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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)

SETTLEMENT OF THE REMAINING BALANCE OF CONSIDERATION

The Board is pleased to announce that the guaranteed PAT as set out in the Acquisition Agreement has been met, and settlement of the remaining balance of the Consideration has taken place on 26 March 2014 in accordance with the terms of the Acquisition Agreement when the Company issued the Tranche A Convertible Notes in the aggregate principal amount of HK\$80,000,000 to the Vendors as payment and settlement of the remaining balance of the Consideration.

Reference is made to the announcements of Peace Map Holding Limited (formerly known as Mongolia Investment Group Limited) (the “**Company**”) dated 29 April 2013, 18 July 2013, 4 August 2013 and 17 March 2014 and the circular of the Company dated 27 June 2013 (the “**Circular**”) in relation to, among other things, the Acquisition. Capitalized terms used herein shall have the same meanings as those defined in the Circular unless otherwise defined herein or the context requires otherwise.

POST COMPLETION ACCOUNTS AND PAT CERTIFICATE

In accordance with the terms of the Acquisition Agreement, the remaining balance of the Consideration of HK\$80,000,000 will be settled by way of issue of Tranche A Convertible Notes (subject to adjustment) in the corresponding aggregate principal amount to the relevant Vendors pro rata to the respective principal amounts of the Convertible Notes to be issued to them as set out in the Acquisition Agreement.

Pursuant to the Acquisition Agreement, SHINEWING (HK) CPA Limited was engaged to audit the Post Completion Accounts and to certify the amount of the PAT in accordance with the audited Post Completion Accounts, and to ascertain the amount (if any) required for adjustment of the Consideration (where applicable) in accordance with the Acquisition Agreement.

The Company has received the Post Completion Accounts and the PAT Certificate issued by SHINEWING (HK) CPA Limited confirming that the PAT is more than HK\$80,000,000, and accordingly no adjustment to the Consideration is required in accordance with the terms of the Acquisition Agreement.

In accordance with the terms of the Acquisition Agreement, the Company has issued the Tranche A Convertible Notes in the aggregate principal amount of HK\$80,000,000 to the Vendors as payment and settlement of the remaining balance of the Consideration in the following manners:

- (i) as to HK\$50,712,000 by way of issue of the Tranche A Convertible Note to Broadlink;
- (ii) as to HK\$18,128,000 by way of issue of the Tranche A Convertible Note to Kingspot;
- (iii) as to HK\$6,072,000 by way of issue of the Tranche A Convertible Note to Alliance Elegant;
- (iv) as to HK\$3,608,000 by way of issue of the Tranche A Convertible Note to Bidfast; and
- (v) as to HK\$1,480,000 by way of issue of the Tranche A Convertible Note to Grandest.

Reference is also made to the profit warning announcement of the Company dated 17 March 2014. Notwithstanding the above, based on the preliminary review by the Company's management on the unaudited management accounts of the Company together with its subsidiaries (collectively the "**Group**"), it is expected that the consolidated results of the Group may record a significant loss for the nine months ended 31 December 2013, mainly due to (i) the recognition of an impairment loss on the valuation of the mining rights of the coal mine operated by Tugruguuriin Energy LLC, an indirect wholly-owned subsidiary of the Company, in Tugrug Valley, Mongolia (the "**TNE Mine**"). The impairment loss will be subject to the results of valuation of the rights of the TNE Mine; (ii) the imputed interest expenses in respect of outstanding convertible notes; (iii) fair value loss on financial instruments; and (iv) loss on disposal of subsidiaries.

SHAREHOLDING STRUCTURE OF THE COMPANY

The following table sets out the shareholding structure of the Company (i) immediately after settlement of the remaining balance of the Consideration and as at the date of this announcement; (ii) upon conversion in full of the remaining balance of the Tranche A Convertible Notes in the aggregate principal amount of HK\$214,942,840 and the Tranche B Convertible Notes in the aggregate principal amount of HK\$87,060,000 issued at the date of Acquisition Completion and (iii) upon conversion in full of the remaining balance of the Tranche A Convertible Notes in the aggregate principal amount of HK\$214,942,840 and the Tranche B Convertible Notes in the aggregate principal amount of HK\$87,060,000 issued at the date of Acquisition Completion and upon conversion in full of the Tranche A Convertible Notes in the aggregate principal amount of HK\$80,000,000 issued at the date of settlement of the remaining balance of the Consideration:

	Immediately after settlement of the remaining balance of the Consideration and as at the date of this announcement		Upon conversion in full of the remaining balance of the Tranche A Convertible Notes in the aggregate principal amount of HK\$214,942,840 and the Tranche B Convertible Notes in the aggregate principal amount of HK\$87,060,000 issued at the date of Acquisition Completion (Note 1)		Upon conversion in full of the remaining balance of the Tranche A Convertible Notes in the aggregate principal amount of HK\$214,942,840 and the Tranche B Convertible Notes in the aggregate principal amount of HK\$87,060,000 issued at the date of Acquisition Completion and upon conversion in full of the Tranche A Convertible Notes in the aggregate principal amount of HK\$80,000,000 issued at the date of settlement of the remaining balance of the Consideration (Note 1)	
	Number of Shares	%	Number of Shares	%	Number of Shares	%
Billirich Investment Limited (Note 2)	28,900,000	0.50	28,900,000	0.41	28,900,000	0.39
Chen Zechao	396,000,000	6.84	396,000,000	5.66	396,000,000	5.41
China Environmental Investment Holdings Limited (Note 2)	554,080,000	9.56	554,080,000	7.91	554,080,000	7.57
Zhang Yang	865,000,000	14.93	865,000,000	12.35	865,000,000	11.81
Vendors:						
Broadlink	350,652,000	6.05	350,652,000	5.01	553,500,000	7.56
Kingspot (Note 2)	—	—	970,363,360	13.86	1,042,875,360	14.24
Alliance Elegant	295,212,000	5.10	295,212,000	4.22	319,500,000	4.36
Bidfast	—	—	211,068,000	3.01	225,500,000	3.08
Grandest	60,000,000	1.04	62,580,000	0.89	68,500,000	0.94
Sub-total of Vendors	705,864,000	12.18	1,889,875,360	26.99	2,209,875,360	30.18
Public Shareholders	3,243,657,095	55.99	3,267,657,095	46.67	3,267,657,095	44.63
Total	5,793,501,095	100.00	7,001,512,455	100.00	7,321,512,455	100.00

Notes:

- Such scenarios are theoretical in nature and it is a term of the Convertible Notes that no conversion shall be made (i) if upon conversion, all the Shares (including the Conversion Shares issued or to be issued) held by the Noteholder, its associates (as defined under the Listing Rules) and persons acting in concert (as defined under the Takeovers Code) on the relevant date of conversion will reach the Maximum Limit; or (ii) if there will not be sufficient public float of the Shares as required under the Listing Rules.
- Billirich Investment Limited and Kingspot are beneficially and wholly owned by AVIC, the controlling shareholder of which is Aviation Industry Corporation of China. China Environmental Investment Holdings Limited is an associate of AVIC and Aviation Industry Corporation of China.

3. The percentages of the Shares are rounded to the nearest 2 decimal places, and the total number of the percentages may not add up to 100% due to rounding.

By order of the Board
Peace Map Holding Limited
(formerly known as Mongolia Investment Group Limited)
ZHU Dong
Executive Director

Hong Kong, 26 March 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.