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## PEACE MAP HOLDING LIMITED

天下圖控股有限公司

*(In Liquidation)*

*(incorporated in Cayman Islands and continued in Bermuda with limited liability)*

**(Stock code: 402)**

### EXCLUSIVITY AGREEMENT

This announcement is made by Peace Map Holding Limited (In Liquidation) (the “**Company**”) pursuant to Rule 13.09 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) (the “**Listing Rules**”) and the Inside Information Provisions (as defined in the Listing Rules) under Part XIVA of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

Reference is also made to the announcements of the Company dated 3 July 2018, 10 July 2018, 16 July 2018, 17 July 2018, 27 July 2018, 8 August 2018, 14 August 2018, 26 September 2018, 12 November 2018, 12 February 2019, 29 March 2019, 16 May 2019, 12 August 2019 and 30 August 2019 (collectively, the “**Announcements**”) in relation to, among others, the update on suspension of trading. Unless otherwise stated, capitalised terms used in this announcement shall have the same meaning as those defined in the Announcements.

### EXCLUSIVITY AGREEMENT

#### **Exclusivity**

The Company announces that, on 8 October 2019, the Company, the joint liquidators of the Company (the “**Joint Liquidators**”) and a potential investor (the “**Potential Investor**”) entered into the exclusivity agreement (the “**Exclusivity Agreement**”), pursuant to which the Company and the Potential Investor agreed to negotiate in good faith for concluding contracts (the “**Definitive Agreements**”) for implementing a proposed restructuring of the Company involving an acquisition of assets by the Company from the Potential Investor (the “**Proposed Transaction**”), the placing of all existing assets of the Company into a scheme for the benefits

of the Company's creditors and shareholders, and the submission of a proposal by the Company for seeking a resumption of trading in the shares of the Company to the Stock Exchange (the "**Resumption Proposal**") within a period of 3 months from the date of the Exclusivity Agreement or such longer period as mutually agreed by the Potential Investor and the Company. Pursuant to the Exclusivity Agreement, the Company and its directors, officers or employees or its subsidiaries for the time being and their respective professional advisors shall not, without the prior consent in writing of the Potential Investor, directly or indirectly (i) solicit proposals from any other persons other than the Potential Investor in relation to an acquisition or a series of acquisitions of assets by the Company which constitutes a reverse takeover (as defined under the Listing Rules), or any other transaction or series of transactions that will result in the resumption of trading of the shares of the Company on the Stock Exchange (each, a "**Restricted Transaction**"); (ii) participate in, or make arrangements for, discussions or negotiations with any third party in relation to a Restricted Transaction; (iii) provide information (whether orally, in writing or in any other form) to any third party, or entertain, co-operate with or undertake any work in relation to, any approach from a third party in relation to a Restricted Transaction; or (iv) enter into a Restricted Transaction or make or commit to any arrangement relating to any Restricted Transaction for (a) the period of three months from the date of the Exclusivity Agreement or such longer period as mutually agreed by the Potential Investor and the Company; or (b) the period commencing from the date of the Exclusivity Agreement up to the date when the Potential Investor gives notice in writing to the Company that the Potential Investor is no longer interested to proceed with the Proposed Transaction; (c) the period commencing from the date of the Exclusivity Agreement up to the date when the Resumption Proposal is rejected by the Stock Exchange; or (d) the period commencing from the date of the Exclusivity Agreement up to the date when the parties to the Exclusivity Agreement enter into the Definitive Agreements, whichever is the shorter (the "**Exclusivity Period**"). The Potential Investor agrees to pay, forthwith upon the signing of the Exclusivity Agreement by the parties thereto, a non-refundable sum of HK\$1.0 million to the Company (the "**Exclusivity Payment**"), which shall be available to the Company and the Joint Liquidators for application and use for such purposes as they may at their absolute discretion think fit, including without limitation payment of all fees, charges, costs, expenses and disbursements of the Company and/or the Joint Liquidators to professional advisors (including those of the Joint Liquidators) in the negotiation, preparation, execution and implementation of the Exclusivity Agreement and the Proposed Transaction and any matters in respect thereof or incidental thereto.

## **Termination**

Upon the expiry of the Exclusivity Period, the Exclusivity Agreement shall forthwith expire and be treated as terminated and everything therein contained shall, except for certain clauses such as those relating to confidentiality and governing law, be null and void and of no further effect.

## **CONTINUED SUSPENSION OF TRADING**

At the request of the Company, trading in the shares of the Company on the Stock Exchange has been suspended with effect from 9:00 a.m. on Monday, 13 August 2018 and will remain suspended until further notice.

**There is no assurance that the restructuring will materialise or eventually be consummated. Shareholders and all potential investors of the Company should be aware that the arrangement of the restructuring is subject to further negotiations between the Potential Investor, the Joint Liquidators and the Company.**

By order of the Board of  
**Peace Map Holding Limited**  
(In Liquidation)

**David Yen Ching Wai,  
Anita So Kit Yee and  
Keiran Hutchison**

*Joint Liquidators*

*Acting as agents of the Company only and  
without personal liability*

Hong Kong, 8 October 2019

*As at the date of this announcement, the executive directors of the Company are 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.*