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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) PLACING OF NEW SHARES
UNDER GENERAL MANDATE; AND
(2) RESUMPTION OF TRADING**

Placing Agent



THE PLACING

On 9 April 2015, the Placing Agent and the Company entered into the Placing Agreement pursuant to which the Placing Agent has conditionally agreed to place, on a best efforts basis, of up to 950,000,000 Placing Shares at a price of HK\$0.330 to not less than six Placees who and whose ultimate beneficial owners are independent third parties and not connected with the directors, chief executive, and substantial shareholders of the Group and their respective associates.

A maximum of 950,000,000 Placing Shares represent approximately 14.13% of the issued share capital of the Company of 6,721,121,091 Shares as at the date of this announcement. Assuming the only change in the issued share capital of the Company between the date of this announcement and the completion of the Placing will be the issue and allotment of all the 950,000,000 Placing Shares under the Placing, such 950,000,000 Placing Shares will represent approximately 12.38% of the then enlarged issued share capital of the Company. The aggregate nominal value of the Placing Shares under the Placing will be HK\$237.5 million.

The Placing Price of HK\$0.330 represents (i) a discount of approximately 13.16% to the closing price of HK\$0.380 per Share as quoted on the Stock Exchange on the trading day immediately prior to the date of the Placing Agreement and (ii) a premium of approximately 8.91% to the average closing price of HK\$0.303 per Share as quoted on the Stock Exchange for the last five consecutive trading days prior to the date of the Placing Agreement.

The Placing is conditional upon, among other things, the Listing Committee of the Stock Exchange granting or agreeing to grant the listing of, and permission to deal in, the Placing Shares.

The gross proceeds from the Placing will be approximately HK\$313.5 million. The net proceeds from the Placing will amount to approximately HK\$308.5 million which is intended to be used for general working capital of the Group. The net price raised per Placing Share will be approximately HK\$0.325 per Share.

The Placing may or may not proceed. Shareholders and potential investors are advised to exercise caution when dealing in the Shares.

RESUMPTION OF TRADING

At the request of the Company, trading in the Shares on the Stock Exchange has been halted from 9:00 a.m. on 9 April 2015 pending the release of this announcement. An application has been made by the Company to the Stock Exchange for the resumption of trading in the Shares with effect from 9:00 a.m. on 10 April 2015.

(1) THE PLACING

THE PLACING AGREEMENT

Date

9 April 2015

Issuer

The Company

Placing Agent

The Placing Agent has conditionally agreed to place an aggregate of up to 950,000,000 Placing Shares on a best efforts basis and will receive a placing commission of 1.50% on the gross proceeds of the number of Placing Shares successfully placed. Such commission was arrived at after arm's length negotiations between the Company and the Placing Agent under normal commercial terms and with reference to prevailing market rate. The Directors are of the view that the placing commission of 1.50% is fair and reasonable.

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, as at the date of this announcement, the Placing Agent and its ultimate beneficial owners are independent third parties not connected with the Company and its connected persons.

Placees

The Placing Agent will place the Placing Shares to not less than six Placees who and whose ultimate beneficial owners are independent third parties and not connected with the directors, chief executive, and substantial shareholders of the Group and their respective associates (as defined under the Listing Rules). If any of the Placees becomes a substantial Shareholder (as defined under the Listing Rules) after the completion of the Placing, a further announcement will be made by the Company.

Number of Placing Shares

A maximum of 950,000,000 Placing Shares represent approximately 14.13% of the issued share capital of the Company of 6,721,121,091 Shares as at the date of this announcement. Assuming the only change in the issued share capital of the Company between the date of this announcement and the completion of the Placing will be the issue and allotment of all the 950,000,000 Placing Shares under the Placing, such 950,000,000 Placing Shares will represent approximately 12.38% of the then enlarged issued share capital of the Company. The aggregate nominal value of the Placing Shares under the Placing will be HK\$237.5 million.

Ranking of Placing Shares

The Placing Shares under the Placing, when issued and fully paid, will rank, upon issue, pari passu in all respects with the Shares in issue on the date of allotment and issue of the Placing Shares.

Placing Price

The Placing Price of HK\$0.330 represents (i) a discount of approximately 13.16% to the closing price of HK\$0.380 per Share as quoted on the Stock Exchange on the trading day immediately prior to the date of the Placing Agreement and (ii) a premium of approximately 8.91% over the average closing price of HK\$0.303 per Share as quoted on the Stock Exchange for the last five consecutive trading days prior to the date of the Placing Agreement. The net placing price under the Placing is approximately HK\$0.325 per Placing Share.

The Placing Price was determined with reference to the prevailing market price of the Shares and was determined after arm's length negotiations between the Company and the Placing Agent. The Directors consider that the terms of the Placing are on normal commercial terms and are fair and reasonable based on the current market conditions. Hence, the Placing is in the interests of the Company and the Shareholders as a whole.

The Placing Shares

The Placing Shares will be issued under the General Mandate to allot, issue and deal with new Shares granted to the Directors by resolution of the Shareholders passed at the 2014 AGM subject to the limit up to 20% of the aggregate nominal amount of the then issued share capital of the Company as at the date of the 2014 AGM. Accordingly, the issue of the Placing Shares is not subject to the approval of the Shareholders. The Company is authorized to issue up to 1,331,502,491 new Shares under the General Mandate. Up to the date of this announcement, no new Share has been issued under the General Mandate.

The Placing is not subject to Shareholder's approval as the Placing Shares will be issued under the General Mandate.

Condition of the Placing Agreement

Completion of the Placing Agreement is conditional upon the Stock Exchange granting or agreeing to grant the listing of, and permission to deal in, the Placing Shares under the Placing.

Completion of the Placing

Completion of the Placing shall take place within five business days after the fulfilment of condition set out in paragraph headed “Condition of the Placing Agreement” above or such other date agreed between the Company and the Placing Agent (the “**Completion Date**”). If the above condition set out in paragraph headed “Condition of the Placing Agreement” above is not satisfied on or before 5:00 p.m., on 30 April 2015 or such later date agreed between the Company and the Placing Agent, the Placing Agreement will terminate and all obligations and liabilities of the parties thereunder in relation to the Placing will cease and determine and no party will have any claim against the other (save for any antecedent breach thereof).

Termination and force majeure

The Placing Agent shall be entitled by notice to the Company given prior to 6:00 p.m. on the day immediately preceding the Completion Date to terminate the Placing Agreement if:

- (i) any event occurring or matter arising on or after the date of the Placing Agreement and prior to the date of Completion which if it had occurred or arisen before the date of the Placing Agreement would have rendered any of the undertakings, warranties and representations given by the Company untrue or incorrect and such would have an adverse impact or effect on the Placing and comes to the notice of the Placing Agent; or
- (ii) there develops, occurs or comes into force:
 - (a) any new law or regulation or any change in existing laws or regulations or the interpretation thereof which may in the reasonable opinion of the Placing Agent and in its reasonable discretion may materially and adversely affect the business or financial condition or prospects of the Company as a whole; or
 - (b) any local, regional, national or international event or change (whether or not permanent or forming part of a series of events or changes occurring or continuing, on and/or after the date hereof) of a political, military, economic or other nature (whether or not ejusdem generis with the foregoing) which, in the reasonable opinion of the Placing Agent and in its reasonable discretion will, or may be expected to, have a material adverse effect on the Placing; or
 - (c) any significant change (whether or not permanent) in local, regional, national or international market conditions (or in conditions affecting a sector of the market) which in the reasonable opinion of the Placing Agent and in its reasonable discretion has or may have a material adverse effect on the Placing; or
- (iii) there is any adverse change in the business or in the financial or trading position of the Company taken as a whole which being unaware of by the Placing Agent and in the reasonable opinion of the Placing Agent and in its reasonable discretion is material in the context of the Placing.

If a termination notice is given by the Placing Agent, the Placing Agreement shall terminate and be of no further effect and neither party shall be under any liability to the other party in respect of the Placing Agreement save for any rights or obligations which may have accrued under the Placing Agreement prior to such termination.

If the Placing Agreement is terminated, the Placing will not proceed.

The Directors are not aware of the occurrence of any of such events as at the date of this announcement.

The Placing may or may not proceed. Shareholders and potential investors are advised to exercise caution when dealing in the Shares.

REASONS FOR THE PLACING AND USE OF PROCEEDS

The Company is an investment holding company. The Group is principally engaged in the provision of geographic information business in the People's Republic of China and mining and exploration of mineral resource in Mongolia.

The maximum gross proceeds from the Placing will be approximately HK\$313.50 million. The maximum net proceeds from the Placing will amount to approximately HK\$308.5 million which is intended to be used for the general working capital of the Group. The net proceeds raised per Placing Share will be approximately HK\$0.325.

The Directors consider the Placing is a preferred means of raising funds for the Group and believe that the Placing represents an opportunity to raise capital for the Group while broadening its Shareholder and capital base. Accordingly, the Directors are of the view that the Placing is in the best interests of the Group and the Shareholders as a whole.

FUND RAISING ACTIVITIES IN THE PAST TWELVE MONTHS

The Company has not conducted any equity fund raising activities in the 12 months immediately preceding the date of this announcement.

EFFECTS ON SHAREHOLDING STRUCTURE

The existing shareholding structure of the Company and the effect on the shareholding structure of the Company upon completion of the Placing assuming all the 950,000,000 Placing Shares are fully placed are and will be as below:

Shareholders	As at the date of this announcement		Immediately upon completion of the Placing	
	<i>Number of Shares</i>	<i>%</i>	<i>Number of Shares</i>	<i>%</i>
Mr. GUAN Hongliang <i>(Note 1)</i>	350,652,000	5.22	350,652,000	4.57
AVIC Joy Holdings (HK) Limited <i>(Note 2)</i>	554,080,000	8.24	554,080,000	7.22
Billirich Investment Limited <i>(Note 2)</i>	28,900,000	0.43	28,900,000	0.38
Kingspot Investment Limited <i>(Note 2)</i>	469,000,000	6.98	469,000,000	6.11
Places	—	—	950,000,000	12.38
Other public Shareholders	5,318,489,091	79.13	5,318,489,091	69.33
Total	6,721,121,091	100.00	7,671,121,091	100.00

Notes:

1. Mr. GUAN Hongliang is the Chairman, Chief Executive Officer and an Executive Director of the Company. The 350,652,000 shares are registered in the name of Broadlink Enterprises Limited, of which Mr. GUAN Hongliang is entitled to exercise, or control the exercise of, 44.36% of the voting power at general meetings of Broadlink Enterprises Limited. Hence Broadlink Enterprises Limited is a controlled corporation (within the meaning of the Securities and Futures Ordinance) of Mr. GUAN Hongliang, who is therefore deemed to be interested in these shares.
2. Billirich Investment Limited and Kingspot Investment Limited are beneficially and wholly owned by AVIC International Holding (HK) Limited, the controlling shareholder of which is Aviation Industry Corporation of China. AVIC Joy Holdings (HK) Limited is an associate of AVIC International Holding (HK) Limited and Aviation Industry Corporation of China.
3. This assumes the Placing is fully placed and there will be no other change in the issued share capital of the Company between the date of this announcement and the completion date of the Placing.
4. The Placing Shares will be placed by the Placing Agent to not less than six Placees. Upon completion of the Placing, it is expected that none of the Placees will become a substantial Shareholder of the Company. Accordingly, the shareholding held by the Placees is regarded as held by the public.
5. The percentages of the Shares are rounded to the nearest 2 decimal places, and the total number of the percentages may not add up to 100% due to rounding.

(2) RESUMPTION OF TRADING

At the request of the Company, trading in the Shares on the Stock Exchange has been halted from 9:00 a.m. on 9 April 2015 pending the release of this announcement. An application has been made by the Company to the Stock Exchange for the resumption of trading in the Shares with effect from 9:00 a.m. on 10 April 2015.

GENERAL

Application will be made by the Company to the Listing Committee of the Stock Exchange for the grant of the listing of, and permission to deal in, the Placing Shares.

TERMS AND DEFINITIONS

In this announcement, unless the context otherwise requires, the following words and expressions shall have the meaning ascribed to them below:

“2014 AGM”	the annual general meeting of the Company held on 30 June 2014
“Board”	the board of Directors
“Company”	Peace Map Holding Limited, a company incorporated in the Cayman Islands with limited liability, the Shares of which are listed on the Stock Exchange
“connected person(s)”	the meaning ascribed thereto in the Listing Rules
“Director(s)”	director(s) of the Company

“General Mandate”	the general mandate granted to the Directors by the Shareholders at the 2014 AGM to allot, issue and deal with up to 20% of the issued share capital of the Company as at the date of the 2014 AGM
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Placee(s)”	any professional, institutional or other investor or any of its subsidiaries or associates procured by the Placing Agent to subscribe for any of the Placing Shares pursuant to the Placing Agent’s obligations under the Placing Agreement
“Placing”	the proposed placing of 950,000,000 Shares at the Placing Price under the General Mandate and the Placing Agreement
“Placing Agent”	Essence International Securities (Hong Kong) Limited, a licensed corporation to carry on business in type 1 regulated activity (dealing in securities) and type 4 regulated activity (advising on securities) under the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Placing Agreement”	the conditional placing agreement entered into between the Company and the Placing Agent dated 9 April 2015 in relation to the Placing
“Placing Price”	HK\$0.330 per Placing Share
“Placing Share(s)”	the Shares to be placed pursuant to the Placing Agreement
“Share(s)”	ordinary share(s) of par value HK\$0.25 of the Company
“Shareholder(s)”	holder of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“%”	per cent.

By Order of the Board
Peace Map Holding Limited
GUAN Hongliang
Chairman and Chief Executive Officer

Hong Kong, 10 April 2015

As at the date of this announcement, the executive directors are 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) and Mr. WANG Zheng (Chief Operating Officer) and the independent non-executive directors are Mr. ZHANG Songlin, Mr. HUI Yat On and Mr. ZHAI Shenggang.