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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)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “**Meeting**”) of Madison Wine Holdings Limited (the “**Company**”) will be held on Thursday, 27 July 2017 at 10:30 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, passing with or without amendments, the following ordinary resolutions:

ORDINARY RESOLUTIONS

1. “**THAT**:–

- (a) the sale and purchase agreement dated 9 February 2016 (as amended and supplemented by the supplemental acquisition agreement dated 28 June 2017) (the “**Acquisition Agreement**” and the “**Supplemental Acquisition Agreement**” respectively) and entered into between CVP Holdings Limited as the vendor (“**CVP Holdings**”) and CVP Financial Holdings Limited (formerly known as Perfect Zone Holdings Limited) (“**CVP Financial**”) as the purchaser in relation to the sale and purchase of the entire issued share capital of CVP Asset Management Limited (the “**Proposed Acquisition**”, a copy of the Acquisition Agreement dated 9 February 2016 has been produced to the meeting and marked “A” and a copy of the Supplemental Acquisition Agreement has been produced to the meeting and marked “B” and initialed by the chairman of the meeting for the purpose of identification), and the transactions contemplated thereunder, including but not limited to the issue of promissory note to settle the consideration, be and are hereby approved, confirmed and ratified; and

(b) any one director (the “**Director**”) of the Company be and is hereby authorised to sign and execute such documents, including under seal where applicable, and do all such acts and things as he/she considers necessary, desirable or expedient in connection with the implementation of or giving effect to the Acquisition Agreement and the Supplemental Acquisition Agreement and the transactions contemplated thereunder.”

2. “**THAT**:–

- (a) the subscription agreement dated 17 February 2016 (as amended and supplemented by the supplemental subscription agreement dated 28 June 2017) (the “**Subscription Agreement**” and the “**Supplemental Subscription Agreement**” respectively) and entered into between Bartha Holdings Limited as issuer (“**Bartha Holdings**”) and CVP Financial as subscriber in relation to the subscription of exchangeable bonds that entitles CVP Financial to exchange for the entire equity interest of Bartha International Limited held by Bartha Holding at the consideration of HK\$150,000,000. The consideration shall be satisfied by CVP Financial procuring the Company to issue the convertible bonds (the “**Convertible Bonds**”) in the principal amount of HK\$150,000,000 to Bartha Holdings (or its nominee(s)) which entitling the holders of the Convertible Bonds to convert into 136,363,636 shares of the Company (the “**Conversion Shares**”) at the initial conversion price of HK\$1.1 per Conversion Share (subject to adjustment) (a copy of the Subscription Agreement has been produced to the meeting and marked “C” and a copy of the Supplemental Subscription Agreement has been produced to the meeting and marked “D” and initialed by the chairman of the meeting for the purpose of identification), and the transactions contemplated thereunder, be and are hereby approved, confirmed and ratified;
- (b) subject to the fulfillment or waiver of the conditions precedent set out in the Subscription Agreement, the issue of the Convertible Bonds in accordance with the terms and conditions of the Subscription Agreement and the Supplemental Acquisition Agreement be and is hereby approved;
- (c) the Directors be and are hereby granted a specific mandate to allot and issue all the Conversion Shares upon full conversion of the Convertible Bonds in accordance with the terms and conditions of the Subscription Agreement and the Supplemental Acquisition Agreement; and

(d) any one Director be and is hereby authorised to sign and execute such documents, including under seal where applicable, and do all such acts and things, as he considers necessary, desirable or expedient in connection with the implementation of or giving effect to the Subscription Agreement and the Supplemental Acquisition Agreement and the transactions contemplated thereunder.”

Yours faithfully,
For and on behalf of the Board
Madison Wine Holdings Limited
Ting Pang Wan Raymond
Chairman and executive Director

Hong Kong, 30 June 2017

Registered office:

Cricket Square
Hutchins Drive
P.O. Box 2681
Grand Cayman KY1-1111
Cayman Islands

*Head office and 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 entitled to attend and vote at the Meeting is entitled to appoint one or more proxy to attend and, subject to the provisions of the articles of association of the Company, to vote on his/her/its behalf. A proxy need not be a member of the Company but must be present in person at the Meeting 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 Meeting is enclosed. Whether or not you intend to attend the Meeting 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 form of proxy, together with a power of attorney or other authority, if any, under which it is signed, or a certified copy of such 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.
4. In the case of joint holders of shares, any one of such joint holders may vote at the EGM, either in person or by proxy, in respect of such share as if he/she/it was solely entitled thereto, 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.
5. If typhoon signal No. 8 or above, or a "black" rainstorm warning is in effect any time after 7:00 a.m. on the date of the EGM, the meeting will be postponed. The Company will publish an announcement on the website of the Company at <http://www.madison-wine.com> and on the GEM website at <http://www.hkgem.com> on the "Latest Company Announcements" page to notify shareholders of the Company of the date, time and place of the rescheduled meeting.

As at the date of this notice, the executive Directors are Mr. Ting Pang Wan Raymond and Mr. Zhu Qin; the non-executive Director is Mr. Kao Sheng-Chi; and the independent non-executive Directors are Ms. Fan Wei, Mr. Chu Kin Wang Peleus and Mr. Ip Cho Yin J.P.

This notice, 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 notice 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 notice misleading.

This notice will remain on the "Latest Company Announcements" page of the GEM website at www.hkgem.com for at least 7 days from the date of its posting. This notice will also be published on the website of the Company at www.madison-wine.com.