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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)**

**DISCLOSEABLE AND CONNECTED TRANSACTION**

The Board announces that on 9 December 2014 (after trading hour), China Zhengyuan as Purchaser and Beijing Peace Map as Vendor entered into the Equity Transfer Agreement in relation to the purchase and sale of 51% of issued share capital of Shandong Zhengyuan. Pursuant to the Equity Transfer Agreement, the consideration for the Sale Share is RMB12.17 million. (equivalent to approximately HK\$15.33 million).

As certain applicable percentage ratios (as defined in Rule 14.07 of the Listing Rules) in respect of the Disposal is more than 5% but less than 25%, the Disposal constitutes a discloseable transaction for the Company under Chapter 14 of the Listing Rules and are therefore subject to the reporting and announcement requirements under the Listing Rules.

As at the date of this announcement, China Zhengyuan is interested in 49% of the issued share capital of Shandong Zhengyuan which is treated as a 51% subsidiary of the Company. China Zhengyuan is a substantial shareholder of Shandong Zhengyuan, thus is a connected person of the Company at the subsidiary level under Rule 14A.06(9) of the Listing Rules. Accordingly, the Equity Transfer Agreement constitutes a connected transaction for the Company under Chapter 14A of the Listing Rules.

As (i) the Board has approved the Equity Transfer Agreement and the transactions contemplated thereunder; and (ii) the independent non-executive Directors have confirmed that the terms of the Equity Transfer Agreement and the transactions contemplated thereunder are fair and reasonable, on normal commercial terms and in the interests of the Company and the Shareholders as a whole, the Disposal is subject to the reporting and announcement requirements, but are exempted from the circular, independent financial advice and independent shareholders' approval requirements under Rule 14A.101 of the Listing Rules.

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# EQUITY TRANSFER AGREEMENT

## Date

9 December 2014 (after trading hour)

## Parties

Purchaser: China Zhengyuan, owns as to 49% of the issued share capital of Shandong Zhengyuan

Vendor: Beijing Peace Map, treated as a 81.15%-owned subsidiary of the Company and owned as to 51% of the issued share capital of Shandong Zhengyuan

## Assets to be disposed

The Sale Share, representing 51% of the issued share capital of Shandong Zhengyuan being the entire equity interests of Beijing Peace Map in Shandong Zhengyuan.

## Financial information of Shandong Zhengyuan

Set out below is the audited consolidated financial information of Shandong Zhengyuan prepared under the generally accepted accounting principles of the PRC respectively for the two financial years ended 31 December 2012 and 2013:

	For the year ended 31 December 2012 (audited)		For the year ended 31 December 2013 (audited)	
	<i>RMB'(000)</i>	<i>Approximately HK\$(000)</i>	<i>RMB'(000)</i>	<i>Approximately HK\$(000)</i>
Revenue	4,545	5,727	15,357	19,350
Net profit before taxation	414	522	3,026	3,813
Net profit after taxation	311	392	2,270	2,860

The audited net asset value of Shandong Zhengyuan as at 31 December 2013 was approximately RMB19.62 million (equivalent to approximately HK\$24.72 million).

## Consideration and payment terms

The consideration for the Sale Share is RMB12.17 million (equivalent to approximately HK\$15.33 million), which shall be payable by the Purchaser by way of bank transfer to the Vendor within 15 business days from the date of the Equity Transfer Agreement.

The consideration of the Sale Share has been determined after arm's length negotiations between the parties with reference to the unaudited consolidated net asset value of Shandong Zhengyuan of approximately RMB22.70 million (equivalent to approximately HK\$28.6 million) based on the unaudited consolidated management accounts as at 30 September 2014.

## **Completion**

Completion is subject to the change of record of the industrial and commercial registration (工商登記) which shall take place within 30 days from the date the Vendor receiving the consideration of the Sale Share. Upon Completion, Shandong Zhengyuan will cease to treat as a subsidiary of the Company.

## **REASONS OF AND BENEFITS FOR THE DISPOSAL**

The Group is principally engaged in geographical information data extraction and data processing, software application, sales of cameras and manufacture and sales of unmanned aerial vehicles, as well as mining and exploration of mineral resources. Beijing Peace Map is treated as a 81.15%-owned subsidiary of the Company and is principally engaged in data processing of geographical data, research and development of geographical information system in the PRC.

China Zhengyuan is a state-owned enterprise principally engaged in engineering surveying, real estate mapping, photogrammetry, remote sensing and geographic information engineering in the Shandong Province.

Shandong Zhengyuan was incorporated in the PRC on 6 April 2012 with a registered capital of RMB17 million, of which RMB8.33 million and RMB8.67 million was contributed by China Zhengyuan and Beijing Peace Map respectively. Since its incorporation, Shandong Zhengyuan is principally engaged in data processing of geographical data focusing in the Shandong Province in the PRC by capitalising the local business relationship and marketing network of China Zhengyuan in the Shandong Province.

China Zhengyuan has recently discussed with the management of the Group regarding its intention of further capital injection into Shandong Zhengyuan for its business development in the Shandong Province. Having considered the overall business strategy of the Group to expand its geographical information system business in the PRC as a whole and the available resources of the Group, the management of the Group is of the view that further capital injection into Shandong Zhengyuan may not be in the best interest of the Group. In order to maintain a good relationship with China Zhengyuan, the Group discussed with China Zhengyuan regarding the Disposal. The consideration of RMB12.17 million represents a slight premium over 51% of unaudited net asset value of Shandong Zhengyuan as at 30 September 2014 of approximately RMB11.58 million and a premium of approximately 40.4% over the initial RMB8.67 million contributed capital by Beijing Peace Map. Based on the unaudited management account of Shandong Zhengyuan as of 30 September 2014, it is expected the Group will record a gain on disposal of approximately RMB0.59 million (equivalent to approximately HK\$0.74 million). Upon Completion, the estimated net proceeds from the Disposal (after general payment of professional fees and other related expenses) of approximately RMB12 million (equivalent to approximately HK\$15.12 million) will be used as general working capital of the Group.

In view of the above, the Directors (including the independent non-executive Directors) consider that the Disposal (including the terms of the Equity Transfer Agreement) is fair and reasonable, on normal commercial terms and in the interests of the Company and its Shareholders as a whole.

## **LISTING RULES IMPLICATIONS**

As certain applicable percentage ratios (as defined in Rule 14.07 of the Listing Rules) in respect of the Disposal is more than 5% but less than 25%, the Disposal constitutes a discloseable transaction for the Company under Chapter 14 of the Listing Rules and are therefore subject to the reporting and announcement requirements under the Listing Rules.

As at the date of this announcement, China Zhengyuan is interested in 49% of the issued share capital of Shandong Zhengyuan which is treated as a 51% subsidiary of the Company. China Zhengyuan is a substantial shareholder of Shandong Zhengyuan, thus is a connected person of the Company at the subsidiary level under Rule 14A.06(9) of the Listing Rules. Accordingly, the Equity Transfer Agreement constitutes a connected transaction for the Company under Chapter 14A of the Listing Rules.

As (i) the Board has approved the Equity Transfer Agreement and the transactions contemplated thereunder; and (ii) independent non-executive Directors have confirmed that the terms of the Equity Transfer Agreement and the transactions contemplated thereunder are fair and reasonable, on normal commercial terms and in the interests of the Company and the Shareholders as a whole, the Disposal is subject to the reporting and announcement requirements, but are exempted from the circular, independent financial advice and independent shareholders' approval requirements under Rule 14A.101 of the Listing Rules.

No Director is considered to have material interest in the Disposal and therefore no Director was required to abstain from voting at the Board meeting approving the Equity Transfer Agreement and the transactions contemplated thereunder.

## **DEFINITIONS**

Unless the context otherwise requires, the following terms shall have the meanings set out below:

“Beijing Peace Map” or “Vendor”	北京天下圖數據技術有限公司 (Peace Map Co., Ltd.*), a company incorporated in the PRC with limited liability and treated as a 81.15%-owned subsidiary of by the Company
“Board”	the board of Directors
“China Zhengyuan” or “Purchaser”	正元地理信息有限責任公司 (China Zhengyuan Geomatics Co., Ltd*), a company incorporated in the PRC with limited liability which owns 49% of the issued share capital of Shandong Zhengyuan as at the date of this announcement, and accordingly a connected person of the Company at the subsidiary level
“Company”	Peace Map Holding Limited, a company incorporated in Cayman Islands with limited liability, the issued Shares of which are listed on the Main Board of Stock Exchange
“Completion”	completion of the Equity Transfer Agreement
“connected person(s)”	has the meaning ascribed to it under the Listing Rules
“Director(s)”	director(s) of the Company
“Disposal”	the proposed disposal of 51% of the issued share capital of Shandong Zhengyuan contemplated under the Equity Transfer Agreement
“Equity Transfer Agreement”	the agreement for the sale and purchase of the Sales Share dated 9 December 2014 entered into between the Vendor and the Purchaser

“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Listing Rules”	Rules Governing the Listing of Securities on the Stock Exchange
“PRC”	the People’s Republic of China which, for the purpose of this announcement only, does not include the Hong Kong, the Macau Special Administrative Region and Taiwan
“RMB”	Renminbi, the lawful currency of the PRC
“Sale Share”	51% of issued share capital of Shandong Zhengyuan to be sold to the Purchaser pursuant to the Equity Transfer Agreement
“Shandong Zhengyuan”	山東正元航空遙感技術有限公司 (Shandong Zhengyuan Aviation Remote Sensing Technology Limited*), a company incorporated in the PRC with limited liability and treated as a 51%-owned subsidiary of the Company
“Share(s)”	ordinary share(s) of HK\$0.25 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“subsidiaries”	has the meaning ascribed to it in the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Chapter 32 of the Laws of Hong Kong)
“%”	per cent

*In this announcement, the amounts in RMB are converted into HK\$ at a conversion price of RMB1 = HK\$1.26 for illustration purposes. No representation is made that any amount in RMB has been or could be converted at the above rate or at any other rates at all.*

By order of the Board of  
**Peace Map Holding Limited**  
**FENG Tao**  
*Chief Financial Officer*

Hong Kong, 9 December 2014

*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. ZHAI Shenggang, Mr. HUI Yat On and Mr. ZHANG Songlin.*

*\* For identification purpose only*