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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)

**POLL RESULTS OF
THE EXTRAORDINARY GENERAL
MEETING HELD ON 24 NOVEMBER 2023**

The Board hereby announces that at the EGM held on Friday, 24 November 2023, the Resolution as set out in the Notice was duly passed by the Independent Shareholders by way of poll.

References are made to the circular (the “**Circular**”) and the notice (the “**Notice**”) of the extraordinary general meeting (the “**EGM**”) of Madison Holdings Group Limited (the “**Company**”) both dated 7 November 2023 in relation to, among others, the Second Option Agreement and the transactions contemplated thereunder. Unless the context otherwise requires, capitalised terms used herein shall have the same meanings as those defined in the Circular.

POLL RESULTS OF THE EGM

The Board is pleased to announce that at the EGM held on Friday, 24 November 2023, the resolution (the “**Resolution**”) as set out in the Notice was duly passed by the Independent Shareholders by way of poll.

As at the date of the EGM, the total number of issued Shares was 623,127,227, of which 40,454,545 Shares, representing approximately 6.49% of the issued share capital of the Company, were held by Software Research Associates, Inc., being a direct wholly-owned subsidiary of SRA. As such, SRA, being a party to the Second Option Agreement, together with its associates were required under the GEM Listing Rules to abstain and have abstained from voting on the Resolution to approve the Second Option Agreement and the transactions contemplated thereunder at the EGM.

Save as disclosed above, to the best of the Directors’ knowledge, information and belief having made all reasonable enquiries, there were no Shares entitling any Shareholders to attend and abstain from voting in

favour of the Resolution at the EGM as set out in Rule 17.47A of the GEM Listing Rules and no Shareholder was required under the GEM Listing Rules to abstain from voting on the Resolution at the EGM. None of the Independent Shareholders had indicated in the Circular their intention to vote against or to abstain from voting on the Resolution at the EGM. Accordingly, there were 582,672,682 Shares entitling the Independent Shareholders to attend and vote for or against the Resolution at the EGM. The Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, was appointed as the scrutineer for the purpose of vote-taking at the EGM. Ms. Kuo Kwan attended the EGM in person, while Ms. Xie Mengna, Mr. Ji Zuguang, Mr. Ip Cho Yin, *J.P.*, Mr. Chu Kin Wang Peleus, Dr. Lau Reimer, Mary Jean and Mr. Zhou Li were present at the EGM by electronic means.

Details of the poll results in respect of the Resolution at the EGM were as follows:

ORDINARY RESOLUTION <i>(Note)</i>	Number of votes <i>(%)</i>	
	For	Against
To approve the Second Option Agreement and the transactions contemplated thereunder, including but not limited to the allotment and issue of up to a maximum of 85,922,330 Option Shares at HK\$1.03 per Option Share and to authorise the Directors to do all such acts and things, to sign and execute all such documents which they consider necessary, desirable or expedient.	250,192,870 (100%)	0 (0%)

Note: Please refer to the Notice for full text of the Resolution.

As more than 50% of the votes were cast in favour of the Resolution, the Resolution was duly passed as ordinary resolution by the Independent Shareholders by way of poll at the EGM.

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

Hong Kong, 24 November 2023

As at the date of this announcement, the executive Directors are Ms. Kuo Kwan and Ms. Xie Mengna; the non-executive Directors are Mr. Ip Cho Yin J.P. and Mr. Ji Zuguang; and the independent non-executive Directors are Mr. Chu Kin Wang Peleus, Dr. Lau Reimer, Mary Jean and Mr. Zhou Li.

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 7 days from the date of its publication and on the website of the Company at www.madison-group.com.hk.