
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect about this circular or as to the action to be taken, you should consult your licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Peace Map Holding Limited, you should at once hand this circular, together with the enclosed form of proxy, to the purchaser or the transferee or to the bank, licensed securities dealer, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, 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 circular.



PEACE MAP HOLDING LIMITED

天下圖控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 402)

- (1) GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES**
(2) REFRESHMENT OF THE SCHEME MANDATE LIMIT UNDER
THE SHARE OPTION SCHEME
(3) RE-ELECTION OF RETIRING DIRECTORS
AND
(4) NOTICE OF THE ANNUAL GENERAL MEETING

A notice convening the annual general meeting (“AGM”) of Peace Map Holding Limited (the “Company”) to be held at Room 1804A, 18/F, Tower 1, Admiralty Centre, 18 Harcourt Road, Admiralty, Hong Kong on Friday, 29 May 2015 at 10:30 a.m. is set out on pages 21 to 25 of this circular. A form of proxy for use at the AGM is enclosed.

Whether or not you are able to attend the AGM, you are requested to complete the enclosed form of proxy in accordance with the instructions printed thereon and return it to the Company’s branch share registrar in Hong Kong, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong as soon as practicable and in any event not less than 48 hours before the time appointed for holding of the AGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the meeting or any adjourned meeting should you so wish.

24 April 2015

CONTENTS

	<i>Page</i>
DEFINITIONS	1
 LETTER FROM THE BOARD	
1. INTRODUCTION	3
2. GENERAL MANDATE TO ISSUE SHARES	4
3. GENERAL MANDATE TO REPURCHASE SHARES	4
4. REFRESHMENT OF THE SCHEME MANDATE LIMIT UNDER THE SHARE OPTION SCHEME	5
5. RE-ELECTION OF RETIRING DIRECTORS	6
6. AGM	7
7. PROXY ARRANGEMENT	7
8. POLL	8
9. RESPONSIBILITY STATEMENT	8
10. RECOMMENDATION	8
 APPENDIX I – EXPLANATORY STATEMENT	 9
 APPENDIX II – DETAILS OF RETIRING DIRECTORS WHO ARE PROPOSED TO BE RE-ELECTED AT THE AGM	 15
 AGM NOTICE	 21

DEFINITIONS

In this circular, the following expressions have the following meanings unless the context indicates otherwise:

“AGM”	the annual general meeting of the Company to be held at Room 1804A, 18/F, Tower 1, Admiralty Centre, 18 Harcourt Road, Admiralty, Hong Kong on Friday, 29 May 2015 at 10:30 a.m. or any adjournment thereof (as the case may be);
“AGM Notice”	the notice convening the AGM as set out on pages 21 to 25 of this circular;
“Articles”	the articles of association of the Company;
“associates”	has the same meaning ascribed thereto under the Listing Rules;
“Board”	the board of Directors;
“Company”	Peace Map Holding Limited, a company incorporated in the Cayman Islands with limited liability and the Shares of which are listed on the main board of the Stock Exchange;
“Director(s)”	the director(s) of the Company;
“Group”	the Company and its subsidiaries;
“HK\$”	Hong Kong Dollars, the lawful currency of Hong Kong;
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China;
“Latest Practicable Date”	20 April 2015, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein;
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange;
“Scheme Mandate Limit”	the total number of Shares (being up to 10% of Shares in issue at the date of approval by the Shareholders in the relevant general meeting) which may be issued upon exercise of all options to be granted under the Share Option Scheme;
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong);

DEFINITIONS

“Share(s)”	share(s) of HK\$0.25 each in the capital of the Company (or of such nominal amount as shall result from a subdivision, consolidation, reclassification or reconstruction of the share capital of the Company from time to time);
“Share Issue Mandate”	the proposed general mandate to be granted to the Directors to allot, issue and deal with Shares with an aggregate nominal value not exceeding 20% of the share capital of the Company in issue as at the date of passing of the relevant resolution granting such mandate;
“Share Option Scheme”	the existing share option scheme of the Company adopted by the Company on 25 February 2006;
“Share Repurchase Mandate”	the proposed general mandate to be granted to the Directors to permit the repurchase of Shares of up to a maximum of 10% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing of the relevant resolution granting such mandate;
“Shareholder(s)”	holder(s) of the Share(s);
“Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“Takeovers Code”	the Hong Kong Code on Takeovers and Mergers; and
“%”	per cent.

LETTER FROM THE BOARD



PEACE MAP HOLDING LIMITED

天下圖控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 402)

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

Registered office:

Cricket Square
Hutchins Drive
P.O. Box 2681
Grand Cayman KY1-111
Cayman Islands

*Head office and principal place of
business in Hong Kong:*

Room A02, 35th Floor
United Centre
95 Queensway
Hong Kong

24 April 2015

To the Shareholders

Dear Sir or Madam,

**(1) GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES
(2) REFRESHMENT OF THE SCHEME MANDATE LIMIT UNDER
THE SHARE OPTION SCHEME
(3) RE-ELECTION OF RETIRING DIRECTORS
AND
(4) NOTICE OF THE ANNUAL GENERAL MEETING**

1. INTRODUCTION

The purpose of this circular is to provide you with information in respect of (i) the Share Issue Mandate; (ii) the Share Repurchase Mandate; (iii) the extension of the Share Issue Mandate to issue Shares by adding to it the aggregate number of issued Shares repurchased under the Share Repurchase Mandate; (iv) the refreshment of the Scheme Mandate Limit under the Share Option Scheme; and (v) the re-election of the retiring Directors; and to seek your approval of the resolutions relating to these matters at the AGM.

LETTER FROM THE BOARD

2. GENERAL MANDATE TO ISSUE SHARES

At the AGM, an ordinary resolution will be proposed to grant to the Directors a general and unconditional mandate to allot, issue and deal with the Shares representing up to 20% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of the resolution.

As at the Latest Practicable Date, the issued share capital of the Company comprised 6,726,481,091 Shares. Assuming that there is no change in the issued share capital of the Company between the period from the Latest Practicable Date and the date of passing the resolution approving the Share Issue Mandate, the maximum number of Shares which may be issued pursuant to the Share Issue Mandate on the date of passing the resolution approving the Share Issue Mandate will be 1,345,296,218 Shares.

The Share Issue Mandate will end on the earliest of: (i) the conclusion of the next annual general meeting of the Company; (ii) the date by which the next annual general meeting of the Company is required to be held by the Articles, or by any other applicable laws; or (iii) the date upon which such authority is revoked or varied by ordinary resolution of the Company in general meeting.

Subject to the passing of the following ordinary resolution regarding the Share Repurchase Mandate, an ordinary resolution will also be proposed at the AGM to authorise the Directors to issue new Shares in an amount not exceeding the aggregate nominal amount of the Shares repurchased pursuant to the Share Repurchase Mandate.

3. GENERAL MANDATE TO REPURCHASE SHARES

At the AGM, an ordinary resolution will be proposed to grant to the Directors a general and unconditional mandate to exercise all the powers of the Company to repurchase issued Shares subject to the criteria set out in this circular. In particular, Shareholders should note that the maximum number of Shares that may be repurchased pursuant to the Share Repurchase Mandate will be such number which represents 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of the resolution subject to the Listing Rules.

The Share Repurchase Mandate will end on the earliest of: (i) the conclusion of the next annual general meeting of the Company; (ii) the date by which the next annual general meeting of the Company is required to be held by the Articles, or by any other applicable laws; or (iii) the date upon which such authority is revoked or varied by ordinary resolution of the Company in general meeting.

As at the Latest Practicable Date, the issued share capital of the Company comprised 6,726,481,091 Shares. Assuming that there is no change in the issued share capital of the Company between the period from the Latest Practicable Date and the date of passing the resolution approving the Share Repurchase Mandate, the maximum number of Shares which may be repurchased pursuant to the Share Repurchase Mandate on the date of passing the resolution approving the Share Repurchase Mandate will be 672,648,109 Shares.

LETTER FROM THE BOARD

An explanatory statement, as required under the Listing Rules to provide the requisite information in connection with the Share Repurchase Mandate, is set out in Appendix I to this circular.

4. REFRESHMENT OF THE SCHEME MANDATE LIMIT UNDER THE SHARE OPTION SCHEME

The Share Option Scheme was adopted on 25 February 2006.

At the annual general meetings of the Company held on 23 August 2007, 27 August 2009, 26 August 2010, 26 August 2011, 3 August 2012, 28 August 2013 and 30 June 2014 respectively, the Shareholders approved the refreshments of the Scheme Mandate Limit. As a result of the approval of refreshment by the shareholders in general meeting held on 30 June 2014, the existing Scheme Mandate Limit is 665,751,245 Shares, representing 10% of the then issued share capital of the Company, of which options to subscribe for 591,000,000 Shares have been granted and no options have been exercised, cancelled or lapsed.

As at the Latest Practicable Date, the total number of Shares which may be issued upon exercise of all outstanding share options granted under the Share Option Scheme is 666,720,000 Shares, representing approximately 9.9% of the existing issued share capital of the Company.

The purpose of the Share Option Scheme is to encourage the eligible participants under the Share Option Scheme to perform their best in achieving the goals of the Group and to recognize the contribution of and to provide incentives to the Group's employees and Directors and other selected grantees. The refreshment of the Scheme Mandate Limit will allow the Directors more flexibility in employing the Share Option Scheme in the future should they need to grant further options that are over the current limit to those who have made contributions to the Group. Accordingly, the Directors would like to take the AGM as an opportunity to approve the refreshment of the Scheme Mandate Limit. In this regard, the Company will seek approval from the Shareholders in the AGM for refreshing the Scheme Mandate Limit.

Subject to the approval of the Shareholders at the AGM and such other requirements prescribed under the Listing Rules, the Scheme Mandate Limit will be refreshed so that the total number of Shares which may be issued upon exercise of all options to be granted under the Share Option Scheme and all other share option scheme(s) of the Company (if any) under the Scheme Mandate Limit as refreshed shall not exceed 10% of the Shares in issue as at the date of approval of such refreshed limit. Options previously granted under the Share Option Scheme (including those outstanding, cancelled, lapsed in accordance with the Share Option Scheme or exercised) will not be counted for the purpose of calculating the Scheme Mandate Limit as refreshed. The aggregate number of Shares that may be issued upon exercise of all outstanding options granted and yet to be exercised under the Share Option Scheme and any other share option scheme(s) of the Company at any time must not exceed 30% of the Shares in issue from time to time.

At the Latest Practicable Date, the Company does not have any other share option scheme.

LETTER FROM THE BOARD

If the Scheme Mandate Limit is refreshed, on the basis of 6,726,481,091 Shares in issue at the Latest Practicable Date and assuming that no Shares are issued or repurchased by the Company prior to the AGM, the Company will be allowed to grant further share options to subscribe for up to 672,648,109 Shares, which do not include the share options that are outstanding, cancelled or have lapsed at the AGM.

The refreshment of the Scheme Mandate Limit is conditional upon:

- (a) the Shareholders passing an ordinary resolution to approve the refreshment of the Scheme Mandate Limit at the AGM; and
- (b) the listing committee of the Stock Exchange granting the approval for the listing of, and permission to deal in, the Shares to be issued pursuant to the exercise of any options granted under the refreshed limit which shall not exceed 10% of the issued share capital of the Company as at the date of approval of the refreshment.

Application will be made to the listing committee of the Stock Exchange for the approval of the listing of, and permission to deal in, the Shares (representing a maximum of 10% of the Shares in issue as at the date of the AGM) which may fall to be issued upon the exercise of any options that may be granted under the Share Option Scheme and all other share option scheme(s) of the Company.

5. RE-ELECTION OF RETIRING DIRECTORS

The Board currently consists of eight Directors, namely, Mr. GUAN Hongliang, Mr. ZHANG Chuanjun, Mr. ZHU Dong, Mr. FENG Tao, Mr. WANG Zheng, Mr. ZHANG Songlin, Mr. HUI Yat On and Mr. ZHAI Shenggang.

Pursuant to article 87 of the Articles, one-third of the Directors for the time being (or, if their number is not a multiple of three, the number nearest to but not less than one-third) shall retire from office by rotation at every annual general meeting of the Company provided that every Director shall be subject to retirement at least once every three years and shall then be eligible for re-election. Any Director appointed pursuant to article 86(3) of the Articles shall not be taken into account in determining which particular Directors or the number of Directors who are to retire by rotation.

In accordance with article 87 of the Articles, two of the Directors, namely Mr. ZHU Dong and Mr. ZHANG Songlin will retire at the AGM and, being eligible, would offer themselves for re-election.

In accordance with article 86(3) of the Articles, any Director appointed by the Board to fill a causal vacancy or as an addition to the Board shall hold office only until the next following general meeting of the Company and shall then be eligible for re-election at the meeting. Three of the Directors, namely, Mr. GUAN Hongliang, Mr. WANG Zheng and Mr. ZHAI Shenggang being appointed as Directors by the Board during the year, will hold office until the AGM and being eligible, have offered themselves for re-election at the AGM.

LETTER FROM THE BOARD

Details of the above named Directors who have offered themselves to be re-elected at the AGM are set out in Appendix II to this circular.

Nomination committee of the Company

The nomination committee of the Company comprising one executive Director and two independent non-executive Directors, namely Mr. ZHANG Songlin (as chairman of the nomination committee), Mr. ZHU Dong and Mr. ZHAI Shenggang, has notified the Board, and the Board has noted, that Mr. GUAN Hongliang, Mr. ZHU Dong, Mr. WANG Zheng, Mr. ZHANG Songlin and Mr. ZHAI Shenggang will stand for re-election as Directors at the AGM.

The nomination committee is also responsible for, inter alia, assessing the independence of independent non-executive Directors. In doing so, the nomination committee has reviewed the individual independent non-executive Director's annual confirmation of independence declared pursuant to Rule 3.13 of the Listing Rules as well as the connected transactions, if any, as disclosed in the annual report of the Company for the year ended 31 December 2014. As a good corporate governance practice, every nomination committee member had abstained from assessing his own independence. The nomination committee considers that Mr. ZHANG Songlin, Mr. HUI Yat On and Mr. ZHAI Shenggang have fulfilled the independence requirement under Rule 3.13 of the Listing Rules.

6. AGM

Set out on pages 21 to 25 of this circular is the AGM Notice convening the AGM at which, among other things, resolutions will be proposed to approve the Share Issue Mandate, the Share Repurchase Mandate, the extension of the Share Issue Mandate, the refreshment of the Scheme Mandate Limit under the Share Option Scheme and the re-election of the retiring Directors.

To the best knowledge of the Directors, having made all reasonable enquiries, no Shareholders are required to abstain from voting on any particular resolution at the AGM.

7. PROXY ARRANGEMENT

A form of proxy for use at the AGM is enclosed with this circular. To be valid, the form of proxy must be completed in accordance with the instructions printed thereon and deposited, together with the power of attorney or other authority (if any) under which it is signed or a certified copy of such power of attorney or authority, at the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding the AGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjournment thereof should you so wish.

LETTER FROM THE BOARD

8. POLL

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of shareholders at a general meeting must be taken by a poll. Therefore, all resolutions proposed at the AGM shall be voted by poll.

9. RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein misleading.

10. RECOMMENDATION

The Directors believe that the grant of the Share Issue Mandate, the Share Repurchase Mandate, the extension of the Share Issue Mandate, the refreshment of the Scheme Mandate Limit under the Share Option Scheme and the re-election of retiring Directors are all in the best interests of the Company and the Shareholders. Accordingly, the Directors recommend all Shareholders to vote in favour of the relevant resolutions to be proposed at the AGM.

Yours faithfully,
For and on behalf of the Board
Peace Map Holding Limited
GUAN Hongliang
Chairman and Chief Executive Officer

This Appendix serves as an explanatory statement, as required by the Listing Rules, to provide all the information in relation to the Share Repurchase Mandate for your consideration.

1. LISTING RULES RELATING TO THE REPURCHASES OF SHARES

The Listing Rules permit companies with a primary listing on the Stock Exchange to purchase their securities subject to certain restrictions.

All proposed repurchases of securities on the Stock Exchange by a company with its primary listing on the Stock Exchange must be approved in advance by an ordinary resolution, either by way of a general mandate or by a specific approval of a particular transaction and that the shares to be repurchased must be fully paid up. A maximum of 10% of the issued share capital as at the date of passing the relevant resolution may be repurchased on the Stock Exchange.

2. SHARE CAPITAL

As at the Latest Practicable Date, there were 6,726,481,091 Shares in issue. Subject to the passing of the resolution granting the Share Repurchase Mandate and on the basis that no further Shares are issued or repurchased before the AGM, the Company will be allowed to repurchase a maximum of 672,648,109 Shares representing 10% of the issued share capital of the Company as at the Latest Practicable Date.

3. REASONS FOR REPURCHASES

Although the Directors have no present intention of repurchasing the Shares, they believe that it is in the interests of the Company and the Shareholders for the Directors to have a general authority from the Shareholders to enable the Company to repurchase Shares on the market. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net assets value of the Company and/or its earnings per Share and will only be made when the Directors believe that such repurchases will benefit the Company and the Shareholders.

4. FUNDING OF REPURCHASES

In repurchasing Shares, the Company may only apply funds legally available for such purpose in accordance with the memorandum of association of the Company and the Articles and the applicable laws and regulations of the Cayman Islands.

It is presently proposed that any repurchase of the Shares would be made out of profits of the Company or the proceeds of a fresh issue made for the repurchase or out of capital provided that on the day immediately following the date of repurchase the Company is able to pay its debts as they fall due in the ordinary course of business.

5. IMPACT ON REPURCHASES

Based on the audited consolidated financial statements for the year ended 31 December 2014, there might be a material adverse impact on the working capital or gearing position of the Company in the event that the Share Repurchase Mandate is exercised in full.

The Directors do not propose to exercise the Share Repurchase Mandate to such an extent as would, in the circumstances, have a material adverse effect on the working capital or gearing position of the Company which in the opinion of the Directors is from time to time appropriate to the Company.

6. MARKET PRICES

The highest and lowest prices at which the Shares have been traded on the Stock Exchange in each of the 12 calendar months immediately preceding (and including) the Latest Practicable Date were as follows:

MONTH	PRICE PER SHARE	
	Highest HK\$	Lowest HK\$
April 2014	0.285	0.243
May 2014	0.265	0.208
June 2014	0.227	0.190
July 2014	0.229	0.180
August 2014	0.200	0.156
September 2014	0.270	0.165
October 2014	0.375	0.240
November 2014	0.320	0.248
December 2014	0.340	0.192
January 2015	0.335	0.260
February 2015	0.300	0.238
March 2015	0.300	0.241
April 2015 (<i>note</i>)	0.580	0.260

Note: Up to the Latest Practicable Date.

7. GENERAL INFORMATION

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their associates, have any present intention to sell any Shares to the Company or any of its subsidiaries, if the Share Repurchase Mandate is approved by the Shareholders.

No connected persons (as defined in the Listing Rules) of the Company have notified the Company that they have any present intention to sell any Shares to the Company, or have undertaken not to do so, if the Share Repurchase Mandate is approved by the Shareholders.

8. UNDERTAKINGS

The Directors have undertaken to the Stock Exchange that they will exercise the Share Repurchase Mandate in accordance with the Listing Rules, the applicable laws of the Cayman Islands and the memorandum of association of the Company and the Articles.

9. TAKEOVERS CODE

So far as our Directors are aware, as at the Latest Practicable Date, the following persons had interests or short positions in the Shares or underlying shares which would be required to be disclosed to the Company and the Stock Exchange under the provisions of Divisions 2 and 3 of Part XV of the SFO, or were, directly or indirectly, interested in 10% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meetings of the Company:

Name of Substantial Shareholder	Long position/ short position	Capacity/ Nature of interest	Notes	Number of Shares/ underlying shares held	Approximate percentage of Shareholding in the Company
Aviation Industry Corporation of China	Long position	Interest in controlled corporation	1	1,993,320,000	29.63%
AVIC International Holding Corporation	Long position	Interest in controlled corporation	1, 2	1,993,320,000	29.63%
AVIC International (HK) Group Limited	Long position	Interest in controlled corporation	1, 2	1,993,320,000	29.63%
Tacko International Limited	Long position	Interest in controlled corporation	1	1,161,900,000	17.27%
AVIC International Holding (HK) Limited	Long position	Interest in controlled corporation	1, 2	1,161,900,000	17.27%
Kingspot Investment Limited	Long position	Beneficial owner	1, 2	1,133,000,000	16.84%
AVIC Joy Holdings (HK) Limited	Long position	Interest in controlled corporation	1, 2	554,080,000	8.24%
Light Pearl Holdings Limited	Long Position	Interest in controlled corporation	1	554,080,000	8.24%
Tongda Information Technology Limited	Long Position	Interest in controlled corporation	1	554,080,000	8.24%
Smarty Capital Investments Limited	Long Position	Beneficial owner	1, 2	554,080,000	8.24%
Mr. GUAN Hongliang	Long Position	Beneficial owner and Interest in controlled corporation	3	415,652,000	6.18%
Mr. Wong Ching Ping Alex	Long Position	Beneficial owner and Interest in controlled corporation	4	392,554,545	5.84%

Name of Substantial Shareholder	Long position/ short position	Capacity/ Nature of interest	Notes	Number of Shares/ underlying shares held	Approximate percentage of Shareholding in the Company
Ms. Gomes Maria Da Silva Rubi Angela	Long Position	Family Interest	5	392,554,545	5.84%
Diamond Wealth Holdings Limited	Long Position	Beneficial owner	4	368,954,545	5.49%
Broadlink Enterprises Limited	Long Position	Beneficial owner	3	350,652,000	5.21%

Notes:

1. Aviation Industry Corporation of China (“**AVIC**”) is interested in 1,993,320,000 Shares, underlying shares and convertible notes of the Company through Best Pine Investment Limited, Billirich Investment Limited, Smarty Capital Investments Limited and Kingspot Investment Limited.

AVIC holds 62.52% interest in AVIC International Holding Corporation which in turn holds 100% interest in AVIC International (HK) Group Limited (“**AVIC Int’l Group**”) which in turn holds 11.24% in AVIC Joy Holdings (HK) Limited (“**AVIC Joy**”).

AVIC Int’l Group also holds 100% interest in Tacko International Limited which in turn holds 34.34% interest in AVIC International Holding (HK) Limited (“**AVIC Int’l**”) which in turn holds 100% interest in Billirich Investment Limited which in turn holds 23.01% interest in AVIC Joy. AVIC Int’l Group also holds 100% interest in Best Pine Investment Limited which holds 277,340,000 Shares. Billirich Investment Limited also holds 28,900,000 Shares.

AVIC Joy holds 100% interest in Light Pearl Holdings Limited which in turn holds 100% interest in Tongda Information Technology Limited which in turn holds 100% interest in Smarty Capital Investments Limited which holds 554,080,000 Shares.

AVIC Int’l holds 100% interest in Kingspot Investment Limited which is interested in (i) 469,000,000 Shares and (ii) convertible notes that may be converted into 664,000,000 Shares.

2. Mr. ZHANG Chuanjun is a director of AVIC Int’l, Kingspot Investment Limited, Billirich Investment Limited, AVIC Joy and Smarty Capital Investments Limited; the vice president of AVIC Joy; the chief financial officer of AVIC Int’l Group and AVIC Int’l; and the deputy chief financial officer of AVIC International Holding Corporation. Mr. ZHU Dong is the deputy chief financial officer of AVIC Int’l Group.
3. Broadlink Enterprises Limited holds 350,652,000 Shares. It is beneficially owned as to 44.36% by Mr. GUAN Hongliang. By virtue of the SFO, Mr. GUAN Hongliang is deemed to be interested in the Shares held by Broadlink Enterprises Limited. Mr. GUAN Hongliang also holds 65,000,000 share options in the Company.
4. Diamond Wealth Holdings Limited holds 368,954,545 Shares. It is beneficially and wholly owned by Mr. Wong Ching Ping Alex. By virtue of the SFO, Mr. Wong Ching Ping Alex is deemed to be interested in the Shares held by Diamond Wealth Holdings Limited.
5. Ms. Gomes Maria Da Silva Rubi Angela is the spouse of Mr. Wong Ching Ping Alex. By virtue of the SFO, she is deemed to be interested in the Shares held by Mr. Wong Ching Ping Alex.

If as a result of a repurchase of Shares, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of the Takeovers Code.

Accordingly, a Shareholder, or a group of Shareholders acting in concert, depending on the level of increase of the Shareholders' interest, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rules 26 and 32 of the Takeovers Code.

The Directors are not aware of any Shareholder, or group of Shareholders acting in concert, who would become obliged to make a mandatory offer under Rules 26 and 32 of the Takeovers Code, if the Share Repurchase Mandate were exercised in full.

The Directors have no intention to exercise the Share Repurchase Mandate to an extent as may result in the amount of Shares held by the public below 25% of the total issued share capital of the Company.

10. SHARE REPURCHASE MADE BY THE COMPANY

No repurchase has been made by the Company of its Shares in the six months prior to the Latest Practicable Date.

The following sets out the details of the Directors who will retire and, being eligible, offer themselves for re-election at the AGM pursuant to the Articles:

EXECUTIVE DIRECTORS

A. Mr. GUAN Hongliang

Experience

Mr. GUAN Hongliang, aged 45, was appointed as an Executive Director, Chairman and Chief Executive Officer of the Company on 6 August 2014. Mr. GUAN holds a doctorate in Cartography and Geographic Information Systems in Capital Normal University, a Master's degree in Applied Animal Science in Tokyo University and an Executive Master of Business Administration degree from Qinghua University. He also obtained a Bachelor's degree in Ecology and Environmental Biology in Wuhan University. Mr. GUAN has over 23 years of experience in data technology and cartography. He was elected as a member of the "Recruitment Program of Global Experts" ("千人計劃") in the year 2010, which was implemented by the Central Committee of the Communist Party of the People's Republic of China, and was appointed as a member of Expert Consulting Committee of the People's Republic of China. He was the general manager of 北京天下圖數據技術有限公司 (Peace Map Co., Ltd*) ("**Beijing Peace Map**") from July 2006 to July 2011 and was appointed as its chairman in August 2011. He has also been the general manager of 北京天下圖信息技術有限公司 (Beijing Peace Map Information and Technology Limited*) ("**Beijing Peace Map Information**") since August 2012. Other than the directorship in the Company, Mr. GUAN is also a director of certain subsidiaries of the Company.

Save as disclosed above, Mr. GUAN did not hold any directorship in other listed companies in the past three years.

Length of service

Mr. GUAN has entered into a letter of appointment with the Company for a term of three years commencing on 6 August 2014. Either party may terminate the appointment by giving to the other party not less than one month's written notice.

Relationships

Save as disclosed in Appendix I to this circular, Mr. GUAN has no relationship with any directors, senior management or substantial shareholders (as defined in the Listing Rules) or controlling shareholders (as defined in the Listing Rules) of the Company.

Interests in Shares

As at the Latest Practicable Date, Mr. GUAN was interested in 415,652,000 Shares or underlying shares of the Company within the meaning of Part XV of the SFO.

* For identification purpose only

Directors' emoluments

Pursuant to the letter of appointment entered into between Mr. GUAN and the Company dated 6 August 2014, Mr. GUAN is currently entitled to a directors' fee of HK\$20,000 per month and eligible to participate in the Share Option Scheme of the Company.

In addition, Mr. GUAN receives a housing allowance of HK\$10,000 per month with effect from 17 November 2014 pursuant to the supplemental service contract entered into between Mr. GUAN and the Company dated 17 November 2014.

Mr. GUAN has entered into a labour contract with Beijing Peace Map Information on 26 August 2012 and he is not entitled to receive any salary under the labour contract.

B. Mr. ZHU Dong***Experience***

Mr. ZHU Dong, aged 41, has been an Executive Director of the Company since December 2012 and was redesignated as the Deputy Chief Executive Officer of the Company on 6 August 2014. Mr. ZHU holds a Master's degree and a Bachelor's degree in Management Accounting and is a senior accountant. He has over 21 years of experience in accounting, corporate finance and advisory services. Mr. ZHU served AVIC Int'l (stock code: 232), a company listed on the main board of the Stock Exchange, as a deputy chief financial officer, and is the deputy chief financial officer of AVIC Int'l Group.

Save as disclosed above, Mr. ZHU did not hold any directorship in other listed companies in the past three years.

Length of service

Mr. ZHU has entered into a letter of appointment with the Company for a term of three years commencing on 12 December 2012. Either party may terminate the appointment by giving to the other party not less than one month's written notice.

Relationships

Mr. ZHU has no relationship with any directors, senior management or substantial shareholders (as defined in the Listing Rules) or controlling shareholders (as defined in the Listing Rules) of the Company.

Interests in Shares

As at the Latest Practicable Date, Mr. ZHU was interested in 65,000,000 Shares or underlying shares of the Company within the meaning of Part XV of the SFO.

Directors' emoluments

Under the letter of appointment entered into between Mr. ZHU and the Company on 12 December 2012, Mr. ZHU is currently entitled to a directors' fee of HK\$10,000 per month and eligible to participate in the Share Option Scheme of the Company.

C. Mr. WANG Zheng*Experience*

Mr. WANG Zheng, aged 34, was appointed an Executive Director and the Chief Operating Officer of the Company on 6 August 2014. Mr. WANG holds an associate degree in Commercial English from Nanjing University of Aeronautics and Astronautics and studied a Master of Business Administration in Law in China University of Political Science and was awarded a course completion certificate. He has over 14 years of experience in data technology marketing and corporate management. Mr. WANG was a deputy general manager of Beijing Peace Map from August 2007 to August 2012. Mr. WANG has been a deputy general manager of Beijing Peace Map Information since August 2012 and a deputy general manager of MIG Management Services Limited, a wholly owned subsidiary of the Company incorporated in Hong Kong, from 15 August 2013 to 5 August 2014.

Save as disclosed above, Mr. WANG did not hold any directorship in other listed companies in the past three years.

Length of service

Mr. WANG has entered into a letter of appointment with the Company for a term of three years commencing on 6 August 2014. Either party may terminate the appointment by giving to the other party not less than one month's written notice.

Relationships

Mr. WANG has no relationship with any directors, senior management or substantial shareholders (as defined in the Listing Rules) or controlling shareholders (as defined in the Listing Rules) of the Company.

Interests in Shares

As at the Latest Practicable Date, Mr. WANG was interested in 65,000,000 Shares or underlying shares of the Company within the meaning of Part XV of the SFO.

Directors' emoluments

Pursuant to the letter of appointment entered into between Mr. WANG and the Company dated 6 August 2014, Mr. WANG is currently entitled to a monthly salary of HK\$32,000 and eligible to participate in the Share Option Scheme of the Company. Mr. WANG is also entitled to receive a monthly salary of RMB25,000 since his appointment on 6 August 2014 from Beijing Peace Map Information and from October 2014, his monthly salary increased to RMB25,200 and is also entitled to a subsidy of RMB15,300 from Beijing Peace Map Information.

In addition, Mr. WANG receives a housing allowance of HK\$10,000 per month with effect from 17 November 2014 pursuant to the supplemental service contract entered into between Mr. WANG and the Company dated 17 November 2014.

INDEPENDENT NON-EXECUTIVE DIRECTORS**A. Mr. ZHANG Songlin*****Experience***

ZHANG Songlin, aged 49, has been an Independent Non-Executive Director of the Company since March 2013. Mr. ZHANG holds a Bachelor's degree in Economics from the School of Finance of the Renmin University of China. Mr. ZHANG joined China Digital Library Corporation Limited in 2005 and is now its vice president. Mr. ZHANG is a member of the Beijing Institute of Certified Public Accountants.

Save as disclosed above, Mr. ZHANG did not hold any directorship in other listed companies in the past three years.

Length of service

Mr. ZHANG has renewed a letter of appointment with the Company for a fixed term of one year commencing on 11 March 2015. Either party may terminate the appointment by giving to the other party not less than one month's written notice.

Relationships

Mr. ZHANG has no relationship with any directors, senior management or substantial shareholders (as defined in the Listing Rules) or controlling shareholders (as defined in the Listing Rules) of the Company.

Interests in Shares

As at the Latest Practicable Date, Mr. ZHANG was not interested in any Shares or underlying shares of the Company within the meaning of Part XV of the SFO.

Directors' emoluments

Pursuant to the letter of appointment entered into between Mr. ZHANG and the Company dated 28 January 2015, Mr. ZHANG is entitled to a directors' fee of HK\$5,000 per month and eligible to participate in the Share Option Scheme of the Company.

B. Mr. ZHAI Shenggang*Experience*

Mr. ZHAI Shenggang, aged 41, was appointed as an Independent Non-Executive Director of the Company on 30 November 2014. Mr. ZHAI 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 is currently a partner of 北京中企眾信會計師事務所 (Beijing Zhongqizhongxin Certified Public Accountants Co., Ltd*) and has over 7 years of experience in accounting and auditing areas.

Save as disclosed above, Mr. ZHAI did not hold any directorship in other listed companies in the past three years.

Length of service

Mr. ZHAI has entered into a letter of appointment with the Company for a fixed term of one year commencing on 30 November 2014. Either party may terminate the appointment by giving to the other party not less than one month's written notice.

Relationships

Mr. ZHAI has no relationship with any directors, senior management or substantial shareholders (as defined in the Listing Rules) or controlling shareholders (as defined in the Listing Rules) of the Company.

Interests in Shares

As at the Latest Practicable Date, Mr. ZHAI was not interested in any Shares or underlying shares of the Company within the meaning of Part XV of the SFO.

Directors' emoluments

Pursuant to the letter of appointment entered into between Mr. ZHAI and the Company dated 17 November 2014, Mr. ZHAI is entitled to a directors' fee of HK\$5,000 per month and eligible to participate in the Share Option Scheme of the Company.

* For identification purpose only

The Company's policies concerning remuneration of the Directors are as follows:

- (i) the amount of remuneration is determined on the basis of the relevant Directors' experience, responsibilities, workload and the time devoted to the Group;
- (ii) non-cash benefits may be provided to the Directors under their remuneration package;
- (iii) the Directors may be granted, at the discretion of the Board, options pursuant to the Share Option Scheme as part of their remuneration package.

MATTERS THAT NEED TO BE BROUGHT TO THE ATTENTION OF THE SHAREHOLDERS

There is no information that is required to be disclosed in respect of such details set out in paragraphs (h) to (v) of Rule 13.51(2) of the Listing Rules and there are no other matters concerning Mr. GUAN Hongliang, Mr. ZHU Dong, Mr. WANG Zheng, Mr. ZHANG Songlin and Mr. ZHAI Shenggang that need to be brought to the attention of the Shareholders.

AGM NOTICE



PEACE MAP HOLDING LIMITED

天下圖控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 402)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting (the “AGM”) of Peace Map Holding Limited (the “Company”) will be held at Room 1804A, 18/F, Tower 1, Admiralty Centre, 18 Harcourt Road, Admiralty, Hong Kong on Friday, 29 May 2015 at 10:30 a.m. (or any adjournment thereof) to consider and, if thought fit, transact the following ordinary businesses:

1. To receive the audited consolidated financial statements and the reports of the directors of the Company (the “Director(s)”) and the auditor of the Company (the “Auditor”) for the year ended 31 December 2014.
2. (A) (i) to re-elect Mr. GUAN Hongliang as an Executive Director;
(ii) to re-elect Mr. ZHU Dong as an Executive Director;
(iii) to re-elect Mr. WANG Zheng as an Executive Director;
(iv) to re-elect Mr. ZHANG Songlin as an Independent Non-Executive Director; and
(v) to re-elect Mr. ZHAI Shenggang as an Independent Non-Executive Director.
(B) to authorise the board of Directors (the “Board”) to determine the remuneration of the Directors.
3. To re-appoint SHINEWING (HK) CPA Limited as the Auditor and to authorise the Board to fix their remuneration.

As special businesses, to consider and, if thought fit, pass with or without amendments, the following resolutions as ordinary resolutions:

AGM NOTICE

ORDINARY RESOLUTIONS

4. (A) **“THAT:**

- (i) subject to paragraph (iii) of this resolution, and pursuant to the Rules (the **“Listing Rules”**) Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the **“Stock Exchange”**), the exercise by the Directors during the Relevant Period (as hereinafter defined) on all the powers of the Company to allot, issue or otherwise deal with additional shares in the share capital of the Company (**“Shares”**) or securities convertible into Shares, or options and to make or grant offers, agreements and options which would or might require the exercise of such powers, be and the same is hereby generally and unconditionally approved;
- (ii) the approval in paragraph (i) of this resolution shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options which would or might require the exercise of such powers after the end of the Relevant Period;
- (iii) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) and issued by the Directors pursuant to the approval in paragraph (i) of this resolution, otherwise than by way of (a) a Rights Issue (as hereinafter defined); or (b) the exercise of rights of subscription or conversion under the terms of any warrants issued by the Company or any securities which are convertible into Shares; or (c) the exercise of or the grant of any option under any share option scheme of the Company or similar arrangement for the time being adopted for the issue or grant to the grantees as specified in such scheme or similar arrangement of shares or options to subscribe for or rights to acquire shares of the Company; or (d) any scrip dividend or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares in accordance with the articles of association of the Company in force from time to time, shall not exceed 20% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing of this resolution and the said approval be limited accordingly; and
- (iv) for the purpose of this resolution:

“Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:

- (a) the conclusion of the next annual general meeting of the Company;
- (b) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws to be held; or

AGM NOTICE

- (c) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders in general meeting.

“**Rights Issue**” means an offer of shares in the share capital of the Company or an offer or issue of warrants or options or similar instruments to subscribe for shares in the share capital of the Company open for a period fixed by the Directors to holders of shares whose names appear on the register of members of the Company on a fixed record date in proportion to their then holdings of such shares in the Company (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements, or having regard to any restrictions or obligations under the laws of, or the requirements of, or the expense or delay which may be involved in determining the existence or extent of any restrictions or obligations under the laws of, or the requirements of, any jurisdiction applicable to the Company, or any recognised regulatory body or any stock exchange applicable to the Company).”

(B) “**THAT:**

- (i) subject to paragraph (ii) of this resolution, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase issued shares in the share capital of the Company on the Stock Exchange or any other stock exchange on which the shares of the Company may be listed and recognised by the Securities and Futures Commission of Hong Kong (the “SFC”) and the Stock Exchange for such purpose, and otherwise in accordance with the rules and regulations of the SFC, the Stock Exchange or of any other stock exchange as amended from time to time and all applicable laws in this regard, be and the same is hereby generally and unconditionally approved;
- (ii) the aggregate nominal amount of issued shares of the Company which may be repurchased by the Company pursuant to the approval in paragraph (i) of this resolution during the Relevant Period shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing of this resolution and the said approval shall be limited accordingly; and
- (iii) for the purpose of this resolution:

“**Relevant Period**” means the period from the passing of this resolution until whichever is the earliest of:

- (a) the conclusion of the next annual general meeting of the Company;
- (b) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws to be held; or
- (c) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders in general meeting.”

AGM NOTICE

- (C) “**THAT** conditional upon resolutions No. 4(A) and No. 4(B) above being passed, the general mandate granted to the Directors to allot, issue or otherwise deal with additional shares of the Company pursuant to resolution No. 4(A) be and is hereby extended by the addition thereto of an amount representing the aggregate nominal amount of the share capital of the Company repurchased by the Company under the authority granted pursuant to resolution No. 4(B) provided that such amount shall not exceed 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of this resolution.”
5. “**THAT** (i) subject to and conditional upon the Listing Committee of the Stock Exchange granting the listing of and permission to deal in the ordinary shares of HK\$0.25 each (the “**Shares**”) in the share capital of the Company which may be issued pursuant to the exercise of options granted under the Refreshed Mandate Limit (as defined below), the refreshment of the limit on grant of options under Company’s share option scheme adopted on 25 February 2006 and any other scheme(s) of the Company up to 10% of the Shares in issue as at the date of passing this resolution (the “**Refreshed Mandate Limit**”) be and is hereby approved and (ii) any Director be and is hereby authorised to do such act and execute such documents to effect the Refreshed Mandate Limit.”

By Order of the Board
Peace Map Holding Limited
CHENG HOO
Company Secretary

Hong Kong, 24 April 2015

AGM NOTICE

Notes:

- (1) A form of proxy for use at the AGM or any adjournment thereof is enclosed.
- (2) Any member entitled to attend and vote at the AGM shall be entitled to appoint another person as his proxy to attend and vote instead of him. A member who is the holder of two or more shares may appoint more than one proxy to represent him and vote on his behalf at the AGM. A proxy need not be a member of the Company.
- (3) In order to be valid, the form of proxy completed in accordance with the instructions set out therein, together with the power of attorney or other authority (if any) under which it is signed (or a certified copy of that power or authority) must be deposited at the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time appointed for holding the AGM or any adjournment thereof. Completion and return of the proxy form will not preclude you from attending and voting in person at the AGM or any adjournment thereof should you so wish.
- (4) In case of joint holders of any share, any one of such joint holders may vote at the AGM, either in person or by proxy, in respect of such share as if he were solely entitled thereto, but if more than one of such joint holders are present at the meeting in person or by proxy, then one of the said persons present whose name stands first on the register of members in respect of such share shall alone be entitled to vote in respect thereof.
- (5) The register of members of the Company will be closed from Thursday, 28 May 2015 to Friday, 29 May 2015, during which period no transfer of shares of the Company will be registered. In order to qualify attending the AGM to be held on Friday, 29 May 2015, all transfers of shares of the Company accompanied by the relevant share certificates and appropriate transfer forms must be lodged with the transfer office of the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong, for registration not later than 4:30 p.m. on Wednesday, 27 May 2015.
- (6) A circular containing, inter alia, details of the proposed general mandates to issue and repurchase shares of the Company and information of the retiring Directors of the Company who have offered themselves to be re-elected at the AGM, will be despatched to the shareholders of the Company on 24 April 2015.