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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.

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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)

- (1) GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES**
(2) ADOPTION OF 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 Thursday, 26 May 2016 at 10:30 a.m. is set out on pages 29 to 33 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.

14 April 2016

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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 Thursday, 26 May 2016 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 29 to 33 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;
“Business Day(s)”	any day on which the Stock Exchange is open for the business of dealing in securities;
“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;
“Eligible Participant”	any director, employee of any member of the Group, any customer, supplier, agent, partner, consultant, adviser or shareholder of or contractor to any member of the Group, a company beneficially owned by or a trustee of any trust the beneficiary of which include any director, employee, customer, supplier, agent, partner, consultant, adviser or shareholder of or contractor to any member of the Group;
“Exercise Period”	in respect of any particular Option, such period as the Board may in its absolute discretion determine and specify in relation to any particular Option Holder in his option agreement during which the Option may be exercised (subject to such restriction on exercisability specified therein), which shall be not greater than the period prescribed by the Listing Rules from time to time (which is, as at the date of adoption of the Share Option Scheme, a period of 10 years from the date of grant);

DEFINITIONS

“Exercise Price”	the price per Share at which a grantee may subscribe for Shares on the exercise of an Option pursuant to the terms and conditions of the Share Option Scheme;
“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;
“Inside Information”	has the meaning set out in the Listing Rules;
“Latest Practicable Date”	7 April 2016, 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;
“Option(s)”	a right to subscribe for Shares granted pursuant to the Share Option Scheme;
“Option Holder”	any Eligible Participant who accepts an offer of the grant of an Option in accordance with the terms of the Share Option Scheme or (where the context so requires) the legal personal representatives of such Eligible Participant;
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong);
“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;

DEFINITIONS

“Share Option Scheme”	the share option scheme proposed to be adopted at the AGM, a summary of the principal terms of which are set out in Appendix I;
“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*)
Mr. WANG Zheng (*Chief Executive Officer*)
Mr. ZHU Dong (*Deputy Chief Executive Officer*)
Mr. FENG Tao (*Chief Financial Officer*)

Registered office:

Cricket Square
Hutchins Drive
P.O. Box 2681
Grand Cayman KY1-1111
Cayman Islands

Independent Non-Executive Directors:

Mr. ZHANG Songlin
Mr. HUI Yat On
Mr. ZHAI Shenggang
Mr. KANG Hua

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

Rooms 2807-08, 28th Floor
Bank of America Tower
No. 12 Harcourt Road
Hong Kong

14 April 2016

To the Shareholders

Dear Sir or Madam,

**(1) GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES
(2) ADOPTION OF 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 adoption of 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.

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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 8,156,781,091 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 1,631,356,218 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.

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As at the Latest Practicable Date, the issued share capital of the Company comprised 8,156,781,091 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 815,678,109 Shares.

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 II to this circular.

4. ADOPTION OF SHARE OPTION SCHEME

Currently, the Company has no share option scheme. The previous share option scheme was adopted on 25 February 2006 and has already been expired on 24 February 2016 . The Directors propose to adopt the Share Option Scheme which will be put to the Shareholders for approval at the AGM.

So far as the Directors are aware of, as at the Latest Practicable Date, none of the Shareholders is required to abstain from voting for the ordinary resolution to approve the adoption of the Share Option Scheme. None of the Directors is trustee of the Share Option Scheme or has a direct or indirect interest in the trustee, if any.

Application will be made to the Stock Exchange for the approval of the listing of and permission to deal in the Shares to be issued pursuant to the exercise of Options granted under the Share Option Scheme. Implementation of the Share Option Scheme is subject to such approval being granted. With respect of the operation of the Share Option Scheme, the Company will, where applicable, comply with the relevant requirements under Chapter 17 of the Listing Rules.

The Directors believe that attracting and motivating high quality personnel is a key in the success and growth of the Company. The Directors believe that the Share Option Scheme could provide Eligible Participants with the opportunity of participating in the growth of the Company by acquiring shares in the Company and could, in turn, assist in the attraction and retention of Eligible Participants who have made contribution to the success of the Company. The purpose of the Share Option Scheme is to provide incentives to Eligible Participants to contribute further to the Company. The rules of the Share Option Scheme provide that the Board is empowered with the authority to determine the terms and conditions of any Option based in each case on relevant factors as the Board considers appropriate. In addition, the Share Option Scheme does not specify a minimum period for which an Option must be held nor a performance target which must be achieved before an Option can be exercised. However, the Board may, on a case by case basis and at its discretion, determine such term(s) and impose such other restrictions on the grant of an Option. The Board believes that the authority given to the Board under the Share Option Scheme to specify any minimum holding period and/or performance targets as conditions in any Option granted and the requirement for a minimum subscription price as well as the selection criteria prescribed by the rules of the Share Option

LETTER FROM THE BOARD

Scheme will serve to protect the value of the Company as well as to achieve the purpose of the Share Option Scheme. The Share Option Scheme also sets out the basis of determining the Exercise Price of an Option.

As at the Latest Practicable Date, the Company had granted options to subscribe for a total of 1,877,450,000 Shares to certain employees and directors of the Group pursuant to the previous share option scheme, out of which options to subscribe for 370,000,000 Shares had been exercised, options to subscribe for 421,990,000 Shares had lapsed, options to subscribe for 661,040,000 Shares had been cancelled and options to subscribe for 424,420,000 Shares are valid and outstanding and which will remain valid under the previous share option scheme.

The Directors consider that it is not appropriate to state the value of all Options that can be granted pursuant to the Share Option Scheme as if they had been granted at the Latest Practicable Date. The Directors believe that any statement regarding the value of the Options as at the Latest Practicable Date will not be meaningful to Shareholders, taking into account the number of variables which are crucial for the calculation of the option value which have not been determined. Such variables include the exercise period, any lock-up period, any performance targets set and other relevant variables such as the Options may become lapsed or cancelled prior to the normal expiry of their respective Exercise Periods on the happening of certain events as specified in the Share Option Scheme which are not predictable or controllable by the Directors.

A summary of the principal terms of the Share Option Scheme is set out in Appendix I to this circular. This serves as a summary of the terms of the Share Option Scheme but does not constitute the full terms of the same. The Share Option Scheme will be available for inspection at the place of business of the Company at Rooms 2807-08, 28th Floor, Bank of America Tower, No. 12 Harcourt Road, Hong Kong from the date of this circular up to and including the date of the AGM and at the AGM.

In accordance with the requirements of the Listing Rules, the Company will publish an announcement on the websites of the Company and HKExnews on the outcome of the AGM in relation to the adoption of the Share Option Scheme following the AGM.

5. RE-ELECTION OF RETIRING DIRECTORS

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

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.

LETTER FROM THE BOARD

In accordance with article 87 of the Articles, three of the Directors, namely Mr. FENG Tao, Mr. ZHANG Songlin and Mr. HUI Yat On 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. One of the Directors, namely Mr. KANG Hua being appointed as Director by the Board during the year, will hold office until the AGM and being eligible, has offered himself for re-election at the AGM.

Details of the above named Directors who have offered themselves to be re-elected at the AGM are set out in Appendix III 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. FENG Tao, Mr. ZHANG Songlin, Mr HUI Yat On and Mr. KANG Hua 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 2015. 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, Mr. ZHAI Shenggang and Mr. KANG Hua have fulfilled the independence requirement under Rule 3.13 of the Listing Rules.

6. AGM

Set out on pages 29 to 33 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 adoption of 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.

LETTER FROM THE BOARD

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.

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 adoption of 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

SHARE OPTION SCHEME

The following is a summary of the principal terms of the Share Option Scheme proposed to be approved at the AGM:

(a) Purpose

The purpose of the Share Option Scheme is to recognize and acknowledge the contributions of the Eligible Participants, attract and retain the best quality personnel for the development of the Group's businesses, to provide additional incentives to the Eligible Participants; and to enhance the business, employees and other relations of the Group.

(b) Who may join

On and subject to the terms of the Share Option Scheme and the requirements of the Listing Rules, the Board may offer to grant an Option to any Eligible Participants as the Board may in its absolute discretion select.

(c) Administration

The Share Option Scheme will be subject to the administration of the Board. Subject to the provisions of the Listing Rules and applicable law and other regulations from time to time in force, the Board's administrative powers include the authority, in its discretion:

- i. To interpret and construe the provisions of the Share Option Scheme;
- ii. To select Eligible Participants, and the number and Exercise Price of the Options;
- iii. To determine the Exercise Period and other relevant terms and conditions for each Option;
- iv. To make appropriate and equitable adjustments to the terms of the Options granted where necessary;
- v. To adopt rules and regulations for carrying out the Share Option Scheme;
- vi. To prescribe the form or forms of instruments to be issued as evidence of any Options granted; and
- vii. To make such other decisions or determinations as it shall deem appropriate in the administration of the Share Option Scheme.

(d) Grant of Options

On and subject to the terms of the Share Option Scheme and the requirements of the Listing Rules, the Board shall be entitled at any time within 10 years commencing on the date of adoption, make an offer for the grant of an Option to any Eligible Participant as the Board may in its absolute discretion select.

In addition, the Share Option Scheme does not specify a minimum period for which an Option must be held nor a performance target which must be achieved before an Option can be exercised. However, the Board may, on a case by case basis and at its discretion, determine such term(s) and impose such other restrictions on the grant of an Option.

(e) Restriction on time of grant of Options

The Company may not grant any Options after Inside Information has come to the Company's knowledge, until such Inside Information has been publicly disseminated in accordance with the Listing Rules. In particular, but only insofar as and for so long as the Listing Rules require, no Option may be granted during the period commencing one month immediately preceding the earlier of (i) the date of the Board meeting (as such date is first notified to the Stock Exchange) for the approval of the Company's interim or annual results; and (ii) the deadline for the Company to publish its interim or annual results announcement, and ending on the date of the results announcement.

(f) Acceptance and payment on acceptance of Option offer

An offer of the grant of an Option shall remain open for acceptance by the Eligible Participant concerned for a period of 28 days from the date of the offer.

HK\$1.00 is payable by the grantee to the Company on acceptance of the Option offer.

(g) Exercise Price

The exercise price in respect of any particular Option shall be such price as the Board may in its absolute discretion determine at the time of grant of the relevant Option but the exercise price shall not be less than whichever is the highest of (i) the closing price of the Shares as stated in the Stock Exchange's daily quotations sheet on the date of grant of the relevant Option, which must be a Business Day; (ii) average closing price of the Shares as stated in the Stock Exchange's daily quotation sheets for the five Business Days immediately preceding the date of grant of the relevant Option; and (iii) the nominal value of a Share.

(h) Exercise Period

The period within which the Shares must be taken up under an Option shall be determined by the Board in its absolute discretion at the time of grant, but such period must not exceed 10 years from the date of grant of the relevant Option.

(i) Rights are personal to grantee

An Option shall be personal to the grantee and shall not be assignable or transferable.

(j) Rights attaching to issued Shares

The Shares to be issued upon the exercise of an Option shall be subject to the Articles of Association of the Company for the time being in force and shall rank pari passu in all respect with the existing fully paid Shares in issue on the date of issue and accordingly will entitle the holders to participate in all dividends or other distributions paid or made on or after the date of issue, other than any dividend or other distribution previously declared or recommended or resolved to be paid or made with respect to a record date which shall be before the date of issue. A Share allotted upon the exercise of an Option shall not carry voting rights until the name of the grantee has been duly entered into the register of shareholders of the Company as the holder thereof.

(k) Rights on cessation of employment and death

If an Option Holder ceases to be a Eligible Participant attributable to the fact that he dies or in the case of a cessation of employment, the Option may be exercised within the Exercise Period (or such other period as the Board may decide). In the case of death of an Option Holder, the Option may be exercised within that period by the legal personal representatives of the Option Holder. In the case where an Option Holder no longer has any legal capacity to exercise the Option, the Option may be exercised within that period by the persons charged with the duty of representing the Option Holder under the relevant laws in Hong Kong.

(l) Termination for misconduct

If an Option Holder being an Employee ceases to be an Employee for committing conduct based on which the relevant employer can terminate his contract of employment without notice or payment in lieu, or having been convicted of any criminal offence involving his integrity or honesty, the Option shall immediately lapse.

(m) Termination for bankruptcy cause

If an Option Holder ceases to be a Eligible Participant for having committed any act of bankruptcy or having become insolvent or having made any arrangements or composition with his creditors generally, the Option shall immediately lapse.

(n) Rights on takeover

If a general offer by way of takeover is made to all the holders of Shares (or all such holders other than the offeror and/or any person controlled by the offeror and/or any person acting in association or concert with the offeror), and the general offer becomes or is declared unconditional in all respects, the Option Holder shall be entitled to exercise the Option (to the extent exercisable as at the date on which the general offer becomes or is declared unconditional and not yet exercised) in full or in part at any time within such period as shall be notified by the Company.

(o) Rights on compromise or arrangement

In the event of a compromise or arrangement between the Company and its shareholders or creditors being proposed in connection with a scheme for the reconstruction or amalgamation of the Company (other than any relocation schemes as contemplated in Rule 7.14(3) of the Listing Rules), the Company shall give notice thereof to all grantees on the same date as it dispatches notice of the meeting to its shareholders or creditors to consider such a compromise or arrangement, thereupon the grantee may, by notice in writing to the Company accompanied by the remittance for the total Exercise Price payable in respect of the exercise of the relevant Option (such notice to be received by the Company not later than 3 Business Days (excluding any period of closure of the Company's share registers) prior to the proposed meeting) exercise the Option (to the extent exercisable as at the date of the notice to the grantee and not yet exercised) either in full or in part and the Company shall, as soon as possible and in any event not later than the Business Day (excluding any period of closure of the Company's share registers) immediately prior to the date of the proposed meeting, allot and issue such number of Shares to the grantee which fall to be issued on such exercise credited as fully paid and registered the grantee as holder thereof. Upon such compromise or arrangement becoming effective, all Options shall lapse if not exercised.

(p) Rights on voluntary winding-up of the Company

If notice is duly given by the Company to its shareholders to convene a general meeting for the purpose of considering and, if thought fit, approving a resolution to voluntarily wind-up the Company, the Company shall forthwith give notice thereof to the grantee and the grantee may, by notice in writing to the Company accompanied by the remittance for the total Exercise Price payable in respect of the exercise of the relevant Option (such notice to be received by the Company not later than 3 Business Days (excluding any period of closure of the Company's share registers) prior to the proposed meeting) exercise the Option (to the extent exercisable as at the date of the notice to the grantee and not yet exercised) either in full or in part and the Company shall, as soon as possible and in any event no later than the Business Day (excluding any period of closure of the Company's share registers) immediately prior to the date of the proposed meeting, allot and issue such number of Shares to the grantee which fall to be issued on such exercise, credited as fully paid and registered the grantee as holder thereof. If such resolution is duly passed, and all Options shall, to the extent that they have not been exercised, thereupon lapse and not be exercisable.

(q) Lapse of Option

An Option (to the extent such Option has not already been exercised) shall lapse and not be exercisable on the earliest of:

- i. the expiry of the Exercise Period;
- ii. the expiry of any of the periods referred to in paragraphs (k) and (m) above;
- iii. subject to the Grand Court of the Cayman Islands not making an order prohibiting the offeror to acquire the remaining Shares in the offer;
- iv. the date of the commencement of the winding-up of the Company;
- v. the date when the proposed compromise or arrangement becomes effective;
- vi. the date on which the Option is assigned or charged;
- vii. the date on which the grantee commits a breach of any terms or conditions attached to the grant of the Option, unless otherwise resolved to the contrary by the Board; or
- viii. the date on which the Board resolves that the grantee has failed or otherwise is or has been unable to meet the continuing eligibility criteria as the Board prescribes.

(r) Cancellation of Options

The Board shall have the absolute discretion to cancel any Option granted at any time at the request of the grantee provided that where an Option is cancelled and a new Option is proposed to be issued to the same grantee, the issue of such new Option may only be made with available Shares in the authorized but un-issued share capital of the Company, and available and un-granted Options within the limits referred to in paragraph (s) (and for the purpose of calculating such limits, all cancelled Options shall be treated as granted Options).

(s) Maximum number of Shares available under the Share Option Scheme*(i) Overriding Limit*

The limit on the number of Shares which may be issued upon exercise of all outstanding options granted and yet to be exercised under the Share Option Scheme and any other schemes of the Company must not exceed 30% of the Shares in issue from time to time. No options may be granted under any schemes of the Company if this will result in the limit being exceeded.

(ii) *Mandate Limit*

In addition to the limit set out in sub-paragraph (s)(i) above and prior to the approval of a Refreshed Mandate Limit as referred to in sub-paragraph (s)(iii) below, the total number of Shares which may be issued upon exercise of all options to be granted under the Share Option Scheme and any other schemes of the Company must not in aggregate exceed 10% of the Shares in issue as at the date of adoption of the Share Option Scheme, being 815,678,109 Shares (the “**Scheme Mandate Limit**”), based on 8,156,781,091 issued Shares as at the Latest Practicable Date and assuming there are no changes in the issued share capital of the Company from the Latest Practicable Date and up to the date of adoption. Options lapsed in accordance with the terms of the Share Option Scheme or any other schemes will not be counted for the purpose of calculating the 10% limit.

(iii) *Refreshing of Mandate Limit*

The Company may by ordinary resolution of the Shareholders refresh the Scheme Mandate Limit provided the Company shall issue a circular containing such information as required by the Listing Rules to the Shareholders before such approval is sought. However, the total number of Shares which may be issued upon exercise of all options to be granted under all of the schemes of the Company under the limit as refreshed (the “**Refreshed Mandate Limit**”) must not exceed 10% of the Shares in issue as at the date of approval of the Refreshed Mandate Limit. Options previously granted under the schemes (including those outstanding, cancelled, lapsed in accordance with any of the schemes or exercised options) will not be counted for the purpose of calculating the limit as refreshed.

(iv) *Grant to specifically identified Eligible Participants*

Specifically identified Eligible Participants may be granted Options beyond the Scheme Mandate Limit. The Company may in addition seek separate approval by its Shareholders in general meeting for granting Options beyond the Scheme Mandate Limit provided that the Options in excess of the limit are granted only to Eligible Participants specifically identified by the Company and a circular containing such information as required by the Listing Rules is issued to the Shareholders before such approval is sought.

(v) *Limit for each Eligible Participant*

The number of Options that can be granted to any Eligible Participant during any 12-month period shall be subject to the restriction that the total number of Shares issued and to be issued upon exercise of Options (whether exercised or outstanding) granted in such 12-month period must not exceed 1% of the Shares in issue. Where any further grant of Options to a Eligible Participant would result in the Shares issued and to be issued upon exercise of all options granted and to be granted to such person (including exercised, cancelled and outstanding options) in the 12-month period up to and including the date of such further grant representing in aggregate over 1% of the Shares in issue, such further grant shall be subject to separate approval by the Shareholders in general meeting with the relevant Eligible Participant and his close associates (or his associates if the Eligible Participant is a connected person) abstaining from voting. Prior to seeking such approval, the Company shall issue a circular containing such information as required by the Listing Rules to the Shareholders.

(t) Grant of Option to connected persons

Insofar as and for so long as the Listing Rules so require, where any offer of an Option is proposed to be made to a director, chief executive or substantial shareholder of the Company or any of their respective associates, such offer must first be approved by the independent non-executive directors of the Company (excluding any independent non-executive director who is or whose associate is the Eligible Participant to whom the Option is proposed to be granted). Insofar and for so long as the Listing Rules so require, no Option may be granted to any substantial shareholder or an independent non-executive director of the Company, or any of their respective associates, which would result in the Shares issued and to be issued upon exercise of all options already granted or to be granted (including options exercised, cancelled and outstanding) to such person under the Share Option Scheme and any other scheme(s) of the Company in the 12-month period up to and including the date of board meeting for proposing such further grant (i) representing in aggregate over 0.1% of the issued share capital of the Company in issue; and (ii) having an aggregate value, based on the closing price of the Shares at the date of the board meeting for proposing such further grant, in excess of HK\$5 million, unless such further grant is approved by the Shareholders in general meeting. Prior to seeking such approval, the Company shall issue a circular containing such information as required by the Listing Rules to the Shareholders. At such general meeting, the grant of Options to the substantial shareholder or independent non-executive director of the Company, or any of their respective associates shall, for so long and insofar as the Listing Rules so require, be approved by the Shareholders by way of poll with the grantee, his associates and all core connected persons of the Company abstaining from voting, except that such person may vote against such resolution provided that he has informed the Company of his intention to do so and such intention has been stated in the relevant circular to Shareholders.

(u) Effects of reorganisation of capital structure

In the event of any alteration in the capital structure of the Company whilst any Option remains exercisable, whether by way of capitalisation of profits or reserves (other than pursuant to a scrip dividend scheme), rights issue or other general offer of securities made by the Company to holders of its securities, consolidation, subdivision, reduction or similar reorganisation of the share capital of the Company, such corresponding alterations (if any) shall be made to the number or nominal amount of Shares subject to the Option so far as unexercised; and/or the subscription price; and/or the maximum number of Shares subject to the Share Option Scheme, as the auditors or the independent financial advisers (as the case may be) shall certify in writing to the Board to be in their opinion fair and reasonable (except in the case of a capitalisation issue where no such certification shall be required), provided that: (i) any such alterations shall be made on the basis that the aggregate subscription price payable by an Option Holder on the full exercise of any Option shall remain as nearly as possible the same (but shall not be greater than) as it was before such event; (ii) no such alterations shall be made the effect of which would be to enable a Share to be issued at less than its nominal value; (iii) no such alterations shall be made the effect of which would be to increase the proportion of the issued share capital of the Company for which any Option Holder is entitled to subscribe pursuant to the Options held by him; and (iv) any such adjustments shall be made in compliance with Chapter 17 of the Listing Rules and all such guidelines or supplementary guidance as may be issued by the Stock Exchange from time to time. For the avoidance of doubt, the issue of securities by the Company as consideration in a transaction shall not be regarded as a circumstance requiring any such alterations.

(v) Duration of the Share Option Scheme

Subject to paragraphs (x) and (y) below, the Share Option Scheme shall be valid and effective for a period of 10 years commencing on the date of adoption of the Share Option Scheme, after which no further Options shall be granted but the provisions of the Share Option Scheme shall remain in full force and effect to the extent necessary to give effect to the exercise of any Options granted prior thereto or otherwise as may be required in accordance with the provisions of the Share Option Scheme.

(w) Alteration to the Share Option Scheme

The Share Option Scheme may be altered in any respect by resolution of the Board except that the following matters shall require shareholders' approval at a general meeting of the Company: (i) the provisions of the Share Option Scheme relating to the matters set out in Rule 17.03 of the Listing Rules cannot be altered to the advantage of the Eligible Participant, (ii) any alterations to the terms and conditions of the Share Option Scheme which are of a material nature, except where such alterations take effect automatically under the existing terms of the Share Option Scheme; and (iii) any change to the authority of the Board as Scheme administrator in relation to any alteration to the terms of the Share Option Scheme, provided always that the amended terms of the Share Option Scheme must continue to comply with the relevant provisions of the Listing Rules as may be amended from time to time.

(x) Termination of the Share Option Scheme

The Company may by resolution in general meeting or the Board may at any time terminate the Share Option Scheme and in such event, no further Options will be offered but the provisions of the Share Option Scheme shall remain in force to the extent necessary to give effect to the exercise of any Option granted prior thereto or otherwise as may be required in accordance with the provisions of the Share Option Scheme. Options granted prior to such termination but not yet exercised at the time of termination shall continue to be valid and exercisable in accordance with the Share Option Scheme.

(y) Conditions of the Share Option Scheme

The Share Option Scheme shall take effect subject to the passing of the necessary resolution to adopt the Share Option Scheme by the Shareholders of the Company in the AGM, and is conditional upon the Stock Exchange granting approval for the listing of and permission to deal in any Shares to be issued and allotted by the Company pursuant to the exercise of Options in accordance with the terms and conditions of the Share Option Scheme.

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 8,156,781,091 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 815,678,109 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 2015, 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 2015	0.580	0.260
May 2015	0.730	0.440
June 2015	0.700	0.390
July 2015	0.470	0.195
August 2015	0.365	0.202
September 2015	0.300	0.222
October 2015	0.310	0.260
November 2015	0.360	0.275
December 2015	0.400	0.265
January 2016	0.370	0.250
February 2016	0.300	0.236
March 2016	0.280	0.198
April 2016 (<i>note</i>)	0.233	0.220

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	2,268,080,000	27.81%
AVIC International Holding Corporation	Long position	Interest in controlled corporation	1	2,268,080,000	27.81%
AVIC International (HK) Group Limited	Long position	Interest in controlled corporation	1	2,268,080,000	27.81%
Tacko International Limited	Long position	Interest in controlled corporation	1	1,161,900,000	14.24%
AVIC International Holding (HK) Limited	Long position	Interest in controlled corporation	1	1,161,900,000	14.24%
Kingspot Investment Limited	Long position	Beneficial owner	1	1,133,000,000	13.89%
AVIC Joy Holdings (HK) Limited	Long position	Interest in controlled corporation	1, 2	554,080,000	6.79%
Light Pearl Holdings Limited	Long Position	Interest in controlled corporation	1, 2	554,080,000	6.79%
Tongda Information Technology Limited	Long Position	Interest in controlled corporation	1, 2	554,080,000	6.79%
Smarty Capital Investments Limited	Long Position	Beneficial owner	1, 2	554,080,000	6.79%

Notes:

1. Aviation Industry Corporation of China (“**AVIC**”) is interested in 2,268,080,000 Shares, underlying shares and convertible notes of the Company through Best Pine Investment Limited, Billirich Investment Limited (“**Billirich**”), Smarty Capital Investments Limited (“**Smarty Capital**”) and Kingspot Investment Limited (“**Kingspot**”).

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 8.49% 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 which in turn holds 17.38% interest in AVIC Joy. AVIC Int’l Group also holds 100% interest in Best Pine Investment Limited which holds 552,100,000 Shares. Billirich also holds 28,900,000 Shares.

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

AVIC Int’l holds 100% interest in Kingspot which is interested in (i) 733,000,000 Shares and (ii) convertible notes that may be converted into 400,000,000 Shares.

2. Mr. Zhu Dong is a director of Light Pearl, Tongda and Smarty Capital; and an executive director and chairman of AVIC Joy.

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 DIRECTOR**A. Mr. FENG Tao*****Experience***

Mr. FENG Tao, aged 41, has been the Chief Financial Officer of the Company since September 2013 and an Executive Director of the Company since December 2013 respectively. Mr. FENG holds a Master's degree in business administration from Peking University and a Bachelor's degree in accounting from Central University of Finance and Economics. Mr. FENG also obtained 工商管理經濟(中級)專業技術資格 (professional technical qualification in business administration and economics (intermediate level)*). He has over 19 years of experience in corporate finance and data technology. Mr. FENG has been the chief financial officer of 北京天下圖信息技術有限公司(Beijing Peace Map Information and Technology Limited*) since September 2013.

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

Length of service

Mr. FENG has entered into a letter of appointment with the Company for a term of three years commencing on 16 December 2013. Either party may terminate the appointment by giving to the other party not less than one month's written notice.

Relationships

Mr. FENG 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. FENG was interested in 65,000,000 Shares or underlying shares of the Company within the meaning of Part XV of the SFO.

** For identification purpose only*

Directors' emoluments

Under the letter of appointment entered into between Mr. FENG and the Company on 16 December 2013, Mr. FENG is currently entitled to a directors' fee of HK\$55,000 per month and eligible to participate in the Share Option Scheme of the Company.

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

Mr. ZHANG Songlin, aged 50, 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 2016. 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 15 February 2016, 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. HUI Yat On***Experience***

Mr. HUI Yat On, aged 56, has been an Independent Non-Executive Director of the Company since August 2012. Mr. HUI holds a Master's degree in professional accounting from The Hong Kong Polytechnic University and a Bachelor's degree in business administration from The Chinese University of Hong Kong. Mr. HUI is a certified public accountant of the Hong Kong Institute of Certified Public Accountants. He is also a member of the Hong Kong Chiu Chow Chamber of Commerce. Mr. HUI had served as executive director and senior executive in several listed companies in Hong Kong. Currently, Mr. HUI is a director and/or chief investment officer of several private investment companies.

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

Length of service

Mr. HUI has renewed a letter of appointment with the Company for a fixed term of one year commencing on 10 August 2015. Either party may terminate the appointment by giving to the other party not less than one month's written notice.

Relationships

Mr. HUI 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. HUI 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. HUI and the Company dated 30 July 2015, Mr. HUI is 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. KANG Hua***Experience***

Mr. KANG Hua, aged 45, was appointed as an Independent Non-Executive Director of the Company on 11 December 2015. Mr. KANG is a practising lawyer admitted in the People's Republic of China in 1994 and has over 20 years' experience in the practice of law. He is a partner of Zhong Lun Law Firm. Mr. KANG holds a Master's degree in Law from the University of International Business and Economics and an Executive Master of Business Administration degree from Cheung Kong Graduate School of Business (CKGSB). He is currently studying the Executive Master of Business Administration degree in Shanghai Jiao Tong University.

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

Length of service

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

Relationships

Mr. KANG 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. KANG 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. KANG and the Company dated 11 December 2015, Mr. KANG is entitled to a directors' fee of HK\$5,000 per month and eligible to participate in the Share Option Scheme of the Company.

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. FENG Tao, Mr. ZHANG Songlin, Mr. HUI Yat On and Mr. KANG Hua 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 Thursday, 26 May 2016 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 2015.
2. (A) (i) to re-elect Mr. FENG Tao as an Executive Director;
(ii) to re-elect Mr. ZHANG Songlin as an Independent Non-Executive Director;
(iii) to re-elect Mr. HUI Yat On as an Independent Non-Executive Director; and
(iv) to re-elect Mr. KANG Hua 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:

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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

AGM NOTICE

- (c) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders in general meeting.”
- (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) conditional upon the Stock Exchange granting the listing of and permission to deal in the Shares falling to be allotted and issued pursuant to the share option scheme (the “**Share Option Scheme**”), the terms of which are set out in the document marked “A” which has been produced to this meeting and signed by the chairman of this meeting for the purpose of identification, the rules of the Share Option Scheme be and are hereby approved and adopted and the Directors be and are hereby authorised to grant options and to allot, issue and deal in the Shares as may be required to be allotted and issued upon the exercise of any option granted thereunder and to take all such steps as they may consider necessary or expedient to implement the Share Option Scheme; and
- (ii) the aggregate nominal amount of share capital to be allotted and issued pursuant to paragraph (i) above, together with any issue of Shares upon the exercise of any options granted under any other share option schemes of the Company as may from time to time be adopted by the Company, shall not exceed 10% of the Shares in issue as at the date of passing of this resolution.”

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

Hong Kong, 14 April 2016

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 Tuesday, 24 May 2016 to Thursday, 26 May 2016, during which period no transfer of shares of the Company will be registered. In order to qualify attending the AGM to be held on Thursday, 26 May 2016, 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 Monday, 23 May 2016.
- (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 14 April 2016.