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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: 08057)**

**PROPOSED AMENDMENTS TO  
THE MEMORANDUM AND ARTICLES OF ASSOCIATION AND  
ADOPTION OF THE AMENDED AND RESTATED MEMORANDUM AND  
ARTICLES OF ASSOCIATION**

The announcement is made by Madison Holdings Group Limited (the “**Company**”) pursuant to Rule 17.50(1) of the Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited (the “**GEM Listing Rules**”).

The board of directors (the “**Board**”) of the Company proposes to amend the existing memorandum of association of the Company (the “**Memorandum of Association**”) and articles of association (the “**Articles of Association**”) of the Company at the forthcoming annual general meeting (the “**AGM**”) for the purposes of bringing the existing Memorandum of Association and Articles of Association in line with, among other things, the latest legal and regulatory requirements including the amendments made to Appendix 3 of the GEM Listing Rules regarding the core shareholder protection standards which became effective on January 1, 2022, and the applicable laws of the Cayman Islands and to incorporate certain housekeeping amendments (the “**Proposed Amendments**”).

In view of the number of amendments, the Board proposes to make the Proposed Amendments by way of adoption of a new set of amended and restated memorandum of association (the “**Amended and Restated Memorandum**”) and articles of association (the “**Amended and Restated Articles**”, together with the Amended and Restated Memorandum, the “**Amended and Restated Memorandum and Articles of Association**”). The proposed adoption of the Amended and Restated Memorandum and Articles of Association is subject to the approval of the shareholders of the Company (the “**Shareholders**”) by way of a special resolution at the forthcoming AGM expected to be held on Tuesday, August 2, 2022, and will become effective upon the approval by the Shareholders at the AGM.

A circular containing, among others, details of the Proposed Amendments brought about by the adoption of the Amended and Restated Memorandum and Articles of Association, together with a notice convening the AGM will be despatched to the Shareholders as soon as practicable.

By order of the Board  
**Madison Holdings Group Limited**  
*Ji Zuguang*  
Chairman and non-executive Director

Hong Kong, 17 June 2022

*As at the date of this announcement, the executive Directors are 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 announcement, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited 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 “Latest Listed Company Information” page of the website of the Stock Exchange at <http://www.hkexnews.hk> for at least seven days from the date of its publication and the Company’s website at <http://www.madison-group.com.hk>.*