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If you are in doubt about any aspect of this circular or as to the action to be taken, you should consult your licensed securities dealer or registered institution in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Madison Wine Holdings Limited (the “**Company**”), you should at once hand this circular together with the accompanying form of proxy to the purchaser or the transferee or to the bank, stockbroker or other agent through whom the sale or the transfer was effected for transmission to the purchaser or the transferee.

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MADISON WINE®

Madison Wine Holdings Limited

麥迪森酒業控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8057)

**PROPOSED CHANGE OF COMPANY NAME
AND
NOTICE OF EXTRAORDINARY GENERAL MEETING**

Capitalised terms used in this cover shall have the same meanings as defined in this circular.

A notice convening the EGM to be held on Tuesday, 4 July 2017 at 10:00 a.m. at Flat A&B, 10/F, North Point Industrial Building, 499 King’s Road, North Point, Hong Kong is set out on pages EGM-1 to EGM-2 of this circular. A proxy form for use at the meeting is enclosed. Whether or not you are able to attend the EGM, you are requested to complete and return the accompanying form of proxy in accordance with the instructions printed thereon and return the same to the branch share registrar and transfer office of the Company in Hong Kong, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the EGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM and any adjournment thereof should you so desire and in such case, the proxy form shall be deemed to be revoked.

This circular will remain on the GEM website at <http://www.hkgem.com> on the “Latest Company Announcements” page for at least 7 days from the date of its posting and on the website of the Company at <http://www.madison-wine.com>.

9 June 2017

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CHARACTERISTICS OF GEM

GEM has been positioned as a market designed to accommodate companies to which a higher investment risk may be attached than other companies listed on the Stock Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration. The greater risk profile and other characteristics of GEM mean that it is a market more suited to professional and other sophisticated investors.

Given the emerging nature of companies listed on GEM, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board and no assurance is given that there will be a liquid market in the securities traded on GEM.

DEFINITIONS

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

“Board”	the board of Directors
“business day”	a day (other than a Saturday or Sunday or public holiday) on which licensed banks in Hong Kong are open for business throughout their normal business hours
“Company”	Madison Wine Holdings Limited, a company incorporated in the Cayman Islands, whose Shares are listed on GEM
“Director(s)”	the director(s) of the Company
“EGM”	the extraordinary general meeting of the Company to be convened to consider, and if thought fit, to approve the Proposed Change of Company Name
“GEM”	the Growth Enterprise Market of the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Latest Practicable Date”	7 June 2017, being the latest practicable date prior to the printing of this circular for ascertaining certain information referred to in this circular
“Proposed Change of Company Name”	the proposed change of name of the Company from “Madison Wine Holdings Limited 麥迪森酒業控股有限公司” to “Madison Holdings Group Limited 麥迪森控股集團有限公司”
“Share(s)”	ordinary share(s) of a par value of HK\$0.001 each in the share capital of the Company

DEFINITIONS

“Shareholder(s)”	holder(s) of the Share(s) or Subdivided Share(s), as the case may be
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“HK\$”	Hong Kong dollar(s), the lawful currency of Hong Kong

LETTER FROM THE BOARD



MADISON WINE®

Madison Wine Holdings Limited

麥迪森酒業控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8057)

Executive Directors:

Mr. Ting Pang Wan Raymond (*Chairman*)

Mr. Zhu Qin (*Chief executive officer*)

Non-executive Director:

Mr. Kao Sheng-Chi

Independent non-executive Directors:

Ms. Fan Wei

Mr. Chu Kin Wang Peleus

Mr. Ip Cho Yin *J.P.*

Registered office:

Cricket Square

Hutchins Drive

P.O. Box 2681

Grand Cayman KY1-1111

Cayman Islands

Principal place of business

in Hong Kong:

Flat A & B, 10/F

North Point Industrial Building

499 King's Road, North Point

Hong Kong

9 June 2017

To the Shareholders

Dear Sir or Madam,

**PROPOSED CHANGE OF COMPANY NAME
AND
NOTICE OF EXTRAORDINARY GENERAL MEETING**

INTRODUCTION

Reference is made to the announcement of the Company dated 7 June 2017 in respect of the Proposed Change of Company Name.

LETTER FROM THE BOARD

The purpose of this circular is to provide you with information relating to the Proposed Change of Company Name and to give you notice of the EGM at which a special resolution will be proposed to approve the Proposed Change of Company name.

PROPOSED CHANGE OF COMPANY NAME

On 7 June 2017, the Board resolved to change the English name of the Company from “Madison Wine Holdings Limited” to “Madison Holdings Group Limited”, and replace “麥迪森酒業控股有限公司” by “麥迪森控股集團有限公司” as the Company’s Chinese name.

The Proposed Change of Company Name is subject to (i) the passing of a special resolution by Shareholders approving the Proposed Change of Company Name at the EGM; and (ii) the Registrar of Companies in the Cayman Islands (the “**Registrar**”) approving the Proposed Change of Company Name, if any.

Subject to the satisfaction of the conditions set out above, the Proposed Change of Company Name will take effect from the date of entry of the new name of the Company on the register maintained by the Registrar. The Company will then carry out all necessary registration and/or filing procedures with the Registrar and the Companies Registry in Hong Kong.

Reasons for the Proposed Change of Company Name

The Board considers that the Proposed Change of Company Name will better reflect the future business plans and development of the Group. The Board believes that the new name can provide the Company with a more appropriate corporate image and identity which will benefit the Company’s future business development and is in the best interests of the Company and the Shareholders as a whole.

Effects of the Proposed Change of Company Name

The Proposed Change of Company Name will not affect any rights of the Shareholders or the Company’s daily business operation and its financial position.

LETTER FROM THE BOARD

All the existing share certificates in issue bearing the present name of the Company shall, after the Proposed Change of Company Name becoming effective, continue to be evidence of title to such Shares and the existing share certificates will continue to be valid for trading, settlement, registration and delivery purposes. There will not be any arrangement for free exchange of the existing share certificates for new share certificates bearing the new name of the Company. Upon the Proposed Change of Company Name becoming effective, the Company intends to change the stock short name of the Company correspondingly and new share certificates of the Company will be issued only in the new name of the Company.

The Company will make further announcement(s) on the Proposed Change of Company Name as soon as practicable after the Proposed Change of Company Name has become effective and will announce the change of the stock short name and change of Company's website following the Proposed Change of Company Name. The stock code of the Company will remain as "8057".

EGM

The notice convening the EGM is set out on pages EGM-1 to EGM-2 of this circular. The EGM will be held on Tuesday, 4 July 2017 at 10:00 a.m. at Flat A&B, 10/F, North Point Industrial Building, 499 King's Road, North Point, Hong Kong for the purpose of, considering and, if thought fit, to approve the Proposed Change of Company Name. A form of proxy for use at the EGM is enclosed. Whether or not you are able to attend the EGM, you are requested to complete and return the accompanying form of proxy in accordance with the instructions printed thereon and deposit the same at the branch share registrar and transfer office of the Company in Hong Kong, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the EGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM or any adjournment thereof should you so desire and in such case, the proxy form shall be deemed to be revoked.

To the best of the Director's knowledge, information and belief having made all reasonable enquiries, no Shareholders are required to abstain from voting on the special resolution to be proposed at the EGM to approve the Proposed Change of Company Name.

The resolutions proposed to be approved at the EGM will be taken by poll and an announcement on the results of the EGM will be made by the Company thereafter.

LETTER FROM THE BOARD

RECOMMENDATION

The Directors (including the independent non-executive Directors) consider that the Proposed Change of Company Name is in the interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of the special resolution at the EGM to approve the Proposed Change of Company Name.

RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM 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 or this circular misleading.

Yours faithfully

For and on behalf of the Board of
Madison Wine Holdings Limited

Ting Pang Wan Raymond

Chairman and executive Director

NOTICE OF EGM



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(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8057)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (“EGM”) of Madison Wine Holdings Limited (“**Company**”) will be held at Flat A&B, 10/F, North Point Industrial Building, 499 King’s Road, North Point, Hong Kong on Tuesday, 4 July 2017 at 10:00 a.m. for the purpose of considering and, if thought fit, passing the following resolution of the Company:

SPECIAL RESOLUTION

“**THAT** subject to the conditions that the relevant approval of the Registrar of Companies in the Cayman Islands has been obtained (if any), the English name of the Company be and is hereby changed from “Madison Wine Holdings Limited” to “Madison Holdings Group Limited” and the Chinese name of the Company be and is hereby changed from “麥迪森酒業控股有限公司” to “麥迪森控股集團有限公司”, and that any Director or the secretary of the Company be and is hereby authorised to do all such acts, deeds and things and execute all such documents and make all such arrangements as he/she shall, in his/her absolute discretion, deem necessary or expedient to give effect to the aforesaid change of the name of the Company.”

By order of the Board
Madison Wine Holdings Limited
Ting Pang Wan Raymond
Chairman and executive Director

Hong Kong, 9 June 2017

NOTICE OF EGM

Registered office:

Cricket Square
Hutchins Drive
PO Box 2681
Grand Cayman
KY1-1111
Cayman Islands

Principal place of business in Hong Kong:

Flat A&B, 10/F
North Point Industrial Building
499 King's Road
North Point
Hong Kong

Notes:

1. A member of the Company entitled to attend and vote at the EGM is entitled to appoint one or more proxies to attend and vote in his/her/its behalf. A proxy need not be a member of the Company but must be present in person at the EGM to represent the member. If more than one proxy is so appointed, the appointment shall specify the number and class of shares in respect of which each such proxy is so appointed.
2. A form of proxy for use at the EGM is enclosed. Whether or not you intend to attend the EGM in person, you are encouraged to complete and return the enclosed form of proxy in accordance with the instructions printed thereon. Completion and return of a form of proxy will not preclude a member from attending in person and voting at the EGM or any adjournment thereof, should he/she/it so wish.
3. In order to be valid, the instrument appointing a proxy and (if required by the board of Directors) the power of attorney or other authority (if any) under which it is signed, or a certified copy of such power or authority, shall be delivered to the Company's branch share registrar and transfer office 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 EGM or adjourned meeting (as the case may be).
4. Delivery of an instrument appointing a proxy will not preclude a member from attending and voting in person at the EGM if the member so desires and in such event, the instrument appointing the proxy shall be deemed to be revoked.
5. In the case of joint holders of a share, any one of such joint holders may vote, either in person or by proxy, in respect of such share as if he/she/it was solely entitled thereto to, but if more than one of such joint holders are present at the EGM personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such shares shall alone be entitled to vote in respect thereof.
6. In the case of any inconsistency between the Chinese translation and the English text hereof, the English text shall prevail.