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MADISON

— G R O U P —

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)

**COMPLETION OF DISCLOSEABLE TRANSACTION
IN RESPECT OF
THE ACQUISITION OF 51% EQUITY INTEREST IN
DIGINEX HIGH PERFORMANCE COMPUTING LIMITED**

References are made to the circular of Madison Holdings Group Limited (the “**Company**”) dated 13 July 2018 (the “**Circular**”) and the announcement of the Company dated 30 July 2018 respectively, in relation to the acquisition of the 51% equity interest in Diginex High Performance Computing Limited. Capitalised terms used in this announcement shall have the same meanings as those defined in the Circular unless otherwise specified herein.

COMPLETION OF THE ACQUISITION

The Board is pleased to announce that all the conditions of the Acquisition Agreement have been fulfilled and the completion of the Acquisition (the “**Completion**”) took place on 31 July 2018. Pursuant to the terms of the Acquisition Agreement, an aggregate of 213,252,717 Consideration Shares were allotted and issued to the Vendor at the Issue Price of HK\$1.84 per Consideration Share on 31 July 2018. Upon Completion, the Target Company will become an indirect non wholly-owned subsidiary of the Company and its financial results will be consolidated into the consolidated financial statements of the Company.

EFFECT ON THE SHAREHOLDING STRUCTURE OF THE COMPANY

Set out below is the shareholding structure of the Company immediately before and after Completion:

	Immediately before Completion		Immediately after Completion	
	<i>No. of Shares</i>	<i>Approx. %</i>	<i>No. of Shares</i>	<i>Approx. %</i>
Shareholders				
Royal Spectrum Holding Company Limited	1,968,000,000	48.35	1,968,000,000	45.95
Public Shareholders				
Vendor	–	–	213,252,717	4.98
Other public Shareholders	<u>2,102,056,000</u>	<u>51.65</u>	<u>2,102,056,000</u>	<u>49.08</u>
Total	<u><u>4,070,056,000</u></u>	<u><u>100.00</u></u>	<u><u>4,283,308,717</u></u>	<u><u>100.00</u></u>

By order of the Board
Madison Holdings Group Limited
Ting Pang Wan Raymond
Chairman & Executive Director

Hong Kong, 31 July 2018

As at the date of this announcement, the executive Directors are Mr. Ting Pang Wan Raymond, Mr. Zhou Francis Bingrong, 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 announcement, 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 announcement 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 announcement misleading.

This announcement 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 and on the website of the Company at www.madison-group.com.hk.