
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular or the action to be taken, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in COL Capital Limited, you should at once hand this circular to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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COL Capital Limited

(Incorporated in Bermuda with limited liability)

(Stock Code: 383)

DISCLOSEABLE TRANSACTION

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DEFINITIONS

In this circular, the following expressions have the meanings correspondingly ascribed below unless the context otherwise requires:

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| “Additional Limited Partner” | means a person who becomes a Limited Partner at a Closing subsequent to the First Closing or to the extent of its additional Commitment, a partner which increases its Commitment to the Partnership at a subsequent Closing |
| “Amended Agreement” | the amended and restated limited partnership agreement for the Fund dated 18th September, 2007 entered into between SHK Private Equity Managers Ltd. and the Limited Partners |
| “Announcement” | the announcement of the Company dated 15th November, 2007 |
| “associates” | having the meaning ascribed to it under the Listing Rules |
| “Board” | the Board of Directors |
| “Business Day” | a day (other than a Saturday, Sunday or public holiday) when banks are open in Dublin and Hong Kong or such other day or days as the General Partner may determine from time to time, provided that where as a result of a number 8 typhoon signal, black rainstorm warning or other similar event, the period during which banks in Hong Kong are open on any day is reduced, such day shall not be a Business Day unless the General Partner determines otherwise |
| “Closing” | means any occasion upon which persons are admitted as Limited Partners to the Partnership |
| “Commitment” | in respect of each Partner the capital agreed to be contributed by that Partner |
| “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 (Stock Code: 383) |
| “connected person” | having the meaning ascribed to it under the Listing Rules |
| “Contribution” | all monies contributed by a Partner to the Partnership, pursuant to a Drawdown Notice |

DEFINITIONS

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| “Directors” | the directors of the Company |
| “Drawdown Notice” | a written notice of not less than ten Business Days requesting payment issued by the General Partner to the Limited Partner for the purpose of funding of the Partnership |
| “Fund” | SHK Asian Opportunities Fund, L. P. |
| “General Partner” | SHK Private Equity Managers Ltd., an exempted company with limited liability, incorporated in the Cayman Islands (not licensed under the SFC) and is principally engaged in investments activities, or such other entity who is for the time being the general partner of the Partnership |
| “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 People’s Republic of China |
| “HKAS” | the Hong Kong Accounting Standard issued by HKICPA |
| “HKICPA” | the Hong Kong Institute of Certified Public Accountants |
| “Initial Agreement” | an initial limited partnership agreement dated 6th March, 2007 entered into between the General Partner and the Initial Limited Partner in order to establish the Partnership |
| “Initial Limited Partner” | Campbell Nominees Limited |
| “Investment” | each investment acquired or proposed to be acquired by the Partnership or by a special purpose vehicle owned or controlled by the Partnership and any undertaking by the Partnership to make the same and any guarantee or undertaking given by the Partnership in connection with an investment but excluding any Short Term Investments |

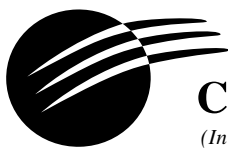
DEFINITIONS

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| “Investment Adviser” | SHK Fund Management Limited, a company incorporated in Hong Kong and licensed by the SFC, and appointed by the Investment Manager to act as the Investment Adviser to provide investment advice in relation to the Fund |
| “Investment Manager” | SHK Alpha Managers Ltd., a company incorporated in the Cayman Islands and/or any Affiliate of such company appointed by the General Partner as Investment Manager to the Partnership |
| “Last Practicable Date” | 30th November, 2007, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained in this circular |
| “Limited Partner” | any person which subscribes to the Amended Agreement as a limited partner and any person which is subsequently admitted to the Partnership as an Additional Limited Partner or Substitute Limited Partner |
| “Listing Rules” | Rules Governing the Listing of Securities on The Stock Exchange |
| “Management Fee” | the management fee to be paid by the Partnership to the General Partner |
| “Mission Time” | Mission Time Holdings Limited, an indirect wholly-owned subsidiary of the Company |
| “Partnership” | the SHK Fund, an exempted limited partnership established pursuant to the Initial Agreement as amended by the Amended Agreement under the Exempted Limited Partnership Law (2003 Revision) of the Cayman Islands |
| “PRC” | the People’s Republic of China |
| “Shares” | ordinary shares of nominal value of HK\$0.10 each in the issued share capital of the Company |
| “Shareholders” | the shareholders of the Company |
| “Short Term Investments” | pending the making of suitable Investments and distributions to invest the funds of the Partnership in government securities, money market funds, bank deposits and other similar investments determined by the General Partner to be of high credit quality |

DEFINITIONS

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| “Stock Exchange” | The Stock Exchange of Hong Kong Limited |
| “Subscription” | Mission Time subscribing for and agreeing to purchase limited partnership interests in the Fund with a Commitment |
| “Subscription Agreement” | the subscription agreement dated 14th November, 2007 entered into by Mission Time as the subscriber to subscribe for the limited partnership interests in the Fund |
| “Substitute Limited Partner” | means a person admitted as the successor to all or part of the rights and liabilities of a Limited Partner in respect of such Limited Partner’s interest in the Partnership |
| “substantial shareholder” | having the meaning ascribed to it under the Listing Rules |
| “SFC” | the Securities and Futures Commission of Hong Kong |
| “SFO” | the Securities and Futures Ordinance (Chapter 571 under the Laws of Hong Kong) |
| “US” | the United States of America |
| “US\$” | United States dollars, the lawful currency of the United States of America |

LETTER FROM THE BOARD



COL Capital Limited

(Incorporated in Bermuda with limited liability)

(Stock Code: 383)

Executive Directors:

Ms. Chong Sok Un (*Chairman*)

Dato' Wong Peng Chong

Mr. Kong Muk Yin

Registered Office:

Canon's Court

22 Victoria Street

Hamilton HM 12

Bermuda

Independent Non-Executive Directors:

Mr. Lo Wai On

Mr. Lau Siu Ki, Kevin

Mr. Zhang Jian

Head Office and Principal Place

of Business in Hong Kong:

47th Floor

China Online Centre

333 Lockhart Road

Wanchai

Hong Kong

5th December, 2007

To the Shareholders

Dear Sir or Madam,

DISCLOSEABLE TRANSACTION

INTRODUCTION

On 14th November, 2007, Mission Time (an indirect wholly-owned subsidiary of the Company) entered into the Subscription Agreement, pursuant to which Mission Time agreed to subscribe for the limited partnership interests in the Fund with commitment of up to US\$20,000,000.00 (equivalent to approximately HK\$156,000,000.00).

The transaction contemplated in the Subscription Agreement constitutes a discloseable transaction for the Company, on the basis that the calculation of each of the total assets ratio and consideration ratio is within the range of five per cent. and 25 per cent.

The purpose of this circular is to provide the Shareholders with details of the terms of the Subscription and other information in accordance with the requirements of the Listing Rules.

LETTER FROM THE BOARD

THE SUBSCRIPTION AGREEMENT

Date

14th November, 2007.

Parties

- (1) Subscriber: Mission Time
- (2) Fund: The Fund

To the best of the Directors' knowledge, the General Partner, the Initial Limited Partner, the Investment Manager, the Investment Advisor and their respective ultimate owners are independent third parties not connected with the Company, any of its subsidiaries or any of their respective associates, or any of the connected persons of the Company, any of its subsidiaries or any of their respective associates (as defined in the Listing Rules).

The Subscription

Mission Time subscribes for and agrees to purchase the limited partnership interest in the Fund.

Consideration

An aggregate commitment of up to US\$20,000,000.00 (equivalent to approximately HK\$156,000,000.00).

The Group will meet its Commitment and make its Contribution to the Fund by its internal resources and/or borrowings.

INFORMATION ABOUT THE COMPANY AND MISSION TIME

The Company

The Company is a company incorporated in Bermuda with limited liability. Its shares are listed on the Main Board of the Stock Exchange.

The principal business activity of the Company is investment holding and through its subsidiaries engages in securities trading and investments, provision of financial services, property investment and strategic investment.

LETTER FROM THE BOARD

Mission Time

Mission Time is a company incorporated in British Virgin Islands with limited liability. The principal business activity of Mission Time is investment holding. Mission Time is an indirect wholly-owned subsidiary of the Company.

INFORMATION ABOUT THE FUND

Fund Structure: The Fund is structured as a Cayman Islands exempted limited partnership established pursuant to the Initial Agreement as amended by the Amended Agreement under the Exempted Limited Partnership Law (2003 Revision) of the Cayman Islands.

Total Commitment: Total commitment of the Fund is US\$100,000,000.00.

Investment Objective: The principal investment objective of the Fund is to achieve capital growth through investment in a diverse portfolio of investments.

The investment mandate of the Fund is highly flexible and investments might be made directly or indirectly in listed or unlisted shares, equity loan notes, other equity or debt instruments or physical assets. The geographical and sectorial diversification of the Fund's Investments will be within the discretion of the General Partner.

The general guidelines for selecting investments by the Fund include, amongst others, a sound business model, strong management team, present or future earning power, with sound growing income stream, cash flow and reasonable valuation of pricing, etc.

Foreign Exchange Hedging Policy: The General Partner may enter on behalf of the Fund into short sales, transaction contracts or other derivative contracts or instruments if such transactions are bona fide currency or interest rate hedging transactions in connection with acquisition, holding, financing, refinancing or disposition of investment.

Realisation of Investments: The General Partner expects to realise the Fund's Investments through listing the Investment on stock exchanges in different countries including the PRC, Hong Kong and the US, and sales to corporate, individual or institutional investors.

LETTER FROM THE BOARD

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| Partners: | <p>The General Partner is SHK Private Equity Management Ltd.. Each investor in the Fund will be a Limited Partner.</p> <p>The General Partner is responsible for the overall management and control of the Fund's affairs including its overall investment strategy and supervision of the Investment Manager and will have ultimate decision-making authority for the Fund.</p> |
| Investment Manager and Investment Adviser: | SHK Alpha Managers Ltd and SHK Fund Management Limited. |
| Number of investors: | As advised by the General Partner, up to 15th November, 2007, there are a total of 8 investors in the Fund. |
| Drawdowns and Contribution to the Fund: | Each Limited Partner may be required to make Contribution, in proportion to its Commitment, to the Fund in such amount in cash as the General Partner may require. Drawdowns will be made generally on an as-needed basis, on giving not less than ten Business Days' written notice and in such amounts as the General Partner may in its discretion require to fund the acquisition of Investments, fees (including the Management Fee), expenses and other obligations of the Fund. |
| Distribution by the Fund: | Distributions from the Fund may be made at any time as determined by the General Partner. In general, net current income, including dividends and interest from the Investments will in the discretion of the General Partner be distributed annually. |
| Closings and Closing Adjustments: | The first closing of the Fund was on 14th November, 2007 (the "First Closing") with the possibility of one or more further closings for additional Commitments no later than nine months after the First Closing (each a "Subsequent Closing"), at the discretion of the General Partner. At Subsequent Closings, additional investors (or existing Limited Partners increasing their Commitments) admitted to the Fund at that Subsequent Closing will still be entitled to participate in that portion of the Investments made prior to their admission to the Fund. They will bear fees and expenses incurred by the Fund prior to their admission to the Fund as if they had been admitted, or their additional Commitment had been made, at the First Closing. |

LETTER FROM THE BOARD

Investment Period: Investments can be made by the Fund from the First Closing until the earliest of the followings:

- (a) the third anniversary of the First Closing;
- (b) when Commitments have been drawn down in full or committed to follow-on investments, or in the absolute discretion of the General Partner, when 15 per cent. or less of Commitments remain to be drawn;
- (c) the good faith determination of the General Partner that changes in applicable laws or regulations or business conditions makes termination of the Investment Period necessary or advisable in the interests of the Partners; and
- (d) the date upon which Limited Partners accounting for 75 per cent. of Limited Partners' Commitments to the Fund agree to terminate the Investment Period.

Notwithstanding the above, the Investment Period may be extended for one (1) more year after the date on which the Investment Period expires if the expiry of the Investment Period is caused by (a) or (b) above.

Term of the Fund: The Fund will have a term of five years from the First Closing and may be extended for up to two consecutive one-year periods after the fifth anniversary of the First Closing upon the prior consent of Limited Partners accounting for 50 per cent. of Limited Partners' Commitments to the Fund.

REASONS FOR THE SUBSCRIPTION

As a value investor, the Group is constantly reviewing and adjusting its investment strategies and investment portfolio for improvement and will continue in seeking and identifying undervalued investment and business opportunities in the PRC, Hong Kong and the Asia Pacific region to enhance value for its shareholders. The Directors consider that the Subscription is in line with the Company's investment strategy and represents a good opportunity for the Company to expand its strategic investment business by achieving capital growth through the Fund in making direct or indirect investments in listed or unlisted shares, equity loan notes, other equity or debt instruments or physical assets in different countries including Hong Kong, the PRC and the US.

LETTER FROM THE BOARD

Moreover, by tapping the expertise of the General Partner, the Investment Manager and Investment Advisor, the Company will be able to better capture the investment opportunities.

Having regard to the nature of and the benefits resulting from the Subscription, the Directors believe that the terms of the Subscription Agreement are fair and reasonable and in the interests of the Company and the shareholders of the Company taken as a whole.

The Fund will be held by the Group for strategic investment purpose and will be classified in the accounts as “Available for Sale Financial Assets” as defined under HKSA39 issued by HKICPA.

FINANCIAL EFFECT OF THE SUBSCRIPTION

Following completion of the Subscription, net asset value of the Company will remain unchanged as the increase in non-current assets will be off-set by the decrease in current assets or the increase in current or non-current liabilities. The Subscription will not give rise to any immediate or material effect on the earnings of the Company and the Group.

LISTING RULES IMPLICATIONS

The transaction contemplated in the Subscription Agreement constitutes a discloseable transaction for the Company, on the basis that the calculation of each of the total assets ratio and consideration ratio is within the range of five per cent. and 25 per cent.

ADDITIONAL INFORMATION

Your attention is drawn to the general information of the Company set out in the appendix to this circular.

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

1. RESPONSIBILITY STATEMENT

This circular includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors collectively and individually accept full responsibility for the accuracy of the information contained in this circular and confirm, having made all reasonable enquiries, that to the best of their knowledge and belief, opinions expressed in this circular have been arrived at after due and careful consideration and there are no other facts the omission of which would make any statement in this circular misleading.

2. DISCLOSURE OF INTERESTS

(a) Directors' interests

Save as disclosed below, as at the Latest Practicable Date, none of the Directors and chief executive of the Company had any interest or short position in the shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO), which (i) were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including the interests and short positions, if any, which they were taken or deemed to have under such provisions of the SFO); (ii) were required, pursuant to Section 352 of the SFO, to be entered in the register referred to in such provisions of the SFO; or (iii) were required, pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers as set out in Appendix 10 of the Listing Rules to be notified to the Company and the Stock Exchange:

| Name of Director | Personal interests | Corporate interests | Other interests | Total | Percentage over all issued Shares |
|-----------------------------------|--------------------|-------------------------|-----------------|-------------|-----------------------------------|
| Ms. Chong Sok Un ("Ms. Chong") | – | 106,484,400 (Note 1) | – | 106,484,400 | 38.56% |

Notes:

- (1) As at the Latest Practicable Date, Vigor Online Offshore Limited ("Vigor Online"), a wholly-owned subsidiary of China Spirit Limited ("China Spirit") held 106,484,400 Shares. Ms. Chong maintains 100% beneficial interests in China Spirit. Accordingly, Ms. Chong is deemed to have corporate interests in 106,484,400 Shares.
- (2) The interests stated above represented long position.

(b) Substantial Shareholders' interests

Save as disclosed below, the Directors and the chief executive of the Company were not aware that there was any person who, as at the Latest Practicable Date, had an interest or short position in the shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) which would fall to be disclosed under provisions of Division 2 and 3 of Part XV of the SFO, or who, as at the Latest Practicable Date, was directly and indirectly interested in ten per cent. or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meetings of the Group.

| Name | Capacity | Number of Shares held | Percentage over all issued Shares |
|---|---|--------------------------|---|
| Ms. Chong Sok Un | Held by controlled corporation (<i>Note 1</i>) | 106,484,400 | 38.56% |
| China Spirit Limited | Held by controlled corporation (<i>Note 1</i>) | 106,484,400 | 38.56% |
| Vigor Online | Beneficial owner | 106,484,400 | 38.56% |
| Mr. John Zwaanstra ("Mr. Zwaanstra") | Held by controlled corporation (<i>Note 2</i>) | 25,051,000 | 9.07% |
| Penta Investment Advisers Limited ("Penta") | Investment Manager (<i>Note 3</i>) | 25,051,000 | 9.07% |

Note:

- As at the Latest Practicable Date, Vigor Online is a wholly-owned subsidiary of China Spirit in which Ms. Chong maintains 100% beneficial interest. Accordingly, China Spirit and Ms. Chong are deemed to be interested in 106,484,400 Shares under the SFO.
- Mr. Zwaanstra has an interest in 100% of Penta. Accordingly, Mr. Zwaanstra is deemed to be interested in 25,051,000 Shares.
- Penta has an interest in 25,051,000 Shares as an investment manager, and acts through its wholly-owned subsidiaries.
- All interests stated above represented long positions.

3. SERVICE CONTRACTS OF THE DIRECTORS

As at the Latest Practicable Date, none of the Directors had any existing or proposed service contract with any member of the Group which does not expire or is not terminable by such member of the Group within one year without payment of compensation (other than statutory compensation).

4. DIRECTORS' INTERESTS IN COMPETING BUSINESS

As at the Latest Practicable Date, none of the Directors and their respective associates were considered to have interests in businesses apart from the Group's businesses which compete, or are likely to compete, either directly or indirectly, with the businesses of the Group pursuant to Rule 8.10 of the Listing Rules.

5. LITIGATION

- (a) In November 1998, a writ was issued against the Company's subsidiaries, Hongkong Digital Television Limited ("Digital TV", formerly Star Interactive Television Limited) and Star Telecom Services Limited ("STSL", formerly Hong Kong Star Internet Limited) by nCube Corporation ("nCube"), claiming the sum of approximately US\$1,980,000 (equivalent to approximately HK\$15,305,000) plus interest in relation to the alleged purchase of two MediaCube 3000 systems by Digital TV from nCube. The claim of nCube against STSL was on the basis of a chop of STSL on the contract between Digital TV and nCube. STSL had taken legal advice and had been advised that it was very unlikely that STSL would be held liable to the claim of nCube. Digital TV was also opposing the claim of nCube and had taken legal advice.

As advised by its lawyers, Digital TV had reasonable grounds in defending the claim and, accordingly, had not made any provision in the consolidated financial statements in connection with the claim. Digital TV filed a defence in this section on 14 December 1998 and nCube had failed to take further action since that date. There was no progress since then in respect of the litigation.

- (b) Stellar One Corporation ("Stellar One") served a statutory demand under Section 178 of the Companies Ordinance for the sum of approximately US\$1,152,000 (equivalent to approximately HK\$8,983,000) upon Digital TV in November 1998. Stellar One filed a winding up petition against Digital TV in December 1998 which was vigorously opposed by Digital TV. Digital TV applied for an order for security for the costs against Stellar One. On 4 May 1999, the Court ordered Stellar One to pay HK\$200,000 to the court as security for the costs of Digital TV on or before 7 May 1999. Stellar One failed to pay that amount to the court.

The petition was dismissed in November 1999 and Stellar One was to pay Digital TV its cost of the petition, which amounted to HK\$254,000. Stellar One had indicated that it would proceed to arbitration in Honolulu to recover the alleged amount.

Digital TV took legal advice and was advised that the arbitration proceedings had not commenced as of the date of this document. As advised by its lawyers, Digital TV had reasonable grounds in defending the claims and, accordingly, had not made any provision in the consolidated financial statements in connection with the claims.

Save and except for the matters specified above, neither the Company nor any of its subsidiaries is engaged in any litigation or claims of material importance and, so far as the Directors are aware, no litigation or claims of material importance are pending or threatened by or against any companies of the Group.

6. GENERAL

- (a) The registered office of the Company is Canon's Court, 22 Victoria Street, Hamilton HM 12, Bermuda.
- (b) The head office and principal place of business in Hong Kong of the Company is 47th Floor, China Online Centre, 333 Lockhart Road, Wanchai, Hong Kong.
- (c) The secretary of the Company is Ms. Fung Ching Man, Ada, an associate member of the Institute of Chartered Secretaries and Administrators.
- (d) The qualified accountant of the Company is Mr. Kong Muk Yin. He graduated from City University of Hong Kong with a bachelor's degree in business studies. He is a fellow member of the Association of Chartered Certified Accountants, a member of the Hong Kong Institute of Certified Public Accountants and a Chartered Financial Analyst.
- (e) The principal share registrar and transfer office is Butterfield Fund Services (Bermuda) Limited, Rosebank Centre, 11 Bermudiana Road, Pembroke HM 08, Bermuda.
- (f) The Hong Kong branch share registrar of the Company is Tricor Tengis Limited, 26/F., Tesbury Centre, 28 Queen's Road East, Wan Chai, Hong Kong.
- (g) This circular is prepared in both English and Chinese. In the event of inconsistency, the English text shall prevail.