

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 26 September 2022.

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
Ms. Xie Mengna

Non-executive directors:
Mr. Ip Cho Yin J.P.
Mr. Ji Zuguang

Independent non-executive directors:
Mr. Chu Kin Wang Peleus
Dr. Lau Reimer, Mary Jean
Mr. Zhou Li

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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 securities of the Company

Name	Number of shares	Approximate percentage of shareholding in the Company
Royal Spectrum Holding Company Limited (" Royal Spectrum ") (Notes 1 and 2)	196,800,000	31.58%
Atlantis Investment Management Limited (Note 3)	68,224,500	10.95%

Notes:

1. The entire issued share capital in Royal Spectrum is legally and beneficially owned as to 96.63% by Devoss Global Holdings Limited ("**Devoss Global**") and 3.37% by Mr. Zhu Qin respectively. Devoss Global is legally and beneficially owned by Mr. Ting Pang Wan Raymond ("**Mr. Ting**"). As such, Devoss Global is deemed to be interested in the shares held by Royal Spectrum under Part XV of the Securities and Futures Ordinance (Chapter 571 of the laws of Hong Kong) ("**SFO**").
2. Each of Devoss Global, CVP Financial Group Limited ("**CVP**"), Kaiser Capital Holdings Limited ("**Kaiser Capital**") and Highgrade Holding Limited ("**Highgrade Holding**") is wholly-owned by Mr. Ting. Mr. Ting is deemed to be interested in 248,691,672 shares, held by Devoss Global, CVP, Kaiser Capital and Highgrade Holding under Part XV of the SFO.
3. Based on the notices of disclosure of interest filed by Atlantis Capital Group Holdings Limited ("**ACGHL**") and Ms. Liu Yang both dated 14 January 2022, Atlantis Investment Management Limited is interested in 68,224,500 shares and is wholly-owned by ACGHL, which in turn is wholly-owned by Ms. Liu Yang. As such, ACGHL and Ms. Liu Yang are both deemed to be interested in 68,224,500 shares held by Atlantis Investment Management Limited under Part XV of the SFO.

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 KY1-1111
Cayman Islands

Head office and principal place of business: Units 26-28, 8/F
One Island South
2 Heung Yip Road
Wong Chuk Hang
Hong Kong

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Web-site address (if applicable): <http://www.madison-group.com.hk>

Share registrar: [Principal share registrar and transfer office in the Cayman Islands:
Conyers Trust Company \(Cayman\) Limited
Cricket Square
Hutchins Drive, P.O. Box 2681
Grand Cayman KY1-1111
Cayman Islands](#)

[Hong Kong branch share registrar and transfer office:
Tricor Investor Services Limited
17/F, Far East Finance Centre
16 Harcourt Road
Hong Kong](#)

Auditors: [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 a wide spectrum of wine products and other alcoholic beverages in Hong Kong with a focus on red wine
- Provision of financial 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: [N/A](#)
(Not applicable if the warrant is denominated in dollar value of conversion right)

No. of warrants outstanding: [N/A](#)

No. of shares falling to be issued upon the exercise of outstanding warrants: [N/A](#)

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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, 50,800,000 share options 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);
- (ii) up to 19,860,000 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);
- (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); and
- (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 the date hereof, 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.

As at the date hereof, call option granted by the Company on 23 August 2022 may be converted into 85,922,330 option shares at an option price of HK\$1.03 per option share upon full exercise of the option.

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.