

# MADISON

GROUP

## 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)

### FORM OF PROXY

Form of proxy for use by shareholders of Madison Holdings Group Limited (the "Company") at the extraordinary general meeting of the Company (the "EGM") to be held at Flat A&B, 10/F, North Point Industrial Building, 499 King's Road, North Point, Hong Kong on Friday, 29 March 2019 at 10:00 a.m. (or any adjournment thereof).

Capitalised terms used herein have the same meanings as ascribed to them in the notice of the EGM.

I/We <sup>(Note 1)</sup> \_\_\_\_\_  
of \_\_\_\_\_ being the registered holder(s)  
of \_\_\_\_\_ shares <sup>(Note 2)</sup> of HK\$0.001 each in the share capital of the  
Company **HEREBY APPOINT** <sup>(Note 3)</sup> the chairman of the EGM or \_\_\_\_\_  
of \_\_\_\_\_  
as my/our proxy to attend the EGM (or any adjournment thereof) to be held at **Flat A&B, 10/F, North Point Industrial Building, 499 King's Road, North Point, Hong Kong on Friday, 29 March 2019 at 10:00 a.m.** for the purposes of considering and, if thought fit, passing the ordinary resolutions and the special resolution as set out in the notice convening such EGM and at such EGM (or any adjournment thereof) to vote for me/us and in my/our name(s) in respect of the said resolutions as hereunder indicated or, if no such indication is given, as my/our proxy thinks fit.

ORDINARY RESOLUTIONS <sup>(Note 10)</sup>		FOR <sup>(Note 4)</sup>	AGAINST <sup>(Note 4)</sup>
1.	To approve, confirm and ratify the CVP Agreement and the transactions contemplated thereunder (including the issuance of the CVP Consideration Shares) and to authorise any one Director 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 and/or any matters relating or incidental thereto.		
2.	Subject to and conditional upon the passing of ordinary resolution numbered 1 above, to approve, confirm and ratify the SRA Agreement and the transactions contemplated thereunder (including the issuance of the SRA Consideration Shares) and to authorise any one Director 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 and/or any matters relating or incidental thereto.		
3.	Subject to and conditional upon the Listing Committee of the Stock Exchange granting the listing of, and permission to deal in, the Consideration Shares, to authorise 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 and to authorise the Directors 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/or any matters relating or incidental thereto.		

SPECIAL RESOLUTION <sup>(Note 10)</sup>		FOR <sup>(Note 4)</sup>	AGAINST <sup>(Note 4)</sup>
1.	Subject to and conditional upon the passing of ordinary resolutions numbered 1 and 3 above, to approve the Whitewash Waiver; and to authorise any one Director 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.		

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2019

Signature <sup>(Note 5)</sup> \_\_\_\_\_

Notes:

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
- Please insert the number of shares of the Company registered in your name(s) to which this form of proxy relates. If no number is inserted, this form of proxy will be deemed to relate to all the shares of the Company registered in your name(s).
- If any proxy other than the Chairman of the meeting is preferred, please delete the words "the Chairman of the meeting or" and insert the name and address of the proxy desired in the space provided. The proxy need not be a member of the Company but must attend the meeting in person to represent you. ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON WHO SIGNS IT.
- IMPORTANT: IF YOU WISH TO VOTE FOR ANY RESOLUTIONS, PLEASE PUT A TICK ("✓") IN THE APPROPRIATE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST ANY RESOLUTIONS, PLEASE PUT A TICK ("✓") IN THE APPROPRIATE BOX MARKED "AGAINST".** Failure to complete any or all the boxes will entitle your proxy to cast his/her votes at his/her discretion. Your proxy will also be entitled to vote at his/her discretion on any amendment to the resolutions referred to in the notice convening the EGM which has been properly put to the EGM.
- This form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must be either signed under its common seal or under the hand of an officer or attorney or other person duly authorised to sign the same.
- In the case of joint holders, any one of such joint holders may vote, either in person or by proxy, in respect of such shares as if he were solely entitled thereto, but if more than one of such joint holders be present at the EGM, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holder(s), and for this purpose seniority shall be determined by the order in which the names stand in the register of members in respect of the joint holding.
- To be valid, this form of proxy and (if required by the board of Directors) the power of attorney or other authority (if any) under which it is signed, or a certified copy of such power authority shall be delivered to the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong no less than 48 hours before the time for holding the EGM or any adjournment meeting.
- Completion and delivery of the form of proxy will not preclude you from attending and voting at the EGM if you so desire and in such event, this proxy form shall be deemed to be revoked.
- Capitalised terms used in this form of proxy have the same meaning as those defined in the notice of the EGM dated 13 March 2019.
- The descriptions of the resolutions are by way of summary only. The full text appears in the notice convening the EGM as contained in the Company's circular dated 13 March 2019.

#### PERSONAL INFORMATION COLLECTION STATEMENT

Your supply of your and your proxy's (or proxies') name(s) and address(es) is on a voluntary basis for the purpose of processing your request for the appointment of a proxy (or proxies) and your voting instructions for the Meeting of the Company (the "Purposes"). We may transfer your and your proxy's (or proxies') name(s) and address(es) to our agent, contractor, or third party service provider who provides administrative, computer and other services to us for use in connection with the Purposes and to such parties who are authorised by law to request the information or are otherwise relevant for the Purposes and need to receive the information. Your and your proxy's (or proxies') name(s) and address(es) will be retained for such period as may be necessary to fulfil the Purposes. Request for access to and/or correction of the relevant personal data can be made in accordance with the provisions of the Personal Data (Privacy) Ordinance and any such request should be in writing by mail to Tricor Investor Services Limited at the above address.