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**COL Capital Limited**

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 383)**

**(1) COMPLETION AND CLARIFICATION ANNOUNCEMENT  
(2) CHANGE IN THE COMPOSITION OF THE BOARD OF DIRECTORS  
(3) APPOINTMENT OF CHIEF EXECUTIVE OFFICER  
AND  
(4) CHANGE OF COMPANY NAME**

The Board would like to announce that the Jiatai Acquisitions and the Aveo Acquisition have been completed on 16 December 2015. The Board is also pleased to announce that, with effect from 16 December 2015:

- (i) Ms. Chong Sok Un, an Executive Director of the Company, has stepped down as the Chairman of the Company and has been re-designated as the Deputy Chairman of the Company;
- (ii) Dr. Lim Cheok Peng, a Non-Executive Director of the Company, has been designated as the Chairman of the Company; and
- (iii) Dr. Jonathan Weiyan Seah has been re-designated from a Non-Executive Director of the Company to an Executive Director of the Company and has been appointed as the Chief Executive Officer of the Company.

**COMPLETION OF THE JIATAI ACQUISITIONS AND THE AVEO ACQUISITION**

References are made to the circular dated 18 November 2015 (“**Circular**”) issued by COL Capital Limited (the “**Company**”) in relation to the Jiatai Acquisitions and the Aveo Acquisition, and the announcement (the “**Subscription Announcement**”) dated 4 December 2015 issued by the Company in relation to the conditional subscription agreement of 2,000,000,000 Shares by CM International Holding Pte. Ltd.. Unless the context otherwise requires, capitalised terms used herein have the same meanings as those defined in the Circular and the Subscription Announcement.

The Board is pleased to announce that the conditions precedent under each of the Jiatai Agreements and the Aveo Agreement have been fulfilled and their completion took place on 16 December 2015. The Jiatai Consideration Shares and the Aveo Consideration Shares have been issued in accordance with the terms of the Jiatai Agreements and the Aveo Agreement, respectively. Listing approval for the Jiatai Consideration Shares and the Aveo Consideration Shares were granted by the Stock Exchange on 24 November 2015.

Set out below is the shareholding structure of the Company (i) immediately upon the completion of Jiatai Acquisitions and Aveo Acquisition, (ii) immediately upon the completion of Jiatai Acquisitions, Aveo Acquisition and Subscription and (iii) immediately upon the completion of Jiatai Acquisitions, Aveo Acquisition, Subscription and full exercise of the Vigor Online Call Options:

	<b>Immediately upon the completion of Jiatai Acquisitions and Aveo Acquisition</b>		<b>Immediately upon the completion of Jiatai Acquisitions, Aveo Acquisition and Subscription</b>		<b>Immediately upon the completion of Jiatai Acquisitions, Aveo Acquisition, Subscription and full exercise of the Vigor Online Call Options</b>	
	<i>No. of Shares</i>	<i>%</i>	<i>No. of Shares</i>	<i>%</i>	<i>No. of Shares</i>	<i>%</i>
Vendor I	1,149,739,208	9.21	1,149,739,208	7.94	1,149,739,208	7.94
Vendor III	110,167,125	0.88	110,167,125	0.76	110,167,125	0.76
Grantees-Others	–	–	–	–	1,160,000,000	8.01
Grantee-Lin Wan Qaing	51,970,000	0.42	51,970,000	0.36	891,970,000	6.16
Other public Shareholders	<u>2,634,269,800</u>	21.11	<u>2,634,269,800</u>	18.19	<u>2,634,269,800</u>	18.19
Sub-total of public Shareholders	3,946,146,133	31.62	3,946,146,133	27.25	5,946,146,133	41.06
Vendor II ( <i>Note 2</i> )	411,412,500	3.30	411,412,500	2.84	411,412,500	2.84
Vendor IV ( <i>Note 3</i> )	300,000,000	2.40	300,000,000	2.07	300,000,000	2.07
Subscriber or its nominee	–	–	2,000,000,000	13.81	2,000,000,000	13.81
Grantee-IXL Ventures L.P. ( <i>Note 4</i> )	–	–	–	–	2,000,000,000	13.81
Vigor Online ( <i>Note 1</i> )	<u>7,822,514,140</u>	62.68	<u>7,822,514,140</u>	54.03	<u>3,822,514,140</u>	26.41
Total	<u><u>12,480,072,773</u></u>	100.00	<u><u>14,480,072,773</u></u>	100.00	<u><u>14,480,072,773</u></u>	100.00

*Note:*

- (1) As at the date of this announcement, Vigor Online has granted call options (“**Vigor Online Call Options**”) to several grantees (“**Grantee(s)**”) over an aggregate of 4,000,000,000 Shares in the Company held by it, representing approximately 32.05% of the total number of issued Shares of the Company. Ms. Chong Sok Un maintains a 100% beneficial interest in Vigor Online.
- (2) As a result of the completion of the Aveo Acquisition, Aveo China (Holdings) Limited (“**Aveo China**”) will change to a 70% non wholly-owned subsidiary from a 30% associated company of the Group. As such, Vendor II will become an associate of a director of Aveo China (i.e. a connected person at the subsidiary level, and hence it would not be counted towards the public float upon completion of the Aveo Acquisition).
- (3) As a result of the completion of the Aveo Acquisition, Aveo China will change to a 70% non wholly-owned subsidiary from a 30% associated company of the Group. As such, Vendor IV will become an associate of a director of Aveo China, (i.e. a connected person at the subsidiary level, and hence it would not be counted towards the public float upon completion of the Aveo Acquisition).
- (4) Dr. Jonathan Weiyan Seah, is the controlling shareholder of IXL Ventures L. P. acting by its general partner, IXL Partners. Under the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong, the “**SFO**”), Dr. Seah is deemed to have a corporate interest in 2,000,000,000 Shares in long position and 300,000,000 Shares in short position in the Company under option agreements dated 15 October 2015 entered into between Vigor Online and IXL Ventures L. P. acting by its general partner, IXL Partners and dated 26 October 2015 entered into between Dr. Lim Cheok Peng and IXL Ventures L. P. acting by its general partner, IXL Partners respectively. Dr. Lim Cheok Peng is beneficially interested in 300,000,000 Shares in long position under an option agreement dated 26 October 2015 entered into between Dr. Lim Cheok Peng and IXL Ventures L. P. acting by its general partner, IXL Partners.

### **Clarification announcement in respect of the Subscription**

Reference is made to the Subscription Announcement. The Board would like to clarify that since completion of the Jiatai Acquisitions and the Aveo Acquisition have already taken place on 16 December 2015, and it is contemplated that completion of the Subscription would only take place on a date later than the date hereof, it is expected that immediately after completion of the Subscription, the public float of the Company shall be approximately 27.25%. Accordingly, the minimum public float of 25% as required under Rule 8.08 of the Listing Rules will be maintained at all times.

## **CHANGE IN THE COMPOSITION OF THE BOARD OF DIRECTORS AND APPOINTMENT OF CHIEF EXECUTIVE OFFICER**

The Company announces that, with effect from 16 December 2015:

- (i) Ms. Chong Sok Un, an Executive Director of the Company, has stepped down as the Chairman of the Company and has been re-designated as the Deputy Chairman of the Company;
- (ii) Dr. Lim Cheok Peng, a Non-Executive Director of the Company, has been designated as the Chairman of the Company; and
- (iii) Dr. Jonathan Weiyan Seah has been re-designated from a Non-Executive Director of the Company to an Executive Director of the Company and has been appointed as the Chief Executive Officer of the Company.

Set out below are the biographical details of Ms. Chong Sok Un, Dr. Lim Cheok Peng and Dr. Jonathan Weiyan Seah:

### **Ms. Chong Sok Un**

Ms. Chong, M.H. aged 61, was appointed as an Executive Director and Chairman of the Company on 23 August 2002.

Ms. Chong is also executive director and chairman of APAC Resources Limited, the shares of which are listed on the main board of The Stock Exchange of Hong Kong Limited. Ms. Chong was awarded the Medal of Honour (M.H.) by the Government of the Hong Kong Special Administrative Region on 1 July 2011. She is a member of the National Committee of the Chinese People's Political Consultative Conference, Guangdong Province, the Honorary Director of the Chinese Red Cross Foundation, Permanent Honorary Chairman of the Hong Kong Federation of Fujian Associations and Vice Chairman of the Hong Kong Federation of Fujian Associations Ladies' Committee. She is the namer and director of YOT Chong Sok Un Medical Fund (cancer aid) since 2007 and a member of Yan Oi Tong Advisory Board since 2011. Ms. Chong was the chairman of the 31st Term Board of Directors of Yan Oi Tong from 2010 to 2011 and a director of the 27th Term Board of Directors of Yan Oi Tong from 2006 to 2007. She was also a director of Po Leung Kuk from 2009 to 2010. She was a non-executive director of Alibaba Pictures Group Limited from 25 June 2007 to 23 April 2009.

Ms. Chong entered into a service agreement with the Company for a term of two years and the term of her service shall be renewed automatically for successive two-years term or until terminated in accordance with the said service agreement. Ms. Chong is entitled to receive a monthly remuneration of HK\$35,000, one month year-end double pay and performance based discretionary bonus. Her remuneration is determined with reference to market rates and her duties and responsibilities in the Company.

As at the date of this announcement, Ms. Chong is deemed to have corporate interest in 7,822,514,140 Shares (representing approximately 62.68% of the entire issued share capital of the Company) held through Vigor Online within the meaning of Part XV of the SFO. Vigor Online is a wholly-owned subsidiary of China Spirit Limited in which Ms. Chong maintains 100% beneficial interest. Vigor Online granted call options to several grantees over an aggregate of 4,000,000,000 Shares, representing approximately 32.05% of the total number of issued Shares.

Save as disclosed above, Ms. Chong did not hold any directorship in other listed public companies in Hong Kong or overseas in the last three years and does not have any relationship with any other Directors, senior management, substantial or controlling shareholders of the Company.

### **Dr. Lim Cheok Peng**

Dr. Lim, aged 68, was appointed as a Non-Executive Director of the Company on 26 October 2015.

Dr. Lim has over 25 years of international experience in the healthcare sector. He has extensive experience both as a medical practitioner and in managing hospital businesses. He is a chairman of Ophir Ventures Sdn Bhd and previous to this was a senior advisor to the board of directors at IHH Healthcare Berhad (“IHH”), a company which is listed on the Kuala Lumpur Stock Exchange and has a secondary listing on the Singapore Exchange and a managing director/executive director of IHH during the periods of 5 April 2012 to 31 December 2013 and 1 May 2011 to 4 April 2012 respectively. Prior to that, Dr. Lim was a vice chairman/executive vice chairman/managing director of Parkway Holdings Limited, a company which was listed on the Singapore Exchange, during the periods of 1 April 2011 to 26 May 2011, 24 April 2009 to 31 March 2011 and 7 June 2000 to 23 April 2009 respectively. Dr. Lim is also the president of IXL Partners since October 2015.

Dr. Lim graduated from the University of Singapore in 1972 with a bachelor of medicine and bachelor of surgery. In 1976, he obtained a master in medicine (internal medicine) from the University of Singapore. Dr. Lim was presented with the Singapore Medical Association Merit Award in 2013 for his significant contributions to the medical profession and the social service to the community in Singapore.

Dr. Lim has entered into an appointment letter with the Company for a term of two years and the term of his service shall be renewed automatically for successive two-years term or until terminated in accordance with the said appointment letter. Dr. Lim is entitled to receive a director’s fee of HK\$180,000 per annum. His remuneration was determined with reference to his experience and the prevailing market rate of director’s fees for the position.

Save as disclosed above and that Dr. Lim is beneficially interested in 300,000,000 Shares in long position in the Company under an option agreement dated 26 October 2015 entered into between Dr. Lim and IXL Ventures L.P. acting by its general partner, IXL Partners, (i) Dr. Lim does not have any relationship with any directors, senior management, substantial or controlling shareholders of the Company; (ii) he does not have any interest in the Shares within the meaning of Part XV of the SFO; (iii) he does not hold any other directorships in public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years; and (iv) he does not hold other positions with the Company or its subsidiaries.

### **Dr. Jonathan Weiyan Seah**

Dr. Seah, aged 46, was appointed as a Non-Executive Director of the Company on 26 October 2015.

Dr. Seah has over 20 years of experience in clinical medicine, investment banking, private equity, and general management in the USA, China, and Southeast Asia.

Dr. Seah is the managing director of IXL Ventures L.P., IXL Partners, IXL Fund, IXL Capital, and Living Ventures Holdings Limited. Dr. Seah was previously the founding chief executive officer of ParkwayHealth's China Division, an operator of international-quality medical centers in China. He was also previously a director of First Steamship Co., Ltd from 1 August 2012 to 5 February 2014 and is a director of Grand Ocean Retail Group Ltd since 30 August 2011, both of which are listed on the Taiwan Stock Exchange. Prior to this, Dr. Seah was a corporate finance investment banker with Merrill Lynch Pierce Fenner & Smith, Inc. in California, USA. Before attending business school, Dr. Seah was a medical doctor at the National University Hospital, Tan Tock Seng Hospital, and Raffles Medical Group in Singapore.

Dr. Seah was a director from 23 April 2010 to 12 June 2012 and the chairman from 8 May 2013 to 15 October 2013 of 連雲港嘉泰建設工程有限公司 (Lianyungang Jiatai Construction Co., Ltd.\*) (“**Jiatai Construction**”), a direct non wholly-owned subsidiary of the Company. He was also a director from 7 May 2010 to 20 June 2012, and the chairman from 7 August 2012 to 15 October 2013 of 同仁醫療產業集團有限公司 (Tongren Healthcare Industry Group Company Limited\*), an indirect non wholly-owned subsidiary of Jiatai Construction.

Dr. Seah holds an MBA from Harvard Business School and a bachelor's degree in medicine from the Royal College of Surgeons in Ireland.

Dr. Seah entered into a service agreement with the Company for a term of two years and the term of his service shall be renewed automatically for successive two-year term or until terminated in accordance with the said service agreement. Dr. Seah is entitled to receive a monthly remuneration of HK\$300,000. His remuneration is determined with reference to market rates and his duties and responsibilities in the Company.

Save as disclosed above and that Dr. Seah is deemed to have a corporate interest in 2,000,000,000 Shares in long position and 300,000,000 Shares in short position under option agreements dated 15 October 2015 entered into between Vigor Online Offshore Limited (the controlling shareholder of the Company) and IXL Ventures L.P. acting by its general partner, IXL Partners (a company in which Dr. Seah maintains 100% beneficial interest) and dated 26 October 2015 entered into between Dr. Lim and IXL Ventures L.P. acting by its general partner, IXL Partners respectively, (i) Dr. Seah does not have any relationship with any directors, senior management, substantial or controlling shareholders of the Company; (ii) he does not have any interest in the Shares within the meaning of Part XV of the SFO; (iii) he does not hold any other directorships in public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years; and (iv) he does not hold other positions with the Company or its subsidiaries.

Save as disclosed above, there is no information in relation to the above changes that is required to be disclosed pursuant to Rule 13.51(2)(h) to 13.51(2)(v) of the Listing Rules and there is no other matter that needs to be brought to the attention of holders of securities of the Company.

#### **CHANGE OF COMPANY NAME**

The special resolution in relation to the change of the English name of the Company from “COL Capital Limited” to “China Medical & HealthCare Group Limited” and to adopt a new Chinese name “中國醫療網絡有限公司” for identification purposes only in place of the existing Chinese name “中國網絡資本有限公司”, which was adopted for identification purposes only, has been duly passed by the shareholders at the special general meeting of the Company held on 15 December 2015. The change of Company name will take effect on the date of issuance of the certificate of incorporation on change of name to be issued by the Registrar of Companies in Bermuda (in respect of the English name). The Company will make further announcement as and when required under the Listing Rules.

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

Hong Kong, 16 December 2015

*As at the date of this announcement, the Board comprises: –*

*Executive Directors*

*Ms. Chong Sok Un (Deputy Chairman), Dr. Jonathan Weiyan Seah (Chief Executive Officer), Dato' Wong Peng Chong and Mr. Kong Muk Yin*

*Non-Executive Director*

*Dr. Lim Cheok Peng (Chairman)*

*Independent Non-Executive Directors*

*Mr. Lau Siu Ki, Mr. Ma Wah Yan and Mr. Zhang Jian*

\* *The English translation of the names of entities established in PRC referred to in this announcement is for as reference only. The official names of those companies are in Chinese.*