

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



PEACE MAP HOLDING LIMITED

天下圖控股有限公司

(incorporated in the Cayman Islands with limited liability)

(Stock code: 402)

**EXTENSION OF THE MATURITY DATE
OF THE CONVERTIBLE NOTES**

BACKGROUND

Reference is made to the Company's announcement dated 11 May 2010 and circular dated 12 May 2010 which relate to the issue of the Convertible Notes. As at the date of this announcement, Convertible Notes in the principal amount of HK\$560,580,400 remain outstanding.

EXTENSION OF THE MATURITY DATE OF THE CONVERTIBLE NOTES

The Board is pleased to announce that on 25 March 2015, the Board resolved to extend the Maturity Date of the Convertible Notes by five (5) years, from 17 June 2015 to 17 June 2020 or if that is not a Business Day, the Business Day next following such date and the Company has served prior written notice to all Noteholders of the Convertible Notes pursuant to the terms of the Convertible Notes to effect such Extension. No other terms and conditions of the Convertible Notes have been amended.

Reference is made to the Company's announcement dated 11 May 2010 and circular dated 12 May 2010 which relate to the issue of the Convertible Notes. As at the date of this announcement, Convertible Notes in the principal amount of HK\$560,580,400 remain outstanding.

The existing principal terms and conditions of the Convertible Notes are summarized below for ease of reference:

Principal Amount: HK\$954,100,000 (as at the date of this announcement, there are outstanding Convertible Notes in the principal amount of HK\$560,580,400)

Interest: NIL

Maturity Date:	17 June 2015, being the Business Day falling on the fifth (5th) anniversary of the date of issue of the Convertible Notes.
	The Company has the right to extend the maturity date in respect of the amount of the outstanding Convertible Notes not having been converted on 17 June 2015 for another five years, i.e. to the Business Day falling on the tenth anniversary of the date of issue of the Convertible Notes
Transferability:	transferable provided that a transfer to a connected person of the Company (other than the associates of the relevant noteholder) shall comply with the requirements under the Listing Rules
Conversion Period:	the period commencing from the date of issue of the Convertible Notes up to the Maturity Date
Initial Conversion Price:	HK\$0.22 per Conversion Share (subject to adjustment upon the occurrence of, among others, subdivision of consolidation or reclassification of Shares, capital distribution, capitalization issues, rights issues and grant of options and warrants)
Conversion:	a noteholder of Convertible Notes has the right at any time and from time to time during the period commencing from the date of issue of the Convertible Notes up to the Maturity Date to convert the whole or part of the principal amount of the Convertible Notes in amounts of not less than HK\$1,000,000 of the principal amount outstanding under the Convertible Notes into Conversion Shares on each conversion, save that if at any time, the outstanding principal amount of the Convertible Notes is less than HK\$1,000,000 the whole (but not part only) of the outstanding principal amount of the Convertible Notes may be converted; provided that no Convertible Notes may be converted, to the extent that following such exercise (a) the minimum 25% public float requirement of the Company as required under the Listing Rules cannot be satisfied; or (b) a holder of the Convertible Notes and parties acting in concert with it, taken together, will directly or indirectly, control or be interested in 30% or more of the Shares then in issue (or in such percentage as may from time to time be specified in the Takeovers Code as being the level for triggering a mandatory general offer)
Redemption:	non-redeemable

EXTENSION OF THE MATURITY DATE

On 25 March 2015, the Board resolved to extend the Maturity Date of the Convertible Notes by five (5) years, from 17 June 2015 to 17 June 2020 or if that is not a Business Day, the Business Day next following such date and the Company has served prior written notice to all Noteholders of the Convertible Notes pursuant to the terms of the Convertible Notes to effect such Extension. No other terms and conditions of the Convertible Notes have been amended.

To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, the registered Noteholders (as shown in the Company's register of holders of the Convertible Notes) and the beneficial Noteholder(s) are third parties independent of and not connected with the Company and its connected persons.

No application will be made to the Stock Exchange for approval of the Extension in accordance with Rule 28.05 of the Listing Rules as the Extension does not involve an alteration of the existing terms of the Convertible Notes.

REASONS FOR THE EXTENSION OF MATURITY DATE

The Convertible Notes mature on 17 June 2015 unless extended. The Extension effectively allows the Group to refinance its debts under the Convertible Notes under the same terms (except there is no right of further extension) for another five (5) years. In addition, the Extension will provide flexibility to the Group's deployment of its financial resources to fund its operation and development as well as to plan its working capital requirements. In the absence of the Extension, the Company will need to deploy its cash reserves for the redemption of the Convertible Notes on maturity. Accordingly, the Directors consider that the Extension is in the interests of the Company and its Shareholders as a whole.

GENERAL

The Company is an investment holding company. Its subsidiaries are principally engaged in urban high resolution aerial imagery database.

DEFINITIONS

“Board”	the board of Directors
“Business Day”	a day (other than a Saturday or a Sunday) on which banks are generally open for banking business in Hong Kong
“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
“connected person(s)”	has the meanings ascribed thereto under the Listing Rules
“Conversion Share(s)”	the new Share(s) which may fall to be allotted and issued upon exercise of the conversion rights attaching to the Convertible Notes
“Convertible Note(s)”	the zero coupon convertible note(s) in the aggregate principal amount of HK\$954,100,000 issued by the Company to the noteholder(s) whereby the maturity date falls on 17 June 2015, in which the principal amount of HK\$560,580,400 remain outstanding as at the date of this announcement

“Directors”	directors of the Company
“Extension”	the extension of the Maturity Date of the Convertible Notes for a period of five (5) years from 17 June 2015 to 17 June 2020 pursuant to the terms of the Convertible Notes
“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
“Initial Conversion Price”	the initial conversion price of the Convertible Notes, being HK\$0.22 per Conversion Share (subject to adjustments)
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Maturity Date”	the date on which the Convertible Notes become due
“Noteholder”	the existing holder of the Convertible Note(s)
“Share(s)”	share(s) of HK\$0.25 each in the capital of the Company
“Shareholder(s)”	holder(s) of issued Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Hong Kong Codes on Takeovers and Mergers and Share Buy-backs
“%”	per cent

By Order of the Board
Peace Map Holding Limited
ZHU Dong
Executive Director and Deputy Chief Executive Officer

Hong Kong, 16 June 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.