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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) PROPOSED SHARE CONSOLIDATION**

**AND**

**(2) PROPOSED CHANGE IN BOARD LOT SIZE**

**PROPOSED SHARE CONSOLIDATION**

The Board proposes to put forward a proposal to the Shareholders to effect the Share Consolidation on the basis that every five (5) issued and unissued Existing Shares of HK\$0.01 each be consolidated into one (1) Consolidated Share of HK\$0.05 each in the share capital of the Company. The Share Consolidation is conditional upon (i) the passing of an ordinary resolution by the Shareholders at the SGM; (ii) the Listing Committee of the Stock Exchange granting the listing of, and permission to deal in, the Consolidated Shares; and (iii) compliance with relevant procedures and requirements under the Listing Rules. Upon the Share Consolidation becoming effective, the Consolidated Shares will rank *pari passu* in all respects with each other and the Share Consolidation will not result in any change in the relative rights of the Shareholders.

**PROPOSED CHANGE IN BOARD LOT SIZE**

As at the date of this announcement, the Existing Shares are traded on the Stock Exchange in the board lot size of 20,000 Existing Shares. Conditional upon the Share Consolidation becoming effective, the Board also proposes to change the board lot size for trading on the Stock Exchange from 20,000 Existing Shares to 10,000 Consolidated Shares with effect from 9:00 a.m. on Friday, 20 July 2018.

## **GENERAL**

The proposed Share Consolidation will be proposed at the SGM for Shareholders' consideration and, if thought fit, approval. A circular containing, among other things, further details of the proposed Share Consolidation and the Change in Board Lot Size together with a notice convening the SGM is expected to be despatched to the Shareholders on or before Tuesday, 3 July 2018.

## **PROPOSED SHARE CONSOLIDATION**

The Board proposes to put forward a proposal to the Shareholders to effect the Share Consolidation on the basis that every five (5) issued and unissued Existing Shares of HK\$0.01 each be consolidated into one (1) Consolidated Share of HK\$0.05 each in the share capital of the Company.

### **Effect of the Share Consolidation**

As at the date of this announcement, the authorised share capital of the Company is HK\$7,500,000,000 divided into 750,000,000 Existing Shares of HK\$0.01 each, of which 8,156,781,091 Existing Shares have been issued and are fully paid or credited as fully paid. Assuming no further Shares will be allotted, issued or repurchased between the date of this announcement and the date of the SGM, immediately after the Share Consolidation becoming effective, the authorised share capital of the Company will become HK\$7,500,000,000 divided into 150,000,000,000 Consolidated Shares of HK\$0.05 each, of which 1,631,356,218.2 Consolidated Shares (which are fully paid or credited as fully paid) will be in issue.

### **Status of the Consolidated Shares**

Upon the Share Consolidation becoming effective, the Consolidated Shares will rank *pari passu* in all respects with each other and the Share Consolidation will not result in any change in the relative rights of the Shareholders.

### **Listing application**

Application will be made by the Company to the Listing Committee of the Stock Exchange for the listing of, and permission to deal in, the Consolidated Shares arising from the Share Consolidation and any Consolidated Shares which may fall to be issued on the exercise of the subscription right attaching to the Options upon the Share Consolidation becoming effective.

Subject to the granting of the listing of, and permission to deal in, the Consolidated Shares on the Stock Exchange as well as compliance with the stock admission requirements of the HKSCC, the Consolidated Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the commencement date of dealings in the Consolidated Shares on the Stock Exchange or such other date as may be determined by HKSCC. Settlement of transactions between participants of the Stock Exchange on any trading day is required to take place in CCASS on the second settlement day thereafter. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time.

### **Conditions and expected effective date of the Share Consolidation**

The Share Consolidation is conditional upon the satisfaction of the following conditions:

- (a) the passing of an ordinary resolution by the Shareholders approving the Share Consolidation at the SGM;
- (b) the Listing Committee of the Stock Exchange granting the listing of, and permission to deal in, the Consolidated Shares arising from the Share Consolidation and any Consolidated Shares which may fall to be issued on the exercise of the subscription right attaching to the Options upon the Share Consolidation becoming effective; and
- (c) the compliance with the relevant procedures and requirements under the Listing Rules to effect the Share Consolidation.

Subject to the above conditions being fulfilled, the Share Consolidation will become effective on Friday, 20 July 2018, which is the next business day immediately following the date of the SGM on which shares are traded on the Stock Exchange.

### **Fractional entitlement to Consolidated Shares**

Fractional Consolidated Shares, if any, arising from the Share Consolidation, will not be allocated to the Shareholders, but will be aggregated and, if possible, sold for the benefit of the Company. Fractional Consolidated Shares will only arise in respect of the entire shareholding of a holder of the Shares regardless of the number of share certificates held by such holder.

## **PROPOSED CHANGE IN BOARD LOT SIZE**

As at the date of this announcement, the Existing Shares are traded on the Stock Exchange in the board lot size of 20,000 Existing Shares. Conditional upon the Share Consolidation becoming effective, the Board also proposes to change the board lot size for trading on the Stock Exchange from 20,000 Existing Shares to 10,000 Consolidated Shares.

Based on the closing price of HK\$0.065 per Existing Share (equivalent to the theoretical closing price of HK\$0.325 per Consolidated Share) as quoted on the Stock Exchange as at the date of this announcement, (i) the value of each board lot of 20,000 Existing Shares is HK\$1,300; (ii) the value of each board lot of 20,000 Consolidated Shares would be HK\$6,500 assuming the Share Consolidation had become effective; and (iii) the value of each board lot of 10,000 Consolidated Shares would be HK\$3,250 assuming that the Change of Board Lot Size had also been effective.

The Change in Board Lot Size will not result in change in the relative rights of the Shareholders.

## **OTHER ARRANGEMENTS**

### **Exchange of Share certificates**

The existing Share certificates will only be valid for delivery, trading and settlement purposes for the period up to 4:00 p.m. on Monday, 27 August 2018 and thereafter will not be accepted for delivery, trading and settlement purposes. However, the existing Share certificates will continue to be documents of legal title to the Consolidated Shares on the basis of five (5) Existing Shares for one (1) Consolidated Share.

Subject to the Share Consolidation becoming effective, the Share certificates for the Existing Shares will be exchanged free of charge for the new certificates for the Consolidated Shares between 9:00 a.m. and 4:30 p.m. on any business day from Friday, 20 July 2018 to Monday, 27 August 2018 (both dates inclusive) at the Hong Kong branch share registrar and transfer office of the Company, Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong. It is expected that new Share certificates will be available for collection within 10 business days after the submission of the existing Share certificates for exchange. Thereafter,

the share certificates for the Existing Shares will cease to be valid for delivery, trading and settlement purpose but will remain effective as documents of legal title and will be accepted for exchange only on payment of a fee of HK\$2.50 (or such higher amount as may from time to time be specified by the Stock Exchange) per existing share certificate cancelled or new share certificate issued (whichever is the higher) by the Shareholders. The new Share certificates will be blue in color so as to distinguish them from the existing Share certificates which are red in color.

### **Odd lots arrangements and matching services**

In order to alleviate the difficulties arising from the existence of odd lots of the Consolidated Shares, the Company will procure an arrangement with an agent to stand in the market to provide matching services regarding the sale and purchase of the odd lots of the Consolidated Shares at the relevant market price per Consolidated Share, on a best effort basis, to those Shareholders who wish to acquire odd lots of the Consolidated Shares to make up a full board lot, or to dispose of their holding of odd lots of Consolidated Shares, from Friday, 3 August 2018 to Thursday, 23 August 2018.

Holders of odd lots of the Consolidated Shares should note that the matching of the sale and purchase of odd lots of the Consolidated Shares is not guaranteed.

Further details in respect of the odd lots arrangement will be set out in the circular to be despatched to the Shareholders.

### **Trading arrangement for the Consolidated Shares**

Subject to the Share Consolidation becoming effective, dealings in the Consolidated Shares are expected to commence on Friday, 20 July 2018 at 9:00 a.m.. Parallel trading in the Consolidated Shares (in the form of existing Share certificates and new Share certificates) will be operated from Friday, 3 August 2018 to Thursday, 23 August 2018 (both dates inclusive). Further details of the expected timetable and trading arrangement of the Shares are set out in the section headed “Expected Timetable” below.

## **Adjustments in relation to other securities of the Company**

As at the date of this announcement, there are outstanding Options entitling the holders thereof to subscribe for up to an aggregate of 72,220,000 Existing Shares. The proposed Share Consolidation may cause adjustment to the exercise price of the Options and the number of Consolidated Shares to be issued under the outstanding Options pursuant to the terms and conditions of the Options and under the terms and conditions of the share option scheme of the Company granting such Options. Assuming there are no other adjustment events under the relevant share option scheme other than the proposed Share Consolidation becoming effective, the outstanding Options will entitle holders thereof to subscribe for up to 14,444,000 Consolidated Shares.

As at the date of this announcement, there are outstanding Convertible Notes with an aggregate principal amount of HK\$660,580,400 which are convertible into 909,618,545 Existing Shares. The proposed Share Consolidation may cause adjustment to the conversion price of the Convertible Notes and the number of Consolidated Shares to be issued under the outstanding Convertible Notes pursuant to the terms and conditions of the Convertible Notes. Assuming there are no other adjustment events under the relevant share option scheme other than the proposed Share Consolidation becoming effective, the outstanding Convertible Notes will entitle holders thereof to convert into up to 181,923,709 Consolidated Shares.

Save as disclosed above, as at the date of this announcement, the Company has no other outstanding options, warrants or other securities in issue which are convertible into or giving rights to subscribe for, convert or exchange into, any Existing Shares or Consolidated Shares, as the case may be.

## **REASONS FOR THE PROPOSED SHARE CONSOLIDATION AND CHANGE IN BOARD LOT SIZE**

The proposed Share Consolidation will increase the nominal value of the Shares and will reduce the total number of Shares currently in issue. As such, it is expected that the Share Consolidation will bring about a corresponding upward adjustment in the trading price of the Shares. Further, it is expected that the adjusted share price of the Company upon the completion of the Share Consolidation would reduce excessive volatility of share trading, as when the share price is too low, it would be prone to speculative trading by the market and would not be conducive to building an institutional investor base for the Company to support its on-going and long term financing activities and business expansion.

The Board also considers that the proposed Change in Board Lot Size from 20,000 to 10,000 Consolidated Shares will also reduce the board lot value of the Consolidated Shares after the Share Consolidation and therefore result in higher liquidity of the Consolidated Shares. Accordingly, the Board is of the view that the Share Consolidation and the Change in Board Lot Size are beneficial to the Company and the Shareholders as a whole.

As at the date of this announcement, the Company has preliminary intention for equity fundraising to fulfill its general working capital requirement and to satisfy the Company's existing liabilities for the next 12 months, though no concrete proposal or plan has been formulated. Further, the Company hereby confirms that it has no intention to carry out any corporate action or arrangement that may affect the trading in the shares of the Company, including share consolidation, share subdivision and change in board lot size, in the next 12 months which would have a contradictory effect to the proposed Share Consolidation and the Change in Board Lot Size.

Save for the necessary expenses for the implementation of the Share Consolidation which are expected to be insignificant in the context of the net asset value of the Company, the implementation of the Share Consolidation will not alter the underlying assets, business operation, management or financial position of the Company or the interests and rights of the Shareholders.

**EXPECTED TIMETABLE**

The expected timetable for the implementation of Share Consolidation and the Change in Board Lot Size is set out below. The expected timetable is subject to the satisfaction of all the conditions of the Share Consolidation, including without limitation, the approval of the Share Consolidation by the Shareholders at the SGM and is therefore for indicative purpose only. Any change to the expected timetable will be announced in a separate announcement by the Company as and when appropriate. All times and dates in this announcement refer to Hong Kong local times and dates.

<b>Event</b>	<b>Date &amp; time</b>
Expected date of despatch of the circular together with notice of the SGM and proxy form for the SGM.....	on or before Tuesday, 3 July 2018
Latest time for lodging completed transfer forms accompanied by the relevant Share certificates with the Hong Kong branch share registrar of the Company, Tricor Investor Services Limited, to be qualified for attendance at the SGM.....	not later than 4:30 p.m. on Tuesday, 17 July 2018

<b>Event</b>	<b>Date &amp; time</b>
Latest time for lodging proxy forms for the SGM (not less than 48 hours prior to the time of the SGM) .....	11:00 a.m. on Tuesday, 17 July 2018
Closure of the register of members of the Company .....	Wednesday, 18 July 2018 to Thursday, 19 July 2018, both dates inclusive
Expected date of the SGM.....	11:00 a.m. on Thursday, 19 July 2018
Announcement of the poll results of the SGM .....	Thursday, 19 July 2018
Register of members of the Company re-opens .....	Friday, 20 July 2018
<b>The following events are conditional on the fulfillment of the conditions for the implementation of the Share Consolidation, which are included in this announcement.</b>	
Effective date of the Share Consolidation .....	Friday, 20 July 2018
Commencement of dealings in the Consolidated Shares .....	9:00 a.m. on Friday, 20 July 2018
Original counter for trading in the Existing Shares in board lots of 20,000 Shares temporarily closes.....	9:00 a.m. on Friday, 20 July 2018
Temporary counter for trading in the Consolidated Shares in board lots of 4,000 Consolidated Shares (in form of existing Share certificates) opens.....	9:00 a.m. on Friday, 20 July 2018
First date of free exchange of existing Share certificates for the Existing Shares into new Share certificates for the Consolidated Shares.....	Friday, 20 July 2018



<b>Event</b>	<b>Date &amp; time</b>
Original counter for trading in the Consolidated Shares in board lots of 10,000 Consolidated Shares (in the form of new Share certificates) re-opens.....	9:00 a.m. on Friday, 3 August 2018
Parallel trading in the Consolidated Shares (in the form of new and existing Share certificates) commences .....	9:00 a.m. on Friday, 3 August 2018
Designated broker starts to stand in the market to provide matching services for the sale and purchase of odd lots of the Consolidated Shares .....	9:00 a.m. on Friday, 3 August 2018
Temporary counter for trading in Consolidated Shares in board lots of 4,000 Consolidated Shares (in form of existing Share certificates) closes .....	4:00 p.m. on Thursday, 23 August 2018
Parallel trading in the Consolidated Shares (in the form of new and existing Share certificates) ends.....	4:00 p.m. on Thursday, 23 August 2018
Designated broker ceases to stand in the market to provide matching services for the sale and purchase of odd lots of the Consolidated Shares .....	4:00 p.m. on Thursday, 23 August 2018
Last day for free exchange of existing Share certificates for new Share certificates .....	Monday, 27 August 2018

The Company will make further announcements if there are any changes in the expected timetable for implementation of the Share Consolidation, the Change in Board Lot Size and the associated trading arrangements mentioned in this announcement.

## GENERAL

The proposed Share Consolidation will be proposed at the SGM for Shareholders' consideration and, if thought fit, approval. A circular containing, among other things, further details of the proposed Share Consolidation and the Change in Board Lot Size together with a notice convening the SGM is expected to be despatched to the Shareholders on or before Tuesday, 3 July 2018.

To the best knowledge, information and belief of the Directors having made all reasonable enquiries, no Shareholders will be required to abstain from voting on the resolution in relation to the proposed Share Consolidation at the SGM.

**Shareholders are recommended to consult their licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser if they are in doubt about any of the above matters.**

## DEFINITIONS

In this announcement, the following expressions have the meanings set out below:

“Board”	the board of Directors
“CCASS”	the Central Clearing and Settlement System established and operated by HKSCC
“CCASS Operational Procedures”	the Operational Procedures of HKSCC in relation to CCASS, containing the practices, procedures and administrative requirements relating to operations and functions of CCASS, as from time to time
“Change in Board Lot Size”	the proposed change in board lot size of the Shares for trading on the Stock Exchange from 20,000 Existing Shares to 10,000 Consolidated Shares
“Company”	Peace Map Holding Limited, a company incorporated in the Cayman Islands and continued in Bermuda with limited liability and the Shares of which are listed on the Main Board of the Stock Exchange (Stock Code: 402)

“Consolidated Share(s)”	ordinary share(s) of HK\$0.05 each in the share capital of the Company upon the Share Consolidation becoming effective
“Convertible Notes”	convertible notes issued by the Company
“Director(s)”	director(s) of the Company
“Existing Share(s)”	ordinary share(s) of HK\$0.01 each in the share capital of the Company before the Share Consolidation becoming effective
“General Rules of CCASS”	the terms and conditions regulating the use of CCASS, as may be amended or modified from time to time and where the context so permits, shall include the CCASS Operational Procedures
“HKSCC”	The Hong Kong Securities Clearing Company Limited
“HK\$”	Hong Kong dollar(s), the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Option(s)”	the share option(s) granted under the share option scheme of the Company
“SGM”	a special general meeting of the Company to be convened and held for the Shareholders to consider and, if thought fit, approve the proposed Share Consolidation
“Share(s)”	the Existing Share(s) and/or the Consolidated Share(s), as the case may be
“Shareholder(s)”	holder(s) of issued Shares
“Share Consolidation”	the proposed consolidation of every five (5) issued and unissued Existing Shares of HK\$0.01 each into one (1) Consolidated Share of HK\$0.05 each

“Stock Exchange”

The Stock Exchange of Hong Kong Limited

“%”

per cent.

By Order of the Board  
**Peace Map Holding Limited**  
**GUAN Hongliang**  
*Chairman*

Hong Kong, 13 June 2018

*As at the date of this announcement, the executive Directors are Mr. GUAN Hongliang (Chairman), Mr. WANG Zheng (Chief Executive Officer), Mr. LI Bin, Ms. MU Yan, Mr. LI Chengning and Mr. XU Jian (Chief Financial Officer) and the independent non-executive Directors are Mr. ZHANG Songlin, Ms. LI Nan and Mr. XU Lei.*