
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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 (In Provisional Liquidation) (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

(In Provisional Liquidation)

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

(Stock code: 402)

**APPOINTMENT OF JOINT LIQUIDATORS
AND
NOTICE OF MEETING OF CONTRIBUTORIES**

A letter from the Joint Provisional Liquidators is set out on pages 2 to 4 of this circular. A notice convening the meeting of contributories (the “**Meeting**”) of the Company to be held at 2/F, Pico Tower, 66 Gloucester Road, Wanchai, Hong Kong on Friday, 9 November 2018 at 9:30 a.m. is set out on pages 5 to 6 of this circular. A form of proxy for use by the Shareholders at the Meeting or any adjourned meeting is enclosed.

Whether or not you are able to attend the Meeting, 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 Meeting 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.

25 October 2018

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DEFINITIONS

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

“Board”	the board of Directors;
“Company”	Peace Map Holding Limited (In Provisional Liquidation), 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;
“Contributory(ies)”	every person (including the Shareholders) who is liable to contribute to the assets of the Company in the event of its being wound up, and for the purposes of all proceedings for determining, and all proceedings prior to the final determination of, the persons who are to be deemed contributories, including any person alleged to be a contributory;
“Court”	The Supreme Court of Bermuda;
“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;
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange;
“Meeting”	the meeting of contributories of the Company to be held at 2/F, Pico Tower, 66 Gloucester Road, Wanchai, Hong Kong on Friday, 9 November 2018 at 9:30 a.m. or any adjournment thereof (as the case may be);
“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);
“Shareholder(s)”	holder(s) of the Share(s); and
“Stock Exchange”	The Stock Exchange of Hong Kong Limited.

LETTER FROM THE JOINT PROVISIONAL LIQUIDATORS



PEACE MAP HOLDING LIMITED

天下圖控股有限公司

(In Provisional Liquidation)

(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:*

62/F
One Island East
18 Westlands Road
Island East
Hong Kong

25 October 2018

To the Shareholders

Dear Sir or Madam,

APPOINTMENT OF JOINT LIQUIDATORS AND NOTICE OF MEETING OF CONTRIBUTORIES

1. INTRODUCTION

The purpose of this circular is to provide you with information in respect of resolutions to be proposed at the Meeting relating to the appointment of joint liquidators of the Company (the “**Joint Liquidators**”) and the appointment of a committee of inspection.

LETTER FROM THE JOINT PROVISIONAL LIQUIDATORS

2. BACKGROUND

Mr. David Yen Ching Wai and Ms. Anita So Kit Yee of Ernst & Young Transactions Limited and Mr. Keiran Hutchison of EY Bermuda Ltd, were appointed as the joint provisional liquidators (the “JPLs”) of the Company pursuant to the order of the Court dated 10 August 2018 (the “Order”) under the provisions of section 161(e) of the Bermuda Companies Act 1981.

3. COMMITTEE OF INSPECTION

The function of a committee of inspection is to provide assistance and guidance to the Joint Liquidators in the performance of their duties and to approve the exercise of certain powers by the Joint Liquidators in accordance to the Bermuda Companies Act 1981, and to approve the Joint Liquidators’ remuneration. A committee of inspection must consist of not less than 3, and not more than 7 members.

4. THE MEETING

Pursuant to section 171(b) of Bermuda Companies Act 1981, a provisional liquidator shall summon separate meetings of the creditors and contributories of the company for the purpose of determining whether or not an application is to be made to the Court for appointing a liquidator in place of the provisional liquidator. Pursuant to the Order, the meetings of creditors and contributories shall be held within 3 months from the date of the winding-up order. Accordingly, the JPLs have exercised their powers to convene the Meeting for the purpose of considering and if thought fit, passing the ordinary resolutions in relation to the following matters:

- (a) (i) an application be made to the Court to appoint Mr. David Yen Ching Wai and Ms. Anita So Kit Yee of Ernst & Young Transactions Limited and Mr. Keiran Hutchison of EY Bermuda Ltd, the JPLs, as Joint Liquidators of the Company.
- (ii) an application be made to the Court to appoint _____ (name) as Joint Liquidator(s) of the Company (not applicable if resolution (a)(i) above is passed).
- (b) an application be made to the Court for the appointment of a committee of inspection to act with Joint Liquidator(s) in the winding-up of the business of the Company.
- (c) _____ (name) be nominated to be a member of the committee of inspection.

Notice of the Meeting to be held at 2/F, Pico Tower, 66 Gloucester Road, Wanchai, Hong Kong on Friday, 9 November 2018 at 9:30 a.m. is set out on pages 5 to 6 of this circular. Ordinary resolutions in respect of the matters as referred to above will be proposed at the Meeting.

LETTER FROM THE JOINT PROVISIONAL LIQUIDATORS

5. PROXY ARRANGEMENT

A form of proxy for use at the Meeting 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 Meeting 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 adjournment thereof should you so wish.

6. 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 Meeting shall be taken by poll and separate resolutions are proposed for each of the substantially separate issues.

For and on behalf of
Peace Map Holding Limited
(In Provisional Liquidation)
David Yen Ching Wai,
Anita So Kit Yee and
Keiran Hutchison
Joint Provisional Liquidators
Acting as agents of the Company only and
without personal liability

NOTICE OF MEETING OF CONTRIBUTORIES



PEACE MAP HOLDING LIMITED

天下圖控股有限公司

(In Provisional Liquidation)

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

(Stock code: 402)

NOTICE OF MEETING OF CONTRIBUTORIES

NOTICE IS HEREBY GIVEN that a meeting of contributories (the “**Meeting**”) of Peace Map Holding Limited (In Provisional Liquidation) (the “**Company**”) will be held at 2/F, Pico Tower, 66 Gloucester Road, Wanchai, Hong Kong, on Friday, 9 November 2018 at 9:30 a.m. for the purpose of considering and, if thought fit, passing the following resolutions, each as a separate ordinary resolution of the Company.

ORDINARY RESOLUTIONS

1. “**THAT:**

- (a) (i) an application be made to the Court to appoint Mr. David Yen Ching Wai and Ms. Anita So Kit Yee of Ernst & Young Transactions Limited and Mr. Keiran Hutchison of EY Bermuda Ltd, the Joint Provisional Liquidators, as Joint Liquidators of the Company.
- (ii) an application be made to the Court to appoint _____ (name) as Joint Liquidator(s) of the Company (not applicable if resolution (a)(i) above is passed).
- (b) an application be made to the Court for the appointment of a committee of inspection to act with Joint Liquidator(s) in the winding-up of the business of the Company.

NOTICE OF MEETING OF CONTRIBUTORIES

- (c) _____ (name) be nominated to be a member of the committee of inspection.

For and on behalf of
Peace Map Holding Limited
(In Provisional Liquidation)
David Yen Ching Wai,
Anita So Kit Yee and
Keiran Hutchison
Joint Provisional Liquidators
Acting as agents of the Company only and
without personal liability

Hong Kong, 25 October 2018

Notes:

- (1) A form of proxy for use at the Meeting or any adjournment thereof is enclosed.
- (2) Any member entitled to attend and vote at the Meeting 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 Meeting. A proxy need not be a member of the Company.
- (3) In order to be valid, a 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 Meeting or any adjournment thereof. Completion and return of the proxy form will not preclude you from attending and voting in person at the Meeting 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 Meeting, 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) A circular containing, inter alia, details of the appointment of Joint Liquidators, is despatched to the shareholders of the Company on 25 October 2018.

As at the date of this notice, the executive directors of the Company 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 of the Company are Mr. ZHANG Songlin, Ms. LI Nan and Mr. XU Lei.