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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)

**DESPATCH OF CIRCULAR IN RELATION TO
(1) MAJOR AND CONNECTED TRANSACTION IN RELATION TO
THE ACQUISITIONS OF 77% INTEREST IN A TARGET COMPANY;
(2) PROPOSED ISSUANCE OF SHARES UNDER SPECIFIC MANDATE;
(3) APPLICATION FOR WHITEWASH WAIVER;
(4) NOTICE OF EGM;
AND
(5) CLOSURE OF REGISTER OF MEMBERS**

References are made to (i) the announcements of Madison Holdings Group Limited (the “**Company**”) dated 23 October 2018, 20 November 2018, 10 January 2019, and 11 February 2019 (collectively referred to as the “**Announcements**”) in relation to the Acquisitions, the proposed issuance of Consideration Shares under the Specific Mandate and the Whitewash Waiver; and (ii) the announcements of the Company dated 10 December 2018 and 28 February 2019 in relation to the delay in despatch of the Circular (as defined below). Unless otherwise defined herein, capitalised terms used in this announcement shall have the same meanings as those defined in the Announcements.

The Board is pleased to announce that the circular (the “**Circular**”) containing, among other things, (i) details of the Acquisitions, the Specific Mandate and the application for the Whitewash Waiver; (ii) details of the Target Group; (iii) a letter of recommendation from the Independent Board Committee to the Independent Shareholders; (iv) a letter of advice from the Independent Financial Adviser to the Independent Board Committee and the Independent Shareholders; (v) a notice of the EGM; and (vi) other information as required under the GEM Listing Rules and the Takeovers Code, has been despatched to the Shareholders on 13 March 2019.

The EGM will 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., details of which are set out in the notice of EGM contained in the Circular.

Shareholders are advised to review the Circular carefully and in particular the recommendation of the Independent Board Committee and the letter of advice from the independent financial adviser contained in the Circular before making any voting decision at the EGM.

If the Shareholders are in any doubt as to any aspect of the Circular or as to the action they should take, they are advised to consult their licensed securities dealer or registered institution in securities, bank manager, solicitor, professional accountant or other professional adviser.

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

Hong Kong, 13 March 2019

As at the date of this announcement, 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.

This announcement, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules of the Stock Exchange 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 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>.