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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)

**RESIGNATION AND APPOINTMENT OF
INDEPENDENT NON-EXECUTIVE DIRECTORS
AND
CHANGE OF COMPOSITION OF EACH OF THE AUDIT COMMITTEE, THE
NOMINATION COMMITTEE AND THE REMUNERATION COMMITTEE**

The Board of the Company announces that:

- (i) Mr. Tam Sun Wing resigned as an independent non-executive director of the Company, the chairman of each of the audit committee, the nomination committee and the remuneration committee of the Board with effect from 30 November 2014;
- (ii) Mr. Zhai Shenggang has been appointed as an independent non-executive director of the Company with effect from 30 November 2014; and
- (iii) Mr. Zhang Songlin, an existing independent non-executive director, has been appointed as the chairman of each of the audit committee, the nomination committee and the remuneration committee of the Company with effect from 30 November 2014.

RESIGNATION OF INDEPENDENT NON-EXECUTIVE DIRECTOR

The board of directors of the Company (the “**Board**”) announces that Mr. Tam Sun Wing (“**Mr. Tam**”) has resigned as an independent non-executive Director of the Company with effect from 30 November 2014.

Mr. Tam has confirmed that his resignation is due to other business engagements, which require more of his dedication. Mr. Tam has also confirmed that he has no disagreement with the Board and there is no matter relating to his resignation that needs to be brought to the attention of the shareholders of the Company.

The Board would like to take this opportunity to express its gratitude to Mr. Tam for his valuable contribution during his tenure with the Company.

APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR

The Board is pleased to announce the appointment of Mr. Zhai Shenggang (“**Mr. Zhai**”) as an independent non-executive director of the Company with effect from 30 November 2014.

Mr. Zhai, aged 40, obtained a Bachelor’s degree in Accounting from Beijing Agriculture Cultivation Cadre Management Institute of Ministry of Agriculture (農業部北京農墾管理幹部學院) in 1999. He is a certified public accountant in the People’s Republic of China. Mr. Zhai currently is a partner of 北京中企眾信會計師事務所 and has over 7 years of experience in accounting and auditing areas.

On 17 November 2014, a letter of appointment was entered into between the Company and Mr. Zhai, pursuant to which Mr. Zhai’s will be appointed as an independent non-executive director of the Company for a term of one year commencing from 30 November 2014 to 29 November 2015 which may be terminated by either party by one month’s notice in writing. Mr. Zhai is subject to retirement by rotation and re-election at the next annual general meeting of the Company in accordance with the articles of association of the Company. Mr. Zhai will receive a director’s fee of HK\$5,000 per month, which is determined by the remuneration committee of the Company and the Board with reference to his duties and responsibilities within the Company. Mr. Zhai is also entitled to participate in the share option scheme of the Company.

Save as disclosed above, Mr. Zhai did not hold any other directorships in the last three years in public companies the securities of which are listed on any securities market in Hong Kong or overseas. Mr. Zhai does not hold any position in the Company or any subsidiaries of the Company. Mr. Zhai does not have any relationship with any directors, senior management or substantial or controlling shareholder of the Company. As at the date of this announcement, Mr. Zhai does 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).

Save as disclosed above, the Board is not aware of any matter in relation to Mr. Zhai that needs to be brought to the attention of the holders of securities of the Company nor is there any information to be disclosed by the Company pursuant to any of the requirements under rules 13.51(2)(h) to (v) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.

The Board would like to welcome Mr. Zhai as an independent non-executive director of the Company.

CHANGE OF COMPOSITION OF EACH OF THE AUDIT COMMITTEE, THE NOMINATION COMMITTEE AND THE REMUNERATION COMMITTEE

The Board announces the appointment of Mr. Zhang Songlin, an existing independent non-executive director, as chairman of each of the audit committee, the nomination committee and the remuneration committee of the Board with effect from 30 November 2014.

In addition, Mr. Zhai is appointed as member of each of the audit committee, the nomination committee and the remuneration committee of the Board with effect from 30 November 2014.

After such appointment takes effect, the composition of the audit committee of the Board will be as follows:

Mr. Zhang Songlin (*Chairman*)
Mr. Hui Yat On
Mr. Zhai Shenggang

And the composition of both of the nomination committee and the remuneration committee of the Board is as follows:

Mr. Zhang Songlin (*Chairman*)

Mr. Zhu Dong

Mr. Zhai Shenggang

For and on behalf of the Board

Peace Map Holding Limited

Cheng Hoo

Company Secretary

Hong Kong, 17 November 2014

As at the date of this announcement, the executive directors are Mr. GUAN Hongliang (Chairman and Chief Executive Officer), Mr. ZHANG Chuanjun (Deputy Chairman), Mr. ZHU Dong (Deputy Chief Executive Officer), Mr. FENG Tao (Chief Financial Officer) and Mr. WANG Zheng (Chief Operating Officer) and the independent non-executive directors are Mr. TAM Sun Wing, Mr. HUI Yat On and Mr. ZHANG Songlin.