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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)

GRANT OF SHARE OPTIONS

This announcement is made pursuant to Rule 23.06A of the Rules Governing the Listing of Securities on the GEM of the Stock Exchange (the “**GEM Listing Rules**”).

The board (the “**Board**”) of directors (the “**Directors**”) of Madison Holdings Group Limited (the “**Company**”) announces that the Board had resolved to grant 42,000,000 share options (the “**Options**”) to the grantee (the “**Grantee**”) of the Company on 14 December 2018 (the “**Date of Grant**”), to subscribe, for up to 42,000,000 ordinary shares (each a “**Share**”) of HK\$0.001 each in the share capital of the Company subject to acceptance of the Grantee, under the share option scheme (the “**Share Option Scheme**”) adopted by the Company on 21 September 2015, and the scheme mandate limit refreshed on 17 August 2018. Payment of HK\$1.00 shall be made by the Grantee upon acceptance of the Options.

Details of the Options granted are set out below:

Date of Grant	:	14 December 2018
Exercise price	:	HK\$1.04 per Share, representing the highest of (i) the closing price of HK\$1.04 per Share as stated in the daily quotations sheets issued by the Stock Exchange on the Date of Grant; (ii) the average closing price of HK\$0.968 per Share as stated in the daily quotation sheets issued by the Stock Exchange for the five business days immediately preceding the Date of Grant; and (iii) HK\$0.001, being the nominal value of a Share

- Number of Options granted : 42,000,000 Options
- Closing price of the Shares as quoted on the Stock Exchange on the Date of Grant : HK\$1.04 per Share
- Validity period of the Options : Ten years from the Date of Grant to 13 December 2028 (both days inclusive) (the “**Validity Period**”)
- Exercise period : The Options granted to the Grantee shall be exercisable from the later of the following dates until the end of Validity Period (both days inclusive):
- i. 1 July 2019; or
 - ii. a. the date of the announcement by the Company of the completion of its acquisition of 52 shares of Hackett Enterprises Limited (“**Hackett**”) from CVP Financial Group Limited (the “**CVP Acquisition**”), or the date of the announcement by the Company of the completion of its acquisition of 25 shares of Hackett from Software Research Associates Inc., (the “**SRA Acquisition**”) and the completion of the CVP Acquisition (collectively, the “**Acquisitions**”) (as the case may be), in each case as further described in the announcement of the Company dated 20 November 2018; or
 - b. if the CVP Acquisition does not proceed to completion (in which case the SRA Acquisition will also not proceed to completion), the date of the announcement of the termination of the Agreements.

- Exercise of the Options : Holder of the Options shall exercise the Options at the minimum number of 1,000,000 Options or at integral multiples thereof during the exercise period
- Lock-Up Period : Shares newly issued pursuant to the exercise of Options shall be subject to 4.5 months lock-up period

Among the 42,000,000 Options granted, the Grantee is not a Director, chief executive or substantial shareholder of the Company, or any of its respective associates (as defined under the GEM Listing Rules).

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

Hong Kong, 14 December 2018

As at the date of this announcement, the executive Directors are Mr. Ting Pang Wan Raymond, Mr. Zhu Qin 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 in this announcement misleading.

This announcement will remain on the GEM website at <http://www.hkgem.com> on the “Latest Company Announcements” page for at least seven days from the date of its posting and the Company’s website at <http://www.madison-group.com.hk>.