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COL Capital Limited

(Incorporated in Bermuda with limited liability)

(Stock Code: 383)

**PROPOSED SUBDIVISION OF SHARES
CHANGE IN BOARD LOT SIZE
AND
RESUMPTION OF TRADING**

Proposed Subdivision of Shares and Change in Board Lot Size

The Board proposes to implement the Share Subdivision on the basis that each issued and unissued Share of par value of HK\$0.01 each in the share capital of the Company will be subdivided into twenty (20) Subdivided Shares of par value of HK\$0.0005 each. The Share Subdivision will become effective upon the fulfillment of the conditions set out under the section headed “Conditions of the Share Subdivision” in this announcement. The SGM will be convened and held to consider and, if thought fit, approve the Share Subdivision. The Board further proposes to change the board lot size for trading in the shares of the Company from 4,000 Shares to 10,000 Subdivided Shares upon the Share Subdivision becoming effective.

The Share Subdivision is conditional upon (i) the passing of an ordinary resolution by the Shareholders at the SGM; (ii) the Listing Committee of the Stock Exchange granting the listing of, and the permission to deal in the Subdivided Shares; and (iii) compliance with the relevant legal procedures and requirements under the Listing Rules and the laws of Bermuda (if any) to effect the Share Subdivision.

Reasons for the Share Subdivision and Change in Board Lot Size

The Share Subdivision will decrease the nominal value of each Share and increase the total number of shares in issue. The Share Subdivision is expected to result in a downward adjustment to the trading price of each Share and the market value per board lot of Shares. The Directors believe that the reduced amount for investing in a board lot of the Subdivided Shares as a result of the Share Subdivision and change in board lot size will improve the liquidity in the trading of the shares of the Company, thereby enabling the Company to attract more investors and broaden its Shareholders' base. The Board is of the opinion that the Share Subdivision and the change in board lot size are in the interests of the Company and the Shareholders as a whole.

General

The proposed Share Subdivision is subject to Shareholders' approval at the SGM and no Shareholders are required to abstain from voting on the resolution in relation to the proposed Share Subdivision. A circular containing, among other things, details regarding the proposed Share Subdivision and a notice convening the SGM is expected to be despatched to the Shareholders on or before 28 May 2015.

At the request of the Company, trading in the Shares on the Stock Exchange was halted with effect from 10:39 a.m. on 15 May 2015 pending the publication of this announcement. Application has been made by the Company for the resumption of trading in the Shares on the Stock Exchange with effect from 9:00 a.m. on 20 May 2015.

This is an announcement made by the Board pursuant to Rule 13.09 of the Listing Rules and Inside Information Provisions under Part XIVA of the Securities and Futures Ordinance (Cap. 571 of the Laws of Hong Kong).

PROPOSED SHARE SUBDIVISION

The Board proposes to implement the Share Subdivision on the basis that each issued and unissued Share of par value of HK\$0.01 each will be subdivided into twenty (20) Subdivided Shares of par value of HK\$0.0005 each. The Share Subdivision will become effective upon the fulfillment of the conditions set out under the section headed "Conditions of the Share Subdivision" below.

Conditions of the Share Subdivision

The Share Subdivision is conditional upon:

- (i) the passing by the Shareholders of an ordinary resolution to approve the Share Subdivision at the SGM;
- (ii) the Listing Committee of the Stock Exchange granting the listing of, and the permission to deal in the Subdivided Shares; and
- (iii) compliance with the relevant legal procedures and requirements under the Listing Rules and the laws of Bermuda (if any) to effect the Share Subdivision.

Listing Application

An application will be made by the Company to the Listing Committee of the Stock Exchange for the listing of, and the permission to deal in, the Subdivided Shares arising from the Share Subdivision.

Effects of the Share Subdivision

As at the date of this announcement, the authorised share capital of the Company is HK\$300,000,000 divided into 30,000,000,000 Shares, of which 526,146,697 Shares have been issued and fully paid or credited as fully paid (after the cancellation of 388,000 Shares repurchased during period from 11 May 2015 to 13 May 2015). Assuming no further Shares will be issued or repurchased after the date of this announcement, upon the Share Subdivision becoming effective, the authorised share capital of the Company shall be HK\$300,000,000 divided into 600,000,000,000 Subdivided Shares, of which 10,522,933,940 Subdivided Shares will be in issue and 589,477,066,060 Subdivided Shares will remain unissued. Upon the Share Subdivision becoming effective, the Subdivided Shares will rank *pari passu* in all respects with each other. The Share Subdivision will not result in any change in the relevant rights of the Shareholders. There are no outstanding options, warrants, conversion rights or other similar rights giving rights to subscribe for any Shares as at the date of this announcement.

The Share Subdivision will not be expected to result in any odd lots other than those already exist.

Save for the expenses incurred by the Company in implementing the Share Subdivision and the change of board lot size, the Share Subdivision will not alter the underlying assets, business operations, management or financial position of the Company or the proportional interests of the Shareholders. The Board considers that the Share Subdivision and the change in board lot size will not have any material adverse effect on the financial position of the Company and its subsidiaries.

Dealings in the Subdivided Shares

The Subdivided Shares will be identical in all respects and rank pari passu in all respects with each other as to all future dividends and distributions which are declared, made or paid. Subject to the granting of the listing of, and permission to deal in, the Subdivided Shares on the Stock Exchange, the Subdivided Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the commencement date of dealings in the Subdivided Shares on the Stock Exchange or such other date as determined by HKSCC. Settlement of transactions between participants of the Stock Exchange on any trading day is required to take place in CCASS on the second trading day thereafter. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time.

For those persons whose interests in the Company are currently held through CCASS, dealings in the Subdivided Shares are expected to be capable of settlement through CCASS with effect from the commencement date of dealings in the Subdivided Shares on the Stock Exchange and without any need on the part of such persons to deposit new share certificates in respect of the Subdivided Shares with HKSCC.

Exchange of Share Certificates

Subject to the Share Subdivision becoming effective, which is expected to be at 9:00 a.m. on Monday, 15 June 2015, Shareholders may, on or after Monday, 15 June 2015 until 4:30 p.m. on Thursday, 23 July 2015 (both days inclusive) submit share certificates for existing Shares to the Company's branch share registrar in Hong Kong, Tricor Tengis Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong, to exchange, at the expense of the Company, for certificates for the Subdivided Shares with a new par value of HK\$0.0005 each (on the basis of every one (1) Share for twenty (20) Subdivided Shares). Thereafter, certificates for the existing Shares will be accepted for exchange only on payment of a fee of HK\$2.50 (or such higher amount as may from time to time be specified by the Stock Exchange) for each new share certificate issued for the Subdivided Shares or each existing share certificate for the Shares submitted for cancellation, whichever number of share certificates involved is higher.

In order to distinguish between the existing and the new share certificates, new share certificates for the Subdivided Shares will be in silver grey colour, which is different from the existing share certificates for the Shares, which are in yellow colour.

It is expected that new share certificates for the Subdivided Shares will be available for collection on or after the tenth Business Day from the date of submission of the existing share certificates for the Shares to the Company's branch share registrar at the abovementioned address. New share certificates will be issued in the board lot size of 10,000 Subdivided Shares.

Arrangement on odd lot trading

In order to facilitate the trading of odd lots (if any) of the Subdivided Shares, the Company will appoint a securities firm to provide matching service, on a best effort basis, to those Shareholders who wish to acquire odd lots of the Subdivided Shares to make up a full board lot, or to dispose of their holding of odd lots of the Subdivided Shares. Holders of odd lots of the Subdivided Shares should note that successful matching of the sale and purchase of odd lots of the Subdivided Shares are not guaranteed. If any Shareholder is in doubt about the odd lot trading arrangement, such Shareholder should consult his/her/its own professional advisers. Further details of the odd lot arrangement will be stated in the circular to be despatched to the Shareholders which shall contain, inter alia, details of the Share Subdivision.

PROPOSED CHANGE IN BOARD LOT SIZE

The Board also proposes to change the board lot size for trading in the ordinary shares of the Company from 4,000 Shares to 10,000 Subdivided Shares upon the Share Subdivision becoming effective.

REASONS FOR THE SHARE SUBDIVISION AND CHANGE IN BOARD LOT SIZE

The Share Subdivision will decrease the nominal value of each Share and increase the total number of shares in issue. The Share Subdivision is expected to result in downward adjustment to the trading price of each Share and the market value per board lot of Shares. The Directors believe that the reduced amount for investing in a board lot of the Subdivided Shares as a result of the Share Subdivision and change in board lot size will improve the liquidity in the trading of the shares of the Company, thereby enabling the Company to attract more investors and broaden its Shareholders' base. The Board is of the opinion that the Share Subdivision and the change in board lot size are in the interests of the Company and the Shareholders as a whole.

The Board expects that the market price of each Subdivided Share following the Share Subdivision will be approximately one-twentieth of the market price of a Share immediately before the Share Subdivision comes into effect, reflecting the fact that Shareholders will own twenty times as many Shares.

EXPECTED TIMETABLE FOR THE SHARE SUBDIVISION AND CHANGE IN BOARD LOT SIZE

Set out below is the expected timetable in relation to the proposed Share Subdivision and change in board lot size:

Despatch of circular and notice of the SGM..... on or before Thursday, 28 May 2015

Latest time for lodging transfers of Shares
for entitlements to attend and vote at the SGM 4:30 p.m. on
Monday, 8 June 2015

Closure of register of members of the Company..... Tuesday, 9 June 2015 to
Friday, 12 June 2015
(both dates inclusive)

Latest time for lodging form of proxy for the SGM..... 11:00 a.m. on
Wednesday, 10 June 2015

SGM 11:00 a.m. on
Friday, 12 June 2015

Publication of announcement of results of the SGM..... Friday, 12 June 2015

Effective date for the Share Subdivision..... 9:00 a.m. on Monday, 15 June 2015

First day of free exchange of existing share
certificates for the Shares for new share
certificates for the Subdivided Shares Monday, 15 June 2015

Dealings in Subdivided Shares commences 9:00 a.m. on Monday, 15 June 2015

Original counter for trading in Shares in
board lots of 4,000 Shares (in the form
of existing share certificates for the Shares)
temporarily closes 9:00 a.m. on Monday, 15 June 2015

Temporary counter for trading in Subdivided
Shares in board lots of 80,000 Subdivided
Shares (in the form of existing share
certificates for the Shares) opens..... 9:00 a.m. on Monday, 15 June 2015

Original counter for trading in Subdivided Shares in new board lots of 10,000 Subdivided Shares (in the form of new share certificates for the Subdivided Shares) re-opens..... 9:00 a.m. on Monday, 29 June 2015

Parallel trading in Subdivided Shares (in the form of new share certificates for Subdivided Shares and existing share certificates for the Shares) commences..... 9:00 a.m. on Monday, 29 June 2015

Designated broker starts to stand in the market to provide matching services for odd lots of the Subdivided Shares..... 9:00 a.m. on Monday, 29 June 2015

Temporary counter for trading in Subdivided Shares in board lots of 80,000 Subdivided Shares (in the form of existing share certificates for the Shares) closes..... 4:00 p.m. on Monday, 20 July 2015

Parallel trading in Subdivided Shares (in the form of new share certificates for the Subdivided Shares and existing share certificates for the Shares) ends..... 4:00 p.m. on Monday, 20 July 2015

Designated broker ceases to stand in the market to provide matching services for odd lots of the Subdivided Shares..... 4:00 a.m. on Monday, 20 July 2015

Last day for free exchange of existing share certificates for new share certificates 4:30 p.m. Thursday, 23 July 2015

Existing share certificates for the Shares will only be valid for trading, settlement and registration purposes for the period up to 4:00 p.m. on 20 July 2015 and thereafter will not be accepted for trading, settlement and registration purposes. Nevertheless, the existing share certificates for the Shares will continue to be good evidence of legal title on the basis of one (1) existing Share for twenty (20) Subdivided Shares and may be exchanged for new share certificates for the Subdivided Shares at any time after 23 July 2015 at the expense of the Shareholders but are not acceptable for trading, settlement and registration purposes after 4:00 p.m. on 20 July 2015, being the last day of operation of the temporary counter for trading in Subdivided Shares in board lots of 10,000 Subdivided Shares.

GENERAL

The proposed Share Subdivision is subject to Shareholders' approval at the SGM and no Shareholders are required to abstain from voting on the resolution in relation to the proposed Share Subdivision. A circular containing, among other things, details regarding the proposed Share Subdivision and a notice convening the SGM is expected to be despatched to the Shareholders on or before 28 May 2015.

RESUMPTION OF TRADING

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DEFINITIONS

“Board”	the board of Directors
“Business Day”	the day on which banks in Hong Kong are open for business (except Saturdays and Sundays)
“CCASS”	the Central Clearing and Settlement System established and operated by HKSCC
“Company”	COL Capital Limited, an exempted company incorporated in Bermuda with limited liability, the shares of which are listed on the Stock Exchange
“Director(s)”	the director(s) of the Company
“HKSCC”	Hong Kong Securities Clearing Company Limited
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“SGM”	the special general meeting of the Company to be held to consider and, if thought fit, approve the Share Subdivision

“Share Subdivision”	the proposed subdivision of every issued or unissued Share into twenty (20) Subdivided Shares
“Shareholder(s)”	Shareholder(s) of Shares or Subdivided Shares, as the context requires
“Share(s)”	share(s) with a par value of HK\$0.01 each in the share capital of the Company as at the date of this announcement
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Subdivided Share(s)”	share(s) with a par value of HK\$0.0005 each in the share capital of the Company after the Share Subdivision having become effective

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

Hong Kong, 19 May 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.