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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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**If you are in any doubt** as to any aspect about this 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 circular, together with the enclosed form of proxy, to the purchaser or the transferee or to the bank, licensed securities dealer, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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**PEACE MAP HOLDING LIMITED**

**天下圖控股有限公司**

*(incorporated in the Cayman Islands and continued in Bermuda with limited liability)*

**(Stock code: 402)**

- (1) GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES;  
(2) RE-ELECTION OF RETIRING DIRECTORS;  
AND  
(3) NOTICE OF ANNUAL GENERAL MEETING**

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A notice convening the annual general meeting (the “AGM”) of the Company to be held at Room 1804A, 18/F, Tower 1, Admiralty Centre, 18 Harcourt Road, Admiralty, Hong Kong on Wednesday, 30 May 2018 at 10:30 a.m. is set out on pages 21 to 25 of this circular. A form of proxy for use at the AGM is enclosed.

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

24 April 2018

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## DEFINITIONS

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*In this circular, the following expressions have the following meanings unless the context indicates otherwise:*

“AGM”	the annual general meeting of the Company to be held at Room 1804A, 18/F, Tower 1, Admiralty Centre, 18 Harcourt Road, Admiralty, Hong Kong on Wednesday, 30 May 2018 at 10:30 a.m. or any adjournment thereof (as the case may be);
“AGM Notice”	the notice convening the AGM as set out on pages 21 to 25 of this circular;
“Board”	the board of Directors;
“Bye laws”	the Bye laws of the Company;
“close associates”	has the same meaning ascribed thereto under the Listing Rules;
“Company”	Peace Map Holding Limited, a company incorporated in the Cayman Islands and continued in Bermuda with limited liability and the Shares of which are listed on the main board of the Stock Exchange;
“core connected person”	has the same meaning ascribed thereto under the Listing Rules;
“Director(s)”	the director(s) of the Company;
“Group”	the Company and its subsidiaries;
“HK\$”	Hong Kong dollar, the lawful currency of Hong Kong;
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China;
“Latest Practicable Date”	18 April 2018, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein;
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange;
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong);

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## DEFINITIONS

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“Share(s)”	share(s) of HK\$0.01 each in the capital of the Company (or of such nominal amount as shall result from a subdivision, consolidation, reclassification or reconstruction of the share capital of the Company from time to time);
“Share Issue Mandate”	the proposed general mandate to be granted to the Directors to allot, issue and deal with Shares representing up to 20% of the share capital of the Company in issue as at the date of passing of the relevant resolution granting such mandate;
“Share Option Scheme”	the existing share option scheme of the Company adopted by the Company on 26 May 2016;
“Share Repurchase Mandate”	the proposed general mandate to be granted to the Directors to permit the repurchase of Shares of up to 10% of the share capital of the Company in issue as at the date of passing of the relevant resolution granting such mandate;
“Shareholder(s)”	holder(s) of the Share(s);
“Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“Takeovers Code”	the Hong Kong Code on Takeovers and Mergers; and
“%”	per cent.

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LETTER FROM THE BOARD

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**PEACE MAP HOLDING LIMITED**

**天下圖控股有限公司**

*(incorporated in the Cayman Islands and continued in Bermuda with limited liability)*

**(Stock code: 402)**

*Executive Directors:*

Mr. GUAN Hongliang (*Chairman*)  
Mr. WANG Zheng (*Chief Executive Officer*)  
Mr. LI Bin  
Ms. MU Yan  
Mr. LI Chengning  
Mr. XU Jian (*Chief Financial Officer*)

*Registered office:*

Clarendon House  
2 Church Street  
Hamilton HM11  
Bermuda

*Independent Non-Executive Directors:*

Mr. ZHANG Songlin  
Ms. LI Nan  
Mr. XU Lei

*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

24 April 2018

*To the Shareholders*

Dear Sir or Madam,

**(1) GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES;  
(2) RE-ELECTION OF RETIRING DIRECTORS;  
AND  
(3) NOTICE OF ANNUAL GENERAL MEETING**

**1. INTRODUCTION**

The purpose of this circular is to provide you with information in respect of (i) the Share Issue Mandate; (ii) the Share Repurchase Mandate; (iii) the extension of the Share Issue Mandate to issue Shares by adding to it the aggregate number of issued Shares repurchased under the Share Repurchase Mandate; and (iv) the re-election of the retiring Directors; and to seek your approval of the resolutions relating to these matters at the AGM.

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## LETTER FROM THE BOARD

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### 2. GENERAL MANDATE TO ISSUE SHARES

At the AGM, an ordinary resolution will be proposed to grant to the Directors a general and unconditional mandate to allot, issue and deal with the Shares representing up to 20% of the number of issued shares of the Company as at the date of passing of the relevant resolution.

As at the Latest Practicable Date, the issued share capital of the Company comprised 8,156,781,091 Shares. Assuming that there is no change in the issued share capital of the Company between the Latest Practicable Date and the date of passing the resolution approving the Share Issue Mandate, the maximum number of Shares which may be issued pursuant to the Share Issue Mandate on the date of passing the resolution approving the Share Issue Mandate will be 1,631,356,218 Shares.

Subject to the passing of the ordinary resolution regarding the Share Repurchase Mandate, an ordinary resolution will also be proposed at the AGM to authorise the Directors to allot, issue and deal with new Shares to the extent of the Shares repurchased pursuant to the Share Repurchase Mandate.

The Share Issue Mandate (including the extended Share Issue Mandate) will end on the earliest of: (i) the conclusion of the next annual general meeting of the Company; (ii) the date by which the next annual general meeting of the Company is required to be held pursuant to the Bye laws or any other applicable laws; or (iii) the date upon which such authority is revoked or varied by an ordinary resolution of the Company in general meeting.

### 3. GENERAL MANDATE TO REPURCHASE SHARES

At the AGM, an ordinary resolution will be proposed to grant to the Directors a general and unconditional mandate to exercise all the powers of the Company to repurchase issued Shares subject to the criteria set out in this circular. In particular, Shareholders should note that the maximum number of Shares that may be repurchased pursuant to the Share Repurchase Mandate will be such number which represents 10% of the number of issued shares of the Company as at the date of passing of the relevant resolution subject to the Listing Rules.

The Share Repurchase Mandate will end on the earliest of: (i) the conclusion of the next annual general meeting of the Company; (ii) the date by which the next annual general meeting of the Company is required to be held pursuant to the Bye laws or any other applicable laws; or (iii) the date upon which such authority is revoked or varied by an ordinary resolution of the Company in general meeting.

As at the Latest Practicable Date, the issued share capital of the Company comprised 8,156,781,091 Shares. Assuming that there is no change in the issued share capital of the Company between the Latest Practicable Date and the date of passing the resolution approving the Share Repurchase Mandate, the maximum number of Shares which may be repurchased pursuant to the Share Repurchase Mandate on the date of passing the resolution approving the Share Repurchase Mandate will be 815,678,109 Shares.

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## LETTER FROM THE BOARD

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An explanatory statement, as required under the Listing Rules to provide the requisite information in connection with the Share Repurchase Mandate, is set out in Appendix I to this circular.

#### 4. RE-ELECTION OF RETIRING DIRECTORS

The Board currently consists of nine Directors, namely, Mr. GUAN Hongliang, Mr. WANG Zheng, Mr. LI Bin, Ms. MU Yan, Mr. LI Chengning, Mr. XU Jian, Mr. ZHANG Songlin, Ms. LI Nan and Mr. XU Lei.

In accordance with Bye law 83(2) of the Bye laws, any Director appointed by the Board to fill a causal vacancy shall hold office only until the next following general meeting of the Company and any Director appointed by the Board as an addition to the existing Board shall hold office only until the next following annual general meeting of the Company and shall then in each case be eligible for re-election at the meeting. Four of the Directors, namely Mr. LI Chengning, Mr. XU Jian, Ms. LI Nan and Mr. XU Lei being appointed as Directors by the Board after the extraordinary general meeting of the Company held on 10 July 2017, will hold office until the AGM and being eligible, have offered themselves for re-election at the AGM.

Pursuant to Bye law 84(1) of the Bye laws, one-third of the Directors for the time being (or, if their number is not a multiple of three, the number nearest to but not less than one-third) shall retire from office by rotation at each annual general meeting of the Company provided that every Director shall be subject to retirement at least once every three years and shall then be eligible for re-election. Any Director appointed pursuant to Bye law 83(2) of the Bye laws shall not be taken into account in determining which particular Directors or the number of Directors who are to retire by rotation.

In accordance with Bye law 84(1) of the Bye laws, two of the Directors, namely Mr. WANG Zheng and Mr. ZHANG Songlin will retire at the AGM and, being eligible, would offer themselves for re-election.

Details of the above named Directors who have offered themselves to be re-elected at the AGM are set out in Appendix II to this circular.

#### **Nomination committee of the Company**

The nomination committee of the Company comprising one executive Director and two independent non-executive Directors, namely Mr. ZHANG Songlin (as chairman of the nomination committee), Mr. LI Bin and Ms. LI Nan, has notified the Board, and the Board has noted, that Mr. WANG Zheng, Mr. LI Chengning, Mr. XU Jian, Mr. ZHANG Songlin, Ms. LI Nan and Mr. XU Lei will stand for re-election as Directors at the AGM.

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## LETTER FROM THE BOARD

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The nomination committee is also responsible for, inter alia, assessing the independence of independent non-executive Directors. In doing so, the nomination committee has reviewed the individual independent non-executive Director's annual confirmation of independence declared pursuant to Rule 3.13 of the Listing Rules as well as the connected transactions, if any, as disclosed in the annual report of the Company for the year ended 31 December 2017. As a good corporate governance practice, every nomination committee member had abstained from assessing his own independence. The nomination committee considers that Mr. ZHANG Songlin, Ms. LI Nan and Mr. XU Lei have fulfilled the independence requirement under Rule 3.13 of the Listing Rules.

### **5. AGM**

Set out on pages 21 to 25 of this circular is the AGM Notice convening the AGM at which, among other things, resolutions will be proposed to approve the Share Issue Mandate, the Share Repurchase Mandate, the extension of the Share Issue Mandate and the re-election of the retiring Directors.

To the best knowledge of the Directors, having made all reasonable enquiries, as at the Latest Practicable Date no Shareholder is required to abstain from voting on any particular resolution at the AGM.

### **6. PROXY ARRANGEMENT**

A form of proxy for use at the AGM is enclosed with this circular. To be valid, the form of proxy must be completed in accordance with the instructions printed thereon and deposited, together with the power of attorney or other authority (if any) under which it is signed or a certified copy of such power of attorney or authority, at 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 possible and in any event not less than 48 hours before the time appointed for holding the AGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjournment thereof should you so wish.

### **7. POLL**

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of shareholders at a general meeting must be taken by a poll. Therefore, all votes at the AGM shall be taken by poll.

### **8. RESPONSIBILITY STATEMENT**

This 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 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 misleading.



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## LETTER FROM THE BOARD

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### 9. RECOMMENDATION

The Directors believe that the grant of the Share Issue Mandate, the Share Repurchase Mandate, the extension of the Share Issue Mandate and the re-election of retiring Directors are all in the best interests of the Company and the Shareholders. Accordingly, the Directors recommend all Shareholders to vote in favour of the relevant resolutions to be proposed at the AGM.

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

*This Appendix serves as an explanatory statement, as required by the Listing Rules, to provide all the information in relation to the Share Repurchase Mandate for your consideration.*

## **1. LISTING RULES RELATING TO THE REPURCHASES OF SHARES**

The Listing Rules permit companies with a primary listing on the Stock Exchange to purchase their securities subject to certain restrictions.

All proposed repurchases of securities on the Stock Exchange by a company with its primary listing on the Stock Exchange must be approved in advance by an ordinary resolution, either by way of a general mandate or by a specific approval of a particular transaction and that the shares to be repurchased must be fully paid up. A maximum of 10% of the issued share capital as at the date of passing the relevant resolution may be repurchased on the Stock Exchange.

## **2. SHARE CAPITAL**

As at the Latest Practicable Date, there were 8,156,781,091 Shares in issue. Subject to the passing of the resolution granting the Share Repurchase Mandate and on the basis that no further Shares are issued or repurchased before the AGM, the Company will be allowed to repurchase a maximum of 815,678,109 Shares representing 10% of the issued share capital of the Company as at the Latest Practicable Date.

## **3. REASONS FOR REPURCHASES**

Although the Directors have no present intention of repurchasing the Shares, they believe that it is in the interests of the Company and the Shareholders for the Directors to have a general authority from the Shareholders to enable the Company to repurchase Shares on the market. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net assets value of the Company and/or its earnings per Share and will only be made when the Directors believe that such repurchases will benefit the Company and the Shareholders.

## **4. FUNDING OF REPURCHASES**

In repurchasing Shares, the Company may only apply funds legally available for such purpose in accordance with the memorandum of continuance of the Company and the Bye laws and the applicable laws and regulations of Bermuda.

Bermuda law provides that the amount of capital payable on repurchase of shares may only be paid out of the capital paid-up on the relevant shares, or out of the funds of the Company that would otherwise be available for dividend or distribution or out of the proceeds of a fresh issue of shares made for the purpose of repurchase. The amount of premium payable on repurchase may only be paid out of funds of the Company that would otherwise be available for dividend or distribution or out of the share premium account of the Company.

## 5. IMPACT ON REPURCHASES

Based on the audited consolidated financial statements for the year ended 31 December 2017, there might be a material adverse impact on the working capital or gearing position of the Company in the event that the Share Repurchase Mandate is exercised in full.

The Directors do not propose to exercise the Share Repurchase Mandate to such an extent as would, in the circumstances, have a material adverse effect on the working capital or gearing position of the Company which in the opinion of the Directors is from time to time appropriate to the Company.

## 6. MARKET PRICES

The highest and lowest prices at which the Shares have been traded on the Stock Exchange in each of the 12 calendar months immediately preceding (and including) the Latest Practicable Date were as follows:

Month	Price per Share	
	Highest HK\$	Lowest HK\$
April 2017	0.113	0.090
May 2017	0.097	0.065
June 2017	0.111	0.065
July 2017	0.084	0.069
August 2017	0.086	0.063
September 2017	0.139	0.055
October 2017	0.136	0.098
November 2017	0.133	0.092
December 2017	0.110	0.091
January 2018	0.112	0.078
February 2018	0.120	0.060
March 2018	0.118	0.082
April 2018 ( <i>note</i> )	0.089	0.076

*Note:* Up to the Latest Practicable Date.

**7. GENERAL INFORMATION**

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their close associates, have any present intention to sell any Shares to the Company or any of its subsidiaries, if the Share Repurchase Mandate is approved by the Shareholders.

No core connected person of the Company has notified the Company that he/she/it has any present intention to sell any Shares to the Company, nor has any such core connected person undertaken not to do so, if the Share Repurchase Mandate is approved by the Shareholders.

**8. UNDERTAKINGS**

The Directors have undertaken to the Stock Exchange that they will exercise the Share Repurchase Mandate in accordance with the Listing Rules, the applicable laws of Bermuda and the memorandum of continuance of the Company and the Bye laws.

**9. TAKEOVERS CODE**

So far as the Directors are aware, as at the Latest Practicable Date, the following persons had interests or short positions in the Shares or underlying shares which would be required to be disclosed to the Company and the Stock Exchange under the provisions of Divisions 2 and 3 of Part XV of the SFO, or were, directly or indirectly, interested in 10% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meetings of the Company:

<b>Name of Substantial Shareholder</b>	<b>Long position/ short position</b>	<b>Capacity/ Nature of interest</b>	<i>Notes</i>	<b>Number of Shares/ underlying shares held</b>	<b>Approximate percentage of shareholding in the Company</b>
Aviation Industry Corporation of China	Long position	Interest in controlled corporation	<i>1</i>	2,268,080,000	27.81%
AVIC International Holding Corporation	Long position	Interest in controlled corporation	<i>1, 2, 3</i>	2,268,080,000	27.81%
AVIC International (HK) Group Limited	Long position	Interest in controlled corporation	<i>1, 4, 5</i>	2,268,080,000	27.81%
Best Pine Investment Limited	Long position	Beneficial owner	<i>1</i>	552,100,000	6.77%
Tacko International Limited	Long position	Interest in controlled corporation	<i>1</i>	1,161,900,000	14.24%
AVIC International Holding (HK) Limited	Long position	Interest in controlled corporation	<i>1</i>	1,161,900,000	14.24%
Kingspot Investment Limited	Long position	Beneficial owner	<i>1</i>	1,133,000,000	13.89%
Billirich Investment Limited	Long position	Beneficial owner	<i>1</i>	28,900,000	0.35%
AVIC Joy Holdings (HK) Limited	Long position	Interest in controlled corporation	<i>1, 3</i>	554,080,000	6.79%
Light Pearl Holdings Limited	Long Position	Interest in controlled corporation	<i>1</i>	554,080,000	6.79%
Tongda Information Technology Limited	Long Position	Interest in controlled corporation	<i>1</i>	554,080,000	6.79%
Smarty Capital Investments Limited	Long Position	Beneficial owner	<i>1</i>	554,080,000	6.79%

*Notes:*

1. Aviation Industry Corporation of China (“**AVIC**”) is interested in 2,268,080,000 Shares, underlying shares and convertible notes of the Company through Best Pine Investment Limited (“**Best Pine**”), Billirich Investment Limited (“**Billirich**”), Smarty Capital Investments Limited (“**Smarty Capital**”) and Kingspot Investment Limited (“**Kingspot**”).

AVIC holds 62.52% interest in AVIC International Holding Corporation (“**AVIC Int’l**”) which in turn holds 100% interest in AVIC International (HK) Group Limited (“**AVIC Int’l Group**”).

AVIC Int’l Group holds 8.49% interest in AVIC Joy Holdings (HK) Limited (“**AVIC Joy**”). AVIC Int’l Group also holds 100% interest in Tacko International Limited which in turn holds 34.34% interest in AVIC International Holding (HK) Limited (“**AVIC Int’l (HK)**”) which in turn holds 100% interest in Billirich which in turn holds 17.38% interest in AVIC Joy. AVIC Int’l Group also holds 100% interest in Best Pine which holds 552,100,000 Shares.

AVIC Int’l (HK) also holds 100% interest in Kingspot which is interested in (i) 733,000,000 Shares and (ii) convertible notes that may be converted into 400,000,000 Shares. Billirich also holds 28,900,000 Shares.

AVIC Joy holds 100% interest in Light Pearl Holdings Limited which in turn holds 100% interest in Tongda Information Technology Limited which in turn holds 100% interest in Smarty Capital which holds 554,080,000 Shares.

2. Mr. Li Bin is the deputy general manager of finance division of AVIC Int’l.
3. Ms. Mu Yan is an executive director of AVIC Joy and the asset and capital investment officer of finance division of AVIC Int’l.
4. Mr. Li Chengning is the chief investment officer of AVIC Int’l Group.
5. Mr. Xu Jian is the assistant chief financial officer of AVIC Int’l Group.

If as a result of a repurchase of Shares, a Shareholder’s proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of the Takeovers Code.

Accordingly, a Shareholder, or a group of Shareholders acting in concert, depending on the level of increase of the Shareholders’ interest, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rules 26 and 32 of the Takeovers Code.

Based on the disclosure of interests notices published on the website of the Stock Exchange, as at the Latest Practicable Date, each of AVIC, AVIC International Holding Corporation and AVIC Int'l Group controls the exercise of approximately 27.81% voting rights in the general meeting of the Company. In the event that the Directors exercise the Share Repurchase Mandate in full, the interest of each of AVIC, AVIC International Holding Corporation and AVIC Int'l Group, based on their current shareholding, would be increased to approximately 30.90% of the issued share capital of the Company. The Directors consider that such increase would give rise to an obligation to make a mandatory offer under the Takeovers Code.

Save as disclosed above, the Directors are not aware of any other consequences which may arise under the Takeovers Code as a consequence of any purchase made by the Company under the Share Repurchase Mandate.

The Directors have no present intention to exercise the Share Repurchase Mandate to an extent as may result in a requirement of any of the above Shareholders, or any other persons to make a general offer under the Takeovers Code or in the public float falling below 25% (or such other minimum percentage prescribed by the Listing Rules from time to time) of the total issued share capital of the Company.

#### **10. SHARE REPURCHASE MADE BY THE COMPANY**

No repurchase has been made by the Company of its Shares in the six months prior to the Latest Practicable Date.

*The following sets out the details of the Directors who will retire and, being eligible, offer themselves for re-election at the AGM pursuant to the Bye laws:*

**EXECUTIVE DIRECTORS****A. Mr. WANG Zheng*****Experience***

**Mr. WANG Zheng**, aged 37, has been an Executive Director since August 2014 and was redesignated as the Chief Executive Officer of the Company on 4 January 2016. Mr. WANG passed the Self-Taught Higher Education Examination in commercial English in Jiangsu Province and was awarded a graduation certificate in commercial English in 2001. He studied a course in business administration at the China University of Political Science and Law from September 2010 to April 2012 and was awarded a course completion certificate in June 2012. Mr. WANG had been the deputy general manager of 北京天下圖信息技術有限公司 (Beijing Peace Map Information and Technology Limited\*) since August 2012 and be appointed as its general manager and executive director from January 2016. Other than the directorship in the Company, Mr. WANG is also a director of certain subsidiaries of the Company.

Mr. WANG did not hold any directorship in other listed companies in the past three years.

***Length of service***

Mr. WANG has entered into a letter of appointment with the Company for a term of three years commencing on 6 August 2017. Either party may terminate the appointment by giving to the other party not less than one month's written notice.

***Relationships***

Mr. WANG has no relationship with any directors, senior management or substantial shareholders (as defined in the Listing Rules) or controlling shareholders (as defined in the Listing Rules) of the Company.

\* For identification purpose only



*Interests in Shares or underlying shares*

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

*Directors' emoluments*

Pursuant to the letter of appointment entered into between Mr. WANG and the Company dated 29 July 2017, Mr. WANG is currently entitled to a monthly salary of HK\$32,000 and RMB40,000 and a housing allowance of HK\$10,000 and is eligible to participate in the Share Option Scheme. In addition, Mr. WANG is also entitled to a monthly project bonus of RMB30,000 from 北京天下圖數據技術有限公司 (Peace Map Co., Ltd\*) pursuant to the written resolutions of the remuneration committee of the Company passed on 15 August 2017.

**B. Mr. LI Chengning***Experience*

**Mr. LI Chengning**, aged 53, was appointed as an Executive Director of the Company on 1 October 2017. Mr. LI graduated from University of Electronic Science and Technology of China (formerly known as 成都電訊工程學院 (Chengdu Institute of Radio Engineering\*)) in electronic equipment and measurement technology. Mr. LI has over 30 years' experience in investment management and capital market area. He is currently the chief investment officer of AVIC International (HK) Group Limited (“**AVIC Int'l Group**”) which is a substantial shareholder of the Company and a director of 四維航空遙感有限公司 (CATIC Siwei Co., Ltd\*) a substantial shareholder of 北京天下圖數據技術有限公司 (Peace Map Co., Ltd\*) which is a subsidiary of the Company. Mr. LI is also a director of certain subsidiaries and associated companies of AVIC Int'l Group. He previously served as an executive director and chairman of AVIC Joy which is a company listed on the main board of The Stock Exchange of Hong Kong Limited and substantial shareholder of the Company and as a manager of enterprise management division and operation management division of AVIC International Holding Corporation, a substantial shareholder of the Company.

Save as disclosed above, Mr. LI did not hold any directorship in other listed companies in the past three years.

*Length of service*

Mr. LI has entered into a letter of appointment with the Company for a term of three years commencing on 1 October 2017. Either party may terminate the appointment by giving to the other party not less than one month's written notice.

\* For identification purpose only

***Relationships***

Mr. LI has no relationship with any directors, senior management or substantial shareholders (as defined in the Listing Rules) or controlling shareholders (as defined in the Listing Rules) 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.

***Directors' emoluments***

Pursuant to the letter of appointment entered into between Mr. LI and the Company dated 29 September 2017, Mr. LI is entitled to a directors' fee of HK\$10,000 per month and is eligible to participate in the Share Option Scheme.

**C. Mr. XU Jian*****Experience***

**Mr. XU Jian**, aged 33, was appointed as an Executive Director of the Company on 1 October 2017 and the Chief Financial Officer of the Company on 19 January 2018 respectively. Mr. XU holds a Master's degree in professional accounting from Chinese Academy of Fiscal Sciences and a Bachelor's degree in accounting from Zhongnan University of Economics and Law. Mr. XU has over 10 years' experience in accounting, financial management and investment management. He is currently the assistant chief financial officer of AVIC Int'l Group. Other than the directorship in the Company, Mr. XU is also a director of certain subsidiaries of the Company.

Mr. XU did not hold any directorship in other listed companies in the past three years.

***Length of service***

Mr. XU has entered into a letter of appointment with the Company for a term of three years commencing on 1 October 2017. Either party may terminate the appointment by giving to the other party not less than one month's written notice.

***Relationships***

Mr. XU has no relationship with any directors, senior management or substantial shareholders (as defined in the Listing Rules) or controlling shareholders (as defined in the Listing Rules) of the Company.

***Interests in Shares or underlying shares***

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

***Directors' emoluments***

Pursuant to the letter of appointment entered into between Mr. XU and the Company dated 29 September 2017, Mr. XU is entitled to a directors' fee of HK\$10,000 per month and is eligible to participate in the Share Option Scheme.

**INDEPENDENT NON-EXECUTIVE DIRECTORS****A. Mr. ZHANG Songlin*****Experience***

**Mr. ZHANG Songlin**, aged 52, has been an Independent Non-Executive Director of the Company since March 2013. Mr. ZHANG holds a Bachelor's degree in economics from the School of Finance of the Renmin University of China and is a senior accountant. Mr. ZHANG is a member of the Beijing Institute of Certified Public Accountants. Mr. ZHANG joined China Digital Library Corporation Limited in 2005 and is now its vice president.

Mr. ZHANG did not hold any directorship in other listed companies in the past three years.

***Length of service***

Mr. ZHANG has renewed a letter of appointment with the Company for a fixed term of three years commencing on 11 March 2017. Either party may terminate the appointment by giving to the other party not less than one month's written notice.

***Relationships***

Mr. ZHANG has no relationship with any directors, senior management or substantial shareholders (as defined in the Listing Rules) or controlling shareholders (as defined in the Listing Rules) of the Company.

***Interests in Shares or underlying shares***

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

***Directors' emoluments***

Pursuant to the letter of appointment entered into between Mr. ZHANG and the Company dated 27 February 2017, Mr. ZHANG is entitled to a directors' fee of HK\$5,000 per month and is eligible to participate in the Share Option Scheme.

**B. Ms. LI Nan*****Experience***

**Ms. LI Nan**, aged 40, was appointed as an Independent Non-Executive Director of the Company on 1 October 2017. Ms. LI holds a Bachelor's degree in accounting from Peking University. She is a fellow member of the Association of Chartered Certified Accountants and has over 16 years' experience in accounting and financial analysis. Ms. LI Nan is currently the strategy and operation director of JD.com. Inc.

Ms. LI did not hold any directorship in other listed companies in the past three years.

***Length of service***

Ms. LI has entered into a letter of appointment with the Company for a fixed term of three years commencing on 1 October 2017. Either party may terminate the appointment by giving to the other party not less than one month's written notice.

***Relationships***

Ms. LI has no relationship with any directors, senior management or substantial shareholders (as defined in the Listing Rules) or controlling shareholders (as defined in the Listing Rules) of the Company.

***Interests in Shares or underlying shares***

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

***Directors' emoluments***

Pursuant to the letter of appointment entered into between Ms. LI and the Company dated 29 September 2017, Ms. LI is entitled to a directors' fee of HK\$5,000 per month and is eligible to participate in the Share Option Scheme.

**C. Mr. XU Lei*****Experience***

**Mr. XU Lei**, aged 40, was appointed as an Independent Non-Executive Director of the Company on 1 October 2017. Mr. XU holds a Master's degree in laws (Business law in a global context) from Universite de Montreal (University of Montreal\*) and a Master's degree in law (Economic law) from Peking University. He also holds a Bachelor's degree in law (Economic law) from Sichuan University. Mr. XU Lei is a practising lawyer admitted in the People's Republic of China in 2002 and has over 15 years' experience in the practice of law. He is also a member of All China Lawyers Association and Beijing Lawyers Association. Mr. XU Lei is currently a practicing lawyer of Beijing Goodwill Law Firm.

Mr. XU did not hold any directorship in other listed companies in the past three years.

***Length of service***

Mr. XU has entered into a letter of appointment with the Company for a fixed term of three years commencing on 1 October 2017. Either party may terminate the appointment by giving to the other party not less than one month's written notice.

***Relationships***

Mr. XU has no relationship with any directors, senior management or substantial shareholders (as defined in the Listing Rules) or controlling shareholders (as defined in the Listing Rules) of the Company.

***Interests in Shares or underlying shares***

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

***Directors' emoluments***

Pursuant to the letter of appointment entered into between Mr. XU and the Company dated 30 September 2017, Mr. XU is entitled to a directors' fee of HK\$5,000 per month and is eligible to participate in the Share Option Scheme.

\* For identification purpose only

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. WANG Zheng, Mr. LI Chengning, Mr. XU Jian, Mr. ZHANG Songlin, Ms. LI Nan and Mr. XU Lei that need to be brought to the attention of the Shareholders.

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## NOTICE OF ANNUAL GENERAL MEETING

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### PEACE MAP HOLDING LIMITED

### 天下圖控股有限公司

*(incorporated in the Cayman Islands and continued in Bermuda with limited liability)*

**(Stock code: 402)**

### NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the annual general meeting (the “**AGM**”) of Peace Map Holding Limited (the “**Company**”) will be held at Room 1804A, 18/F, Tower 1, Admiralty Centre, 18 Harcourt Road, Admiralty, Hong Kong on Wednesday, 30 May 2018 at 10:30 a.m. (or any adjournment thereof) to consider and, if thought fit, transact the following ordinary businesses:

1. To receive and consider the audited consolidated financial statements and the reports of the directors of the Company (the “**Director(s)**”) and the independent auditor of the Company (the “**Auditor**”) for the year ended 31 December 2017.
2. (A) (i) to re-elect Mr. WANG Zheng as an executive Director;  
(ii) to re-elect Mr. LI Chengning as an executive Director;  
(iii) to re-elect Mr. XU Jian as an executive Director;  
(iv) to re-elect Mr. ZHANG Songlin as an independent non-executive Director;  
(v) to re-elect Ms. LI Nan as an independent non-executive Director; and  
(vi) to re-elect Mr. XU Lei as an independent non-executive Director.  
(B) to authorise the board of Directors (the “**Board**”) to determine the remuneration of the Directors.
3. To re-appoint SHINEWING (HK) CPA Limited as the Auditor and to authorise the Board to fix their remuneration.

As special businesses, to consider and, if thought fit, pass with or without amendments, the following resolutions as ordinary resolutions:

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## NOTICE OF ANNUAL GENERAL MEETING

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### ORDINARY RESOLUTIONS

4. (A) “**THAT:**
- (i) subject to paragraph (iii) of this resolution, and pursuant to the Rules (the “**Listing Rules**”) Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”), the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue or otherwise deal with additional shares in the share capital of the Company (“**Shares**”) or securities convertible into Shares, or options and to make or grant offers, agreements and options which would or might require the exercise of such powers, be and the same is hereby generally and unconditionally approved;
  - (ii) the approval in paragraph (i) of this resolution shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options which would or might require the exercise of such powers after the end of the Relevant Period;
  - (iii) the aggregate number of shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) and issued by the Directors pursuant to the approval in paragraph (i) of this resolution, otherwise than by way of (a) a Rights Issue (as hereinafter defined); or (b) the exercise of rights of subscription or conversion under the terms of any warrants issued by the Company or any securities which are convertible into Shares; or (c) the exercise of or the grant of any option under any share option scheme of the Company or similar arrangement for the time being adopted for the issue or grant to the grantees as specified in such scheme or similar arrangement of shares or options to subscribe for or rights to acquire shares of the Company; or (d) any scrip dividend or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares in accordance with the bye laws of the Company in force from time to time, shall not exceed 20% of the aggregate number of issued shares of the Company in issue as at the date of passing of this resolution and the said approval be limited accordingly; and



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## NOTICE OF ANNUAL GENERAL MEETING

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(iv) for the purpose of this resolution:

“**Relevant Period**” means the period from the passing of this resolution until whichever is the earliest of:

- (a) the conclusion of the next annual general meeting of the Company;
- (b) the expiration of the period within which the next annual general meeting of the Company is required by the bye laws of the Company or any applicable laws to be held; or
- (c) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders in general meeting.

“**Rights Issue**” means an offer of shares in the share capital of the Company or an offer or issue of warrants or options or similar instruments to subscribe for shares in the share capital of the Company open for a period fixed by the Directors to holders of shares whose names appear on the register of members of the Company on a fixed record date in proportion to their then holdings of such shares in the Company (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements, or having regard to any restrictions or obligations under the laws of, or the requirements of, or the expense or delay which may be involved in determining the existence or extent of any restrictions or obligations under the laws of, or the requirements of, any jurisdiction applicable to the Company, or any recognised regulatory body or any stock exchange applicable to the Company).”

(B) “**THAT:**

- (i) subject to paragraph (ii) of this resolution, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase issued shares in the share capital of the Company on the Stock Exchange or any other stock exchange on which the shares of the Company may be listed and recognised by the Securities and Futures Commission of Hong Kong (the “**SFC**”) and the Stock Exchange for such purpose, and otherwise in accordance with the rules and regulations of the SFC, the Stock Exchange or of any other stock exchange as amended from time to time and all applicable laws in this regard, be and the same is hereby generally and unconditionally approved;
- (ii) the aggregate number of issued shares of the Company which may be repurchased by the Company pursuant to the approval in paragraph (i) of this resolution during the Relevant Period shall not exceed 10% of the aggregate number of issued shares of the Company in issue as at the date of passing of this resolution and the said approval shall be limited accordingly; and

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## NOTICE OF ANNUAL GENERAL MEETING

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(iii) for the purpose of this resolution:

“**Relevant Period**” means the period from the passing of this resolution until whichever is the earliest of:

- (a) the conclusion of the next annual general meeting of the Company;
  - (b) the expiration of the period within which the next annual general meeting of the Company is required by the bye laws of the Company or any applicable laws to be held; or
  - (c) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders in general meeting.”
- (C) “**THAT** conditional upon resolutions No. 4(A) and No. 4(B) above being passed, the general mandate granted to the Directors to allot, issue or otherwise deal with additional shares of the Company pursuant to resolution No. 4(A) be and is hereby extended by the addition thereto of an amount representing the aggregate number of issued shares of the Company repurchased by the Company under the authority granted pursuant to resolution No. 4(B) provided that such amount shall not exceed 10% of the aggregate number of issued shares of the Company as at the date of passing of this resolution.”

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

Hong Kong, 24 April 2018

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## NOTICE OF ANNUAL GENERAL MEETING

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*Notes:*

- (1) A form of proxy for use at the AGM or any adjournment thereof is enclosed.
- (2) Any member entitled to attend and vote at the AGM shall be entitled to appoint another person as his proxy to attend and vote instead of him. A member who is the holder of two or more Shares may appoint more than one proxy to represent him and vote on his behalf at the AGM. A proxy need not be a member of the Company.
- (3) In order to be valid, the form of proxy completed in accordance with the instructions set out therein, together with the power of attorney or other authority (if any) under which it is signed (or a certified copy of that power or authority) must be deposited at 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 not less than 48 hours before the time appointed for holding the AGM or any adjournment thereof. Completion and return of the proxy form will not preclude you from attending and voting in person at the AGM or any adjournment thereof should you so wish.
- (4) In case of joint holders of any Share, any one of such joint holders may vote at the AGM, either in person or by proxy, in respect of such Share as if he were solely entitled thereto, but if more than one of such joint holders are present at the meeting in person or by proxy, then one of the said persons present whose name stands first on the register of members in respect of such Share shall alone be entitled to vote in respect thereof.
- (5) The register of members of the Company will be closed from Friday, 25 May 2018 to Wednesday, 30 May 2018, during which period no transfer of Shares will be registered. In order to qualify for attending the AGM to be held on Wednesday, 30 May 2018, all transfers of Shares accompanied by the relevant share certificates and appropriate transfer forms must be lodged with the transfer office of 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, for registration not later than 4:30 p.m. on Thursday, 24 May 2018.
- (6) A circular containing, inter alia, details of the proposed general mandates to issue and repurchase Shares and information of the retiring Directors of the Company who have offered themselves to be re-elected at the AGM, is despatched to the shareholders of the Company on 24 April 2018.

*As at the date of this notice, the executive Directors are Mr. GUAN Hongliang (Chairman), Mr. WANG Zheng (Chief Executive Officer), Mr. LI Bin, Ms. MU Yan, Mr. LI Chengning and Mr. XU Jian (Chief Financial Officer) and the independent non-executive Directors are Mr. ZHANG Songlin, Ms. LI Nan and Mr. XU Lei.*