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PEACE MAP HOLDING LIMITED

天下圖控股有限公司

(incorporated in the Cayman Islands with limited liability)

(Stock code: 402)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting (the “**AGM**”) of Peace Map Holding Limited (the “**Company**”) will be held at 5/F., Euro Trade Centre, 13-14 Connaught Road Central, Hong Kong on Monday, 30 June 2014 at 10:30 a.m. (or any adjournment thereof) to consider and, if thought fit, transact the following ordinary businesses:

1. To receive the audited consolidated financial statements and the reports of the directors (the “**Director(s)**”) of the Company and the auditor (the “**Auditor**”) of the Company for the nine months ended 31 December 2013.
2. (A) (i) to re-elect Mr. ZHANG Jack Jiyei as an executive Director;
(ii) to re-elect Mr. FENG Tao as an executive Director;
(iii) to re-elect Mr. HUI Yat On as an independent non-executive Director; and
(iv) to re-elect Mr. TAM Sun Wing as an independent non-executive Director.
(B) to authorise the board of Directors (the “**Board**”) to determine the remuneration of the Directors.
3. To re-appoint SHINEWING (HK) CPA Limited as the Auditor and to authorise the Board to fix their remuneration.

As special businesses, to consider and, if thought fit, pass with or without amendments, the following resolutions as ordinary resolutions:

ORDINARY RESOLUTIONS

4. (A) **“THAT:**

- (i) subject to paragraph (iii) of this resolution, and pursuant to the Rules (the **“Listing Rules”**) Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the **“Stock Exchange”**), the exercise by the Directors during the Relevant Period (as hereinafter defined) on all the powers of the Company to allot, issue or otherwise deal with additional shares in the share capital of the Company (**“Shares”**) or securities convertible into Shares, or options and to make or grant offers, agreements and options which would or might require the exercise of such powers, be and the same is hereby generally and unconditionally approved;
- (ii) the approval in paragraph (i) of this resolution shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options which would or might require the exercise of such powers after the end of the Relevant Period;
- (iii) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) and issued by the Directors pursuant to the approval in paragraph (i) of this resolution, otherwise than by way of (a) a Rights Issue (as hereinafter defined); or (b) the exercise of rights of subscription or conversion under the terms of any warrants issued by the Company or any securities which are convertible into Shares; or (c) the exercise of or the grant of any option under any share option scheme of the Company or similar arrangement for the time being adopted for the issue or grant to the grantees as specified in such scheme or similar arrangement of shares or options to subscribe for or rights to acquire shares of the Company; or (d) any scrip dividend or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares in accordance with the articles of association of the Company in force from time to time, shall not exceed 20% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing of this resolution and the said approval be limited accordingly; and
- (iv) for the purpose of this resolution:

“Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:

- (a) the conclusion of the next annual general meeting of the Company;
- (b) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws to be held; or
- (c) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders in general meeting.

“**Rights Issue**” means an offer of shares in the share capital of the Company or an offer or issue of warrants or options or similar instruments to subscribe for shares in the share capital of the Company open for a period fixed by the Directors to holders of shares whose names appear on the register of members of the Company on a fixed record date in proportion to their then holdings of such shares in the Company (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements, or having regard to any restrictions or obligations under the laws of, or the requirements of, or the expense or delay which may be involved in determining the existence or extent of any restrictions or obligations under the laws of, or the requirements of, any jurisdiction applicable to the Company, or any recognised regulatory body or any stock exchange applicable to the Company).”

(B) “**THAT**:

- (i) subject to paragraph (ii) of this resolution, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase issued shares in the share capital of the Company on the Stock Exchange or any other stock exchange on which the shares of the Company may be listed and recognised by the Securities and Futures Commission of Hong Kong (the “**SFC**”) and the Stock Exchange for such purpose, and otherwise in accordance with the rules and regulations of the SFC, the Stock Exchange or of any other stock exchange as amended from time to time and all applicable laws in this regard, be and the same is hereby generally and unconditionally approved;
- (ii) the aggregate nominal amount of issued shares of the Company which may be repurchased by the Company pursuant to the approval in paragraph (i) of this resolution during the Relevant Period shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing of this resolution and the said approval shall be limited accordingly; and
- (iii) for the purpose of this resolution:

“**Relevant Period**” means the period from the passing of this resolution until whichever is the earliest of:

- (a) the conclusion of the next annual general meeting of the Company;
- (b) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws to be held; or
- (c) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders in general meeting.”

- (C) “**THAT** conditional upon resolutions No. 4(A) and No. 4(B) above being passed, the general mandate granted to the Directors to allot, issue or otherwise deal with additional shares of the Company pursuant to resolution No. 4(A) be and is hereby extended by the addition thereto of an amount representing the aggregate nominal amount of the share capital of the Company repurchased by the Company under the authority granted pursuant to resolution No. 4(B) provided that such amount shall not exceed 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of this resolution.”

5. “**THAT** (i) subject to and conditional upon the Listing Committee of the Stock Exchange granting the listing of and permission to deal in the ordinary shares of HK\$0.25 each (the “Shares”) in the share capital of the Company which may be issued pursuant to the exercise of options granted under the Refreshed Mandate Limit (as defined below), the refreshment of the limit on grant of options under Company’s share option scheme adopted on 25 February 2006 and any other scheme(s) of the Company up to 10% of the Shares in issue as at the date of passing this resolution (the “Refreshed Mandate Limit”) be and is hereby approved and (ii) any Director be and is hereby authorised to do such act and execute such documents to effect the Refreshed Mandate Limit.”

By Order of the Board
Peace Map Holding Limited
CHEUNG Chi Man, Dennis
Company Secretary

Hong Kong, 29 April 2014

Notes:

- (1) A form of proxy for use at the AGM or any adjournment thereof is enclosed.
- (2) Any member entitled to attend and vote at the AGM shall be entitled to appoint another person as his proxy to attend and vote instead of him. A member who is the holder of two or more shares may appoint more than one proxy to represent him and vote on his behalf at the AGM. A proxy need not be a member of the Company.
- (3) In order to be valid, the form of proxy completed in accordance with the instructions set out therein, together with the power of attorney or other authority (if any) under which it is signed (or a certified copy of that power or authority) must be deposited at the Company’s branch share registrar in Hong Kong, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong not less than 48 hours before the time appointed for holding the AGM or any adjournment thereof. Completion and return of the proxy form will not preclude you from attending and voting in person at the AGM or any adjournment thereof should you so wish.
- (4) In case of joint holders of any share, any one of such joint holders may vote at the AGM, either in person or by proxy, in respect of such share as if he were solely entitled thereto, but if more than one of such joint holders are present at the meeting in person or by proxy, then one of the said persons present whose name stands first on the register of members in respect of such share shall alone be entitled to vote in respect thereof.
- (5) The register of members of the Company will be closed from Friday, 27 June 2014 to Monday, 30 June 2014, both days inclusive, during which period no transfer of shares of the Company will be registered. In order to qualify attending the AGM to be held on Monday, 30 June 2014, all transfers of shares of the Company accompanied by the relevant share certificates and appropriate transfer forms must be lodged with the transfer office of the Company’s branch share registrar in Hong Kong, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong, for registration not later than 4:30 p.m. on Thursday, 26 June 2014.
- (6) A circular containing, inter alia, details of the proposed general mandates to issue and repurchase shares of the Company and information of the retiring Directors of the Company who have offered themselves to be re-elected at the AGM, will be despatched to the shareholders of the Company on 30 April 2014.

As at the date of this announcement the executive directors are Mr. ZHU Dong (Acting Chairman), Mr. ZHANG Chuanjun, Mr. ZHANG, Jack Jiyei and Mr. FENG Tao (Chief Financial Officer) and the independent non-executive directors are Mr. TAM Sun Wing, Mr. HUI, Yat On and Mr. ZHANG Songlin.