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**TOMTOM**   
**TOMTOM GLOBAL CONTENT B.V.**

*(incorporated in Netherlands with  
limited liability)*

  
**PEACE MAP HOLDING LIMITED**  
**天下圖控股有限公司**

*(incorporated in the Cayman Islands with  
limited liability)*  
**(Stock code: 402)**

## **VOLUNTARY AND JOINT ANNOUNCEMENT**

### **DISTRIBUTION AGREEMENT**

This joint announcement is made by Peace Map Holding and TomTom on a voluntary basis to inform their respective shareholders and potential investors about the latest business development of each party.

The board of directors of Peace Map Holding and TomTom are pleased to announce that on 23 October 2015, Peace Map Technology, a wholly-owned indirect subsidiary of Peace Map Holding, and TomTom, one of the major map providers in the world, entered into the Distribution Agreement, pursuant to which, TomTom agreed to grant a licence to Peace Map Technology to distribute the TomTom Licensed Products to certain end users and customers of Peace Map Technology.

### **THE DISTRIBUTION AGREEMENT**

On 23 October 2015, Peace Map Technology and TomTom entered into the Distribution Agreement, pursuant to which, TomTom agreed to grant a licence to Peace Map Technology to sell, license or otherwise commercialise the relevant authorised applications, as incorporating the TomTom Licensed Products, and to license the TomTom Licensed Products to certain end users and customers of Peace Map Technology that have primary corporate headquarters or a principal place of business located in the Territory.

## **INFORMATION OF THE PARTIES**

### **Peace Map Group and Peace Map Technology**

The Peace Map Group is principally engaged in geographic information business in Mainland China, including aerial photography and remote sensing image data processing, provision of geographic information system software and solutions, development and sale of high-end surveying and mapping equipment, as well as mining and exploration of mineral resources in Mongolia.

Peace Map Technology represents the business division of the Peace Map Group outside Mainland China. Its role within the Peace Map Group is to explore potential markets and business opportunities for the further expansion and development of geographic information business of the Peace Map Group outside Mainland China.

### **TomTom**

Founded in 1991 and headquartered in Amsterdam, TomTom has over 4,400 employees worldwide and sell its products in 48 countries. Its business consists of four customer facing business units: Consumer, Automotive, Licensing and Telematics. TomTom empowers movement. Every day millions of people around the world depend on TomTom to make smarter decisions. TomTom designs and develops innovative products that make it easy for people to keep moving towards their goals. Its map-based components include map content, online map-based services, real-time traffic, and navigation software. Its consumer products include portable navigation devices (PNDs), navigation apps, sports watches and action camera. Its main business products are custom in-dash navigation systems and a fleet management system, which is offered to fleet owners as an online service with integrated in-vehicle cellular devices. For further information, please visit [www.tomtom.com](http://www.tomtom.com).

## **REASONS AND BENEFITS OF THE DISTRIBUTION AGREEMENT**

Since the start of 2015, the Peace Map Group continued to expand their business relating to the geographic information industry, which mainly consists of three segments, namely the geospatial business application and services, data collection and processing, and development and sale of high-end surveying and mapping equipment. At present, Peace Map Group's business in the geographic information industry is focused on customers and potential customers based in Mainland China; however, it is the intention of the Peace Map Group to expand their business into markets outside Mainland China.

The board of directors of Peace Map Holding considered that entering into the Distribution Agreement was a strategic opportunity for the Peace Map Group to facilitate further expansion of its geographic information business. In particular, Peace Map Technology plans to market the TomTom Licence Products to companies that have primary corporate headquarters or a principal place of business located in the Territory, but also have businesses and/or operations outside Mainland China that will be able to benefit from the TomTom Licensed Products. The Peace Map Group considers that, through Peace Map Technology and its business strategy with respect to the distribution of the TomTom Licensed Products, the Peace Map Group will be able to acquire further knowledge and understanding of the geographic information industry in various markets outside Mainland China, and therefore, facilitate the further expansion and development of their geographic information business. In addition, TomTom's experience, specialities, reputation and standing as one of the major map providers in the world will complement the business strategy of the Peace Map Group in their continued expansion and growth of their geographic information business globally. In consideration of the reasons and the benefits of the transactions contemplated under the Distribution Agreement set out above, and that the terms of the Distribution Agreement were agreed by the parties based on arm's length negotiations, the board of directors of Peace Map Holding considered that the transactions contemplated under the Distribution Agreement was in the best interest of Peace Map Holding and its shareholders as a whole.

## **DEFINITIONS**

Distribution Agreement	the distribution agreement dated 23 October 2015 entered into between TomTom and Peace Map Technology
Hong Kong	Hong Kong Special Administrative Region of the People's Republic of China
Macau	Macau Special Administrative Region of the People's Republic of China
Mainland China	the region under the People's Republic of China, excluding Hong Kong and Macau
Peace Map Holding	Peace Map Holding Limited, an entity established under the laws of the Cayman Islands with limited liability, whose shares are listed on the Main Board of the Stock Exchange with stock code number 402
Peace Map Group	Peace Map Holding and its subsidiaries

Peace Map Technology	Peace Map Technology Company Limited, an entity established under the laws of Hong Kong with limited liability
PRC	the People's Republic of China
Stock Exchange	The Stock Exchange of Hong Kong Limited
Territory	the PRC, which for the purposes of the Distribution Agreement, includes Hong Kong and Macau, but excludes Taiwan
TomTom	TomTom Global Content B.V., an entity established under the laws of Netherlands with limited liability
TomTom Licensed Products	certain geographic databases, digital maps, dynamic spatial data and related materials developed and distributed by TomTom that are licensed to Peace Map Technology pursuant to the Distribution Agreement

On behalf of the board of directors of  
**TomTom Global Content B.V.**  
**Harold Goddijn**  
*Chief Executive Officer*

On behalf of the board of directors of  
**Peace Map Holding Limited**  
**GUAN Hongliang**  
*Chairman and Chief Executive Officer*

Hong Kong, 27 October 2015

As at the date hereof, the board of directors of TomTom comprises:—

Mr. Harold Goddijn (*Chief Executive Officer*)

Mr. Taco Titulaer (*Chief Financial Officer*)

Mr. Alain de Taeye (*Member of the Management Board*)

As at the date hereof, the board of directors of Peace Map Holding comprises:—

*Executive directors:*

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*)

Mr. WANG Zheng (*Chief Operating Officer*)

*Independent non-executive directors:*

Mr. ZHANG Songlin

Mr. HUI Yat On

Mr. ZHAI Shenggang