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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 ANNUAL GENERAL MEETING AND
THE EXTRAORDINARY GENERAL MEETING
HELD ON 2 AUGUST 2024**

The Board is pleased to announce that at the AGM and the EGM held on Friday, 2 August 2024, all the AGM Resolutions and the EGM Resolution as set out in the AGM Notice and the EGM Notice respectively were duly passed by the Shareholders and the Independent Shareholders (as the case may be) by way of poll.

References are made to (i) the circular (the “**AGM Circular**”) and the notice (the “**AGM Notice**”) of the annual general meeting (the “**AGM**”) of Madison Holdings Group Limited (the “**Company**”) both dated 8 July 2024; and (ii) the circular (the “**EGM Circular**”, together with the AGM Circular, the “**Circulars**”) and the notice (the “**EGM Notice**”) of the extraordinary general meeting (the “**EGM**”) of the Company both dated 17 July 2024. Unless the context otherwise requires, capitalised terms used herein shall have the same meanings as those defined in the Circulars.

POLL RESULTS OF THE AGM

The board (the “**Board**”) of directors (the “**Director(s)**”) of the Company is pleased to announce that at the AGM held on Friday, 2 August 2024, all the proposed resolutions (the “**AGM Resolutions**”) as set out in the AGM Notice were duly passed by the Shareholders by way of poll.

As at the date of the AGM, the total number of issued Shares was 623,127,227, which was the total number of Shares entitling the Shareholders to attend and vote on all the AGM Resolutions proposed at the AGM. There were (a) no treasury shares held by the Company (including any treasury shares held or deposited with the Central Clearing and Settlement System established and operated by Hong

Kong Securities Clearing Company Limited) as at the date of the AGM and as such no voting rights of treasury shares have been exercised at the AGM; and (b) no repurchased Shares which are pending cancellation and should be excluded from the total number of issued Shares for the purpose of the AGM. 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 AGM Resolutions at the AGM 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 AGM Resolutions at the AGM. None of the Shareholders had indicated in the AGM Circular their intention to vote against or to abstain from voting on any of the AGM Resolutions at the AGM. Accordingly, there were 623,127,227 Shares entitling the Shareholders to attend and vote on the AGM Resolutions at the AGM.

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 AGM. Ms. Kuo Kwan and Mr. Ip Cho Yin, *J.P.* attended the AGM in person, while Dr. Cheung Yuk Shan Shirley, Mr. Ji Zuguang, Mr. Chu Kin Wang Peleus, Dr. Lau Reimer, Mary Jean and Mr. Zhou Li were present at the AGM by electronic means.

Details of the poll results in respect of the AGM Resolutions at the AGM were as follows:

ORDINARY RESOLUTIONS <i>(Note 1)</i>				Number of votes (%)	
				For	Against
1.	To consider, receive and adopt the audited consolidated financial statements and the reports of the Directors and the Company's auditor for the year ended 31 March 2024.			316,233,814 (100%)	0 (0%)
2.	(I)	(a)	To re-elect Dr. Cheung Yuk Shan Shirley as an executive Director;	316,233,814 (100%)	0 (0%)
		(b)	To re-elect Mr. Chu Kin Wang Peleus as an independent non-executive Director; and	316,233,814 (100%)	0 (0%)
		(e)	To re-elect Dr. Lau Reimer, Mary Jean as an independent non-executive Director.	316,233,814 (100%)	0 (0%)
	(II)	To authorise the Board to fix the Directors' remuneration.		316,233,814 (100%)	0 (0%)
3.	To re-appoint Messrs. Prism Hong Kong Limited (formerly known as Prism Hong Kong and Shanghai Limited) as the Company's auditor for the year ending 31 March 2025 and to authorise the Board to fix their remuneration.			316,233,814 (100%)	0 (0%)
4.	To give a general mandate to the Directors to allot, issue and deal with the Shares.			316,233,814 (100%)	0 (0%)

ORDINARY RESOLUTIONS <i>(Note 1)</i>		Number of votes (%)	
		For	Against
5.	To grant a general mandate to the Directors to repurchase the Shares.	316,233,814 (100%)	0 (0%)
6.	To add the total number of Shares repurchased by the Company under Repurchase Mandate granted under resolution numbered 5 to the issue mandate granted to the Directors under resolution numbered 4.	316,233,814 (100%)	0 (0%)

Note 1: Please refer to the AGM Notice for full text of the AGM Resolutions.

As more than 50% of the votes were cast in favour of the ordinary resolutions no. 1 to no. 6 above, all the AGM Resolutions were duly passed by the Shareholders by way of poll at the AGM.

POLL RESULTS OF THE EGM

The Board is pleased to announce that at the EGM held on Friday, 2 August 2024, the proposed resolution (the “**EGM Resolution**”) as set out in the EGM 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 an aggregate of 259,093,893 Shares, representing approximately 41.58% of the total issued share capital of the Company, were held by (i) Royal Spectrum which was beneficially interested in 195,920,000 Shares; (ii) the Purchaser which was beneficially interested in 50,487,272 Shares; (iii) Mr. Ting who was beneficially interested in 10,193,243 Shares; (iv) Kaiser Capital which was beneficially interested in 1,217,200 Shares; (v) Highgrade Holding which was beneficially interested in 1,067,200 Shares; and (vi) Plan Marvel which was beneficially interested in 208,978 Shares. As (i) Mr. Ting is the Purchaser’s guarantor under the Sale and Purchase Agreement; (ii) the entire issued share capital in Royal Spectrum is legally and beneficially owned as to 3.37% by Mr. Zhu Qin and 96.63% by Devoss Global Holdings Limited, which was in turn wholly and beneficially owned by Mr. Ting; and (iii) each of the Purchaser, Kaiser Capital, Highgrade Holding and Plan Marvel is wholly and beneficially owned by Mr. Ting, each of the above and those Shareholders who have a material interest in the Disposal, were required to abstain and have abstained from voting on the EGM Resolution at the EGM.

There were (a) no treasury shares held by the Company (including any treasury shares held or deposited with the Central Clearing and Settlement System established and operated by Hong Kong Securities Clearing Company Limited) as at the date of the EGM and as such no voting rights of treasury shares have been exercised at the EGM; and (b) no repurchased Shares which are pending cancellation and should be excluded from the total number of issued Shares for the purpose of 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 EGM 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 EGM Resolution at the EGM. None of the Shareholders had indicated in the EGM Circular their intention to vote against or to abstain from voting on the EGM Resolution at the EGM. Accordingly, there were 364,033,334 Shares entitling the Independent Shareholders to attend and vote on the EGM 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 and Mr. Ip Cho Yin, J.P. attended the EGM in person, while Dr. Cheung Yuk Shan Shirley, Mr. Ji Zuguang, 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 EGM Resolution at the EGM were as follows:

ORDINARY RESOLUTION <i>(Note 2)</i>	Number of votes (%)	
	For	Against
To ratify, approve and confirm the Sale and Purchase Agreement and the transactions contemplated thereunder and to authorise any one Director (or any two Directors or one Director and the secretary of the Company, in the case of execution of documents under seal) to do all such acts or things deemed by him/her to be incidental to, ancillary to or in connection with the matters contemplated in the Sale and Purchase Agreement and the transactions contemplated thereunder and the implementation thereof including the affixing of seal thereon.	69,323,777 (100%)	0 (0%)

Note 2: Please refer to the EGM Notice for full text of the EGM Resolution.

As more than 50% of the votes were cast in favour of the EGM Resolution, the EGM Resolution was duly passed 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, 2 August 2024

As at the date of this announcement, the executive Directors are Ms. Kuo Kwan and Dr. Cheung Yuk Shan Shirley; the non-executive Directors are Mr. Ji Zuguang and Mr. Ip Cho Yin J.P.; 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 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.