



Monthly Return for Equity Issuer and Hong Kong Depositary Receipts listed under Chapter 19B of the Exchange Listing Rules on Movements in Securities

For the month ended: 31 January 2022

Status: New Submission

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer: Madison Holdings Group Limited

Date Submitted: 04 February 2022

I. Movements in Authorised / Registered Share Capital

1. Type of shares	Ordinary shares	Class of shares	Not applicable	Listed on SEHK (Note 1)	Yes	
Stock code	08057	Description				
	Number of authorised/registered shares	Par value		Authorised/registered share capital		
Balance at close of preceding month	10,000,000,000	HKD	0.001	HKD	10,000,000	
Increase / decrease (-)	-9,000,000,000			HKD		
Balance at close of the month	1,000,000,000	HKD	0.01	HKD	10,000,000	

Total authorised/registered share capital at the end of the month: HKD 10,000,000

Remarks:

Capital reorganisation
Share Consolidation of every ten (10) issued and unissued Existing Shares of HK\$0.001 each into one (1) Consolidated Share of HK\$0.01 each
Date of changes 20 January 2022

II. Movements in Issued Shares

1. Type of shares	Ordinary shares	Class of shares	Not applicable	Listed on SEHK (Note 1)	Yes	
Stock code	08057	Description				
Balance at close of preceding month			6,231,272,277			
Increase / decrease (-)			-5,608,145,050			
Balance at close of the month			623,127,227			

Remarks:

Capital reorganisation
Share Consolidation of every ten (10) issued and
unissued Existing Shares of HK\$0.001 each into one
(1) Consolidated Share of HK\$0.01 each
Date of changes 20 January 2022

III. Details of Movements in Issued Shares

(A). Share Options (under Share Option Schemes of the Issuer)

1. Type of shares issuable		Ordinary shares	Class of shares	Not applicable	Shares issuable to be listed on SEHK (Note 1)	Yes		
Stock code of shares issuable (if listed on SEHK) (Note 1)		08057						
Particulars of share option scheme		Number of share options outstanding at close of preceding month	Movement during the month		Number of share options outstanding at close of the month	No. of new shares of issuer issued during the month pursuant thereto (A)	No. of new shares of issuer which may be issued pursuant thereto as at close of the month	The total number of securities which may be issued upon exercise of all share options to be granted under the scheme at close of the month
1).	Share Option scheme (21/09/2015) Granted on 17 December 2015 Exercise Price HK\$0.80 (Adjusted exercise price HK\$8.00 upon effective of share consolidation) per share Ordinary shares	181,000,000		-162,900,000	18,100,000		18,100,000	
General Meeting approval date (if applicable)								
2).	Share Option scheme (21/09/2015) Granted on 3 April 2018 Exercise Price HK\$1.89 (Adjusted exercise price HK\$18.90 upon effective of share consolidation) per share Ordinary shares	198,900,000		-179,010,000	19,890,000		19,890,000	
General Meeting approval date (if applicable)								
3).	Share Option scheme (21/09/2015) Granted on 13 December 2018 Exercise Price HK \$1.12 (Adjusted exercise price HK\$11.20 upon effective of share	48,000,000		-43,200,000	4,800,000		4,800,000	

	consolidation) per share Ordinary shares						
General Meeting approval date (if applicable) _____							
4).	Share Option scheme (21/09/2015) Granted on 6 December 2019 Exercise Price HK\$0.207 (Adjusted exercise price HK\$2.07 upon effective of share consolidation) per share Ordinary shares	80,400,000		-72,360,000	8,040,000		8,040,000
General Meeting approval date (if applicable) 18 January 2022							

Total A (Ordinary shares): _____

Total funds raised during the month from exercise of options: _____

(B). Warrants to Issue Shares of the Issuer which are to be Listed Not applicable

(C). Convertibles (i.e. Convertible into Issue Shares of the Issuer which are to be Listed)

1. Type of shares issuable	Ordinary shares	Class of shares	Not applicable	Shares issuable to be listed on SEHK (Note 1)	Yes		
Stock code of shares issuable (if listed on SEHK) (Note 1)		08057					
Description of the Convertibles	Currency	Amount at close of preceding month	Movement during the month		Amount at close of the month	No. of new shares of issuer issued during the month pursuant thereto (C)	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
1). Convertible Bonds to Bartha Holdings Limited	HKD	150,000,000		-136,363,637	13,636,363		13,636,363
Type of convertibles	Bond/Notes						

Stock code of the Convertibles (if listed on SEHK) (Note 1)	_____
Subscription/Conversion price	HKD _____ 1.1
General Meeting approval date (if applicable)	18 January 2022

Total C (Ordinary shares): _____

Remarks:

Adjusted Conversion price HK\$11.00 upon 21 January 2022, being the business day immediately succeeding the effective date of the share consolidation.

(D). Any other Agreements or Arrangements to Issue Shares of the Issuer which are to be listed, including Options (other than Share Options Schemes) Not applicable

(E). Other Movements in Issued Share

1. Type of shares issuable (Note 5 and 6)	Ordinary shares	Class of shares	Not applicable	Shares issuable to be listed on SEHK (Note 1, 5 and 6)	Yes	
Stock code of shares issuable (if listed on SEHK) (Note 1, 5 and 6)	08057					
Type of Issue	At price (if applicable)		Issue and allotment date (Note 5 and 6)	General Meeting approval date (if applicable)	No. of new shares of issuer issued during the month pursuant thereto (E)	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
	Currency	Amount				
1). Capital reorganisation			20 January 2022	18 January 2022	-5,608,145,050	0

Total E (Ordinary shares): _____ -5,608,145,050

Remarks:

Capital reorganisation
Share Consolidation of every ten (10) issued and
unissued Existing Shares of HK\$0.001 each into one
(1) Consolidated Share of HK\$0.01 each
Date of changes 20 January 2022

Total increase / decrease (-) in Ordinary shares during the month (i.e. Total of A to E) _____ -5,608,145,050

IV. Information about Hong Kong Depositary Receipt (HDR) Not applicable

V. Confirmations

We hereby confirm to the best knowledge, information and belief that, in relation to each of the securities issued by the issuer during the month as set out in Part III and IV which has not been previously disclosed in a return published under Main Board Rule 13.25A / GEM Rule 17.27A, it has been duly authorised by the board of directors of the listed issuer and, insofar as applicable:

(Note 2)

- (i) all money due to the listed issuer in respect of the issue of securities has been received by it;
- (ii) all pre-conditions for listing imposed by the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited under "Qualifications of listing" have been fulfilled;
- (iii) all (if any) conditions contained in the formal letter granting listing of and permission to deal in the securities have been fulfilled;
- (iv) all the securities of each class are in all respects identical (Note 3);
- (v) all documents required by the Companies (Winding Up and Miscellaneous Provisions) Ordinance to be filed with the Registrar of Companies have been duly filed and that compliance has been made with other legal requirements;
- (vi) all the definitive documents of title have been delivered/are ready to be delivered/are being prepared and will be delivered in accordance with the terms of issue;
- (vii) completion has taken place of the purchase by the issuer of all property shown in the listing document to have been purchased or agreed to be purchased by it and the purchase consideration for all such property has been duly satisfied; and
- (viii) the trust deed/deed poll relating to the debenture, loan stock, notes or bonds has been completed and executed, and particulars thereof, if so required by law, have been filed with the Registrar of Companies.

Submitted by: Kuo Kwan

Title: Director

(Director, Secretary or other Duly Authorised Officer)

Notes

1. SEHK refers to Stock Exchange of Hong Kong.
2. Items (i) to (viii) are suggested forms of confirmation which may be amended to meet individual cases. Where the issuer has already made the relevant confirmations in a return published under Main Board Rule 13.25A / GEM Rule 17.27A in relation to the securities issued, no further confirmation is required to be made in this return.

3. "Identical" means in this context:
 - . the securities are of the same nominal value with the same amount called up or paid up;
 - . they are entitled to dividend/interest at the same rate and for the same period, so that at the next ensuing distribution, the dividend/interest payable per unit will amount to exactly the same sum (gross and net); and
 - . they carry the same rights as to unrestricted transfer, attendance and voting at meetings and rank pari passu in all other respects.
4. If there is insufficient space, please submit additional document.
5. In the context of repurchase of shares:
 - . "shares issuable to be listed on SEHK" should be construed as "shares repurchased listed on SEHK"; and
 - . "stock code of shares issuable (if listed on SEHK)" should be construed as "stock code of shares repurchased (if listed on SEHK)"; and
 - . "type of shares issuable" should be construed as "type of shares repurchased"; and
 - . "issue and allotment date" should be construed as "cancellation date"
6. In the context of redemption of shares:
 - . "shares issuable to be listed on SEHK" should be construed as "shares redeemed listed on SEHK"; and
 - . "stock code of shares issuable (if listed on SEHK)" should be construed as "stock code of shares redeemed (if listed on SEHK)"; and
 - . "type of shares issuable" should be construed as "type of shares redeemed"; and
 - . "issue and allotment date" should be construed as "redemption date"