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THE STOCK EXCHANGE OF HONG KONG LIMITED (A wholly-owned subsidiary of Hong Kong Exchanges and Clearing Limited)

APPENDIX 5

FORMS RELATING TO LISTING

FORM F

GEM

COMPANY INFORMATION SHEET

Case Number:

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this information sheet, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this information sheet.

Company name:	Madison Holdings Group Limited
Stock code (ordinary shares):	08057

This information sheet contains certain particulars concerning the above company (the "Company") which is listed on GEM of The Stock Exchange of Hong Kong Limited (the "Exchange"). These particulars are provided for the purpose of giving information to the public with regard to the Company in compliance with the Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited (the "GEM Listing Rules"). They will be displayed at the GEM website on the internet. This information sheet does not purport to be a complete summary of information relevant to the Company and/or its securities.

The information in this sheet was updated as of <u>20 January 2022</u>

A. General

Place of incorporation:	Cayman Islands
Date of initial listing on GEM:	8 October 2015
Name of Sponsor(s):	N/A
Names of directors: (please distinguish the status of the directors - Executive, Non-Executive or Independent Non-Executive)	Executive directors: Ms. Kuo Kwan Mr. Zhang Li
· · · · · · · · · · · · · · · · · · ·	Non-executive directors: Mr. Ip Cho Yin J.P. Mr. Ji Zuguang
	Independent non-executive directors: Ms. Fan Wei Mr. Chu Kin Wang Peleus Dr. Lau Reimer, Mary Jean

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Name(s) of substantial shareholder(s): (as such term is defined in rule 1.01 of the GEM Listing Rules) and their respective interests in the ordinary shares and other	Name	Number of shares	Approximate percentage of shareholding in the Company
securities of the Company	Royal Spectrum Holding Company Limited (" Royal Spectrum ") (<i>Notes</i> <i>1 and 2</i>)	196,800,000	31.58%
	beneficially owned a Limited (" Devoss G Limited, respectively owned by Mr. Ting P 2. Each of Devoss G Kaiser Capital Holdin Holding Limited (" Hi Ting. Mr. Ting is dee held by Devoss Glo	as to 96.63% by Dev lobal") and 3.37% by . Devoss Global is le ang Wan Raymond ("I lobal, CVP Financial G gs Limited (" Kaiser Ca ghgrade Holding ") is med to be interested in obal, CVP, Kaiser C (V of the Securities an	Spectrum is legally and voss Global Holdings Montrachet Holdings egally and beneficially Mr. Ting "). Group Limited (" CVP "), apital ") and Highgrade wholly-owned by Mr. n 248,691,672 shares, apital and Highgrade nd Futures Ordinance
Name(s) of company(ies) listed on GEM or the Main Board of the Stock Exchange within the same group as the Company:	N/A		
Financial year end date:	31 March		
Registered address:	Cricket Square Hutchins Drive		
	P.O. Box 2681 Grand Cayman KY1-1 Cayman Islands	111	
Head office and principal place of business:	Grand Cayman KY1-1 Cayman Islands Units 26-28, 8/F	111	
Head office and principal place of business:	Grand Cayman KY1-1 Cayman Islands Units 26-28, 8/F One Island South	111	
Head office and principal place of business:	Grand Cayman KY1-1 Cayman Islands Units 26-28, 8/F	111	
Head office and principal place of business: Web-site address (if applicable):	Grand Cayman KY1-1 Cayman Islands Units 26-28, 8/F One Island South 2 Heung Yip Road Wong Chuk Hang		
	Grand Cayman KY1-1 Cayman Islands Units 26-28, 8/F One Island South 2 Heung Yip Road Wong Chuk Hang Hong Kong	oup.com.hk ar and transfer office:	
Web-site address (if applicable):	Grand Cayman KY1-1 Cayman Islands Units 26-28, 8/F One Island South 2 Heung Yip Road Wong Chuk Hang Hong Kong http://www.madison-gr Principal share registra	oup.com.hk ar and transfer office:	
Web-site address (if applicable):	Grand Cayman KY1-1 Cayman Islands Units 26-28, 8/F One Island South 2 Heung Yip Road Wong Chuk Hang Hong Kong http://www.madison-gr Principal share registra Conyers Trust Compa Cricket Square Hutchins Drive P.O. Bo	roup.com.hk ar and transfer office: ny (Cayman) Limited ox 2681	
Web-site address (if applicable):	Grand Cayman KY1-1 Cayman Islands Units 26-28, 8/F One Island South 2 Heung Yip Road Wong Chuk Hang Hong Kong http://www.madison-gr Principal share registra Conyers Trust Compa Cricket Square	roup.com.hk ar and transfer office: ny (Cayman) Limited ox 2681	
Web-site address (if applicable):	Grand Cayman KY1-1 Cayman Islands Units 26-28, 8/F One Island South 2 Heung Yip Road Wong Chuk Hang Hong Kong http://www.madison-gr Principal share registra Conyers Trust Compa Cricket Square Hutchins Drive P.O. Bo Grand Cayman KY1-1	roup.com.hk ar and transfer office: ny (Cayman) Limited ox 2681 111 are registrar and trans	fer office:
Web-site address (if applicable):	Grand Cayman KY1-1 Cayman Islands Units 26-28, 8/F One Island South 2 Heung Yip Road Wong Chuk Hang Hong Kong http://www.madison-gr Principal share registra Conyers Trust Compa Cricket Square Hutchins Drive P.O. Be Grand Cayman KY1-1 Cayman Islands Hong Kong branch sha	roup.com.hk ar and transfer office: ny (Cayman) Limited ox 2681 111 are registrar and trans is Limited	fer office:
Web-site address (if applicable):	Grand Cayman KY1-1 Cayman Islands Units 26-28, 8/F One Island South 2 Heung Yip Road Wong Chuk Hang Hong Kong http://www.madison-gr Principal share registra Conyers Trust Compa Cricket Square Hutchins Drive P.O. Be Grand Cayman KY1-1 Cayman Islands Hong Kong branch sha Tricor Investor Service	roup.com.hk ar and transfer office: ny (Cayman) Limited ox 2681 111 are registrar and trans es Limited entre	fer office:

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Auditors:	
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SHINEWING (HK) CPA Limited Certified Public Accountants

B. Business activities

(Please insert here a brief description of the business activities undertaken by the Company and its subsidiaries.)

- Retail sales and wholesales of wine products and other alcoholic beverages
- Provision of financial consultancy services
- Provision of loan financing and loan referral services

C. Ordinary shares

Number of ordinary shares in issue:	623,127,227
Par value of ordinary shares in issue:	HK\$0.01
Board lot size (in number of shares):	4,000
Name of other stock exchange(s) on which ordinary shares are also listed:	N/A
D. Warrants	
Stock code:	N/A
Board lot size:	N/A
Expiry date:	N/A
Exercise price:	N/A
Conversion ratio: (Not applicable if the warrant is denominated in dollar value of conversion right)	N/A
No. of warrants outstanding:	N/A
No. of shares falling to be issued upon the exercise of outstanding warrants:	N/A

E. Other securities

Details of any other securities in issue.

(i.e. other than the ordinary shares described in C above and warrants described in D above but including options granted to executives and/or employees).

(Please include details of stock code if listed on GEM or the Main Board or the name of any other stock exchange(s) on which such securities are listed).

As at the date hereof, 50,830,000 share options were granted by the Company under the Share Option Scheme adopted on 21 September 2015 remain outstanding, entitling the respective holders thereof to subscribe for:

- (i) up to 18,100,000 shares at an exercise price of HK\$8.00 per share during the exercise period from 17 June 2016 to 16 December 2025 (both dates inclusive);
- up to 19,890,000 shares at an exercise price of HK\$18.90 per share during the exercise period from 1 January 2019 to 2 April 2028 (both dates inclusive);

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- (iii) up to 4,800,000 shares at an exercise price of HK\$11.20 per share during the exercise period from 1 July 2019 to 12 December 2028 (both dates inclusive);
- (iv) up to 8,040,000 shares at an exercise price of HK\$2.07 per share, half of which during the exercise period from 6 December 2020 to 5 December 2029 (both dates inclusive), and the remaining half of which during the exercise period from 6 December 2021 to 5 December 2029 (both dates inclusive).

As at 21 January 2022, convertible bonds in the outstanding principal amount of HK\$150,000,000 issued may be converted into 13,636,363 shares at a conversion price of HK\$11.00 per share upon full exercise of the conversion rights.

If there are any debt securities in issue that are guaranteed, please indicate name of guarantor.

N/A

Responsibility statement

The directors of the Company (the "Directors") as at the date hereof hereby collectively and individually accept full responsibility for the accuracy of the information contained in this information sheet ("the Information") and confirm, having made all reasonable inquiries, that to the best of their knowledge and belief the Information is accurate and complete in all material respects and not misleading or deceptive and that there are no other matters the omission of which would make any Information inaccurate or misleading.

The Directors also collectively and individually accept full responsibility for submitting a revised information sheet, as soon as reasonably practicable after any particulars on the form previously published cease to be accurate.

The Directors acknowledge that the Stock Exchange has no responsibility whatsoever with regard to the Information and undertake to indemnify the Exchange against all liability incurred and all losses suffered by the Exchange in connection with or relating to the Information.

Submitted by:

Kuo Kwan (Name)

Title:

Executive Director (Director, secretary or other duly authorised officer)

NOTE

Pursuant to rule 17.52 of the GEM Listing Rules, the Company must submit to the Exchange (in the electronic format specified by the Exchange from time to time) for publication on the GEM website a revised information sheet as soon as reasonably practicable after any particulars on the form previously published cease to be accurate.