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**MONGOLIA INVESTMENT GROUP LIMITED**

**蒙古投資集團有限公司**

*(incorporated in the Cayman Islands with limited liability)*

**(Stock code: 402)**

**PROPOSED CHANGE OF COMPANY NAME,  
APPOINTMENT OF EXECUTIVE DIRECTOR  
AND  
NON-COMPLIANCE WITH RULE 3.10A OF THE LISTING RULES**

1. The Board proposes to change the name of the Company from “Mongolia Investment Group Limited” to “Peace Map Holding Limited” and to adopt “天下圖控股有限公司” as a dual foreign name of the Company to replace its existing Chinese name “蒙古投資集團有限公司”. The proposed Change of Company Name is subject to the fulfilment of the conditions set out in the paragraphs headed “Conditions for the Change of Company Name” in this announcement.

A circular containing, among other things, further details regarding the Change of Company Name together with a notice convening the AGM will be despatched to the Shareholders as soon as practicable.

2. The Board is also pleased to announce the appointment of Mr. Zhang Jack Jiyei (張繼燁) as executive director of the Company with effect from 25 July 2013.
3. Following the appointment of director taking effect on 25 July 2013, the Board comprises 13 members including 7 executive directors, 2 non-executive directors and 4 independent non-executive directors, with the number of independent non-executive directors has fallen below one-third of the Board.

**PROPOSED CHANGE OF COMPANY NAME**

The board (the “**Board**”) of directors (the “**Directors**”) of Mongolia Investment Group Limited 蒙古投資集團有限公司 (the “**Company**”) proposes to change the name of the Company from “Mongolia Investment Group Limited” to “Peace Map Holding Limited” and to adopt “天下圖控股有限公司” as a dual foreign name of the Company to replace its existing Chinese name “蒙古投資集團有限公司” (the “**Change of Company Name**”).

## **Conditions for the Change of Company Name**

The Change of Company Name will be subject to the following conditions:

- (1) the passing of a special resolution by the shareholders of the Company (the “**Shareholders**”) at the forthcoming annual general meeting (the “**AGM**”) to approve the Change of Company Name; and
- (2) the Registrar of Companies in the Cayman Islands approving the Change of Company Name.

Subject to the satisfaction of the above conditions, the Change of Company Name will take effect on the date of issue of the Certificate of Incorporation on Change of Name by the Registrar of Companies in the Cayman Islands. The Company will then carry out all necessary filing procedures with the Companies Registry in Hong Kong.

## **Effects of the Change of Company Name**

The Change of Company Name will not affect any of the rights of the existing Shareholders or the Company’s daily business operation and its financial position. All existing share certificates of the Company in issue bearing the existing name of the Company will, after the Change of Company Name becoming effective, continue to be evidence of title to the shares of the Company (the “**Shares**”) and will be valid for trading, settlement, registration and delivery for the same number of Shares in the new name of the Company. As soon as the Change of Company Name has become effective, any new issue of share certificates will be issued in the new name of the Company. There will not be any arrangement for free exchange of the existing share certificates of the Company for new share certificates bearing the new name of the Company.

## **Reasons for the Change of Company Name**

Upon completion of the acquisition of the entire issued share capital of Sinbo Investment Limited by the Company as set out in the Company’s circular and announcement dated 27 June and 29 April 2013 respectively, the Board considers that the Change of Company Name will symbolize a new start and refresh the corporate image of the Company. As such, the Board believes that the Change of Company Name is in the best interests of the Company and the Shareholders as a whole.

## **General**

At the forthcoming AGM, a special resolution would be proposed for the shareholders to consider, and if thought fit, to approve the Change of Company Name. A circular containing, among other things, further details of the proposed Change of Company Name together with a notice convening the AGM will be despatched to the Shareholders as soon as practicable.

The Company will make further announcement(s) on the Change of the Company Name and the effective dates of the Change of Company Name and the new stock short name of the Company under which the Shares will be traded on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”).

## APPOINTMENT OF EXECUTIVE DIRECTOR

The Board is also pleased to announce the appointment of Mr. Zhang Jack Jiyei (張繼燁) as executive director of the Company with effect from 25 July 2013.

**Mr. Zhang Jack Jiyei (張繼燁)** (“**Mr. Zhang**”), aged 48, has extensive experience in corporate finance and corporate management. Mr. Zhang was a senior manager of BOCI Asia Limited between 1997 and 1999 responsible for direct investments and financial advisory services, and was a director of Beijing Long Shine Technology Co. Ltd. (北京朗新科技有限公司) between 1999 and 2003 with involvement in its management buy-out, introduction of institutional investors and subsequent divestment. Mr. Zhang was an executive director and the investment officer of Interchina Holdings Company Limited (國中控股有限公司) between 2000 and 2004 and was the executive deputy general manager of General Water of China Limited (中環保水務投資公司) between 2004 and 2008 responsible for its investment, finance and strategic planning. From 2008 to 2012, Mr. Zhang was the president and director of Interchina Water Treatment Co., Ltd. (國中水務股份有限公司), a company the shares of which are listed on the Shanghai Stock Exchange (stock code: 600187).

Mr. Zhang graduated from Qinghua University with a Bachelor degree in Applied Mathematics in 1987 and obtained a Master degree in Statistics from the University of Manitoba in 1991. Mr. Zhang further obtained a Master of Business Administration degree from the Ivey School of Business, the University of Western Ontario in 1996.

Mr. Zhang has entered into a director service contract with the Company for a term of three years and will receive emolument of HK\$120,000 per annum.

Mr. Zhang has no relationship with any directors, senior management or substantial shareholders of the Company. As at the date of this announcement, Mr. Zhang does not have any interest (within the meaning of Part XV of the Securities and Futures Ordinance) in the securities of the Company. Save as disclosed, Mr. Zhang has not been a director of any listed companies in the past three years.

Mr. Zhang have not been involved in any of the events under Rule 13.51(2)(h) to (v) of the Rules Governing the Listing of Securities on the Stock Exchange (the “**Listing Rules**”) and there are no other matters in relation to the appointment of Mr. Zhang as directors of the Company that need to be brought to the attention of the shareholders of the Company.

## NON-COMPLIANCE WITH RULE 3.10A OF THE LISTING RULES

Pursuant to Rule 3.10A of the Listing Rules, the independent non-executive directors of a listed issuer must represent at least one-third of the board of directors. Upon the appointment of Mr. Zhang as executive director of the Company, the Board comprises 13 members with 7 executive directors, 2 non-executive directors and 4 independent non-executive directors. As a result, the number of independent non-executive directors of the Company has fallen below one-third of the Board as required under Rule 3.10A of the Listing Rules.

In order to comply with Rule 3.10A of the Listing Rules, the Company will make appropriate arrangement and will make further announcement as and when appropriate.

By order of the Board  
**Mongolia Investment Group Limited**  
**ZHU Dong**  
*Executive Director*

Hong Kong, 25 July 2013

*As at the date of this announcement, the executive Directors are Mr. YUEN Chow Ming (Chairman), Mr. YUEN Wai Keung (Deputy Chairman and Chief Executive Officer), Mr. SO Yiu Cheung (Deputy Chairman), Mr. CHEUNG Chi Man, Dennis, Mr. ZHANG Chuanjun, Mr. ZHU Dong and Mr. ZHANG Jack Jiyei, the non-executive Directors are Mr. WONG, Kwok Kee and Mr. NG, Wing Keung, and the independent non-executive Directors are Mr. LIAO Cheung Tin, Stephen, Mr. HUI, Yat On, Mr TAM Sun Wing and Mr. ZHANG Songlin.*