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COL Capital Limited

(Incorporated in Bermuda with limited liability)

(Stock Code: 383)

**DISCLOSEABLE TRANSACTION
AND
CONNECTED TRANSACTION
IN RELATION TO PROVISION OF MUTUAL GUARANTEES**

The Board announced on 18 July 2013 that Tongren had entered into the Agreement with Huali pursuant to which the parties have conditionally agreed to grant certain guarantees with respect to each other. The Effective Period of the Agreement was for 18 months from 18 July 2013 to 31 December 2014. On 2 February 2015, Tongren and Huali entered into the Supplemental Agreement to extend the Effective Period to 31 December 2015.

As confirmed by Huali and so far as the Directors are aware, Huali is beneficially owned by associates of a substantial shareholder of Jiatai Construction, a direct non-wholly owned subsidiary of the Company. Therefore, Huali is a connected person of the Company. Accordingly, the Supplemental Agreement constitutes a connected transaction of the Company under the Listing Rules.

As the relevant percentage ratios under the Listing Rules is more than 5% but less than 25%, the Supplemental Agreement constitutes a discloseable transaction for the Company under the Listing Rules and is subject to the reporting and announcement requirement under the Listing Rules. As the Supplemental Agreement is entered into between the Group and a connected person at the subsidiary level on normal commercial terms, it is only subject to the reporting, announcement and annual review requirements but is exempt from the circular, independent financial advice and shareholders' approval requirements under Rule 14A.101 of Chapter 14A of the Listing Rules. This is because (i) the Board have approved the Supplemental Agreement; and (ii) the independent non-executive directors have confirmed that the terms of the Supplemental Agreement are fair and reasonable, on normal commercial terms and in the interests of the Company and its shareholders as a whole.

Reference is made to the Company's announcement dated 18 July 2013 in relation to the Agreement.

The Board announced on 18 July 2013 that Tongren had entered into the Agreement with Huali pursuant to which the parties have conditionally agreed to grant certain guarantees with respect to each other. The Effective Period of the Agreement was for 18 months from 18 July 2013 to 31 December 2014. The Company announced on 2 February 2015 that Tongren and Huali entered into the Supplemental Agreement to extend the Effective Period to 31 December 2015.

The principal terms of the Agreement as amended by the Supplemental Agreement are summarised as follows:

Date of Agreement

18 July 2013 as supplemented by the Supplemental Agreement dated 2 February 2015

Parties

Tongren

Huali

Mutual Guarantee

Both parties agreed that should any party (inclusive of their subsidiaries) ("**Borrower**") apply for a loan or loans ("**Loan**") from a bank or financial institution ("**Lender**"), if the Lender so requires, then the other party ("**Guarantor**") shall provide a guarantee ("**Guarantee**") for the obligations of the Borrower under the Loan on the terms and conditions contained in the Agreement.

If the repayment date of the Loan is to be extended, the Borrower shall give written notice to the Guarantor 15 Business Days in advance. The Guarantor shall cease to be liable for the indebtedness of the Borrower under the Guarantee if repayment date has been extended without the Guarantor's written agreement.

Conditions precedent

The mutual guarantee will be subject to the conditions precedent that:

- (i) the Company shall comply with the procedures required under the Listing Rules in respect of the transactions contemplated under the Agreement; and
- (ii) the Agreement and the transactions contemplated thereunder having been approved by the Independent Shareholders in compliance with the Listing Rules.

Mutuality

The total loan amounts guaranteed by one party and the term of the loan corresponding to the related guarantee shall in principle be the same as for the other party, unless otherwise agreed in writing by both parties.

Cap

The total loan amounts guaranteed by each party (“**Cap**”) shall not exceed RMB300,000,000. This Cap applies to various revolving loans and credit facilities pursuant to loan agreements between each party and a Lender within the Effective Period (as defined below). The Cap was determined based on respective working capital requirement of Tongren and Huali.

Effective Period

The effective period (“**Effective Period**”) of the Agreement as amended by the Supplemental Agreement shall be approximately 30 months from 18 July 2013 to 31 December 2015.

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 investment.

INFORMATION ON TONGREN

The principal business of Tongren is property investment and development, investment in and management and operation of healthcare and hospital businesses, trading of medical equipment and related supplies and strategic investment.

INFORMATION ON HUALI

As confirmed by Huali, the principal business of Huali is property investment and development, mining, investment in and management and operation of hotel business in the PRC.

REASONS FOR AND BENEFITS OF THE AGREEMENT

Corporate guarantees may generally be required as a security to enable Tongren to obtain loan from a lender in order to support its ordinary and usual course of business. It is common commercial practice for lenders to require the provision of guarantees as security for provision of loans to a borrower.

In view of mutual guarantee(s) of equal aggregate amounts to be provided by Huali to secure loan(s) to be extended to Tongren, the Directors believe that the terms of the Agreement as amended by the Supplemental Agreement are fair and reasonable and in the interests of the Shareholders as a whole.

LISTING RULES IMPLICATIONS

As confirmed by Huali and so far as the Directors are aware, Huali is beneficially owned by associates of a substantial shareholder of Jiatai Construction, a direct non wholly owned subsidiary of the Company. Therefore, Huali is a connected person of the Company. Accordingly, the Supplemental Agreement constitutes a connected transaction of the Company under the Listing Rules.

As the relevant percentage ratios under the Listing Rules is more than 5% but less than 25%, the Supplemental Agreement constitutes a discloseable transaction for the Company under the Listing Rules and is subject to the reporting and announcement requirements under the Listing Rules.

As the Supplemental Agreement is entered into between the Group and a connected person at the subsidiary level on normal commercial terms, it is only subject to the reporting, announcement and annual review requirements, but is exempt from the circular, independent financial advice and shareholders' approval requirements under Rule 14A.101 of Chapter 14A of the Listing Rules. This is because (i) the Board have approved the Supplemental Agreement; and (ii) the independent non-executive directors have confirmed that the terms of the Supplemental Agreement are fair and reasonable, on normal commercial terms and in the interests of the Company and its shareholders as a whole.

DEFINITIONS

“Agreement”	the agreement dated 18 July 2013 entered into between Tongren and Huali pursuant to which the parties thereto have agreed to grant certain guarantees with respect to each other
“Board”	the board of Directors
“Business Day”	means a day (other than a Saturday, Sunday and public holiday) on which banks are open for business in Hong Kong
“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

“connected person(s)”	has the meaning ascribed to it under the Listing Rules
“Directors”	the directors of the Company
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Huali”	中國華力控股集團有限公司 (China Huali Holding Group Company Limited*), a limited company established in PRC
“Independent Shareholders”	has the meaning ascribed to it under the Listing Rules
“Jiatai Construction”	連雲港嘉泰建設工程有限公司 (Lianyungang Jiatai Construction Co. Ltd*), a limited company established in the PRC and a direct non wholly-owned subsidiary of the Company wherein the Company holds approximately 60.52% of its registered capital
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“PRC”	the People’s Republic of China, for the purpose of this announcement, excluding Hong Kong, Macau and Taiwan
“RMB”	Renminbi, the lawful currency of the PRC
“Share(s)”	ordinary share(s) of HK\$0.01 each in the share capital of the Company
“Shareholder(s)”	the holder(s) of the issued Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Supplemental Agreement”	the supplemental agreement dated 2 February 2015 entered into between Tongren and Huali pursuant to which the parties thereto have agreed to extend the Effective Period to 31 December 2015

“Tongren” 同仁醫療產業集團有限公司 (Tongren Healthcare Industry Group Company Limited*), a limited company established in the PRC and an indirect non wholly-owned subsidiary of the Jiatai Construction wherein Jiatai Construction effectively owns approximately 86.69% of its registered capital

“%” percentage

* *The English name is translation of the official Chinese name for identification purpose only.*

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

Hong Kong, 18 February 2015

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.