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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 (“EGM”) of Madison Holdings Group Limited (the “**Company**”) will be held at 28/F, Bank of East Asia Harbour View Centre, 56 Gloucester Road, Wanchai, Hong Kong on Friday, 31 July 2020 at 10:15 a.m. or, if later, immediately after the conclusion of the annual general meeting of the Company to be held at 10:00 a.m. on the same day and at the same place, to consider and if thought fit, transact the following resolution(s) as ordinary resolution(s) of the Company with or without amendments.

PRECAUTIONARY MEASURES FOR THE EGM

In line with the latest recommendations issued by the Government of Hong Kong in relation to the COVID-19 pandemic, and for the health and safety of the Shareholders and other attendees, the precautionary measures to be taken by the Company at the EGM are as follows:–

- (1) compulsory temperature checks at the entrance of the EGM venue;
- (2) compulsory wearing of surgical face mask by the attendees (please bring your own mask);
- (3) no corporate gift, refreshments or drinks will be provided during the EGM; and
- (4) depending on circumstances, separate rooms connected by instant electronic conferencing system may be arranged at the EGM venue to restrict the number of attendees at each room.

Attendees are requested to observe and practise good personal hygiene at the EGM venue during the EGM. To the extent permitted by law, the Company reserves the right to deny entry into the EGM venue or require any person to leave the EGM venue so as to safeguard the health and safety of the attendees at the EGM.

Shareholders are reminded that, in order to avoid attending the EGM in person, they may appoint the chairman of the EGM as their proxy to vote on any resolution(s) at the EGM in accordance with the voting preferences indicated on the proxy form.

Shareholders not attending the EGM in person may join via telephone conference (dial-in number: +852 2888 0011; access code: 4667627478). Please however note that in accordance with the articles of association of the Company, Shareholders joining via telephone conference will not be counted towards a quorum nor will they be able to cast their vote via telephone.

SPECIAL BUSINESS

As special business, to consider and, if thought fit, pass the following resolution as ordinary resolution:

ORDINARY RESOLUTION

1. “**THAT** subject to and conditional upon the granting by the Listing Committee of the Stock Exchange the listing of, and permission to deal in, the additional shares of HK\$0.001 each in the share capital of the Company (the “**Shares**”) which may be allotted and issued upon the exercise of share options to be granted under the refreshed scheme mandate limit (the “**Scheme Mandate Limit**”) under the share option scheme of the Company adopted on 21 September 2015, which entitles the Directors to grant share options after the listing of Shares on the Stock Exchange, in the manner as set out in paragraph (a) of this resolution,
 - (a) the refreshment of the Scheme Mandate Limit of up to 10 per cent. of the Shares in issue as at the date of passing this resolution be and is hereby refreshed; and
 - (b) the directors of the Company be and are hereby authorised to do such acts and things and execute all such documents, including under seal where applicable as they consider necessary or expedient to give effect to the foregoing arrangement.”

By order of the Board
Madison Holdings Group Limited
Ji Zuguang
Non-executive Director

Hong Kong, 15 July 2020

Registered office:

Cricket Square
Hutchins Drive
P.O. Box 2681
Grand Cayman
KY1-1111
Cayman Islands

Principal place of business in Hong Kong:

28/F., Bank of East Asia
Harbour View Centre
56 Gloucester Road
Wanchai, Hong Kong

Notes:

1. A member of the Company entitled to attend and vote at the EGM is entitled to appoint one or more proxies to attend and vote in his/her stead. A proxy need not be a member of the Company.
2. In order to be valid, the instrument appointing a 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 or authority, shall be delivered to the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong, not less than 48 hours before the time appointed for holding the EGM (i.e. not later than 10:15 a.m. on Wednesday, 29 July 2020 (Hong Kong time)) or adjourned meeting (as the case may be).
3. Delivery of an instrument appointing a proxy will not preclude a member from attending and voting in person at the EGM if the member so desires and in such event, the instrument appointing the proxy shall be deemed to be revoked.
4. In the case of joint holders of a share, any one of such joint holders may vote, either in person or by proxy, in respect of such share as if he/she were solely entitled thereto to if more than one of such joint holders are present at the above meeting, 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 holders. For this purpose, seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.
5. For determining the entitlement to attend and vote at the EGM, the register of members of the Company will be closed from Tuesday, 28 July 2020 to Friday, 31 July 2020 (both days inclusive), during which period no transfer of shares of the Company will be registered. In order to be eligible to attend and vote at the above meeting, unregistered holders of shares of the Company should ensure that all share transfer documents accompanied by the relevant share certificates must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong, for registration no later than 4:30 p.m. on Monday, 27 July 2020.

6. Any voting at the EGM shall be taken by poll pursuant to the GEM Listing Rules and the results of the poll will be published on the websites of GEM and the Company in accordance with the GEM Listing Rules.
7. 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 post an announcement on the website of the Company at www.madison-wine.com and on the “Latest Company Announcements” page of the GEM website at www.hkgem.com to notify shareholders of the Company of the date, time and place of the rescheduled meeting.
8. In the case of any inconsistency between the Chinese translation and the English text hereof, the English text shall prevail.

As at the date of this notice, the executive Directors are Mr. Chen Ying-chieh, Mr. Hankoo Kim, Ms. Kuo Kwan and Mr. Zhang Li; the non-executive Directors are Mr. Ip Cho Yin J.P. and Mr. Ji Zuguang; and the independent non-executive Directors are Ms. Fan Wei, Mr. Chu Kin Wang Peleus and Dr. Lau Reimer, Mary Jean.

This notice, 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 notice 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 notice misleading.

This notice will remain on the “Latest Listed Company Information” page of the GEM website at www.hkgem.com for at least 7 days from the date of its posting and on the website of the Company at <http://www.madison-group.com.hk>.