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COL Capital Limited

(Incorporated in Bermuda with limited liability)

(Stock Code: 383)

MAJOR TRANSACTION ACQUISITION OF SHARES OF APAC RESOURCES LIMITED

The Company announces that on 6 September 2010, the Group acquired through market from Independent Third Parties an aggregate of 637,459,562 APAC Shares at an aggregate consideration of HK\$319,344,812 (being approximately HK\$0.501 per APAC Share).

The Acquired Shares represent an aggregate of 637,459,562 APAC Shares and approximately 9.21% of the entire issued share capital of APAC. Before completion of the Acquisition, the Group, through its wholly-owned subsidiary, was beneficially interested in 1,103,240,000 APAC Shares, representing approximately 15.94% of the entire issued share capital of APAC under its securities trading portfolio as at the date of this announcement. Following completion of the Acquisition, the Company will become beneficially interested in an aggregate of 1,740,699,562 APAC Shares, representing approximately 25.15% of the entire issued share capital of APAC.

The Group will hold the Acquired Shares as strategic long term investment and will be classified in the accounts as “Available-for-Sale Investments” as defined under the Hong Kong Accounting Standards HKAS 39 issued by Hong Kong Institute of Certified Public Accountants.

As the relevant Percentage Ratios for the Acquisition under Rule 14.07 exceeds 25% but is below 100%, the Acquisition constitutes a major transaction for the Company and is subject to approval by Shareholders. The Company has obtained a written shareholder's approval for the Acquisition from Vigor Online which holds approximately 70.11% of the total issued share capital of the Company as at the date of the Acquisition. Accordingly, no general meeting for the Shareholders' approval of the Acquisition will be held. A circular containing details of the Acquisition will be despatched to the Shareholders on or before 28 September 2010.

THE ACQUISITION

On 6 September 2010, the Group acquired through market from Independent Third Parties an aggregate of 637,459,562 APAC Shares at an aggregate consideration of HK\$319,344,812 (being approximately HK\$0.501 per APAC Share).

To the best knowledge, information and belief of the Directors having made all reasonable enquiry and so far as the Directors are aware, each of the vendors of the Acquired Shares is an Independent Third Party.

Assets acquired

The Acquired Shares represent an aggregate of 637,459,562 APAC Shares and approximately 9.21% of the entire issued share capital of APAC. So far as the Directors are aware, there are no contractual restrictions which are applicable to the subsequent sale of the Acquired Shares.

Before completion of the Acquisition, the Group, through its wholly-owned subsidiary, was beneficially interested in 1,103,240,000 APAC Shares, representing approximately 15.94% of the entire issued share capital of APAC under its securities trading portfolio as at the date of this announcement. Following completion of the Acquisition, the Company will become beneficially interested in an aggregate of 1,740,699,562 APAC Shares, representing approximately 25.15% of the entire issued share capital of APAC.

Consideration

The Consideration payable for the Acquired Shares is HK\$319,344,812 (being HK\$0.501 per APAC Share).

The Consideration will be satisfied by cash and financed from the internal resources of the Group and/or borrowing of the Group.

The average price of HK\$0.501 per Acquired Share represents:–

- (a) a premium of 3.30 % to the closing price of HK\$0.485 per APAC Share as at 6 September 2010;
- (b) a premium of 4.375% to the average closing price of HK\$0.48 per APAC Share for the last 5 trading days up to and including 6 September 2010;
- (c) a premium of 8.09% to the average closing price of HK\$0.4635 per APAC Share for the last 10 trading days up to and including 6 September 2010;
- (d) a discount of 32.75% to the unaudited asset value (based upon market value of its listed investments including its investments in listed associates and its cash and cash equivalent) per APAC Share of HK\$0.745 as at 30 August 2010 as announced by APAC on 1 September 2010; and
- (e) a discount of 1.76% to the unaudited consolidated net asset value per APAC Share of HK\$0.51 as at 30 June 2010.

The relevant Consideration for 1,940,000 APAC Shares acquired at an average price of HK\$0.473 through market was determined by reference to the prevailing market prices of APAC Shares and for 635,519,562 APAC Shares acquired at a price of HK\$0.50 through market by crossing was determined after arm's length negotiations between parties with reference to (i) the recent market prices of APAC Share as quoted on the Stock Exchange; (ii) the unaudited consolidated net asset value of APAC Shares as at 30 June 2010; (iii) the unaudited asset value per APAC Share as at 30 August 2010 and (iv) the substantial block size of the Acquired Shares.

REASONS FOR AND BENEFITS OF ENTERING INTO THE ACQUISITION

The principal businesses of the Group are securities trading and investments, provision of financial services, property investment and strategic investment. The Group considers that the Acquisition provides an opportunity for the Group to participate in the businesses of (i) trading in base metals and commodities; and (ii) trading and investment in listed securities with a portfolio primarily focused on natural resources and related sector and industries. Following completion of the Acquisition, the Group will hold the Acquired Shares as strategic long term investment and will be classified in the accounts as “Available-for-Sale Investments” as defined under the Hong Kong Accounting Standards HKAS 39 issued by Hong Kong Institute of Certified Public Accountants. At each balance sheet date subsequent to initial recognition, “Available-for-Sale Investments” are measured at fair value. Changes in fair value are recognised in equity, until the investment is disposed of or is determined to be impaired, at which time, the cumulative gain or loss previously recognised in equity is removed from equity and recognised in profit or loss. Any impairment losses on “Available-for-Sale Investments” are recognised in profit or loss. Impairment losses on available-for-sale investments will not be reversed in profit or loss in subsequent periods.

In view of the above, the Board is of the view that the terms of the Acquisition are fair and reasonable and on normal commercial terms, and the Acquisition is in the interest of the Company and its shareholders taken as a whole.

Information on APAC

APAC is a company incorporated in Bermuda with limited liability, the shares of which are listed on the Main Board of the Stock Exchange. APAC is principally engaged in investment holding. The principal business activities of APAC’s subsidiaries are (a) trading in base metals and commodities, and (b) trading and investment in listed securities with a portfolio primarily focused on natural resources and related sector and industries.

Below is the audited financial information of APAC for the two years ended 31 December 2008 and 31 December 2009 extracted from the audited consolidated financial statements of APAC and the unaudited financial information of APAC for the 6 months ended 30 June 2010 extracted from the unaudited consolidated financial statements of APAC:

	For the year ended 31 December 2008 (audited) HK\$'000	For the year ended 31 December 2009 (audited) HK\$'000	For the 6 months ended 30 June 2010 (unaudited) HK\$'000
Revenue	298,613	301,420	378,219
Profit (loss) before taxation and extraordinary items	(1,252,388)	444,384	221,614
Profit (loss) after taxation and extraordinary items	(1,252,329)	372,603	143,382
Profit (loss) attributable to the equity holders of APAC	(1,252,329)	372,603	143,382
Net asset value	1,271,261	2,962,014	3,538,163

Information on the Company

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.

IMPLICATIONS UNDER THE LISTING RULES

As the relevant Percentage Ratios for the Acquisition under Rule 14.07 exceeds 25% but is below 100%, the Acquisition constitutes a major transaction for the Company and is subject to approval by Shareholders. The Company has obtained a written shareholder's approval for the Acquisition from Vigor Online which holds approximately 70.11% of the total issued share capital of the Company as at the date of the Acquisition. Accordingly, no general meeting for the Shareholders' approval of the Acquisition will be held. So far as the Directors are aware, no Shareholder has a material interest in the Acquisition which is different from other shareholders of the Company, therefore, no Shareholder is required to abstain from the voting in respect of the Acquisition. A circular containing details of the Acquisition will be despatched to the Shareholders on or before 28 September 2010.

DEFINITIONS

“Acquisition”	the acquisition of the Acquired Shares by the Company
“Acquired Shares”	the 637,459,562 APAC Shares acquired by the Group through market from Independent Third Parties
“APAC”	APAC Resources 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: 1104)
“APAC Share(s)”	ordinary shares of nominal value of HK\$0.10 each in the issued share capital of APAC
“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
“Consideration”	the consideration payable by the Company for the acquisition of the Acquired Shares
“Directors”	the directors of the Company
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	Hong Kong Special Administrative Region of the PRC
“Independent Third Parties”	parties who, together with their respective ultimate beneficial owners are persons independent of the Company and its connected persons (as defined in the Listing Rules)
“Listing Rules”	Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited

“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
“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
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Vigor Online”	Vigor Online Offshore Limited, a company incorporated in the British Virgin Islands and a controlling Shareholder holding 390,325,707 Shares representing approximately 70.11% of the entire issued share capital of the Company as at the date of this announcement
“%”	per cent

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

Hong Kong, 6 September 2010

As at the date of this announcement, the Board comprises Ms. Chong Sok Un as 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.