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COL Capital Limited

(Incorporated in Bermuda with limited liability)

(Stock Code: 00383)

MAJOR TRANSACTION

A letter from the board of directors of COL Capital Limited is set out on pages 4 to 8 of this circular.

28 July 2009

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DEFINITIONS

In this circular, the following expressions have the meanings respectively set opposite them unless the context otherwise requires:

“Announcement”	the announcement of the Company dated 7 July 2009;
“associates”	has the meaning ascribed thereto in the Listing Rules;
“Board”	board of Directors;
“Borrower”	Mulpha Strategic Limited, a company incorporating in the British Virgin Islands with limited liability and is a shareholder holding 68% of the issued share capital of Pacific Orchid;
“Borrower Share Mortgage”	a deed of charge executed by the Borrower in favour of the Lender by way of a first legal charge of all its rights, title and interest in and to 6,800 shares of Pacific Orchid;
“Company”	COL Capital Limited, a company incorporated in Bermuda with limited liability, the Shares of which are listed on the main board of the Stock Exchange;
“Companies Ordinance”	Companies Ordinance (Chapter 32 of the Laws of Hong Kong);
“connected persons”	has the meaning ascribed thereto in the Listing Rules;
“Debenture”	the debenture created by Pacific Orchid in favour of the Lender by way of first fixed and floating charge over all the undertaking, property and assets and rights of the Pacific Orchid;
“Director(s)”	director(s) of the Company;
“Greenfield”	Greenfield Chemical Holdings Limited, a company incorporated in the Cayman Islands with limited liability, the shares of which are listed on the main board of the Stock Exchange (stock code: 582);
“Group”	the Company and its subsidiaries;

DEFINITIONS

“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;
“Jumbo Hill”	Jumbo Hill Group Limited, a wholly-owned subsidiary of the Borrower and is the shareholder holding 32% of the issued share capital of Pacific Orchid;
“Jumbo Hill Share Mortgage”	a deed of charge executed by Jumbo Hill in favour of the Lender by way of a first legal charge of all its rights, title and interest in and to 3,200 shares of Pacific Orchid;
“Latest Practicable Date”	24 July 2009, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained in this circular;
“Lender”	Join Capital Limited, a company incorporated in Hong Kong with limited liability and a wholly-owned subsidiary of the Company;
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange;
“Loan”	the revolving secured term loan in the amount of HK\$250,000,000 (or an equivalent amount in alternative currency as may be acceptable to and agreed by the Lender) granted by the Lender to the Borrower pursuant to the terms of the Loan Agreement;
“Loan Agreement”	the loan agreement dated 6 July 2009 entered into between the Lender and the Borrower relating to the granting of the Loan;
“Pacific Orchid”	Pacific Orchid Investments Limited, a company incorporated in the British Virgin Islands with limited liability and an indirect wholly owned subsidiary of the Borrower. As at the Latest Practicable Date, Pacific Orchid is interested in approximately 68.7% of the issued share capital of Greenfield;

DEFINITIONS

“Percentage Ratio(s)”	percentage ratio(s) as set out in Rule 14.07 of the Listing Rules to be applied for determining the classification of a transaction;
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong);
“Share(s)”	ordinary share(s) of HK\$0.01 each in the issued share capital of the Company;
“Share Mortgages”	Borrower Share Mortgage and the Jumbo Hill Share Mortgage;
“Shareholder(s)”	holder(s) of the Shares;
“Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“Transactions”	the transactions contemplated under the Loan Agreement, namely the granting of the Loan which shall include the transactions contemplated under the Share Mortgages and the Debenture;
“Vigor”	Vigor Online Offshore Limited, a company incorporated in the British Virgin Islands with limited liability and the holder of 354,388,374 Shares;
“Warrants”	outstanding warrants that are exercisable during the relevant subscription period in accordance with the terms of the instruments constituting the warrant approved by shareholders of the Company on 26 June 2008;
“%”	per cent.

LETTER FROM THE BOARD



COL Capital Limited

(Incorporated in Bermuda with limited liability)

(Stock Code: 00383)

Executive Directors:

Ms. Chong Sok Un (*Chairman*)

Dato' Wong Peng Chong

Mr. Kong Muk Yin

Registered Office:

Canon's Court

22 Victoria Street

Hamilton HM 12

Bermuda

Independent Non-Executive Directors:

Mr. Lo Wai On

Mr. Lau Siu Ki

Mr. Zhang Jian

Principal Place of Business

in Hong Kong:

47th Floor

China Online Centre

333 Lockhart Road

Wan Chai

Hong Kong

28 July, 2009

To the Shareholders

Dear Sir or Madam,

MAJOR TRANSACTION

This circular is despatched to Shareholders for information purpose only as no general meeting will be convened for approving the Transactions as Vigor (the controlling shareholder of the Company holding 354,388,374 Shares, representing approximately 64.28% of the issued share capital of the Company) as at the Latest Practicable Date has already provided a written approval of the Transactions. Furthermore, as no shareholder of the Company has material interest in the Loan which is different from other shareholders of the Company, no shareholder of the Company is required to abstain from voting in respect of the Loan.

INTRODUCTION

Reference is made to the Announcement in which the Board announced that on 6 July 2009, the Lender, a wholly-owned subsidiary of the Company, entered into the Loan Agreement with the Borrower, pursuant to which the Lender has agreed to lend to the Borrower a revolving loan of HK\$250,000,000 (or an equivalent amount in alternative currency as may be acceptable to and agreed by the Lender) for a term of one year. The Loan is secured by the Share Mortgages and the Debenture.

LETTER FROM THE BOARD

As the relevant Percentage Ratios under Rule 14.07 exceeds 25% but below 100%, the Transactions constitute a major transaction for the Company and is subject to approval by Shareholders.

The purpose of this circular is to provide the Shareholders, amongst other things, further information in relation to the Transactions.

THE LOAN AGREEMENT

Date: 6 July 2009

1. Lender: Join Capital Limited, a wholly-owned subsidiary of the Company
2. Borrower: Mulpha Strategic Limited

To the best knowledge, information and belief of the Directors having made all reasonable enquiry, the Borrower and its ultimate beneficial owner are independent third parties not connected with the Company and connected persons of the Company.

Principal terms of the Loan Agreement

- Amount of the Loan: HK\$250,000,000 (or an equivalent amount in alternative currency as may be acceptable to and agreed by the Lender)
- Term: 1 year
- Repayment: The Borrower shall repay the outstanding principal and interest accrued thereon on 8 July 2010 or such other date as may be agreed between the Lender and the Borrower
- Purpose: The Loan shall be used for the purpose of general working capital
- Interest: 1% per month

LETTER FROM THE BOARD

- Security for the Loan:
- (1) the Share Mortgages
 - (2) the Debenture

The Share Mortgages

The Share Mortgages comprise:–

- (a) Borrower Share Mortgage executed by the Borrower in favour of the Lender by way of a first legal charge over 6,800 shares of Pacific Orchid, representing approximately 68% of the total issued share capital of Pacific Orchid; and
- (b) Jumbo Hill Share Mortgage executed by Jumbo Hill in favour of the Lender by way of a first legal charge over 3,200 shares of Pacific Orchid, representing approximately 32% of the total issued share capital of Pacific Orchid.

The Lender, as mortgagee, shall have rights, among other things, to dispose of and/or transfer to itself the shares of Pacific Orchid charged to it under each or all of the Share Mortgages upon the occurrence of an event of default or upon the occurrence of any event which may lead to a default by the Borrower.

The Debenture

The Loan is also secured by the Debenture created by Pacific Orchid in favour of the Lender by way of first fixed and floating charge over all the undertaking, property and assets and rights of Pacific Orchid.

Pacific Orchid is a substantial shareholder holding 187,500,000 shares (free from encumbrance and not subject to any charges, mortgages, pledge or lien) representing approximately 68.7% of the issued share capital of Greenfield. Based on the closing price of shares of Greenfield as quoted on the Stock Exchange of HK\$1.8 per share as at the Latest Practicable Date, the total market value of such Greenfield shares is approximately HK\$337.5 million.

LETTER FROM THE BOARD

The Lender, as a chargee, shall have rights, among other things, to dispose of and/or to take possession of the undertaking, property and assets and rights of Pacific Orchid charged to it under the Debenture upon the occurrence of an event of default or upon the occurrence of any event which may lead to a default by the Borrower.

Other principal terms: A documentation fee in the amount of HK\$250,000 will be payable by the Borrower to the Lender after signing of the Loan Agreement

The terms of the Loan Agreement were arrived at after arm's length negotiations between the Lender and the Borrower. The Lender is a licensed money lender and its principal activity is provision of financial services. The provision of the Loan is a transaction carried out as part of the ordinary and usual course of business activities of the Lender. The Loan was funded by internal resources and borrowing. The Directors consider that the transactions contemplated by the Loan Agreement are on normal commercial terms and the terms of the Loan Agreement are fair and reasonable and are in the interests of the Company and its shareholders taken as a whole having considered the current market norm in relation to similar transactions and having taken into account the costs of borrowing in providing the Loan to the Borrower.

If upon the exercise of the Lender's rights under the Share Mortgages and the Debenture constitutes a notifiable transaction for the Company, the Company will comply with the relevant requirements under Chapter 14 of the Listing Rules.

Information of the Group

The principal business of the Company is investment holding and through its subsidiaries engages in securities trading and investments, provision of financial services, property investment and strategic investment.

Information on the Borrower

The principal business of the Borrower is investment holding. Its asset and investment include the interest in Pacific Orchid which in turn holds approximately 68.7% of the issued share capital of Greenfield.

LETTER FROM THE BOARD

Reasons for and effects of the Transactions

The Lender is a licensed money lender and its principal activity is provision of financial services. The provision of the Loan is a transaction carried out as part of the ordinary and usual course of business activities of the Lender and will provide interest income to the Lender.

The Loan will be recorded as loan receivable under current asset of the Group.

As a result of the Transaction, the loan receivables and other borrowings of the Group had been increased while the bank balances and cash of the Group had been decreased. The receipt of interest income from the Loan will increase the revenue and earnings of the Group.

IMPLICATIONS UNDER THE LISTING RULES

As the relevant Percentage Ratios exceeds 25% but below 100%, the Transactions constitute a major transaction of the Company pursuant to Chapter 14 of the Listing Rules. The granting of the Loan is subject to approval by Shareholders. The Company has obtained a written shareholder's approval for the Loan from Vigor which holds approximately 64.28% of the total issued share capital of the Company as at the date of the Loan Agreement. Accordingly, no general meeting for the Shareholders' approval of the Loan will be convened. As no shareholder of the Company has a material interest in the Loan which is different from other shareholders of the Company, no shareholder of the Company is required to abstain from the voting in respect of the Loan.

RECOMMENDATION

Although no general meeting will be convened for approving the Transactions, the Board considers that the transactions contemplated by the Loan Agreement are on normal commercial terms and the terms of the Loan Agreement are fair and reasonable and are in the interests of the Company and its shareholders taken as a whole. Accordingly, if a general meeting were convened for approving the Transactions, the Board would have recommended the shareholders of the Company to vote in favour of the Transactions.

ADDITIONAL INFORMATION

Your attention is also drawn to the additional information set out in the appendices to this circular.

By Order of the Board
COL CAPITAL LIMITED
Chong Sok Un
Chairman

1. WORKING CAPITAL

The Directors are of the opinion that after taking into account the Group's existing cash and bank balances, the present available margin loan facilities and the expected internally generated funds, the Group has sufficient working capital for its present requirement for the next twelve months from the date of this circular.

2. STATEMENT OF INDEBTEDNESS

As at the close of business on 30 June 2009, being the latest practicable date for the purpose of this indebtedness statement prior to the printing of this circular, the Group had outstanding borrowings of approximately HK\$80,233,000 comprising unsecured term loan and securities margin loans of approximately HK\$50,000,000 and HK\$30,233,000 respectively and convertible bonds liabilities with principal value of HK\$300,000,000.

The securities margin loans were secured by the Group's pledged marketable securities and securities brokers house deposits. As at 30 June 2009, the Group's investments held for trading, available-for-sale investments and securities brokers house deposits with respective carrying values of approximately HK\$1,116,824,000, HK\$158,635,000 and HK\$10,531,000 were pledged to securities brokers houses to secure short term credit facilities granted to the Group.

Save as aforesaid, and apart from intra-group liabilities, the Group did not have outstanding at the close of business on 30 June 2009 any loan capital issued and outstanding or agreed to be issued, bank overdrafts, loans or other similar indebtedness, liabilities under acceptances or acceptable credits, debentures, mortgages, charges, hire purchase commitments charges, guarantees or other material contingent liabilities.

3. CONTINGENT LIABILITIES

- (a) In respect of the disposal of a subsidiary in prior years, the Group has given an indemnity to the purchaser against all liabilities, losses, costs and expenses suffered and/or incurred by the purchaser in relation to or arising out of the assignment of certain of the subsidiary's business contracts.

- (b) In 1997, the Group had given a counter-indemnity to a former substantial shareholder and the ex-chairman of PCCW Limited (formerly known as Tricom Holdings Limited (“Tricom”)), and Chambord Investment Inc. in respect of certain indemnities given to Tricom at the time of and to facilitate the listing of Tricom’s shares on the Stock Exchange. These indemnities related to the use of the Tricom tradename, the infringement of the permitted use of properties, the guarantees granted to Tricom to secure banking facilities and tax liabilities.

The Directors consider it is not possible to estimate the financial effect of the indemnities and warranty given.

4. FUTURE PROSPECTS OF THE GROUP

The Group expects 2009 to be another difficult year with major uncertainties due to the continued economic downturn, rising unemployment and radical changes to the investment environment. Though governments worldwide have responded with massive fiscal stimulus and bailout packages together with aggressive monetary measures to counter the economic turmoil, it is expected that recovery may be a prolonged process.

The Group had taken steps in early 2009 to improve and restructure its capital base through the rights issue and the placing of convertible bonds. Steps were also taken to further strengthen its financial position by the onmarket disposal of its long term investments of 38 million shares in Sun Hung Kai & Co. Limited and 197.9 million shares in Shanghai Allied Cement Limited (“SAC”), realizing cash proceeds of approximately HK\$178.2 million and HK\$138.0 million respectively. Subsequent to the disposal, SAC ceased to be the Group’s associated company. The Group also disposed of the 20.7 million shares in Tianjin Printronics Circuit Corporation realizing cash proceeds of HK\$120.1 million. The proceeds from these disposals have been used to reduce the short term borrowings of the Group. As at the date of the Company’s 2008 annual report, the Group has reduced borrowings to approximately HK\$396 million, comprised of approximately HK\$96 million short term borrowing and HK\$300 million long term unsecured convertible bonds. The adjusted gearing ratio has also been reduced to 42.1%.

As a value investor, the Group will continuously review and adjust its investment strategies and investment portfolio in light of the prevailing investment environment to seek and identify grossly undervalued investment and business opportunities in China, Hong Kong and the Asia Pacific region. The Group expects that opportunities will present themselves in these geographical areas and the Group’s renewed financial strength will enable it to take advantage of these opportunities as they arise, to enhance value for shareholders.

1. RESPONSIBILITY STATEMENT

This circular includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors collectively and individually accept full responsibility for the accuracy of the information contained in this circular and confirm, having made all reasonable enquiries, that to the best of their knowledge and belief, opinions expressed in this circular have been arrived at after due and careful consideration and there are no other facts the omission of which would make any statement in this circular misleading.

2. DISCLOSURE OF INTERESTS

(a) Directors' interests

Save as disclosed below, as at the Latest Practicable Date, none of the Directors and chief executive of the Company had any interest or short position in the shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO), which (i) were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including the interests and short positions, if any, which they were taken or deemed to have under such provisions of the SFO); (ii) were required, pursuant to Section 352 of the SFO, to be entered in the register referred to in such provisions of the SFO; or (iii) were required, pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers as set out in Appendix 10 of the Listing Rules to be notified to the Company and the Stock Exchange:

Long Position

Name of Director	Personal interests	Corporate interests	Other interests	Percentage	
				Total	issued Shares
Ms. Chong Sok Un	–	375,685,254	–	375,685,254	68.14%
		(Note 1)			

Note:

- Vigor Online Offshore Limited (“Vigor”), a wholly-owned subsidiary of China Spirit Limited (“China Spirit”), owns (i) 354,388,374 Shares; and (ii) 21,296,880 units of Warrants giving rise to an interest in 21,296,880 underlying shares of the Company. Ms. Chong maintains 100% beneficial interests in China Spirit. Accordingly, Ms. Chong is deemed to have corporate interest in 375,685,254 ordinary shares of the Company.

(b) Substantial Shareholders' interests

Save as disclosed below, the Directors and the chief executive of the Company were not aware that there was any person who, as at the Latest Practicable Date, had an interest or short position in the shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) which would fall to be disclosed under provisions of Division 2 and 3 of Part XV of the SFO, or who, as at the Latest Practicable Date, was directly and indirectly interested in ten per cent. or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meetings of the Group.

Long Position

Name	Capacity	Number of Shares or underlying shares held	Percentage of issued Shares
Ms. Chong Sok Un ("Ms. Chong")	Held by controlled corporation (<i>Note 1</i>)	375,685,254	68.14%
China Spirit Limited ("China Spirit")	Held by controlled corporation (<i>Note 1</i>)	375,685,254	68.14%
Vigor Online Offshore Limited ("Vigor")	Beneficial owner (<i>Note 1</i>)	375,685,254	68.14%
Ma Hongyi ("Mr. Ma")	Beneficial owner (<i>Note 2</i>)	266,666,666	48.37%
Lee and Lee Trust ("LL Trust")	Held by controlled corporation (<i>Note 3</i>)	333,333,332	60.46%
Allied Group Limited ("Allied Group")	Held by controlled corporation (<i>Note 4</i>)	333,333,332	60.46%

Name	Capacity	Number of Shares or underlying shares held	Percentage of issued Shares
Allied Properties (H.K.) Limited ("Allied Properties")	Held by controlled corporation (<i>Note 5</i>)	333,333,332	60.46%
AP Jade Limited ("AP Jade")	Held by controlled corporation (<i>Note 5</i>)	333,333,332	60.46%
AP Emerald Limited ("AP Emerald")	Held by controlled corporation (<i>Note 5</i>)	333,333,332	60.46%
Sun Hung Kai & Co. Limited ("SHK & Co.")	Held by controlled corporation (<i>Note 6</i>)	333,333,332	60.46%
Sun Hung Kai Securities Limited ("SHK Securities")	Held by controlled corporation (<i>Note 7</i>)	333,333,332	60.46%
Sun Hung Kai Structured Finance Limited ("SHK Structured Finance")	Held as security interest and beneficial owner (<i>Note 8</i>)	333,333,332	60.46%

Notes:

1. Vigor, a wholly-owned subsidiary of China Spirit, owns (i) 354,388,374 Shares; and (ii) 21,296,880 unites of Warrants giving rise to an interest in 21,296,880 underlying shares of the Company. Ms. Chong maintains 100% beneficial interests in China Spirit. Accordingly, Ms. Chong is deemed to have corporate interest in 375,685,254 ordinary shares of the Company. Ms. Chong who is a director of the Company is also a director of Vigor and China Spirit respectively.
2. Mr. Ma has beneficial interest in HK\$200,000,000 convertible bonds of the Company convertible into 266,666,666 Shares.
3. Mr. Lee Seng Hui, Ms. Lee Su Hwei and Mr. Lee Seng Huang are the trustees of LL Trust, being a discretionary trust. They together own approximately 44.52% interest in the issued share capital of Allied Group and are therefore deemed to have the same interest held by Allied Group.
4. Allied Group owns approximately 73.93% interest in the issued share capital of Allied Properties and is therefore deemed to have the same interest held by Allied Properties.
5. Through AP Jade and AP Emerald, direct and indirect wholly-owned subsidiaries of Allied Properties respectively, Allied Properties owns approximately 63.45% interest in the issued share capital of SHK & Co. and is therefore deemed to have the same interest held by SHK & Co.
6. SHK & Co. is deemed to have interest in HK\$250,000,000 convertible bonds of the Company convertible into 333,333,332 Shares through its 100% interest in SHK Securities.
7. SHK Securities is deemed to have interest in HK\$250,000,000 convertible bonds of the Company convertible into 333,333,332 Shares through its 100% interest in SHK Structured Finance.
8. SHK Structured Finance owns HK\$250,000,000 convertible bonds of the Company convertible into an aggregate of 333,333,332 Shares in which (i) HK\$200,000,000 convertible bonds convertible into 266,666,666 Shares are held as security interest; and (ii) HK\$50,000,000 convertible bonds convertible to 66,666,666 Shares are held as beneficial interest.

3. DIRECTORS' INTERESTS IN COMPETING BUSINESSES

As at the Latest Practicable Date, none of the Directors and their respective associates were considered to have interests in businesses apart from the Group's businesses which compete, or are likely to compete, either directly or indirectly, with the businesses of the Group pursuant to Rule 8.10 of the Listing Rules.

4. DIRECTORS' INTERESTS IN CONTRACTS AND ASSETS

As at the Latest Practicable Date, there was no contract or arrangement subsisting in which any Director was materially interested and which was significant in relation to the business of the Group.

As at the Latest Practicable Date, none of the Directors had any direct or indirect interest in any assets which have been, since 31 December 2008 (being the date to which the latest published audited accounts of the Group were made up), (i) acquired or disposed of by; or (ii) leased to; or (iii) proposed to be acquired or disposed of by; or (iv) proposed to be leased to, any member of the Group.

5. DIRECTORS' SERVICE CONTRACTS

- (a) As at the Latest Practicable Date, none of the Directors had any existing or proposed service contract with any member of the Group which does not expire or is not terminable by such member of the Group within one year without payment of compensation (other than statutory compensation).
- (b) There are no service contracts in force between any Director and the Company or any of its subsidiaries or associated companies which are continuous contracts with a notice period of 12 months or more.
- (c) There are no service contracts in force between any Director and the Company or any of its subsidiaries or associated companies which are fixed term contracts with more than 12 months to run irrespective of the notice period.

6. LITIGATION

- (a) In November 1998, a writ was issued against the Company's subsidiaries, Hongkong Digital Television Limited ("Digital TV", formerly Star Interactive Television Limited) and Star Telecom Services Limited ("STSL", formerly Hong Kong Star Internet Limited) by nCube Corporation ("nCube"), claiming the sum of approximately US\$1,980,000 (equivalent to approximately HK\$15,305,000) plus interest in relation to the alleged purchase of two MediaCube 3000 systems by Digital TV from nCube. The claim of nCube against STSL was on the basis of a chop of STSL on the contract between Digital TV and nCube. STSL had taken legal advice and had been advised that it was very unlikely that STSL would be held liable to the claim of nCube. Digital TV was also opposing the claim of nCube and had taken legal advice.

As advised by its lawyers, Digital TV had reasonable grounds in defending the claim and, accordingly, had not made any provision in the consolidated financial statements in connection with the claim. Digital TV filed a defence in this section on 14 December 1998 and nCube had failed to take further action since that date. There was no progress since then in respect of the litigation.

- (b) Stellar One Corporation ("Stellar One") served a statutory demand under Section 178 of the Companies Ordinance for the sum of approximately US\$1,152,000 (equivalent to approximately HK\$8,983,000) upon Digital TV in November 1998. Stellar One filed a winding up petition against Digital TV in December 1998 which was vigorously opposed by Digital TV. Digital TV applied for an order for security for the costs against Stellar One. On 4 May 1999, the Court ordered Stellar One to pay HK\$200,000 to the court as security for the costs of Digital TV on or before 7 May 1999. Stellar One failed to pay that amount to the court.

The petition was dismissed in November 1999 and Stellar One was to pay Digital TV its cost of the petition, which amounted to HK\$254,000. Stellar One had indicated that it would proceed to arbitration in Honolulu to recover the alleged amount. Digital TV took legal advice and was advised that the arbitration proceedings had not commenced as of the date of this document. As advised by its lawyers, Digital TV had reasonable grounds in defending the claims and, accordingly, had not made any provision in the consolidated financial statements in connection with the claims.

Save and except for the matters specified above, neither the Company nor any of its subsidiaries is engaged in any litigation or claims of material importance and, so far as the Directors are aware, no litigation or claims of material importance are pending or threatened by or against any companies of the Group.

7. MATERIAL CONTRACTS

The following contract (not being a contract entered into in the ordinary course of business) has been entered into by members of the Group within the two years immediately preceding the date of this circular and ending on the Latest Practicable Date and is or may be material:

- (a) an agreement dated 9 May 2007 entered into between Taskwell Limited (“Taskwell”) and Sun Hung Kai Investment Services Limited in respect of the conditional acquisition of 399,485,640 shares in Shanghai Allied Cement Limited by Taskwell for an aggregate consideration of HK\$87,762,812;
- (b) a sale and purchase agreement dated 11 July 2007 entered into among Famous Mount Investments Limited, Printronics Group Limited and Shougang Concord Technology Holdings Limited in respect of the acquisition of 40% of the entire issued share capital of Printronics Electronics Limited for an aggregate consideration of HK\$181,806,698;
- (c) a subscription agreement dated 14 November 2007 entered into by Mission Time Holdings Limited (“Mission Time”) in respect of the subscription for the limited partnership interests in SHK Asian Opportunities Fund, L. P. by Mission Time at an aggregate commitment of up to US\$20 million;
- (d) an underwriting agreement dated 22 November 2007 entered into between the Company and Vigor in relation to the proposed open offer of 276,183,547 Shares;
- (e) an underwriting agreement dated 23 November 2008 entered into between the Company and Vigor in relation to the proposed rights issue; and
- (f) a placing agreement dated 23 November 2008 entered into between the Company and Sun Hung Kai International Limited in relation to the placing of the convertible bonds.

Save as disclosed above, there are no other contracts (not being contracts in the ordinary course of business) being entered into by the members of the Group within the two years immediately preceding the Latest Practicable Date, which are or may be material.

8. GENERAL

- (a) The registered office of the Company is Canon's Court, 22 Victoria Street, Hamilton HM 12, Bermuda.
- (b) The head office and principal place of business in Hong Kong of the Company is 47th Floor, China Online Centre, 333 Lockhart Road, Wanchai, Hong Kong.
- (c) The secretary of the Company is Ms. Fung Ching Man, Ada, an associate member of the Institute of Chartered Secretaries and Administrators.
- (d) The qualified accountant of the Company is Mr. Kong Muk Yin. He graduated from City University of Hong Kong with a bachelor's degree in business studies. He is a fellow member of the Association of Chartered Certified Accountants, a member of the Hong Kong Institute of Certified Public Accountants and a Chartered Financial Analyst.
- (e) This circular is prepared in both English and Chinese. In the event of inconsistency, the English text shall prevail.

9. DOCUMENTS AVAILABLE FOR INSPECTION

Copies of the following documents will be available for inspection during normal business hours from 9:00 a.m. to 5:00 p.m. (except Saturdays and public holidays) at the principal office of the Company at 47/F., China Online Centre, 333 Lockhart Road, Wanchai, Hong Kong, and will also be available on the websites of the Company at <http://www.irasia.com/listco/hk/colcapital/> during normal business hours on any business day from the date of this circular up to and including 10 August 2009:–

- (a) the Memorandum of Association and Bye-laws of the Company;
- (b) the material contracts referred to under the paragraph headed "Material Contracts" in this Appendix;
- (c) the annual reports of the Company for the two financial years ended 31 December 2007 and 31 December 2008;
- (d) this circular.