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**MADISON GROUP<sup>®</sup>**

**Madison Holdings Group Limited**

**麥迪森控股集團有限公司**

*(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 “**EGM**”) of Madison Holdings Group Limited (the “**Company**”) will be held on 16 March 2018 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, passing with or without amendments, the following ordinary resolutions:

### **ORDINARY RESOLUTIONS**

1. “**THAT**:–

- (a) the deed of modification dated 17 November 2017 (the “**Deed of Modification**”, a copy of which has been produced to the EGM marked “A” and signed by the chairman of the EGM for the purposes of identification), entered into between Bartha Holdings Limited (the “**Issuer**”) as the issuer and CVP Financial Holdings Limited, a non-wholly owned subsidiary of the Company, as the investor (the “**Investor**”) in relation to the modification and variation of certain terms in the terms and conditions of the exchangeable bonds (the “**Exchangeable Bonds**”) issued by the Issuer to the Investor on 28 July 2017, and the transactions contemplated thereunder be approved, confirmed and ratified as the case may be; and
- (b) any one director (the “**Director**”) of the Company be and is hereby authorised, for and on behalf of the Company, 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 Deed of Modification and the transactions contemplated thereunder.”

2. “**THAT**:–

- (a) subject to the fulfillment or waiver of the conditions precedent set out in the Deed of Modification and in the Exchangeable Bonds (a copy of which has been produced to the EGM marked “B” and signed by the chairman of the EGM for the purposes of identification), the Directors be and are hereby authorised to exercise the exchange rights attached to the Exchangeable Bonds (the “**Exercise**”) to exchange for the number of shares in Bartha International Limited (“**Bartha International**”) of 49% of the entire issued share capital in Bartha International, and the transactions contemplated thereunder be approved, confirmed and ratified; and
- (b) any one Director be and is hereby authorised, for and on behalf of the Company, 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 Exercise and the transactions contemplated thereunder.”

Yours faithfully,

For and on behalf of the board of Directors

**Madison Holdings Group Limited**

**Ting Pang Wan Raymond**

*Chairman and executive Director*

Hong Kong, 28 February 2018

*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 EGM 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 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 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 EGM 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, Mr. Zhu Qin, Mr. Teoh Ronnie Chee Keong and Ms. Kuo Kwan; 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 of the Stock Exchange 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](http://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](http://www.madison-wine.com).*