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COL Capital Limited

(Incorporated in Bermuda with limited liability)

(Stock Code: 383)

NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that a special general meeting of COL Capital Limited (the “**Company**”) will be held at Plaza 1 & 2, Lower Lobby, Novotel Century Hong Kong, 238 Jaffe Road, Wanchai, Hong Kong on Tuesday, 15 December 2015 at 11:00 a.m. for the purpose of considering and, if thought fit, passing, with or without amendments, the following resolutions which will be proposed as:-

ORDINARY RESOLUTIONS

1. “**THAT**

- (a) subject to and conditional upon The Stock Exchange of Hong Kong Limited (“**Stock Exchange**”) granting the listing of, and permission to deal in, 1,149,739,208 new shares of the Company (“**Jiatai Consideration Shares I**”) as consideration under the equity transfer agreement (“**Jiatai Agreement I**”) dated 13 October 2015 and entered into between Join Capital Limited (“**Purchaser I**”, an indirectly wholly-owned subsidiary of the Company) as purchaser and Greatime Management Corp. as vendor in relation to the acquisition of 28.07% equity interests in Lianyungang Jiatai Construction Co. Ltd.* (連雲港嘉泰建設工程有限公司, “**Jiatai Construction**”), the directors of the Company (“**Directors**”) be and are hereby authorised to allot and issue Jiatai Consideration Shares I at the issue price of HK\$0.4 each per share of the Company (“**Share**”) upon completion of Jiatai Agreement I by way of specific mandate in accordance with the terms of Jiatai Agreement I and that Jiatai Consideration Shares I shall, when allotted and issued, be credited as fully paid and rank *pari passu* in all respects with all other shares of the Company in issue on the date of such allotment and issue; and
- (b) “**THAT** any two directors of the Company or any director and the company secretary of the Company where the related document(s) shall be under seal be and is/are hereby authorised to sign, seal, execute, perfect and deliver all such documents and do all such deeds, acts, matters and other things as may be considered necessary or desirable for the purpose of the implementation of the above resolution.”

2. **“THAT**

- (a) subject to and conditional upon the Stock Exchange granting the listing of, and permission to deal in, 411,412,500 new Shares (**“Jiatai Consideration Shares II”**) as consideration under the equity transfer agreement (**“Jiatai Agreement II”**) dated 13 October 2015 and entered into between Purchaser I and Fareast Global Limited as vendor in relation to the acquisition of entire issued share capital in Super Red Investments Limited (which indirectly holds 9.00% equity interests in Jiatai Construction), the Directors be and are hereby authorised to allot and issue Jiatai Consideration Shares II at the issue price of HK\$0.4 each per Share upon completion of Jiatai Agreement II by way of specific mandate in accordance with the terms of Jiatai Agreement II and that Jiatai Consideration Shares II shall, when allotted and issued, be credited as fully paid and rank *pari passu* in all respects with all other shares of the Company in issue on the date of such allotment and issue; and
- (b) **“THAT** any two directors of the Company or any director and the company secretary of the Company where the related document(s) shall be under seal be and is/are hereby authorised to sign, seal, execute, perfect and deliver all such documents and do all such deeds, acts, matters and other things as may be considered necessary or desirable for the purpose of the implementation of the above resolution.”

3. **“THAT**

- (a) subject to and conditional upon the Stock Exchange granting the listing of, and permission to deal in, 110,167,125 new Shares (**“Jiatai Consideration Shares III”**) as consideration under the equity transfer agreement (**“Jiatai Agreement III”**) dated 13 October 2015 and entered into between Purchaser I and Asia Development Capital Co., Ltd. as vendor in relation to the acquisition of 2.41% equity interests in Jiatai Construction, the Directors be and are hereby authorised to allot and issue Jiatai Consideration Shares III at the issue price of HK\$0.4 each per Share upon completion of Jiatai Agreement III by way of specific mandate in accordance with the terms of Jiatai Agreement III, and that Jiatai Consideration Shares III shall, when allotted and issued, be credited as fully paid and rank *pari passu* in all respects with all other shares of the Company in issue on the date of such allotment and issue; and
- (b) **“THAT** any two directors of the Company or any director and the company secretary of the Company where the related document(s) shall be under seal be and is/are hereby authorised to sign, seal, execute, perfect and deliver all such documents and do all such deeds, acts, matters and other things as may be considered necessary or desirable for the purpose of the implementation of the above resolution.”

4. **“THAT**

- (a) subject to and conditional upon the Stock Exchange granting the listing of, and permission to deal in, 300,000,000 new Shares (“**Aveo Consideration Shares**”) as consideration under the sale and purchase agreement (“**Aveo Agreement**”) dated 13 October 2015 and entered into between Track Record Global Limited (Purchaser II, an indirectly wholly-owned subsidiary of the Company) as purchaser and Jian Xiang Limited as vendor in relation to the acquisition of 40% of the issued share capital in Aveo China (Holdings) Limited, the Directors be and are hereby authorised to allot and issue Aveo Consideration Shares at the issue price of HK\$0.4 each per Share upon completion of Aveo Agreement by way of specific mandate in accordance with the terms of Aveo Agreement, and that Aveo Consideration Shares shall, when allotted and issued, be credited as fully paid and rank *pari passu* in all respects with all other shares of the Company in issue on the date of such allotment and issue; and
- (b) **“THAT** any two directors of the Company or any director and the company secretary of the Company where the related document(s) shall be under seal be and is/are hereby authorised to sign, seal, execute, perfect and deliver all such documents and do all such deeds, acts, matters and other things as may be considered necessary or desirable for the purpose of the implementation of the above resolution.”

SPECIAL RESOLUTION

“THAT (a) subject to and conditional upon the issuance of a certificate of incorporation on change of name (“**Certificate**”), the English name of the Company be changed from “COL Capital Limited” to “China Medical & HealthCare Group Limited” and (b) subject to the passing of this resolution, to approve the adoption of a new Chinese name, namely “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, with effect from the date of entry of registration as set out in the Certificate and upon the passing of this resolution, and that the Directors be and are hereby authorised to do all such acts and things and execute such further documents and take all steps which, in their opinion may be necessary, desirable or expedient to implement and give effect to the aforesaid change of the Company’s name and to attend to any necessary registration and/or filing for and on behalf of the Company.”

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

Hong Kong, 18 November 2015

Notes:

1. A member entitled to attend and vote at the SGM is entitled to appoint one or more proxy to attend and vote on his/her/its behalf. A proxy need not be a member of the Company but must be present in person at the SGM to represent the member. If more than one proxy is so appointed, the appointment shall specify the number and class of shares in respect of which each such proxy is so appointed.
2. A form of proxy for use at the SGM is enclosed with the circular of the Company dated 18 November 2015. Whether or not you intend to attend the SGM in person, you are encouraged to complete and return the enclosed form of proxy in accordance with the instructions printed thereon. Completion and return of a form of proxy will not preclude a member from attending in person and voting at the SGM or any adjournment thereof, should he/she/it so wish.
3. In order to be valid, the form of proxy, together with a power of attorney or other authority, if any, under which it is signed, or a certified copy of such power or authority must be deposited at the Company's branch share registrar in Hong Kong, Tricor Tengis Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong, not less than 48 hours before the time appointed for holding the SGM or any adjournment thereof.
4. In the case of joint holders of shares, any one of such joint holders may vote at the SGM, either in person or by proxy, in respect of such share as if he/she/it was solely entitled thereto, but if more than one of such joint holders are present at the SGM personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such shares shall alone be entitled to vote in respect thereof.

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; Dr. Lim Cheok Peng and Dr. Jonathan Weiyen Seah as Non-Executive Directors; and Mr. Lau Siu Ki, Mr. Ma Wah Yan and Mr. Zhang Jian as Independent Non-Executive Directors.