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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)**

## INSIDE INFORMATION

### POTENTIAL ACQUISITIONS OF AN AGGREGATE OF 67.2% INTEREST IN A TARGET COMPANY

Reference is made to the announcement of Madison Holdings Group Limited (the “**Company**”) dated 27 September 2018 in relation to, among other things, the non-legally binding memorandum of understanding in respect of the potential acquisition of 67.2% interest in 株式会社BITOCEAN (BITOCEAN Co., Ltd.), a company incorporated in Japan with limited liability (the “**Target Company**”), by Madison Lab Limited, an indirect wholly-owned subsidiary of the Company (“**Madison Lab**”), from an independent third party.

This announcement is made by the Company pursuant to Rule 17.10(1) of the Rules Governing the Listing of Securities on the GEM of the Stock Exchange (the “**GEM Listing Rules**”) and the Inside Information Provisions (as defined in the GEM Listing Rules) under Part XIVA of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

## POTENTIAL ACQUISITION

The board (the “**Board**”) of directors of the Company (the “**Directors**”) is pleased to announce that on 20 November 2018, Madison Lab, Mr. Pu Yan (蒲彦), the sole representative director and one of the Vendors (“**Mr. Pu**”) (in his capacity as the sole representative director of the Target Company) and the Target Company entered into an agreement (the “**Agreement**”) pursuant to which, among others, Madison Lab or its designated person intends to acquire, and Mr. Pu, Nan Ning (南宁), Daniel Kelman, Zhou Jiayu (周家雨), Hashimoto Yoshikazu (橋本義和) and Du Ping (杜平) (the “**Vendors**”, and each a “**Vendor**”) intend to sell, 672 shares of the Target Company (the “**Potential Sale Shares**”), representing 67.2% of the total issued share capital of the Target Company as at the date of this announcement (the “**Potential Acquisition**”).

The proposed number of Potential Sale Shares to be sold by each Vendor to Madison Lab (or its designated person) are as follows:

<b>Name</b>	<b>Number of Potential Sale Shares</b>
Mr. Pu	306
Nan Ning ( 南宁 )	181
Daniel Kelman	105
Zhou Jiayu ( 周家雨 )	30
Hashimoto Yoshikazu ( 橋本義和 )	25
Du Ping ( 杜平 )	25

To the best of the Directors' knowledge, information and belief and having made all reasonable enquiries, the Vendors (including Mr. Pu) are independent third parties and not connected persons (as defined under the GEM Listing Rules) of the Company.

The Target Company is one of the 16 virtual currency trading platform operators currently registered with the Financial Services Agency of Japan. According to the public register maintained by the Financial Services Agency of Japan, the Target Company completed the registration on 26 December 2017 for the permission to conduct virtual currency (mainly Bitcoin) exchange business in Japan. It is the intention of the parties to continue to promote the virtual currency exchange business of the Target Company.

The consideration for and other terms and conditions of the Potential Acquisition will be determined in a share purchase agreement (the "**Final Agreement**") to be entered into between the Vendors and Madison Lab or the person designated by it. The Agreement shall expire if the Final Agreement could not be entered into between the Vendors and Madison Lab (or its designated person) by 31 December 2018 (the "**Expiry Date**"). The Expiry Date may be changed subject to the parties entering into a separate written agreement. Further announcement(s) in respect of the Final Agreement will be made by the Company as and when appropriate in compliance with the GEM Listing Rules.

**Shareholders and potential investors of the Company should be aware that the terms of the Potential Acquisition are subject to further negotiation between the parties to the Agreement and to the execution of the Final Agreement. As such, the Potential Acquisition may or may not proceed. Shareholders and potential investors of the Company are advised to exercise caution when dealing in the shares of the Company.**

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

Hong Kong, 20 November 2018

*As at the date of this announcement, 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 announcement, for which the Directors collectively and individually accept full responsibility (other than for information relating to the Vendors, Mr. Pu and the Target Company and parties acting in concert with any of them), 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 (other than for information relating to the Vendors, Mr. Pu and the Target Company and parties acting in concert with any of them) 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](http://www.hkgem.com) for at least 7 days from the date of its posting. This announcement will also be published on the website of the Company at <https://www.madison-group.com.hk>.*