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PEACE MAP HOLDING LIMITED

天下圖控股有限公司

(incorporated in the Cayman Islands and continued in Bermuda with limited liability)

(Stock code: 402)

(1) APPOINTMENT OF EXECUTIVE DIRECTORS AND INDEPENDENT NON-EXECUTIVE DIRECTORS;

(2) RESIGNATION OF EXECUTIVE DIRECTORS AND INDEPENDENT NON-EXECUTIVE DIRECTORS;

(3) CHANGE IN COMPOSITION OF BOARD COMMITTEES; AND

(4) CHANGE OF AUTHORISED REPRESENTATIVE

(1) APPOINTMENT OF EXECUTIVE DIRECTORS AND INDEPENDENT NON-EXECUTIVE DIRECTORS

The board of directors (the “**Board**”) of Peace Map Holding Limited (the “**Company**”) is pleased to announce that:

- (i) Mr. LI Chengning and Mr. XU Jian be appointed as executive directors of the Company with effect from 1 October 2017.

Mr. LI Chengning, aged 53, graduated from University of Electronic Science and Technology of China (formerly known as 成都電訊工程學院 (Chengdu Institute of Radio Engineering*)) in electronic equipment and measurement technology. Mr. LI Chengning has over 30 years’ experience in investment management and capital market area. He is currently the chief investment officer of AVIC International (HK) Group Limited (“**AVIC Int’l Group**”), a substantial shareholder of the Company and a director of 四維航空遙感有限公司 (CATIC Siwei Co., Ltd*), a substantial shareholder of 北京天下圖數據技術有限公司 (Peace Map Co., Ltd*) which is a subsidiary of the Company. Mr. LI Chengning is also a director of certain subsidiaries and associated companies of AVIC Int’l Group. He previously served as a manager of enterprise management division and operation management division of AVIC International Holding Corporation, a substantial shareholder of the Company.

* For identification purpose only

Mr. XU Jian, aged 33, holds a Master's degree in professional accounting from Chinese Academy of Fiscal Sciences and a Bachelor's degree in accounting from Zhongnan University of Economics and Law. Mr. XU Jian has over 10 years' experience in accounting, financial management and investment management. He is currently the assistant chief financial officer of AVIC Int'l Group, a substantial shareholder of the Company.

Save as disclosed above, Mr. LI Chengning and Mr. XU Jian did not hold any other major appointment or professional qualification or directorships in the last three years in public companies the securities of which are listed on any securities market in Hong Kong or overseas. Save as being an executive director of the Company, each of Mr. LI Chengning and Mr. XU Jian does not hold any other position in the Company or any subsidiaries of the Company. Save as disclosed above, Mr. LI Chengning and Mr. XU Jian do not have any relationship with any directors, senior management or substantial or controlling shareholders (as defined in the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "**Listing Rules**")) of the Company. As at the date of this announcement, Mr. LI Chengning and Mr. XU Jian do not have any interests in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) ("the **SFO**").

The Company entered into a letter of appointment with Mr. LI Chengning and Mr. XU Jian respectively on 29 September 2017 pursuant to which Mr. LI Chengning and Mr. XU Jian were appointed as executive directors of the Company for a term of three years commencing from 1 October 2017 to 30 September 2020 which may be terminated by either party by not less than one month's written notice. Each of Mr. LI Chengning and Mr. XU Jian will receive a director's fee of HK\$10,000 per month, which is determined by the remuneration committee of the Company (the "**Remuneration Committee**") and the Board with reference to his duties and responsibilities within the Company. Mr. LI Chengning and Mr. XU Jian are also entitled to participate in the share option scheme of the Company. Mr. LI Chengning and Mr. XU Jian are subject to retirement by rotation at the next annual general meeting of the Company in accordance with the by-laws of the Company and the Listing Rules and are eligible for re-election at such meeting.

Save as disclosed above, the Board is not aware of any other matter in relation to the appointment of each of Mr. LI Chengning and Mr. XU Jian that needs to be brought to the attention of the holders of securities of the Company nor is there any information that needs to be disclosed by the Company pursuant to any of the requirements under rules 13.51(2)(h) to (v) of the Listing Rules.

- (ii) Ms. LI Nan and Mr. XU Lei be appointed as independent non-executive directors of the Company with effect from 1 October 2017.

Ms. LI Nan, aged 40, holds a Bachelor's degree in accounting from Peking University. She is a fellow member of the Association of Chartered Certified Accountants and has over 16 years' experience in accounting and financial analysis. Ms. LI Nan is currently the sales strategy and executive officer of Microsoft (China) Limited.

Mr. XU Lei, aged 39, holds a Master's degree in laws (Business law in a global context) from Université de Montréal (University of Montreal*) and a Master's degree in law (Economic law) from Peking University. He also holds a Bachelor's degree in law (Economic law) from Sichuan University. Mr. XU Lei is a practising lawyer admitted in the People's Republic of China in 2002 and has over 15 years' experience in the practice of law. He is also a member of All China Lawyers Association and Beijing Lawyers Association. Mr. XU Lei is currently a practicing lawyer of Beijing Goodwill Law Firm.

Each of Ms. LI Nan and Mr. XU Lei has confirmed that he/she meets the independence criteria as set out in rule 3.13 of the Listing Rules.

Save as disclosed above, Ms. LI Nan and Mr. XU Lei did not hold any other major appointment or professional qualification or directorships in the last three years in public companies the securities of which are listed on any securities market in Hong Kong or overseas. Save as being an independent non-executive director of the Company, each of Ms. LI Nan and Mr. XU Lei does not hold any position in the Company or any subsidiaries of the Company. Ms. LI Nan and Mr. XU Lei do not have any relationship with any directors, senior management or substantial or controlling shareholders (as defined in the Listing Rules) of the Company. As at the date of this announcement, Ms. LI Nan and Mr. XU Lei do not have any interests in the shares of the Company within the meaning of Part XV of the SFO.

* *For identification purpose only*

The Company entered into a letter of appointment with Ms. LI Nan and Mr. XU Lei respectively on 29 September 2017 pursuant to which Ms. LI Nan and Mr. XU Lei were appointed as independent non-executive directors of the Company for a fixed term of three years commencing from 1 October 2017 to 30 September 2020 which may be terminated by either party by not less than one month's written notice. Each of Ms. LI Nan and Mr. XU Lei will receive a director's fee of HK\$5,000 per month, which is determined by the Remuneration Committee and the Board with reference to his/her duties and responsibilities within the Company. Ms. LI Nan and Mr. XU Lei are also entitled to participate in the share option scheme of the Company. Ms. LI Nan and Mr. XU Lei are subject to retirement by rotation at the next general meeting of the Company in accordance with the by-laws of the Company and the Listing Rules and are eligible for re-election at such meeting.

Save as disclosed above, the Board is not aware of any other matter in relation to the appointment of each of Ms. LI Nan and Mr. XU Lei that needs to be brought to the attention of the holders of securities of the Company nor is there any information that needs to be disclosed by the Company pursuant to any of the requirements under rules 13.51(2)(h) to (v) of the Listing Rules.

The Board would like to extend its welcome to Mr. LI Chengning, Mr. XU Jian, Ms. LI Nan and Mr. XU Lei in joining the Company.

(2) RESIGNATION OF EXECUTIVE DIRECTORS AND INDEPENDENT NON-EXECUTIVE DIRECTORS

The Board hereby announces that:

- (i) Mr. ZHU Dong (“**Mr. ZHU**”) and Mr. FENG Tao (“**Mr. FENG**”) have tendered resignation as executive directors of the Company with effect from 1 October 2017 as each of them intends to devote more time on pursuing other business commitments. Each of Mr. ZHU and Mr. FENG has confirmed that he has no disagreement with the Board and there are no other matters regarding his resignation that need to be brought to the attention of the shareholders of the Company. Mr. ZHU will continue to serve as the deputy chief executive officer of the Company and Mr. FENG will continue to serve as the chief financial officer of the Company.

- (ii) Mr. ZHAI Shenggang (“**Mr. ZHAI**”) and Mr. KANG Hua (“**Mr. KANG**”) have tendered resignation as independent non-executive directors of the Company with effect from 1 October 2017 as each of them intends to devote more time on pursuing other business commitments. Each of Mr. ZHAI and Mr. KANG has confirmed that he has no disagreement with the Board and there are no other matters regarding his resignation that need to be brought to the attention of the shareholders of the Company.

The Board would like to express its sincere gratitude to Mr. ZHU, Mr. FENG, Mr. ZHAI and Mr. KANG for their valuable contribution to the Company during their tenure of services.

(3) CHANGE IN COMPOSITION OF BOARD COMMITTEES

The Board announces that:

- (i) Mr. LI Bin, an executive director of the Company, be appointed as a member of each of the Remuneration Committee and the nomination committee of the Company (the “**Nomination Committee**”) with effect from 1 October 2017.
- (ii) Mr. LI Chengning be appointed as a member of the executive committee of the Company (the “**Executive Committee**”) with effect from 1 October 2017.
- (iii) Ms. LI Nan be appointed as a member of each of the Remuneration Committee, the Nomination Committee and the audit committee of the Company (the “**Audit Committee**”) with effect from 1 October 2017.
- (iv) Mr. XU Lei be appointed as a member of the Audit Committee with effect from 1 October 2017.
- (v) Following his resignation as an executive director, Mr. ZHU will cease to be a member of each of the Remuneration Committee, the Nomination Committee and the Executive Committee with effect from 1 October 2017.
- (vi) Following his resignation as an independent non-executive director, Mr. ZHAI will cease to be a member of each of the Audit Committee, the Nomination Committee and the Remuneration Committee with effect from 1 October 2017.
- (vii) Following his resignation as an independent non-executive director, Mr. KANG will cease to be a member of the Audit Committee with effect from 1 October 2017.

(4) CHANGE OF AUTHORISED REPRESENTATIVE

The Board further announces that Mr. ZHU will cease to act as an authorised representative of the Company under rule 3.05 of the Listing Rules and an authorised representative of the Company to accept on the Company's behalf service of process and notices required to be served on the Company in Hong Kong as required under Rule 19.05(2) of the Listing Rules and Part 16 of the Companies Ordinance (Chapter 622 of the Laws of Hong Kong) (collectively, the “**Authorised Representative**”) and Mr. LI Bin will be appointed to act as the Authorised Representative with effect from 1 October 2017.

By order of the Board
Peace Map Holding Limited
GUAN Hongliang
Chairman

Hong Kong, 29 September 2017

As at the date of this announcement, the executive directors of the Company are Mr. GUAN Hongliang (Chairman), Mr. WANG Zheng (Chief Executive Officer), Mr. ZHU Dong (Deputy Chief Executive Officer), Mr. FENG Tao (Chief Financial Officer), Mr. LI Bin and Ms. MU Yan and the independent non-executive directors of the Company are Mr. ZHANG Songlin, Mr. ZHAI Shenggang and Mr. KANG Hua.