
THIS SUPPLEMENTAL CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect about this supplemental 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 (the “**Company**”), you should at once hand this supplemental circular together with the enclosed form of proxy to the purchaser(s) or transferee(s) or to the bank, licensed securities dealer, stockbroker or other agent through whom the sale or transfer was effected, for transmission to the purchaser(s) or transferee(s).

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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)

**SUPPLEMENTAL CIRCULAR TO
THE CIRCULAR TO SHAREHOLDERS DATED 24 APRIL 2017
IN RELATION TO THE RE-ELECTION OF RETIRING DIRECTORS
AT THE ANNUAL GENERAL MEETING
AND
SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING**

This supplemental circular should be read together with the circular issued by the Company to its shareholders dated 24 April 2017 and the notice convening an annual general meeting of the Company (the “**AGM**”) at Room 1804A, 18/F, Tower 1, Admiralty Centre, 18 Harcourt Road, Admiralty, Hong Kong on Thursday, 25 May 2017 at 10:30 a.m.. A second form of proxy (the “**Second Proxy Form**”) is also enclosed with this supplemental circular for use at the AGM.

Whether or not you are able to attend the AGM, you are requested to complete the enclosed Second Proxy Form 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 Second Proxy Form will not preclude you from attending and voting in person at the meeting or any adjourned meeting should you so wish.

10 May 2017

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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*)
Mr. LI Bin
Ms. MU Yan

Registered office:

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

Independent Non-Executive Directors:

Mr. ZHANG Songlin
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

10 May 2017

Dear Shareholders,

**SUPPLEMENTAL CIRCULAR TO
THE CIRCULAR TO SHAREHOLDERS DATED 24 APRIL 2017
IN RELATION TO THE RE-ELECTION OF RETIRING DIRECTORS
AT THE ANNUAL GENERAL MEETING
AND
SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

This supplemental circular should be read together with the circular of the Company dated 24 April 2017 (the “**Circular**”) which contains, inter alia, the notice of the AGM of which one of the agenda items is the re-election of retiring Directors of the Company. Unless otherwise defined, capitalised terms used in this supplemental circular shall have the same meanings as those defined in the Circular.

The purpose of this supplemental circular is to give you further information relating to the re-election of two additional retiring Directors at the AGM, and to give you a supplemental notice of the AGM and the Second Proxy Form.

LETTER FROM THE BOARD

RE-ELECTION OF RETIRING DIRECTORS

As at 5 May 2017 (being the latest practicable date prior to the printing of this supplemental circular for ascertaining certain information referred to in this supplemental circular, the “**Latest Practicable Date**”), the Board comprises nine Directors namely Mr. GUAN Hongliang, Mr. WANG Zheng, Mr. ZHU Dong, Mr. FENG Tao, Mr. LI Bin, Ms. MU Yan as executive Directors and Mr. ZHANG Songlin, Mr. ZHAI Shenggang and Mr. KANG Hua as independent non-executive Directors.

Subsequent to the despatch of the Circular and as disclosed in the announcement of the Company dated 28 April 2017 in relation to the appointment of Directors, Mr. LI Bin and Ms. MU Yan were appointed as executive Directors with effect from 28 April 2017. According to 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. Accordingly, Mr. LI Bin and Ms. MU Yan shall retire from office as Directors at the AGM and, being eligible, will offer themselves for re-election.

As a result, there are now five retiring Directors standing for re-election as Directors at the AGM. The resolutions relating to the re-election of Mr. LI Bin and Ms. MU Yan as Directors will be set out in the supplemental notice of the AGM.

The biographical details of Mr. LI Bin and Ms. MU Yan are set out in Appendix I to this supplemental circular.

SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING AND SECOND PROXY FORM

Since the notice of the AGM and the form of proxy (the “**First Proxy Form**”) sent together with the Circular do not contain the proposed resolutions for the re-election of Mr. LI Bin and Ms. MU Yan as Directors as set out in this supplemental circular, a supplemental notice of AGM has been set out on pages 8-9 of this supplemental circular and the Second Proxy Form is enclosed with this supplemental circular to include such proposed resolutions.

Whether or not you are able to attend the AGM, you are requested to complete the enclosed Second Proxy Form 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 (the “**Closing Time**”). Shareholders who have appointed or intend to appoint proxy to attend the AGM are requested to pay particular attention to the following arrangement in relation to the completion and submission of the Second Proxy Form:

LETTER FROM THE BOARD

1. A Shareholder who has not yet lodged the First Proxy Form with the Company's branch share registrar in Hong Kong is requested to lodge the Second Proxy Form if he/she wishes to appoint proxy to attend, speak and vote at the AGM on his/her behalf. In this case, the First Proxy Form should not be lodged with the Company's branch share registrar in Hong Kong.
2. A Shareholder who has already lodged the First Proxy Form with the Company's branch share registrar in Hong Kong should note that:
 - (i) If no Second Proxy Form is lodged with the Company's branch share registrar in Hong Kong, the First Proxy Form, if correctly completed, will be treated as a valid proxy form lodged by him/her. The proxy so appointed by the Shareholder will be entitled to cast the vote at his/her discretion or to abstain from voting on any resolution properly put to the AGM (including, if properly put, the resolutions for the re-election of the additional candidates as Directors as set out in this supplemental circular) except for those resolutions to which the Shareholder has indicated his/her voting direction in the First Proxy Form.
 - (ii) If the Second Proxy Form is lodged with the Company's branch share registrar in Hong Kong before the Closing Time, the Second Proxy Form, if correctly completed, will revoke and supersede the First Proxy Form previously lodged by him/her. The Second Proxy Form will be treated as a valid proxy form lodged by the Shareholder.
 - (iii) If the Second Proxy Form is lodged with the Company's branch share registrar in Hong Kong after the Closing Time, or if lodged before the Closing Time but is incorrectly completed, the proxy appointment under the Second Proxy Form will be invalid. The proxy so appointed by the Shareholder under the First Proxy Form, if correctly completed, will be entitled to vote in the manner as mentioned in (i) above as if no Second Proxy Form was lodged with the Company's branch share registrar in Hong Kong. Accordingly, Shareholders are advised to complete the Second Proxy Form carefully and lodge the Second Proxy Form with the Company's branch share registrar in Hong Kong before the Closing Time.

Shareholders are reminded that submission of the First Proxy Form and/or the Second Proxy Form shall not preclude Shareholders from attending the AGM or any adjourned meeting thereof and voting in person should they so wish.

RECOMMENDATION

In addition to the recommendation contained in the Circular, the Directors are of the opinion that the proposed re-election of Mr. LI Bin and Ms. MU Yan as executive Directors as set out in this supplemental circular is in the interests of the Company and the Shareholders and recommend you to vote in favour of the relevant resolutions to be proposed at the AGM.

LETTER FROM THE BOARD

RESPONSIBILITY STATEMENT

This supplemental 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 supplemental 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 or this supplemental circular misleading.

Shareholders are advised to read this supplemental circular together with the Circular for information relating to the voting arrangement.

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

The biographical details of the additional Directors eligible for re-election at the AGM are set out below:

Mr. LI Bin, an executive Director

Experience

Mr. LI Bin (“**Mr. LI**”), aged 45, was appointed as an executive Director on 28 April 2017. Mr. LI holds a Master’s degree in business administration from Sun Yat-sen University and a Bachelor’s degree in national economic management from Renmin University of China, and is a class one senior economist. Mr. LI has over 17 years of experience in financial management, corporate financing and operation management. He is currently the deputy general manager of finance division of AVIC International Holding Corporation, a substantial shareholder of the Company.

Save as disclosed above, Mr. LI did not hold any other major appointment or professional qualification. Mr. LI has not held any directorship in any public companies the securities of which are listed on any securities market in Hong Kong or overseas in the past three years nor does Mr. LI hold any other position in the Company or any subsidiaries of the Company.

Length of service

Mr. LI entered into a letter of appointment with the Company on 28 April 2017 pursuant to which Mr. LI has been appointed as an executive Director for a term of three years commencing from 28 April 2017 to 27 April 2020 which may be terminated by either party by not less than one month’s written notice. Mr. LI is subject to retirement by rotation and re-election in accordance with the Articles and the Listing Rules. Pursuant to the Articles, Mr. LI will hold office until the AGM and will be eligible for re-election at such meeting.

Relationships

Save for disclosed above, Mr. LI did not have any relationships with any Directors, senior management, substantial shareholders or controlling shareholders of the Company.

Interests in Shares or underlying shares

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

Director’s emoluments

Mr. LI is entitled to a director’s fee of HK\$10,000 per month, which is determined by the remuneration committee of the Company and the Board with reference to his duties and responsibilities within the Company. Mr. LI is also entitled to participate in the Share Option Scheme.

Ms. MU Yan, an executive Director***Experience***

Ms. MU Yan (“**Ms. MU**”), aged 38, was appointed as an executive Director on 28 April 2017. Ms. MU holds a Master’s degree in economics from University of California, Irvine, the United States and a Master’s degree in international business and finance from University of Reading, the United Kingdom. She also obtained a Bachelor’s degree in international finance from Beijing University of Aeronautics and Astronautics. Ms. MU has over 10 years of experience in capital operation and financial management. She is currently the asset and capital investment officer of finance division of AVIC International Holding Corporation, a substantial shareholder of the Company.

Save as disclosed above, Ms. MU did not hold any other major appointment or professional qualification. Ms. MU has not held any directorship in any public companies the securities of which are listed on any securities market in Hong Kong or overseas in the past three years nor does Ms. MU hold any other position in the Company or any subsidiaries of the Company.

Length of service

Ms. MU entered into a letter of appointment with the Company on 28 April 2017 pursuant to which Ms. MU has been appointed as an executive Director for a term of three years commencing from 28 April 2017 to 27 April 2020 which may be terminated by either party by not less than one month’s written notice. Ms. MU is subject to retirement by rotation and re-election in accordance with the Articles and the Listing Rules. Pursuant to the Articles, Ms. MU will hold office until the AGM and will be eligible for re-election at such meeting.

Relationships

Save for disclosed above, Ms. MU did not have any relationships with any Directors, senior management, substantial shareholders or controlling shareholders of the Company.

Interests in Shares or underlying shares

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

Director’s emoluments

Ms. MU is entitled to a director’s fee of HK\$10,000 per month, which is determined by the remuneration committee of the Company and the Board with reference to her duties and responsibilities within the Company. Ms. MU is also entitled to participate in the Share Option Scheme.

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; and
- (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. LI and Ms. MU that need to be brought to the attention of the Shareholders.

SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING



PEACE MAP HOLDING LIMITED

天下圖控股有限公司

(incorporated in the Cayman Islands with limited liability)

(Stock code: 402)

SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING

This notice is supplemental to the notice of the annual general meeting (the “**AGM Notice**”) dated 24 April 2017 issued by Peace Map Holding Limited (the “**Company**”) to convene the annual general meeting of the Company (the “**AGM**”) at Room 1804A, 18/F, Tower 1, Admiralty Centre, 18 Harcourt Road, Admiralty, Hong Kong on Thursday, 25 May 2017 at 10:30 a.m..

Details of the proposed resolutions to be considered at the AGM were stated in the AGM Notice. Unless otherwise defined, terms defined herein shall have the same meanings as those defined in the circular of the Company dated 24 April 2017. Apart from the amendments stated below, all the information contained in the AGM Notice remains valid and effective.

Due to the matters as set out in the supplemental circular of the Company dated 10 May 2017, this **SUPPLEMENTAL NOTICE IS HEREBY GIVEN** that the AGM will be held at Room 1804A, 18/F, Tower 1, Admiralty Centre, 18 Harcourt Road, Admiralty, Hong Kong on Thursday, 25 May 2017 at 10:30 a.m. for the purpose of considering and, if thought fit, passing the following resolutions of the Company (with or without modifications), in addition to the resolutions set out in the AGM Notice:

ORDINARY RESOLUTIONS

2. (A) (iv) “To re-elect Mr. LI Bin as an executive Director.”
2. (A) (v) “To re-elect Ms. MU Yan as an executive Director.”

By Order of the Board
Peace Map Holding Limited
LAU Ka Ho
Company Secretary

Hong Kong, 10 May 2017

SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING

Notes:

1. A second form of proxy (the “**Second Proxy Form**”) is enclosed with the supplemental circular of the Company dated 10 May 2017 (the “**Supplemental Circular**”). Please refer to pages 2-3 of the Supplemental Circular for special arrangements about completion and submission of the Second Proxy Form.
2. Please refer to the AGM Notice for details of the other ordinary resolutions to be passed at the AGM, closure of the register of members of the Company and eligibility for attending the AGM, proxy and other relevant matters.

As at the date of this notice, the executive Directors are Mr. GUAN Hongliang (Chairman), Mr. WANG Zheng (Chief Executive Officer), Mr. ZHU Dong (Deputy Chief Executive Officer), Mr. FENG Tao (Chief Financial Officer), Mr. LI Bin and Ms. MU Yan and the independent non-executive Directors are Mr. ZHANG Songlin, Mr. ZHAI Shenggang and Mr. KANG Hua.