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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)**

## 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 29 March 2019 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 resolutions:

### ORDINARY RESOLUTIONS

1. “**THAT**, the sale and purchase agreement dated 20 November 2018 (the “**CVP Agreement**”, 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 the Company and CVP Financial Group Limited (遠見金融集團有限公司) (“**CVP**”) pursuant to which the Company has conditionally agreed to purchase and CVP has conditionally agreed to sell, 52% of the total issued share capital of Hackett Enterprises Limited (the “**Target Company**”) and the transactions contemplated thereunder be approved, confirmed and ratified, and that any one director of the Company (“**Director**”) be and is hereby authorised to do all such further acts and things, to sign and execute all such documents (including under seal where applicable) and to take all such steps which in his opinion may be necessary, appropriate, desirable or expedient to implement and/or give full effect to the CVP Agreement and the transactions contemplated thereunder (including the issuance of the CVP Consideration Shares) and/or any matters relating or incidental thereto.”

2. “**THAT**, subject to and conditional upon the passing of ordinary resolution numbered 1, the sale and purchase agreement dated 20 November 2018 (the “**SRA Agreement**”, 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), entered into between the Company and Software Research Associates, Inc., (“**SRA**”) pursuant to which the Company has conditionally agreed to purchase and SRA has conditionally agreed to sell, 25% of the total issued share capital of the Target Company) and the transactions contemplated thereunder be approved, confirmed and ratified, and that any one Director be and is hereby authorised to do all such further acts and things, to sign and execute all such documents (including under seal where applicable) and to take all such steps which in his opinion may be necessary, appropriate, desirable or expedient to implement and/or give full effect to the SRA Agreement and the transactions contemplated thereunder (including the issuance of the SRA Consideration Shares) and/or any matters relating or incidental thereto.”
  
3. “**THAT**, conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) granting the listing of, and permission to deal in the Consideration Shares, the specific mandate the (“**Specific Mandate**”) to allot and issue the Consideration Shares to be sought from the shareholders of the Company other than CVP, its associates (as defined under the Rules Governing the Listing of Securities on the Growth Enterprise Market of the Stock Exchange and parties acting in concert with CVP (which include SRA) and any other shareholder of the Company who is interested or involved in any of the Acquisitions (including the issuance of Consideration Shares and the Specific Mandate) and/or the Whitewash Waiver to the directors of the Company (the “**Directors**”) to exercise all the powers of the Company to allot and issue the Consideration Shares at the issue price of HK\$0.55 per Share be and is hereby approved, and any one Director be and is hereby authorised to do all such further acts and things, to sign and execute all such documents (including under seal where applicable) and to take all such steps which in his opinion may be necessary, appropriate, desirable or expedient to implement and/or give full effect to the Specific Mandate and any matters relating or incidental thereto.”

## SPECIAL RESOLUTION

1. “**THAT** subject to and conditional upon the passing of ordinary resolutions numbered 1 and 3 above, and subject to the Executive Director of the Corporate Finance Division of the Securities and Futures Commission granting the whitewash waiver pursuant to Note 1 on Dispensations from Rule 26 of the Hong Kong Code on Takeovers and Mergers in respect of any obligation of CVP and parties acting in concert with it (which include SRA) to make a mandatory general offer to the shareholders of the Company in respect of Shares not already owned (or agreed to be acquired) as a result of the issue of the Consideration Shares (the “**Whitewash Waiver**”) and the satisfaction of any conditions attached to the Whitewash Waiver granted, the Whitewash Waiver be and is hereby approved, and that any one Director be and is hereby authorised to do all such further acts and things, to sign and execute all such documents (including under seal where applicable) and to take all such steps which in his opinion may be necessary, appropriate, desirable or expedient to implement and/or give full effect to the Whitewash Waiver and/or any matters relating or incidental thereto.”

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, 13 March 2019

*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://madison-group.com.hk> 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. Zhou Francis Bingrong and Ms. Kuo Kwan; the Non-executive Director is Mr. Ip Cho Yin J.P.; and the independent non-executive Directors are Ms. Fan Wei and Mr. Chu Kin Wang Peleus.*