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COL Capital Limited

(Incorporated in Bermuda with limited liability)

(Stock Code: 383)

**INSIDE INFORMATION –
OFFER LETTER IN RESPECT OF THE SALE AND PURCHASE OF A 60.52%
EQUITY INTEREST IN JIATAI CONSTRUCTION**

This announcement is made by the Company pursuant to Rule 13.09(2)(a) of the Listing Rules and the Inside Information Provisions under Part XIVA of the SFO.

OFFER LETTER

The Board is pleased to announce that on 26 June 2015, the Company received the legally-binding Offer Letter from the Purchaser, a connected person of the Company. On 26 June 2015 (after trading hours), the Board has resolved to accept the offer pursuant to the Offer Letter. Pursuant to the Offer Letter, the Purchaser has agreed to acquire by the Purchaser or the Purchaser's related party a 60.52% of the equity interest in Jiatai Construction from the Company. Principal terms of the Disposal under the Offer Letter are set out below:–

Parties

- (1) the Company
- (2) the Purchaser

Assets to be disposed of

Pursuant to the Offer Letter, the Purchaser has offered to acquire a 60.52% equity interest in Jiatai Construction at a consideration of Hong Kong dollar equivalent of RMB907,800,000.

Deposit

RMB90,780,000, being 10% of the Consideration, shall be deposited with a bank account designated by the Company within eight business days from the date of acceptance of the Offer Letter, as a deposit for the Disposal.

Completion of the Disposal and the payment of the remaining balance of the Consideration

Subject to Stock Exchange's approval, in the event that the written Shareholders' approval from the controlling Shareholder in respect of the Offer Letter and the Agreement and transactions contemplated thereunder is obtained and a waiver has been sought from the Stock Exchange pursuant to Listing Rules for compliance with the requirements to hold a general meeting for purposes of approving the Offer Letter and Agreement and the transactions contemplated thereunder and the Stock Exchange has granted the waiver, the Disposal will proceed to completion and at the same time the remaining balance of the Consideration shall be paid to a bank account designated by the Company within 30 days from the date of the Agreement. In the event that a general meeting has to be convened for approving the Offer Letter and the Agreement and transactions contemplated thereunder and Shareholders' approval has been obtained in such meeting, the Disposal will proceed to completion and at the same time the remaining balance of the Consideration shall be paid to a bank account designated by the Company within three business days from the date of such meeting.

Other terms

The Purchaser undertakes, guarantees and will procure Jiatai Construction that within three business days after the completion of the Disposal, Jiatai Construction will (i) fully repay all the outstanding sum of a bank loan and to procure that bank to release all the encumbrances charged on the bank account and deposit of a subsidiary of the Company as guarantee for such bank loan and (ii) procure that bank to return all the such deposit to a bank account designated by the Company within three business days after completion of the Disposal.

Within seven business days after the acceptance of the Offer Letter, the parties thereto shall commence the documentation of the Agreement and shall enter into the Agreement as soon as practicable.

INFORMATION ON JIATAI CONSTRUCTION

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

GENERAL

The Disposal under the Offer Letter constitutes a possible major transaction of the Company and is, be subject to approval of the Shareholders of the Company under Chapter 14 of the Listing Rules. As the Purchaser is an associate of a substantial shareholder of Jiatai Construction as at the date of this announcement, the Purchaser is a connected person of the Company and the Disposal also constitutes a possible connected transaction for the Company under Chapter 14A of the Listing Rules and is subject to the reporting, announcement and Independent Shareholders' approval requirements under Chapter 14A of the Listing Rules. The Company will make announcement(s) as and when appropriate and comply with all other applicable requirements under the Listing Rules in this regard, in particular when the Agreement is entered into.

The Disposal is a conditional one. Shareholders of the Company and potential investors are advised to exercise caution when dealing in the shares of the Company.

DEFINITIONS

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

“Agreement”	the sale and purchase agreement in relation to the Disposal to be entered into between the Purchaser and the Company
“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 (Stock Code: 383)
“connected person(s)”	has the meaning ascribed to it under the Listing Rules
“Consideration”	the consideration payable by the Purchaser to the Company for the Disposal
“Director(s)”	the director(s) of the Company
“Disposal”	the disposal of a 60.52% equity interest in Jiatai Construction by the Company to the Purchaser under the Offer Letter

“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Jiatai Construction”	Lianyungang Jiatai Construction Co. Ltd. (連雲港嘉泰建設工程有限公司), a limited liability company established under the laws of the PRC and owned as to approximately 60.52% by the Company
“Independent Shareholders”	has the meaning ascribed to it under the Listing Rules
“Listing Rules”	The Rules Governing the Listing of Securities on the Stock Exchange
“Offer Letter”	the legally-binding offer letter issued by the Purchaser dated 24 June 2015 in relation to the Disposal
“PRC”	the People’s Republic of China, for the purpose of this announcement, excluding Hong Kong, the Macao Special Administrative Region of the PRC and Taiwan
“Purchaser”	the purchaser in relation to the Disposal
“RMB”	Renminbi, the lawful currency of the PRC
“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 share capital of the Company
“Shareholder(s)”	holder(s) of the issued Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“%”	percentage or per cent

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

Hong Kong, 26 June 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; Mr. Lau Siu Ki, Mr. Ma Wah Yan and Mr. Zhang Jian as Independent Non-Executive Directors.