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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)**

**PROPOSED INCREASE OF AUTHORISED SHARE CAPITAL  
AND CHANGE OF AUDITOR**

The Board proposes to increase the authorised share capital of the Company from HK\$2,500,000,000 to HK\$7,500,000,000 by the creation of an additional 20,000,000,000 Shares. The proposed Increase of Authorised Share Capital is subject to the approval of the Shareholders by way of an ordinary resolution at the EGM.

A circular containing, among other matters, details of the proposed Increase of Authorised Share Capital, together with a notice of EGM and the related proxy form, will be despatched to the Shareholders on or before 27 December 2013.

The Board announces that BDO has resigned as the auditor of the Group with effect from 23 December 2013 and that SHINEWING has been appointed as the auditor of the Group with effect from 23 December 2013 to fill the casual vacancy arising from the resignation of BDO.

**PROPOSED INCREASE OF AUTHORISED SHARE CAPITAL**

The current authorised share capital of the Company is HK\$2,500,000,000 divided into 10,000,000,000 Shares. As at the date of this announcement, 5,782,301,095 Shares were in issue and there were outstanding options carrying rights to subscribe for an aggregate of 103,280,000 Shares and outstanding convertible notes carrying rights to subscribe for an aggregate of 1,770,238,541 Shares. In order to provide the Company with a flexibility for future investment opportunities, the Board proposes to increase the authorised share capital of the Company to HK\$7,500,000,000 by the creation of an additional 20,000,000,000 Shares.

Immediately after the completion of the Increase of Authorised Share Capital and assuming no new Shares are issued or no Shares are repurchased from the date of this announcement up to the EGM, the authorised share capital of the Company will be HK\$7,500,000,000 divided into 30,000,000,000 Shares, with 5,782,301,095 Shares in issue and 24,217,698,905 Shares remaining unissued.

The proposed Increase of Authorised Share Capital is subject to the approval of the Shareholders by way of an ordinary resolution at the EGM.

## CHANGE OF AUDITOR

The Board announces that BDO has resigned as the auditor of the Group with effect from 23 December 2013 and that SHINEWING has been appointed as the auditor of the Group with effect from 23 December 2013 to fill the casual vacancy arising from the resignation of BDO. SHINEWING shall hold office until the conclusion of the next annual general meeting of the Company.

The change of auditor was a commercial decision of the Group. BDO has confirmed that there are no circumstances connected with its resignation which should be brought to the attention of the Shareholders save for the material uncertainty in respect of the implementation of certain laws and regulations in Mongolia which have a significant impact on the position and carrying value of the mining licences held by Tugrugnuuriin Energy LLC, a subsidiary of the Company (the “**Material Uncertainty**”). The Material Uncertainty has been set out under the paragraph headed “Emphasis of Matter” in the annual report for the year ended 31 March 2013 and the interim report for the period ended 30 September 2013.

The Board confirms that there is no disagreement between the Company and BDO, and is not aware of any matters in respect of the resignation of auditor that should be brought to the attention of the Shareholders.

The Board would like to take this opportunity to thank BDO for its professional and quality services rendered to the Group during its tenure of office.

## GENERAL

An ordinary resolution, to be voted by way of poll, to approve the proposed Increase of Authorised Share Capital, will be proposed at the EGM. A circular containing, among other matters, details of the proposed Increase of Authorised Share Capital, together with a notice of EGM and the related proxy form, will be despatched to the Shareholders on or before 27 December 2013.

## DEFINITIONS

“BDO”	BDO Limited
“Board”	the board of Directors of the Company
“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 of Hong Kong Limited
“Directors”	directors of the Company
“EGM”	the extraordinary general meeting of the Company to be held to consider and, if thought fit, to approve the Increase of Authorised Share Capital
“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

“Increase of Authorised Share Capital”	the proposed increase of authorised share capital of the Company from HK\$2,500,000,000 to HK\$7,500,000,000 by the creation of an additional 20,000,000,000 Shares
“Share(s)”	ordinary share(s) of HK\$0.25 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the issued Shares
“SHINEWING”	SHINEWING (HK) CPA Limited

By order of the Board  
**Peace Map Holding Limited**  
**Zhu Dong**  
*Executive Director*

Hong Kong, 23 December 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 (Company Secretary), Mr. ZHANG Chuanjun, Mr. ZHU Dong, Mr. ZHANG Jack Jiyei and Mr. FENG Tao (Chief Financial Officer) and the independent non-executive Directors are Mr. LIAO Cheung Tin, Stephen, Mr. HUI Yat On, Mr. TAM Sun Wing and Mr. ZHANG Songlin.*