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COL Capital Limited

(Incorporated in Bermuda with limited liability)

(Stock Code: 383)

MAJOR TRANSACTION AND CONNECTED TRANSACTION IN RELATION TO PROVISION OF MUTUAL GUARANTEES

The Board announces that on 18 July 2013 (after trading hours), Tongren, an indirect non wholly-owned subsidiary of the Company, and Huali entered into the Agreement pursuant to which the parties have conditionally agreed to grant certain guarantees with respect to each other.

As confirmed by Huali and so far as the Directors are aware, 57.25% of the entire registered capital of Huali is beneficially and indirectly owned by a director of Jiatai Tongren, a direct non-wholly owned subsidiary of the Company, and certain subsidiaries of the Jiatai Tongren Group. Therefore, Huali is a connected person of the Company. Accordingly, the Agreement constitutes a connected transaction of the Company under the Listing Rules.

As the relevant percentage ratios under the Listing Rules exceeds 25% but are under 75%, the Agreement also constitutes a major transaction for the Company and is subject to the reporting, announcement and Independent Shareholders' approval requirements under Chapter 14A of the Listing Rules. As at the date of this announcement, to the best of the Directors' knowledge, in the event a general meeting was required to be convened, no Shareholder would be required to abstain from voting thereat as no Shareholder has any interest in the Agreement and the transactions contemplated thereunder which is different from other Shareholders.

The Independent Board Committee comprising three independent non-executive Directors will be formed to advise the Independent Shareholders as to whether the terms of the Agreement and the transactions contemplated thereunder are fair and reasonable and in the interests of the Company and its Shareholders as a whole and to advise on the Independent Shareholders on how to vote, taking into account of the recommendations of the independent financial adviser to be appointed, in the event a general meeting is convened. An independent financial adviser will be appointed to advise the Independent Board Committee and the Independent Shareholders in this regard.

A circular will be despatched to the Shareholders containing, among other things, details on the Agreement and the transactions contemplated thereunder, the letter from the independent financial adviser to the Independent Board Committee on the Agreement and the transactions contemplated thereunder and the recommendation of the Independent Board Committee to the Independent Shareholders on the Agreement and the transactions contemplated thereunder. Pursuant to Rule 14.41 of the Listing Rules, the Company is required to despatch to the Shareholders the circular within 15 business days after the publication of this announcement, that is, on or before 8 August 2013. The Company may not be able to despatch the circular within such period due to the time required to prepare the relevant financial and other information to be included in the circular under the Listing Rules, in which case the Company shall make a further announcement of any expected delay in despatch of the circular in due course.

The Company has received a written approval of the Agreement and the transactions contemplated thereunder from Vigor Online, an Independent Shareholder which holds approximately 72.13% in nominal value of the issued Shares giving the right to attend and vote at general meetings of the Company. Accordingly, no general meeting for the Shareholders' approval of the Agreement and the transactions contemplated thereunder will be held pursuant to Rule 14.44 of the Listing Rules.

A waiver will be sought from the Stock Exchange pursuant to Rule 14A.43 of the Listing Rules from compliance with the requirements to hold a general meeting for the purposes of approving the Agreement and the transaction contemplated thereunder. A further announcement will be made as and when appropriate.

The Board announces that on 18 July 2013 (after trading hours), Tongren, an indirect non wholly-owned subsidiary of the Company, and Huali entered into the Agreement pursuant to which the parties have conditionally agreed to grant certain guarantees with respect to each other.

The principal terms of the Agreement are summarised as follows:

AGREEMENT

Date

18 July 2013 (after trading hours)

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 shall be approximately 18 months from 18 July 2013 to 31 December 2014.

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

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 (other than the independent non-executive Directors) believe that the terms of the 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, 57.25% of the entire registered capital of Huali is beneficially and indirectly owned by a director of Jiatai Tongren, a direct non wholly-owned subsidiary of the Company, and certain subsidiaries of the Jiatai Tongren Group. Therefore, Huali is a connected person of the Company. Accordingly, the Agreement constitutes a connected transaction of the Company under the Listing Rules.

As the relevant percentage ratios under the Listing Rules exceeds 25% but are under 75%, the Agreement also constitutes a major transaction for the Company and is subject to the reporting, announcement and Independent Shareholders' approval requirements under Chapter 14A of the Listing Rules. As at the date of this announcement, to the best of the Directors' knowledge, in the event a general meeting was required to be convened, no Shareholder would be required to abstain from voting thereat as no Shareholder has any interest in the Agreement and the transactions contemplated thereunder which is different from other Shareholders.

The Independent Board Committee comprising three independent non-executive Directors will be formed to advise the Independent Shareholders as to whether the terms of the Agreement and the transactions contemplated thereunder are fair and reasonable and in the interests of the Company and its Shareholders as a whole and to advise the Independent Shareholders on how to vote, taking into account of the recommendations of the independent financial adviser to be appointed, in the event a general meeting is convened. An independent financial adviser will be appointed to advise the Independent Board Committee and the Independent Shareholders in this regard.

A circular will be despatched to the Shareholders containing, among other things, details on the Agreement and the transactions contemplated thereunder, the letter from the independent financial adviser to the Independent Board Committee on the Agreement and the transactions contemplated thereunder and the recommendation of the Independent Board Committee to the Independent Shareholders on the Agreement and the transactions contemplated thereunder. Pursuant to Rule 14.41 of the Listing Rules, the Company is required to despatch to the Shareholders the circular within 15 business days after the publication of this announcement, that is, on or before 8 August 2013. The Company may not be able to despatch the circular within such period due to the time required to prepare the relevant financial and other information to be included in the circular under the Listing Rules, in which case the Company shall make a further announcement of any expected delay in despatch of the circular in due course.

The Company has received a written approval of the Agreement and the transactions contemplated thereunder from Vigor Online, an Independent Shareholder which holds approximately 72.13% in nominal value of the issued Shares giving the right to attend and vote at general meetings of the Company. Accordingly, no general meeting for the Shareholders' approval of the Agreement and the transactions contemplated thereunder will be held pursuant to Rule 14.44 of the Listing Rules.

A waiver will be sought from the Stock Exchange pursuant to Rule 14A.43 of the Listing Rules from compliance with the requirements to hold a general meeting for the purposes of approving the Agreement and the transaction contemplated thereunder. A further announcement will be made as and when appropriate.

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 Board Committee”	an independent committee of the Board comprising all the independent non-executive Directors established for the purpose of advising the Independent Shareholders on the Agreement and the transactions contemplated thereunder
“Independent Shareholders”	has the meaning ascribed to it under the Listing Rules
“Jiatai Tongren”	嘉泰同仁(連雲港)醫療產業投資有限公司 (Jiatai Tongren (Lianyungang) Healthcare Investment Company Limited*), 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
“Jiatai Tongren Group”	Jiatai Tongren and its subsidiaries
“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
“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 Tongren wherein Jiatai Tongren effectively owns approximately 86.69% of its registered capital
“Vigor Online”	Vigor Online Offshore Limited, a company incorporated in the British Virgin Islands with limited liability and a controlling Shareholder holding 391,125,707 Shares representing approximately 72.13% of the entire issued share capital of the Company as at the date of this announcement
“%”	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 July 2013

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.