

*Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.*



**COL Capital Limited**

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 383)**

## **DISCLOSEABLE TRANSACTION RELATING TO THE DISPOSAL OF LOAN NOTE**

The Board announces that on 3 September 2010 (after trading hours), the Vendor, a wholly-owned subsidiary of the Company, entered into the Disposal Agreement to dispose of the Loan Note of a book carrying value of US\$5,018,216.81 to the Purchaser at a consideration of HK\$40,000,000.00 which has been settled in cash upon Completion pursuant to the Disposal Agreement.

As the relevant Percentage Ratio in respect of the Disposal Agreement is more than 5% but below 25%, the entering into of the Disposal Agreement constitutes a discloseable transaction for the Company under Chapter 14 of the Listing Rules.

### **THE DISPOSAL AGREEMENT**

**Date:** 3 September 2010

**Purchaser:** Yong Pit Chin

**Vendor:** Mission Time Holdings Limited, a company incorporated in the British Virgin Islands and a wholly-owned subsidiary of the Company

To the best of the information, knowledge and belief of the Directors having made all reasonable enquiry, the Purchaser is an Independent Third Party.

## **Asset to be disposed**

The asset to be disposed of comprises of the Loan Note of a book carrying value of US\$5,018,216.81 beneficially owned by the Vendor.

## **Consideration**

The Consideration is HK\$40,000,000.00 which has been paid by the Purchaser to the Vendor in cash upon Completion.

The Consideration was arrived at after arm's length negotiations between the parties with reference to the book carrying value and the accrual yield of the Loan Note.

In light of the above, the Directors consider that the Consideration is fair and reasonable.

## **Completion**

Completion has taken place immediately after the signing of the Disposal Agreement.

## **INFORMATION ON THE COMPANY AND 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 strategic investment.

## **INFORMATION ON THE LOAN NOTE**

The principal terms of the Loan Note are as follows:-

**Nominal Amount:** US\$6,072,044.40

**Issue Price (Book Carrying Value):** US\$5,018,216.81, being 82.6446% of the nominal amount of US\$6,072,044.40

**Issuer:** Mulpha SPV Limited, a company incorporated in The Federal Territory of Labuan, Malaysia and a wholly-owned subsidiary of Mulpha International Bhd.

**Issue Date:** 15 June 2010

**Maturity Date:** 15 June 2012

**Interest:** Zero coupon

**Accrual Yield:** 10% per annum

## **REASONS FOR AND BENEFITS OF THE DISPOSAL**

Given that the Disposal represents an immediate opportunity for the Group to realize its investment in the Loan Note with a gain, the Directors are of the view that the terms of the Disposal Agreement are on normal commercial terms, which are fair and reasonable and the entering into of the Disposal Agreement is in the interests of the Company and the Shareholders as a whole.

Upon Completion, the Group is expected to record a gain from the Disposal of approximately HK\$858,000, representing the difference between the Consideration of HK\$40,000,000 and the book carrying value of the Loan Note of US\$5,018,216.81 (equivalent to approximately HK\$39,142,000). The Group expects that the proceeds from the Disposal will be used for reduction of borrowings of the Group.

## **LISTING RULES IMPLICATIONS**

As the relevant Percentage Ratio in respect of the Disposal Agreement is more than 5% but below 25%, the entering into of the Disposal Agreement constitutes a discloseable transaction for the Company under Chapter 14 of the Listing Rules.

## **DEFINITIONS**

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

“Board” the board of Directors

“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

“Completion”	the completion of the sale and purchase of the Loan Note under the Disposal Agreement
“connected person(s)”	has the meaning ascribed to it under the Listing Rules
“Consideration”	the consideration payable by the Purchaser for the sale and purchase of the Loan Note
“Directors”	the directors of the Company
“Disposal”	disposal of the Loan Note pursuant to the Disposal Agreement
“Disposal Agreement”	the agreement dated 3 September 2010 and entered into between the Purchaser and the Vendor in relation to the disposal of the Loan Note
“Group”	the Company and its subsidiaries
“Hong Kong”	Hong Kong Special Administrative Region of the PRC
“Independent Third Party(ies)”	party(ies) who, together with his/her ultimate beneficial owner(s) is/are persons independent of the Company and its connected persons
“Issuer”	Mulpha SPV Limited, a company incorporated in The Federal Territory of Labuan, Malaysia and a wholly-owned subsidiary of Mulpha International Bhd. which is a company incorporated in Malaysia and whose shares are listed on the Main Board of The Kuala Lumpur Stock Exchange
“Loan Note”	a book carrying value of US\$5,018,216.81 of the US\$56,000,000 zero coupon notes due 2012 issued by the Issuer and to be assigned by the Vendor to the Purchaser pursuant to the Disposal Agreement
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange

“Percentage Ratio(s)”	percentage ratio(s) as set out in Rule 14.07 of the Listing Rules to be applied for determining the classification of a transaction
“Purchaser”	Ms Yong Pit Chin, an Independent Third Party
“Vendor”	Mission Time Holdings Limited, a company incorporated in the British Virgin Islands and a wholly-owned subsidiary of the Company
“Share(s)”	ordinary share(s) of HK\$0.01 each in the issued share capital of the Company
“Shareholder(s)”	holder(s) of the Shares
“US\$”	United States dollars, the lawful currency of the United States of America
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“%”	per cent

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

Hong Kong, 3 September 2010

*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. Lo Wai On, Mr. Lau Siu Ki and Mr. Zhang Jian as Independent Non-Executive Directors.*