

*Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.*



## **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)**

#### **FURTHER ANNOUNCEMENT**

References are made to the announcements of Peace Map Holding Limited (the “**Company**”) dated 3 July 2018 and 10 July 2018 (the “**Announcements**”). Otherwise defined herein, capitalized terms used herein have the same meanings as defined in the Announcements.

The Board wishes to provide further information on the Petition, the potential effect of the Petition on the transfer of the Company’s shares and the further action the Company has taken or will take in respect to the Petition.

1. As set out in the Announcements, on 9 July 2018, the Company received a letter from Diamond Wealth which stated that it has filed a winding up petition against the Company with the Supreme Court of Bermuda (the “**Petition**”) on 6 July 2018 on the ground that an event of default has taken place under the terms of the Convertible Notes due 2020 and the Company has upon demand failed to pay the amount due under the Convertible Notes due 2020 issued to it, being HK\$405,850,000.
2. As at the date of this announcement, to the best knowledge of the Company, the hearing date of the Petition has not been fixed.
3. In response to the Petition, the Company has been seeking legal advice to assess the case of the Company and discuss the necessary actions. The Company has also been in negotiations with Diamond Wealth and is using its best effort to reach an amicable settlement including the immediate dismissal and withdrawal of the Petition.

## POTENTIAL IMPACT OF THE PETITION

Under Section 166 of the Bermuda Companies Act 1981, it is provided that in a winding-up by the court, any disposition of the property of the company, including things in action, and any transfer of shares, or alternation in the status of the members of the company, made after the commencement of the winding up, shall, unless the court otherwise orders, be void.

As such, the Board wishes to remind its shareholders and potential investors that after the Petition has been presented, the transfer of the shares made thereafter would be void without a validation order from the court if a winding up order is eventually made based on the Petition under the laws and regulations applicable to the Company. The Company has been advised that once the Petition has been withdrawn or dismissed, the above provision will cease to have any effect.

Pursuant to the circular dated 28 December 2016 issued by the Hong Kong Securities Clearing Company Limited (“**HKSCC**”), when the winding-up petition is carried out and in view of these restrictions and the uncertainties that may arise from the transfer of shares of the Company, for any participants who conduct shares transfer through HKSCC (the “**Participants**”), HKSCC may at any time, and without notice, exercise its powers under the General Rules of CCASS to temporarily suspend any of its services in respect of shares of the Company. This may include the suspension of acceptance of deposits of share certificates of the Company into the Central Clearing and Settlement System (the “**CCASS**”). The share certificates of the Company received by HKSCC but not yet reregistered in HKSCC Nominee Limited’s name will also be returned to the relevant Participant and HKSCC shall reserve the right to reverse any credit granted to such Participant by debiting the relevant securities from its CCASS account accordingly. These measures would generally cease to apply from the date when the winding-up petition has been struck-out, dismissed or permanently stayed, or the Company has obtained the necessary validation order from the relevant court.

The Company is seeking legal advice from its legal adviser in relation to the application for a validation order in respect of the transfer of its shares. The Company will make an application for such validation order if so advised by its legal adviser.

Further announcement(s) will be made by the Company to keep its shareholders and investors informed of any significant development in relation to the Petition as and when appropriate.

**Transfer of Shares may be restricted as the deposits of the Company's shares into CCASS may be suspended due to the Petition. Shareholders and potential investors of the Company should exercise caution when they deal or contemplate dealing in the Shares or other securities of the Company.**

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

Hong Kong, 17 July 2018

*As at the date of this announcement, the executive directors of the Company 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 of the Company are Mr. ZHANG Songlin, Ms. LI Nan and Mr. XU Lei.*