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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)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “**EGM**”) of Madison Holdings Group Limited (the “**Company**”) will be held at Units 26-28, 8/F, One Island South, 2 Heung Yip Road, Wong Chuk Hang, Hong Kong on Friday, 24 November 2023 at 10:00 a.m., for the purpose of considering and, if thought fit, passing with or without amendments, the following resolution of the Company:

ORDINARY RESOLUTION

1. “**THAT**:—

- (a) the option agreement dated 3 October 2023 (the “**Second Option Agreement**”) and entered into between the Company as issuer and SRA Holdings, Inc., as subscriber (“**SRA**”) in relation to the grant of option by the Company to SRA, entitling SRA to require the Company to allot and issue up to a maximum of 85,922,330 new ordinary shares of the Company (the “**Option Share(s)**”) at HK\$1.03 per Option Share subject to the terms and conditions of the Second Option Agreement (a copy of which has been produced to the EGM and marked “**A**” and initialled by the chairman of the EGM for identification purpose) and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified;
- (b) subject to the fulfillment (or waiver, as the case may be) of the conditions precedent set out in the Second Option Agreement and the GEM Listing Committee of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) granting the listing of, and permission to deal in, the Option Shares, the directors (each a “**Director**”) of the Company be and are hereby granted a specific mandate to allot and issue up to a maximum of 85,922,330 Option Shares to SRA (or its nominee(s)), credited as fully paid, at the option price of HK\$1.03 per Option Share pursuant to the terms and conditions of the Second Option Agreement; and

- (c) any one or more Director(s) be and is/are hereby authorised to do all such acts and things, to sign and execute all such documents (and to affix the common seal of the Company thereon, if necessary) for the purpose of, or in connection with, the implementation of and giving effect to the Second Option Agreement, including but not limited to the allotment and issue of the Option Shares, and the transactions contemplated thereunder, and to make and agree to make such variations of the terms of the Second Option Agreement which he/she/they consider necessary, desirable or expedient.”

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

Hong Kong, 7 November 2023

Registered office:

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

*Head office and principal place
of business in Hong Kong:*

Units 26-28, 8/F
One Island South
2 Heung Yip Road
Wong Chuk Hang
Hong Kong

Notes:

1. A shareholder of the Company (“**Shareholder(s)**”) entitled to attend and vote at the EGM convened is entitled to appoint one or more proxies to attend and vote on his behalf. A proxy need not be a Shareholder.
2. In case of a joint holding, the form of proxy may be signed by any joint holder, but if more than one joint holder is present at the EGM, whether in person or by proxy, that one of the joint holders whose name stands first on the register of members in respect of the relevant joint holding shall alone be entitled to vote in respect thereof.
3. To be valid, the form of proxy together with any power of attorney or other authority, if any, under which it is signed or a notarially certified copy of such power or authority must be deposited with the Company’s branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not less than 48 hours before the time appointed for the holding of the EGM (i.e. at or before 10:00 a.m. on Wednesday, 22 November 2023) or any adjournment thereof (as the case may be). Completion and return of the form of proxy will not preclude a member from attending and voting in person.
4. The voting at the EGM shall be taken by poll.

5. The register of members of the Company will be closed from Tuesday, 21 November 2023 to Friday, 24 November 2023 (both days inclusive) for determining Shareholders' entitlement to attend and vote at the EGM, during which no transfer of Shares will be registered. In order to qualify for attending and voting at the EGM, all completed transfer forms 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 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration not later than 4:30 p.m. on Monday, 20 November 2023.
6. If typhoon signal no. 8 or above, or a "black" rainstorm warning is in effect any time after 7 a.m. on the date of the EGM, the EGM will be postponed. The Company will publish an announcement on the website of the Company at www.madison-group.com.hk and on the website of the Stock Exchange at www.hkexnews.hk to notify the Shareholders of the date, time and venue of the rescheduled meeting.

As at the date of this notice, the Directors are:

Executive Directors:

Ms. Kuo Kwan

Ms. Xie Mengna

Non-executive Directors:

Mr. Ji Zuguang

Mr. Ip Cho Yin *J.P.*

Independent non-executive Directors:

Mr. Chu Kin Wang Peleus

Dr. Lau Reimer, Mary Jean

Mr. Zhou Li

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 website of the Stock Exchange at <http://www.hkexnews.hk> for at least 7 days from the date of its publication and on the website of the Company at <http://www.madison-group.com.hk>.