The asset to be disposed comprises of 40,000,000 Greenfield Shares owned by Pacific Orchid, representing approximately 14.66% of the existing issued share capital of Greenfield.

### **Placing Agent**

The Placing Agent has agreed to place 40,000,000 Greenfield Shares on a best effort basis and will receive a placing fee of 2% on the aggregate Placing Prices of such Greenfield Shares placed by the Placing Agent under the Placing Agreement. The placing fee was determined by reference to the range of market norms for fees for this type of transaction. The Directors are of the view that the placing fee is fair and reasonable.

### **Placing Price**

The Placing Price of HK\$2.10 represents:

- (i) a discount of approximately 27.6% to the closing price of HK\$2.90 per Greenfield Share as quoted on the Stock Exchange on the Last Trading Day; and
- (ii) a discount of approximately 19.4% to the average closing price per Greenfield Share of HK\$2.604 for the last five consecutive trading days up to and including the Last Trading Day.

The Placing Price was determined with reference to the prevailing market price of Greenfield Shares and was negotiated on an arm's length basis between Pacific Orchid and the Placing Agent. The Directors consider that the terms of the Placing are on normal commercial terms and are fair and reasonable based on the current market conditions and in the interests of the Company and the shareholders of the Company as a whole.

## **Completion of the Placing**

Completion of the Placing will take place on or before 5:00 p.m. on the third business day after the date of the Placing Agreement or such other date and time as may be agreed between Pacific Orchid and the Placing Agent. Upon completion of the Placing and assuming all Placing Shares will be successfully placed by the Placing Agent, the Company's interests in Greenfield, together with parties acting in concert with it, will be reduced from 198,010,000 Greenfield Shares, representing approximately 72.57% of the existing issued share capital of Greenfield to 158,010,000 Greenfield Shares, representing approximately 57.91% of the issued share capital of Greenfield.

To the best of the Company's directors' knowledge, information and belief and having made all reasonable enquiries, the Placing Agent and the Placees and their respective ultimate beneficial owners are all independent from and not connected with the Company, any of the connected persons of the Company or any of their respective associates as defined under the Listing Rules.

## **INFORMATION ON THE COMPANY AND THE GROUP**

The Company is principally engaged in investment holding. The Group is principally engaged in securities trading and investments, provision of financial services, property investment, manufacture of paints and trading in petrochemical and related products, and strategic investment.

## **INFORMATION ON GREENFIELD**

Greenfield is an exempted company incorporated in the Cayman Islands and the shares of which are listed on the Main Board of the Stock Exchange. Greenfield acts as an investment holding company and its subsidiaries and associates are principally engaged in manufacture of paints and trading in petrochemical and related products.

## **REASONS FOR AND BENEFITS OF THE PLACING**

The Directors consider that the Placing represents a good opportunity for the Company to use the proceeds for the purpose of reducing the borrowings and the gearing of the Group.

The Directors are of the view that the terms of the Placing Agreement are on normal commercial terms, which are fair and reasonable and the entering into of the Placing Agreement is in the interests of the Company and the shareholders of the Company as a whole.

## **FINANCIAL EFFECT OF THE DISPOSAL**

The Directors estimate that upon completion, the Group is expected to record a gain from the Placing of approximately HK\$22,320,000 (subject to audit), representing the difference between the proceeds from the Placing of HK\$84,000,000, the placing fee of HK\$1,680,000 and the original acquisition cost of HK\$60,000,000 (i.e. HK\$1.50 per Greenfield Share).

## **USE OF PROCEEDS**

The Directors expect that the net proceeds from the Placing of approximately HK\$82,320,000 (after deducting the placing fee) will be used for the reduction of borrowings and the gearing of the Group.

## **LISTING RULES IMPLICATIONS**

The placing of 40,000,000 Greenfield Shares by Pacific Orchid under the Placing Agreement constitutes a discloseable transaction for the Company under the Listing Rules.

## **DEFINITIONS**

In this announcement, unless the context otherwise requires, the following expressions shall have the following meanings when used herein:

“Board”	the board of Directors
“Company”	COL Capital Limited, a company incorporated in Bermuda with limited liability and the shares of which are listed on the Stock Exchange
“connected person(s)”	has the meaning given to that term in the Listing Rules
“Director(s)”	director(s) of the Company

“Greenfield”	Greenfield Chemical Holdings Limited (stock code: 582), a company incorporated in the Cayman Islands with limited liability and the issued shares of which are listed on the Main Board of the Stock Exchange
“Greenfield Shares”	ordinary shares of HK\$0.10 each in the share capital of Greenfield
“Group”	the Company and its subsidiaries
“Hong Kong”	Hong Kong Special Administrative Region of the PRC
“Last Trading Date”	26 November 2009, being the last trading day for the Greenfield Shares before the date of this announcement
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Pacific Orchid”	Pacific Orchid Investments Limited, a company incorporated in the British Virgin Islands and an indirect wholly-owned subsidiary of the Company
“Placee(s)”	any individual(s), institutional or other professional investor(s) or any of their respective subsidiaries or associates procured by the Placing Agent to subscribe for any of the Placing Shares pursuant to the Placing Agent’s obligations under the Placing Agreement
“Placing”	placing of 40,000,000 Greenfield Shares beneficially owned by Pacific Orchid pursuant to the terms of the Placing Agreement
“Placing Agent”	Sun Hung Kai Investment Services Limited, a licensed corporation to carry on type 1 (dealing in securities) and type 4 (advising on securities) regulated activities under the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)

“Placing Agreement”	the placing agreement dated 26 November 2009 and entered between Pacific Orchid and the Placing Agent in relation to the Placing
“Placing Price”	HK\$2.10 per Placing Share
“Placing Shares”	40,000,000 Greenfield Shares to be placed under the Placing
“PRC”	the People’s Republic of China
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“%”	per cent.

By order of the Board  
**COL Capital Limited**  
**Chong Sok Un**  
*Chairman*

Hong Kong, 26 November 2009

*As at the date of this announcement, the board of directors of the Company comprises Ms. Chong Sok Un as Chairman, Dato’ Wong Peng Chong and Mr. Kong Muk Yin as Executive Directors and Mr. Lo Wai On, Mr. Lau Siu Ki and Mr. Zhang Jian as Independent Non-Executive Directors.*