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本文件必須整份交還，方為有效。

IMPORTANT
重要提示

Reference is made to the prospectus issued by Madison Holdings Group Limited (the “Company”) dated 29 May 2026 in relation to the Rights Issue (the “Prospectus”). Terms defined in the Prospectus shall have the same meanings when used herein unless the context otherwise requires.

茲提述麥迪森控股集團有限公司(「本公司」)刊發日期為2026年5月29日有關供股的供股章程(「供股章程」)。除文義另有所指外，供股章程所界定的詞彙與本文件所採用者具有相同涵義。

THIS PROVISIONAL ALLOTMENT LETTER (“PAL”) IS VALUABLE AND TRANSFERABLE AND REQUIRES YOUR IMMEDIATE ATTENTION. THE OFFER CONTAINED IN THIS PAL EXPIRES AT 4:00 P.M. ON FRIDAY, 12 JUNE 2026 (OR SUCH LATER DATE AND/OR TIME AS MENTIONED IN THE PARAGRAPH HEADED “EFFECT OF BAD WEATHER” IN THE ENCLOSED SHEET). THE PAL SHOULD BE READ IN CONJUNCTION WITH THE PROSPECTUS.

本暫定配額通知書(「暫定配額通知書」)具有價值及可轉讓，並應即時處理。本暫定配額通知書所載之要約於2026年6月12日(星期五)下午四時正(或於隨附文件中「惡劣天氣之影響」一段所述之有關較後日期及/或時間)結束。暫定配額通知書應與供股章程一同閱讀。

IF YOU ARE IN ANY DOUBT AS TO ANY ASPECT OF THIS PAL, OR AS TO THE ACTION TO BE TAKEN, OR IF YOU HAVE SOLD OR TRANSFERRED ALL OR PART OF YOUR SHARES OF THE COMPANY, YOU SHOULD CONSULT YOUR LICENSED SECURITIES DEALER OR REGISTERED INSTITUTION IN SECURITIES OR YOUR STOCKBROKER OR OTHER REGISTERED DEALER IN SECURITIES, BANK MANAGER, SOLICITOR, PROFESSIONAL ACCOUNTANT OR OTHER PROFESSIONAL ADVISER.

閣下如對本暫定配額通知書之任何方面或應採取之行動有任何疑問或如閣下已出售或轉讓閣下名下全部或部分本公司之股份，應諮詢閣下之持牌證券交易商或註冊證券機構或閣下之股票經紀或其他註冊證券交易商、銀行經理、律師、專業會計師或其他專業顧問。

A copy of each of the Prospectus Documents, together with copies of the documents specified in the paragraph headed “16. Documents delivered to the Registrar of Companies in Hong Kong” in Appendix III to the Prospectus, have been registered with the Registrar of Companies in Hong Kong pursuant to Section 342C of the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Chapter 32 of the Laws of Hong Kong). The Registrar of Companies in Hong Kong, the Stock Exchange and the Securities and Futures Commission of Hong Kong take no responsibility as to the contents of any of these documents referred to above.

各份章程文件連同供股章程附錄三「16. 送呈香港公司註冊處處長之文件」一段所述之文件之文本，已遵照香港法例第32章公司(清盤及雜項條文)條例第342C條之規定送呈香港公司註冊處處長登記。香港公司註冊處處長、聯交所及香港證券及期貨事務監察委員會對上文所述任何此等文件之內容概不負責。

Hong Kong Exchanges and Clearing Limited, the Stock Exchange and HKSCC take no responsibility for the contents of this PAL, 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 PAL.

香港交易及結算所有限公司、聯交所及香港結算對本暫定配額通知書之內容概不負責，對其準確性或完整性亦不發表任何聲明，並明確表示，概不對因本暫定配額通知書全部或任何部分內容而產生或因依賴該等內容而引致之任何損失承擔任何責任。

The Rights Issue is subject to the fulfilment of the conditions set out under the section headed “Letter from the Board — Rights Issue — Conditions of the Rights Issue” in the Prospectus at or prior to the latest time for the Rights Issue to become unconditional (which is currently expected to be 4:00 p.m. on Monday, 6 July 2026). None of the conditions of the Rights Issue can be waived. If the conditions of the Rights Issue are not fulfilled at or prior to the latest time for the Rights Issue to become unconditional, the Rights Issue will not proceed. Under such circumstances, the monies received in respect of application for Rights Shares will be returned to you or, in the case of joint applicants, to the first-named person without interest, by means of cheques despatched by ordinary post at your own risk to your registered address on or before Friday, 10 July 2026.

供股須待供股章程「董事會函件—供股—供股的條件」一節所載之條件於供股成為無條件之最後時限(目前預期為2026年7月6日(星期一)下午四時正)或之前達成後，方可作實。概無供股之條件可予豁免。倘供股之條件未有於供股成為無條件之最後時限或之前達成，則供股將不會進行。在該等情況下，就申請供股股份已收取之股款將於2026年7月10日(星期五)或之前以支票退還(不計利息)予閣下或(倘屬聯名申請人)名列首位之人士，支票將以普通郵遞方式寄送至閣下之登記地址，郵誤風險概由閣下自行承擔。

The Rights Issue will proceed on a non-underwritten basis. The Prospectus Documents have not been and will not be registered or filed under the applicable securities legislation of any jurisdiction other than Hong Kong.

供股將按非包銷基準進行。章程文件並無亦將不會根據香港以外任何司法權區之適用證券法例登記或存檔。

Dealings in the Shares and the Rights Shares in both nil-paid form and fully-paid form may be settled through CCASS and you should consult your stockbroker, licensed dealer in securities or registered institution in securities, bank manager, solicitor, professional accountant or other professional advisers for details of these settlement arrangements and how such arrangements may affect your rights and interests.

買賣股份及未繳股款及繳足股款供股股份可透過中央結算系統進行交收，而閣下應諮詢閣下之股票經紀、持牌證券交易商或註冊證券機構、銀行經理、律師、專業會計師或其他專業顧問有關交收安排之詳情以及有關該等安排對閣下之權利與權益可能構成之影響。

Subject to the granting of the listing of, and permission to deal in, the Rights Shares in both nil-paid and fully-paid forms on the Stock Exchange as well as compliance with the stock admission requirements of HKSCC, the Rights Shares in both nil-paid and fully-paid forms will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the respective commencement dates of dealings in the Rights Shares in their nil-paid and fully-paid forms on the Stock Exchange or such other date as determined by HKSCC. Settlement of transactions between participants of the Stock Exchange on any trading day is required to take place in CCASS on the second trading day thereafter. All activities under CCASS are subject to the General Rules of HKSCC and HKSCC Operational Procedures in effect from time to time.

待未繳股款及繳足股款供股股份獲准於聯交所上市及買賣，並符合香港結算之股份收納規定後，未繳股款及繳足股款供股股份將獲香港結算接納為合資格證券，可自未繳股款及繳足股款供股股份各自開始於聯交所買賣當日或香港結算決定之有關其他日期起，在中央結算系統寄存、結算及交收。聯交所參與者之間於任何交易日進行之交易須於其後第二個交易日在中央結算系統進行交收。中央結算系統之一切活動均須依照不時有效之香港結算一般規則及香港結算運作程序規則進行。

TO ACCEPT THIS PROVISIONAL ALLOTMENT OF THE RIGHTS SHARES AS SPECIFIED IN THIS PAL IN FULL, YOU MUST LODGE THIS PAL INTACT IN ACCORDANCE WITH THE INSTRUCTIONS PRINTED HEREIN WITH THE REGISTRAR, TRICOR INVESTOR SERVICES LIMITED, AT 17/F, FAR EAST FINANCE CENTRE, 16 HARCOURT ROAD, HONG KONG TOGETHER WITH A REMITTANCE, BY CHEQUE OR CASHIER'S ORDER, IN HONG KONG DOLLARS FOR THE FULL AMOUNT SHOWN IN BOX C OF FORM A SO AS TO BE RECEIVED BY THE REGISTRAR NO LATER THAN 4:00 P.M. ON FRIDAY, 12 JUNE 2026 (OR, UNDER BAD WEATHER, SUCH LATER TIME OR DATE AS MENTIONED IN THE PARAGRAPH HEADED "EFFECT OF BAD WEATHER" IN THE ENCLOSED SHEET). ALL REMITTANCES MUST BE MADE IN HONG KONG DOLLARS AND CHEQUES MUST BE DRAWN ON AN ACCOUNT WITH, OR CASHIER'S ORDERS MUST BE ISSUED BY, A LICENSED BANK IN HONG KONG AND MADE PAYABLE TO "TRICOR INVESTOR SERVICES LIMITED A/C - NO. 103" AND CROSSED "ACCOUNT PAYEE ONLY". INSTRUCTIONS ON TRANSFER AND SPLITTING OF ENTITLEMENTS TO RIGHTS SHARES ARE ALSO SET OUT IN THE ENCLOSED SHEET. NO RECEIPT WILL BE GIVEN FOR SUCH REMITTANCE.

Each person accepting the provisional allotment specified in this PAL:

- confirms that he/she/it has read the terms and conditions and acceptance procedures set out in the enclosed sheet and in the Prospectus and agrees to be bound by them; and
- agrees that this PAL, and the resulting contract, will be governed by and construed in accordance with the laws of Hong Kong.

閣下如欲根據本暫定配額通知書全數接納供股股份之暫定配額，須按本通知書所列印之指示將本暫定配額通知書整份連同表格甲內丙欄所示之港元全數股款（以支票或銀行本票）送達過戶登記處卓佳證券登記有限公司（地址為香港夏愨道16號遠東金融中心17樓），最遲於2026年6月12日（星期五）下午四時正前（或惡劣天氣下，在隨附文件中「惡劣天氣之影響」一段所述的有關較後日期或時間）交回過戶登記處。所有股款須以港元繳付，並以在香港持牌銀行戶口開出之支票或以香港持牌銀行發出之銀行本票支付，並須註明抬頭人為「TRICOR INVESTOR SERVICES LIMITED A/C - NO. 103」，並以「只准入抬頭人賬戶」劃線方式開出。有關轉讓及分拆供股股份配額之指示亦載於隨附文件。本公司將不另發股款收據。

接納本暫定配額通知書所載之暫定配額的每位人士均：

- 確認彼已閱讀隨附文件及供股章程所載之條款及條件以及接納手續，並同意受其約束；及
- 同意本暫定配額通知書及因此構成之合約須受香港法律規限及根據香港法律詮釋。

**A SEPARATE CHEQUE OR CASHIER'S ORDER MUST ACCOMPANY EACH APPLICATION
NO RECEIPT WILL BE GIVEN FOR REMITTANCE**

每份申請須隨附一張獨立支票或銀行本票
本公司將不另發股款收據

Branch share registrar and
transfer office in
Hong Kong:
Tricor Investor
Services Limited
17/F, Far East Finance Centre
16 Harcourt Road
Hong Kong

香港股份過戶登記分處：
卓佳證券登記有限公司
香港
夏慤道16號
遠東金融中心17樓

MADISON

GROUP

Madison Holdings Group Limited 麥迪森控股集團有限公司

(Incorporated in the Cayman Islands with limited liability)
(於開曼群島註冊成立的有限公司)

(Stock code: 08057)

(股份代號：08057)

+
Registered office:
註冊辦事處：
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

總辦事處及香港
主要營業地點：
香港
黃竹坑
香葉道2號
One Island South
8樓26-28室

29 May 2026
2026年5月29日

RIGHTS ISSUE ON THE BASIS OF THREE (3) RIGHTS SHARES FOR EVERY TWO (2) SHARES HELD ON THE RECORD DATE AT THE SUBSCRIPTION PRICE OF HK\$0.486 PER RIGHTS SHARE

按於記錄日期
每持有二(2)股股份可獲發三(3)股供股股份之
基準以每股供股股份0.486港元之認購價進行供股
PAYABLE IN FULL ON ACCEPTANCE BY NO LATER THAN
4:00 P.M. ON FRIDAY, 12 JUNE 2026
股款須不遲於2026年6月12日(星期五)
下午四時正接納時繳足
PROVISIONAL ALLOTMENT LETTER
暫定配額通知書

Name(s) and address of the Qualifying Shareholder(s)
合資格股東之姓名／名稱及地址

Provisional Allotment Letter No.
暫定配額通知書編號

BOX A 甲欄 (Note 1 附註1)

BOX B 乙欄 (Note 2 附註2)

BOX C 丙欄 (Note 3 附註3)

HK\$
港元

Note 1: Total number of Shares registered in your name(s) on Thursday, 28 May 2026

附註1：於2026年5月28日(星期四)登記於閣下名下之股份總數

Note 2: Total number of Rights Shares provisionally allotted to you subject to payment in full on acceptance by no later than 4:00 p.m. on Friday, 12 June 2026

附註2：閣下獲暫定配發之供股股份總數，股款須不遲於2026年6月12日(星期五)下午四時正接納時繳足

Note 3: Total subscription monies payable on acceptance in full which should be rounded down to 2 decimal places

附註3：應繳認購股款總額須於接納時繳足及應向下調整至兩個小數點

Name of bank on which cheque/cashier's order is drawn:

支票／銀行本票的付款銀行名稱：_____

Please insert your contact telephone number here:

請在此填上閣下之聯絡電話：_____

Cheque/cashier's order number:

支票／銀行本票號碼：_____

IN THE EVENT OF TRANSFER OF RIGHTS TO SUBSCRIBE FOR RIGHTS SHARE(S), HONG KONG AD VALOREM STAMP DUTY IS PAYABLE ON EACH SALE AND EACH PURCHASE. A GIFT OR TRANSFER OF BENEFICIAL INTEREST OTHER THAN BY WAY OF SALE IS ALSO LIABLE TO HONG KONG AD VALOREM STAMP DUTY. EVIDENCE OF PAYMENT OF HONG KONG AD VALOREM STAMP DUTY WILL BE REQUIRED BEFORE REGISTRATION OF ANY TRANSFER OF THE ENTITLEMENT(S) TO THE RIGHTS SHARE(S) REPRESENTED BY THIS DOCUMENT.

如轉讓可認購供股股份之認購權，每項買賣均須繳付香港從價印花稅。除以出售形式外，饋贈或轉讓實益擁有之權益亦須繳付香港從價印花稅。在送交本文件以登記轉讓任何供股股份權益之前，須出示已繳付香港從價印花稅之證明。

Form B
表格乙

FORM OF TRANSFER AND NOMINATION
轉讓及提名表格

(To be completed and signed only by the Qualifying Shareholder(s) who wish(es) to transfer all of his/her/their right(s) to subscribe for the Rights Shares set out in Box B of Form A)
(只供擬轉讓彼/彼等載於表格甲內乙欄之全部供股股份認購權之合資格股東填寫及簽署)

To: The Directors
Madison Holdings Group Limited
致：麥迪森控股集團有限公司
列位董事 台照

Dear Sirs,

I/We hereby transfer all of my/our rights to subscribe for the Rights Shares comprised in this PAL to the person(s) accepting the same and signing the "Registration Application Form" (Form C) below.

敬啟者：

本人/吾等茲將本暫定配額通知書所列本人/吾等之供股股份之認購權悉數轉讓予接受此權利並簽署下列「登記申請表格」(表格丙)之人士。

1. _____ 2. _____ 3. _____ 4. _____

Signature(s) of Qualifying Shareholder(s) (all joint Shareholders must sign)
合資格股東簽署(所有聯名股東均須簽署)

Date: _____ 日期：_____年_____月_____日

Hong Kong Ad Valorem Stamp Duty is payable by the transferor(s) and the transferee(s) in connection with the transfer of rights to subscribe for the Rights Shares if this form is completed.

填妥此表格後，轉讓人及承讓人須就轉讓認購供股股份的權利繳付香港從價印花稅。

Form C
表格丙

REGISTRATION APPLICATION FORM
登記申請表格

(To be completed and signed only by the person(s) to whom the rights to subscribe for the Rights Shares have been transferred)
(只供承讓供股股份認購權之人士填寫及簽署)

To: The Directors
Madison Holdings Group Limited
致：麥迪森控股集團有限公司
列位董事 台照

Dear Sirs,

I/We request you to register the number of Rights Shares mentioned in Box B of Form A in my/our name(s). I/We agree to accept the same on the terms embodied in this PAL and the Prospectus and subject to the memorandum of association and articles of association of the Company.

敬啟者：

本人/吾等謹請閣下將表格甲內乙欄所列之供股股份數目，登記於本人/吾等名下。本人/吾等同意按照本暫定配額通知書及供股章程所載條款，以及在貴公司之組織章程大綱及組織章程細則規限下，接納此等供股股份。

			Existing Shareholder(s) Please mark "X" in this box 現有股東請於此欄內填上「X」號	
To be completed in BLOCK letters in ENGLISH. Joint applicants should give the address of the first-named applicant only. 請用英文正楷填寫。聯名申請人只須填報排名首位之申請人地址。 Names of Chinese applicants must be given both in English and in Chinese characters. 華裔申請人須填寫中英文姓名。				
Name of applicant in English 申請人英文姓名	Family name or Company name 姓氏或公司名稱	Other names 名字	Name in Chinese 中文姓名/名稱	
Name of joint applicants in English (if required) 聯名申請人英文姓名(如有需要)				
Address in English (joint applicants should give the address of the first-named applicant only) 英文地址(聯名申請人僅須填寫排名首位之申請人地址)				
Occupation 職業		Telephone no. 電話號碼		
Dividend Instructions 股息指示				
Name and address of bank 銀行名稱及地址	Bank Account no. 銀行賬戶號碼			
	BANK 銀行		BANK 分行	
	ACCOUNT 賬戶			
		Bank account type 銀行賬戶類型		

1. _____ 2. _____ 3. _____ 4. _____

Signature(s) of applicant(s) (all joint applicants must sign) 申請人簽署(所有聯名申請人均須簽署)

Date: _____ 日期：_____年_____月_____日

Hong Kong Ad Valorem Stamp Duty is payable by the transferor(s) and the transferee(s) in connection with the transfer of rights to subscribe for the Rights Shares if this form is completed.

填妥此表格後，轉讓人及承讓人須就轉讓認購供股股份的權利繳付香港從價印花稅。

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)

29 May 2026

Dear Qualifying Shareholder(s),

INTRODUCTION

Reference is made to the prospectus of Madison Holdings Group Limited (the “**Company**”) dated 29 May 2026 in relation to, among others, the Rights Issue (the “**Prospectus**”). Unless otherwise stated, capitalised terms used herein shall have the same meanings as defined in the Prospectus. In accordance with the terms and conditions of the PAL and those set out in the Prospectus and subject to the memorandum of association and articles of association of the Company, the Directors have provisionally allotted to you the number of Rights Shares indicated in Box B on Form A of the PAL on the basis of three (3) Rights Shares for every two (2) Shares registered in your name in the register of members of the Company on Thursday, 28 May 2026. Your holding of Shares as at that date is set out in Box A on Form A of the PAL and the number of Rights Shares provisionally allotted to you is set out in Box B on Form A of the PAL.

You have the right to acquire the Rights Shares provisionally allotted to you at a subscription price of HK\$0.486 per Rights Share payable in full on acceptance, in the manner set out below, by no later than 4:00 p.m. on Friday, 12 June 2026.

You may, subject to the section headed “Qualifying Shareholders and Non-Qualifying Shareholders” below, accept all or any number of the Rights Shares provisionally allotted to you hereunder or dispose of your right to all or any of them. If you wish to accept only part of your provisional allotment and to transfer the remainder or to transfer your provisional allotment to more than one person, you should refer to the instructions in the section headed “Splitting” below. If you wish to transfer all of your provisional allotment you should refer to the instructions in the section headed “Transfer” below.

RIGHTS SHARES

The Rights Shares, when allotted, issued and fully-paid, shall rank *pari passu* in all respects with the Shares in issue on the date of allotment and issue of the Rights Shares, including the right to receive all dividends and distributions which may be declared, made or paid on or after such date.

Subject to the granting of the listing of, and permission to deal in, the Rights Shares (in both nil-paid and fully-paid forms) on the Stock Exchange, as well as compliance with the stock admission requirements of HKSCC, the Rights Shares (in both nil-paid and fully-paid forms) will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the respective commencement dates of dealings in the Rights Shares (in their nil-paid and fully-paid forms) on the Stock Exchange or such other dates as determined by HKSCC. Settlement of transactions between participants of the Stock Exchange on any trading day is required to take place in CCASS on the second trading day thereafter. All activities under CCASS are subject to the General Rules of HKSCC and HKSCC Operational Procedures in effect from time to time.

PROCEDURE FOR ACCEPTANCE

Qualifying Shareholders who wish to take up their provisional allotment of Rights Shares in full must lodge the PAL intact in accordance with the instructions printed herein, together with a remittance for the full amount payable on acceptance, as shown in Box C on Form A of the PAL, with the Registrar, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, by no later than 4:00 p.m. on Friday, 12 June 2026 (or, under bad weather conditions, such later date and/or time as mentioned in the paragraph headed "Effect of Bad Weather" below). All remittances must be made by cheques or cashier's orders in Hong Kong dollars. Cheques must be drawn on an account with, or cashier's orders must be issued by, a licensed bank in Hong Kong and made payable to "**TRICOR INVESTOR SERVICES LIMITED A/C – NO. 103**" and crossed "**Account Payee Only**". Such payment will constitute acceptance of the provisional allotment of Rights Shares on the terms of the PAL and the Prospectus and subject to the memorandum of association and articles of association of the Company. No receipt will be given for such remittances. All enquiries in connection with the PAL should be addressed to the Registrar, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong.

It should be noted that, unless this duly completed PAL, together with the appropriate remittance for the amount shown in Box C on Form A of the PAL, has been received as described above by no later than 4:00 p.m. on Friday, 12 June 2026 (or, under bad weather conditions, such later date and/or time as mentioned in the paragraph headed "Effect of Bad Weather" below), whether by the original allottee or any person in whose favour the nil-paid Rights Shares have been validly transferred, your provisional allotment and all rights thereunder will be deemed to have been declined and will be cancelled. The Company is not obliged to treat but may at its absolute discretion treat a PAL as valid and binding on the person(s) by whom or on whose behalf it is lodged even if the PAL is not completed in accordance with the relevant instructions. The Company may require the relevant person(s) to complete the incomplete PAL at a later stage.

SPLITTING

If you wish to accept only part of your provisional allotment or transfer a part of your rights to subscribe for the Rights Shares provisionally allotted to you, or transfer all or part of your rights to more than one person (not as joint holders), the entire original PAL must be surrendered and lodged for cancellation with a covering letter stating clearly the number of split PALs required and the number of nil-paid Rights Shares to be comprised in each split PAL (which, in aggregate, should be equal to the number of Rights Shares provisionally allotted to you as set out in Box B on Form A of the PAL), by no later than 4:30 p.m. on Thursday, 4 June 2026 with the Registrar, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, who will cancel the original PAL and issue new PALs in the denominations required, which will be available for collection at the Registrar, at the above address, after 9:00 a.m. on the second Business Day after the surrender of the original PAL.

TRANSFER

If you wish to transfer all of your provisional allotment under the PAL to another person or persons as joint holders, you should complete and sign the "Form of Transfer and Nomination" (Form B) in the PAL and hand the completed and signed PAL to the person to or through whom you are transferring your provisional allotment. The transferee must then complete and sign the "Registration Application Form" (Form C) in the PAL and lodge the PAL intact, together with a remittance for the full amount in Hong Kong dollars payable on acceptance as set out in Box C on Form A of the PAL with the Registrar, at the above address, by no later than 4:00 p.m. on Friday, 12 June 2026 (or, under bad weather conditions, such later date and/or time as mentioned in the paragraph headed "Effect of Bad Weather" below).

It should be noted that Hong Kong stamp duty and ad valorem stamp duty are payable in connection with the transfer of your rights to subscribe for the relevant Rights Shares to the transferee(s) and the acceptance by the transferee(s) of such rights. The Company reserves the right to refuse to register any transfer in favour of any person in respect of which the Company believes such transfer may violate applicable legal or regulatory requirements.

CHEQUES AND CASHIER'S ORDERS

All cheques and cashier's orders accompanying completed PALs will be presented for payment following receipt and all interest (if any) earned on such monies will be retained for the benefit of the Company. Without prejudice to the other rights of the Company in respect thereof, any PAL in respect of which the accompanying cheque or cashier's order is dishonoured on first presentation may be rejected at the Board's discretion, and in that event the provisional allotment and all rights thereunder will be deemed to have been declined and will be cancelled. In the event of an overpaid application, a refund cheque, without interest, will be made out to you only if the overpaid amount is HK\$100 or above. You must pay the exact amount payable upon application for the Rights Shares, and underpaid application will be rejected. Completion and return of a PAL together with a cheque or cashier's order in payment for the Rights Shares accepted will constitute a warranty by the applicant(s) that the cheque or cashier's order will be honoured on first presentation. No receipt will be issued in respect of any application monies received.

FRACTIONAL ENTITLEMENTS TO THE RIGHTS SHARES

No fractional entitlements to the Rights Shares shall be issued to the Shareholders and no entitlements of the Non-Qualifying Shareholders to the Rights Shares shall be issued to the Non-Qualifying Shareholders. All fractions of the Rights Shares shall be rounded down to the nearest whole number of Rights Shares and aggregated and, if a premium (net of expenses) can be achieved, sold in the market by the Company for its own benefit.

ODD LOT ARRANGEMENT

In order to facilitate the trading of odd lots of the Shares arising from the Rights Issue, the Company has appointed Advent Securities (Hong Kong) Limited as a designated broker to match the purchase and sale of odd lots of the Shares at the relevant market price per Share during the period from 9:00 a.m. on Monday, 13 July 2026 to 4:00 p.m. on 31 July 2026. Shareholders who wish to take advantage of this facility should contact Mr. Cho Pak Keung of Advent Securities (Hong Kong) Limited at Unit A-C, 11/F, Kee Shing Centre, 74-76 Kimberley Road, Kowloon, Hong Kong (telephone number (852) 2510 0603 or by facsimile at (852) 2510 0220) during office hours (i.e. 9:00 a.m. to 6:00 p.m.) of such period.

Holders of odd lots of the Shares should note that the matching of the sale and purchase of odd lots of the Shares is not guaranteed. Shareholders who are in any doubt about the odd lots matching arrangement are recommended to consult their own professional advisers.

NON-UNDERWRITTEN BASIS

The Rights Issue will proceed on a non-underwritten basis irrespective of the level of acceptance of the provisionally allotted Rights Shares. In the event that the Rights Issue is not fully-subscribed, any Unsubscribed Rights Shares will be placed to independent places on a best effort basis by the Placing Agent under the Compensatory Arrangements. Any Unsubscribed Rights Shares which are not placed under the Compensatory Arrangements will not be issued by the Company and the size of the Rights Issue will be reduced accordingly. There are no statutory requirements regarding the minimum subscription levels in respect of the Rights Issue. There is no minimum amount to be raised under the Rights Issue.

As the Rights Issue will proceed on a non-underwritten basis, any Shareholder who applies to take up all or part of his/her/its entitlement under the PAL(s) may unwittingly incur an obligation to make a general offer for the Shares under the Takeovers Code. Accordingly, the Rights Issue will be made on terms that the Company will provide for the Shareholders to apply on the basis that if the Rights Shares are not fully taken-up, where any Shareholders would, as a result of taking up his/her/its assured entitlement under the Rights Issue, reach or exceed 30% of the voting rights of the Company or (if already holding between 30% and 50% of the voting rights of the Company) acquire more than 2% of the voting rights of the Company within 12-month period) (the "Relevant Shareholder(s)"), the application of such Relevant Shareholder(s) (except for HKSCC Nominees Limited) for his/her/its assured entitlement under the Rights Issue will be scaled down to a level which does not trigger an obligation on the part of the Relevant Shareholder to make a general offer under the Takeovers Code in accordance with the note to Rule 10.26(2) of the GEM Listing Rules. Such scale-down of applications of Rights Shares shall operate on a fair and equitable basis. For details of the scale-down mechanism, please refer to the section headed "Rights Issue - Non-underwritten basis" in the Prospectus.

DISTRIBUTION OF THE PAL AND THE PROSPECTUS

The PAL shall only be sent to the Qualifying Shareholders.

Distribution of the PAL and the Prospectus into jurisdictions other than Hong Kong may be restricted by law. Persons who come into possession of the PAL or the Prospectus (including, without limitation, agents, custodians, nominees and trustees) should acquaint themselves with and observe any such restrictions. Any failure to comply with those restrictions may constitute a violation of the securities laws of any such jurisdiction for which the Company will not accept liability. Any Shareholder or beneficial owner who is in any doubt as to his/her/its position should consult an appropriate professional adviser without delay. In particular, subject to certain exceptions as determined by the Company, persons in possession of the PAL and the Prospectus should not distribute, forward or transmit into or from any jurisdiction outside of Hong Kong, the Prospectus, whether with or without the PAL. The Company reserves the right to refuse to accept any application for Rights Shares where it believes that doing so would violate applicable securities legislations or other laws or regulations of any jurisdiction.

The Prospectus Documents will not be registered or filed under the applicable securities legislation of any jurisdiction other than Hong Kong.

QUALIFYING SHAREHOLDERS AND NON-QUALIFYING SHAREHOLDERS

The Rights Issue is only available to the Qualifying Shareholders. To qualify for the Rights Issue, a Shareholder must be registered on the register of members of the Company at the close of business on Thursday, 28 May 2026, and must not be an Non-Qualifying Shareholder.

Arrangements will be made for the Unsubscribed Rights Shares and the Rights Shares which would otherwise have been provisionally allotted to the Non-Qualifying Shareholders (had they been Qualifying Shareholders) to be sold in the market as soon as practicable after dealings in the nil-paid Rights Shares commence and before dealings in the nil-paid Rights Shares end, if a premium (net of expenses) can be obtained. The proceeds from such sale, less expenses, of more than HK\$100 will be paid on a pro rata basis to the relevant No Action Shareholders. In view of administrative costs, the Company will retain individual amounts of HK\$100 or less for its own benefit. Any unsold nil- paid Rights Shares to which Non-Qualifying Shareholders would otherwise have been entitled and any Rights Shares provisionally allotted but not accepted by the Qualifying Shareholders or otherwise subscribed for by transferees of nil-paid Rights Shares will be placed to independent places on a best effort basis under the Compensatory Arrangements.

No person receiving a copy of the Prospectus and/or the PAL in any territory or jurisdiction outside Hong Kong may treat as an offer or an invitation to apply for the Rights Shares (in both their nil-paid and fully-paid forms), unless in the relevant jurisdiction such an offer or invitation could lawfully be made without compliance with any registration or other legal or regulatory requirements. It is the responsibility of any person outside Hong Kong (including the ultimate beneficial owner(s) of the Qualifying Shareholders) wishing to make an application for the Rights Shares (in both their nil-paid and fully-paid forms) to satisfy himself as to the observance of the laws and regulations of all relevant jurisdictions, including obtaining any government or other consents, and payment of any taxes and duties required to be paid in such jurisdiction in connection therewith. Completion and return of the PALs will constitute a warranty and representation by the relevant applicant(s) to the Company that all registration, legal and regulatory requirements of all relevant territories other than Hong Kong in connection with the acceptance of the Rights Shares (in both their nil-paid and fully- paid forms) have been duly complied with by such applicant(s). For the avoidance of doubt, neither HKSCC nor HKSCC Nominees Limited is subject to any of the representations and warranties.

DESPATCH OF SHARE CERTIFICATES AND REFUND CHEQUES

Subject to the fulfillment of the conditions of the Rights Issue, share certificates for all fully-paid Rights Shares are expected to be posted to those entitled thereto (except HKSCC Nominees Limited) by ordinary post at their own risk, to their registered address, on or before Friday, 10 July 2026. Each Shareholder (except HKSCC Nominees Limited) will receive one share certificate for all allotted Rights Shares. If the Rights Issue is terminated, refund cheques (without interest) will be despatched to the applicants for Rights Shares on or before Friday, 10 July 2026 by ordinary post at the respective Shareholders' own risk, to their registered address.

COMMENCEMENT OF DEALINGS OF RIGHTS SHARES IN FULLY-PAID FORM

Dealings in the Rights Shares on the Stock Exchange, in their fully-paid form, are expected to commence at 9:00 a.m. on Monday, 13 July 2026.

REPRESENTATIONS AND WARRANTIES

By completing, signing and submitting the PAL, each purchaser of nil-paid Rights Shares or subscriber of Rights Shares hereby represents and warrants to the Company and to any person acting on their behalf, unless in their sole discretion the Company waives such requirement expressly in writing that:

- he/she/it was a Qualifying Shareholder on Thursday, 28 May 2026, or he/she/it lawfully acquired or may lawfully acquire the nil- paid Rights Shares, directly or indirectly, from such a person; and
- he/she/it may lawfully be offered, take up, obtain, subscribe for and receive the nil-paid Rights Shares and/or the fully-paid Rights Shares in the jurisdiction in which he/she/it resides or is currently located.

Any Qualifying Shareholder accepting and/or transferring the PAL or requesting registration of the Rights Shares comprised therein represents and warrants to the Company that, except where proof has been provided to the satisfaction of the Company that such person's use of the PAL will not result in the contravention of any applicable legal requirement in any jurisdiction: (i) such person is not accepting and/or transferring the PAL, or requesting registration of the relevant nil-paid rights or Rights Shares from outside of Hong Kong; (ii) such person is not outside of Hong Kong or in any territory in which it is otherwise unlawful to make or accept an offer to acquire the nil-paid rights or Rights Shares or to use the PAL in any manner in which such person has used or will use it; (iii) such person is not acting on a non-discretionary basis for a person resident in any of the overseas jurisdictions at the time the instruction to accept or transfer was given; and (iv) such person is not acquiring the nil-paid rights or Rights Shares with a view to the offer, sale, allotment, take up, exercise, resale, renouncement, pledge, transfer, delivery or distribution, directly or indirectly, of any such nil-paid rights or Rights Shares into any of the overseas jurisdictions.

The Company may treat as invalid any acceptance or purported acceptance of the allotment of Rights Shares comprised in, or transfer or purported transfer of, the PAL if it: (i) appears to the Company to have been executed in, or despatched from outside of Hong Kong, and the acceptance or transfer may involve a breach of the laws of outside of Hong Kong or the acceptance or transfer is otherwise in a manner which may involve a breach of the laws of any jurisdiction or if the Company or its agents believe the same may violate any applicable legal or regulatory requirement; (ii) provides an address outside of Hong Kong for delivery of definitive share certificates for Rights Shares and such delivery would be unlawful or provides an address for delivery of definitive share certificates in any other jurisdiction outside Hong Kong in which it would be unlawful to deliver such certificates; or (iii) purports to exclude the representation and/or warranty required by the paragraph immediately above.

Completion and return of the PAL by any person will constitute a warranty and representation to the Company, by such person, that all registration, legal and regulatory requirements, in connection with such application have been or will be duly complied with by that person.

For the avoidance of doubt, neither HKSCC nor HKSCC Nominees Limited is subject to any of the representations and warranties above.

EFFECT OF BAD WEATHER

The Latest Time for Acceptance will not take place at 4:00 p.m. on Friday, 12 June 2026 if on such day there is a tropical cyclone warning signal number 8 or above, or “extreme conditions” or a “black” rainstorm warning as announced by the Government of Hong Kong:

- (i) in force in Hong Kong at any local time before 12:00 noon and no longer in force after 12:00 noon on Friday, 12 June 2026, and will be extended to 5:00 p.m. on the same Business Day; or
- (ii) in force in Hong Kong at any local time between 12:00 noon and 4:00 p.m. on Friday, 12 June 2026, and will be rescheduled to 4:00 p.m. on the following Business Day which does not have either of those warnings in force in Hong Kong at any time between 9:00 a.m. and 4:00 p.m.

If the Latest Time for Acceptance does not take place on Friday, 12 June 2026, the dates mentioned above may be affected. Announcement(s) will be made by the Company on any change to the expected timetable in accordance with the GEM Listing Rules as and when appropriate.

GENERAL

Lodgment of the PAL with, where relevant, the “Form of Transfer and Nomination” (Form B) in the PAL purporting to have been signed by the person(s) in whose favour the PAL has been issued, shall be conclusive evidence of the title of the party or parties lodging it to deal with the same and to receive a split PAL and/or the share certificates for the fully-paid Rights Shares. Further copies of the Prospectus are available at the Registrar, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong.

All documents, including cheques for refund, and the share certificates of the fully-paid Rights Shares, will be sent by ordinary post at the risk of the relevant applicants or other persons entitled thereto to their registered addresses.

The PAL and all acceptances of the offer contained in it shall be governed by and construed in accordance with the Laws of Hong Kong. References in the PAL to times and dates are to Hong Kong times and dates unless otherwise stated.

If you have questions in relation to the Rights Issue, please address your questions to the Registrar, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, during business hours from 9:00 a.m. to 5:00 p.m., Monday to Friday (other than Hong Kong public holidays).

By completing, signing and submitting the PAL, you agree to disclose to the Company and/or the Registrar and their respective advisers and agents personal data and any information which they require about you or the person(s) for whose benefit you have made the acceptance of the provisional allotment of Rights Shares. The Personal Data (Privacy) Ordinance (Chapter 486 of the Laws of Hong Kong) provides the holders of securities with rights to ascertain whether the Company or the Registrar hold their personal data, to obtain a copy of that data, and to correct any data that is inaccurate. In accordance with the Personal Data (Privacy) Ordinance, the Company and the Registrar have the right to charge a reasonable fee for the processing of any data access request. All requests for access to data or correction of data or for information regarding policies and practices and the kinds of data held should be addressed to (i) the Company, at its head office and principal place of business in Hong Kong at Units 26-28, 8/F., One Island South, 2 Heung Yip Road, Wong Chuk Hang, Hong Kong, Hong Kong or as notified from time to time in accordance with applicable law, for the attention of the company secretary of the Company; or (ii) (as the case may be) the Registrar, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, for the attention of Personal Data Privacy Officer.

Yours faithfully,
For and on behalf of the Board
Madison Holdings Group Limited
Ji Zuguang
Chairman and Non-executive Director

MADISON
— G R O U P —
Madison Holdings Group Limited
麥迪森控股集團有限公司
(於開曼群島註冊成立的有限公司)
(股份代號：08057)

敬啟者：

緒言

茲提述麥迪森控股集團有限公司(「本公司」)日期為2026年5月29日內容有關(其中包括)供股的供股章程(「供股章程」)。除另有所指外，本表格所用詞彙與供股章程所界定者具有相同涵義。根據暫定配額通知書之條款及條件及供股章程所載者，並在本公司組織章程大綱及組織章程細則之規限下，董事已暫定配發暫定配額通知書表格甲內乙欄所示之供股股份數目予閣下，基準為於2026年5月28日(星期四)以閣下名義在本公司股東名冊上登記持有每二(2)股股份獲發三(3)股供股股份。閣下於該日持有之股份列於暫定配額通知書表格甲的甲欄，而所獲暫定配發予閣下之供股股份數目則列於暫定配額通知書表格甲的乙欄。

閣下有權於2026年6月12日(星期五)下午四時正之前根據下文所載之方式，按每股供股股份0.486港元之認購價(股款應於接納時繳足)購買暫定配發予閣下之供股股份。

在下文「合資格股東及不合資格股東」一節之規限下，閣下可接納據此暫定配發予閣下之全部或任何數目之供股股份，或出售閣下有關該等供股股份之全部或任何權利。閣下如欲只接納閣下之部分暫定配額並將餘額轉讓，或擬將閣下之暫定配額轉讓予超過一人，則閣下應參閱下文「分拆」一節內之指示。閣下如欲轉讓閣下之全部暫定配額，則閣下應參閱下文「轉讓」一節內之指示。

供股股份

供股股份一經配發、發行及繳足股款，將在所有方面與供股股份配發及發行日期的已發行股份具有同等地位，包括收取於該日或之後可能宣派、作出或派付的所有股息及分派之權利。

待未繳股款供股股份及繳足股款供股股份獲准在聯交所上市及買賣，並符合香港結算之股份接納規定後，未繳股款供股股份及繳足股款供股股份將獲香港結算接納為合資格證券，可由未繳股款供股股份及繳足股款供股股份各自在聯交所開始買賣之日期或香港結算釐定之有關其他日期起在中央結算系統內寄存、結算及交收。聯交所參與者之間於任何交易日進行之交易，須於其後第二個交易日在中央結算系統內交收。中央結算系統內之一切活動，均須依據不時有效之香港結算一般規則及香港結算運作程序規則進行。

接納手續

合資格股東如欲全數接納其供股股份之暫定配額，必須按本通知書所列印之指示將整份暫定配額通知書連同暫定配額通知書表格甲的丙欄所示須於接納時支付之全數股款，不遲於2026年6月12日(星期五)下午四時正(或於惡劣天氣情況下，下文「惡劣天氣之影響」一段所述之有關較後日期及／或時間)之前交回過戶登記處卓佳證券登記有限公司(地址為香港夏慤道16號遠東金融中心17樓)，方為有效。所有股款須以港元支票或銀行本票繳付，支票須由香港之持牌銀行賬戶開出，而銀行本票則須由香港之持牌銀行發出，並須註明抬頭人為「**TRICOR INVESTOR SERVICES LIMITED A/C – NO. 103**」，並以「**只准入抬頭人賬戶**」劃線方式開出。繳付股款後，即表示已按暫定配額通知書及供股章程所載之條款，及在本公司之組織章程大綱及組織章程細則之規限下接納有關的供股股份之暫定配額。本公司將不另發股款收據。所有有關暫定配額通知書之查詢均須提交過戶登記處卓佳證券登記有限公司(地址為香港夏慤道16號遠東金融中心17樓)。

謹請注意，除非由原本獲配發的人士或以本身名義經已獲有效轉讓未繳股款供股股份之任何人士填妥之本暫定配額通知書，連同暫定配額通知書表格甲的丙欄所示之應繳股款，按上文所述不遲於2026年6月12日(星期五)下午四時正(或於惡劣天氣情況下，下文「惡劣天氣之影響」一段所述之有關較後日期及／或時間)已經交回，否則閣下之暫定配額及一切據此而獲得之權利將視作已遭放棄而被取消。本公司毋須但可絕對酌情視一份暫定配額通知書為有效，並對所提呈或被代為提呈之人士具有約束力，即使該暫定配額通知書並未根據有關指示填妥。本公司可要求有關人士稍後填妥未填妥之暫定配額通知書。

分拆

閣下如欲只接納閣下之部分暫定配額，或轉讓暫定配發予閣下之認購供股股份之部分權利，或向超過一名人士(並非作為聯名持有人)轉讓閣下全部或部分權利，則閣下須將整份原暫定配額通知書連同清楚註明所需要之分拆暫定配額通知書數目及每份分拆暫定配額通知書包含之未繳股款供股股份數目(兩者合共應相等於暫定配額通知書表格甲的乙欄所載列暫定配發予閣下之供股股份數目)之信件，不遲於2026年6月4日(星期四)下午四時三十分之前交回及送達過戶登記處卓佳證券登記有限公司(地址為香港夏慤道16號遠東金融中心17樓)，以供過戶登記處註銷原暫定配額通知書，並按所需數目發出新暫定配額通知書。新暫定配額通知書將可於交回原暫定配額通知書後第二個營業日上午九時正後於過戶登記處(地址同上)領取。

轉讓

閣下如欲根據暫定配額通知書轉讓閣下之全部暫定配額予其他一名人士或多名人士(作為聯名持有人)，閣下應填妥及簽署暫定配額通知書內之「轉讓及提名表格」(表格乙)，並將填妥及簽妥之暫定配額通知書轉交閣下之暫定配額之承讓人或經手辦理轉讓之人士。承讓人其後須填妥及簽署暫定配額通知書內之「登記申請表格」(表格丙)，並將暫定配額通知書連同表格甲內丙欄所載接納時以港元應付股款之全部款項，不遲於2026年6月12日(星期五)下午四時正(或於惡劣天氣情況下，下文「惡劣天氣之影響」一段所述之有關較後日期及／或時間)送交過戶登記處(地址同上)。

務請注意，閣下轉讓有關供股股份之認購權予承讓人時須繳付香港印花稅及從價印花稅，而承讓人於接納有關權利時亦須繳付香港印花稅。倘若本公司相信閣下作出的轉讓或會違反適用法例或監管規定，則本公司保留權利拒絕受理以任何人士為受益人之任何轉讓登記。

支票及銀行本票

所有隨附已填妥暫定配額通知書的支票或銀行本票於收訖後將會隨即過戶，而就有關款項賺取之全部利息(如有)將由本公司保留，收益歸本公司所有。在不影響本公司之其他有關權利情況下，任何暫定配額通知書所隨附之支票或銀行本票如未能於首次過戶時兌現，有關暫定配額通知書有可能被董事會酌情拒絕受理，在此情況下，該暫定配額通知書項下之暫定配額及所有權利將被視為已遭拒絕及將予以註銷。倘就申請支付過多款額，則在款額為100港元或以上時方會向閣下發出不計利息之退款支票。閣下須於申請認購供股股份時支付應付準確金額，支付金額不足的申請會遭拒絕受理。填妥之暫定配額通知書連同所接納供股股份之付款支票或銀行本票交回後將構成申請人之一項保證，表示該支票或銀行本票於首次過戶時將可兌現。概不會就所接獲之任何申請股款發出收據。

供股股份之零碎配額

本公司不會向股東發行供股之零碎配額，而不合資格股東將不獲發行不合資格股東的供股股份配額。所有零碎供股股份將向下湊整至最接近的供股股份整數，並彙集及在可獲得溢價(扣除開支後)的情況下由本公司於市場上出售，收益歸本公司所有。

碎股安排

為方便買賣因供股所產生之零碎股份，本公司已委任宏智證券(香港)有限公司為指定經紀，以自2026年7月13日(星期一)上午九時正起至2026年7月31日下午四時正止按每股股份相關市價為買賣零碎股份提供對盤服務。有意利用此項服務的股東，請於該期間的辦公時間(即上午九時正至下午六時正)聯絡宏智證券(香港)有限公司曹伯強先生，地址為香港九龍金巴利道74-76號奇盛中心11樓A-C室(電話號碼(852) 2510 0603或傳真號碼(852) 2510 0220)。

股份碎股持有人務請注意，概不保證可為買賣股份碎股對盤。股東如對碎股對盤安排有任何疑問，務請諮詢彼等本身之專業顧問。

非包銷基準

不論暫定配發的供股股份之接納水平，供股均會以非包銷基準進行。倘供股不獲悉數認購，任何未獲認購供股股份將會根據補償安排按盡力基準由配售代理配售予獨立承配人。本公司概不會發行任何補償安排項下未配售之未獲認購供股股份，而供股規模亦將相應縮減。供股並無最低認購水平之法定要求。供股不設最低募集金額。

由於供股將按非包銷基準進行，任何股東如申請承購暫定配額通知書賦予其之全部或部分配額，或會無意之中招致須根據收購守則就股份作出全面要約之責任。因此，供股將按以下條款進行：本公司將就股東之申請作出規定，如供股股份未獲悉數承購，且任何股東因承購彼於供股項下的保證配額，而使其持有的本公司表決權達到或超過30%，或(倘彼已持有本公司30%至50%之間的表決權)在12個月內取得超過2%的本公司表決權(「**相關股東**」)，該等相關股東(香港中央結算(代理人)有限公司除外)就其於供股項下保證配額提出之申請，均根據GEM上市規則第10.26(2)條之附註縮減至不會觸發相關股東須根據收購守則作出全面要約的責任的水平進行。該供股申請縮減應基於公平公正原則進行。有關縮減機制的詳情，請參閱供股章程「供股-非包銷基準」一節。

派發暫定配額通知書及供股章程

暫定配額通知書僅向合資格股東寄發。

派發暫定配額通知書及供股章程至香港以外之司法管轄區可能受法律限制。擁有暫定配額通知書或供股章程之人士(包括(並不限於)代理人、保管人、代名人及受託人)須知悉並遵守任何有關限制。未能遵守該等限制可能構成違反任何有關司法管轄區的證券法例,本公司不會承擔任何責任。任何股東或實益擁有人如對其有關狀況有任何疑問,應盡快諮詢合適之專業顧問。尤其是,除本公司指定之若干例外情況外,擁有暫定配額通知書及供股章程之人士不應向或由香港以外之司法管轄區派發、送交或送呈供股章程(不論是否連同暫定配額通知書)。倘本公司相信接納有關申請認購供股股份會違反任何司法管轄區之適用證券法例或其他法例或規例,則本公司保留拒絕接納任何申請之權利。

章程文件將不會根據在香港以外任何司法管轄區之適用證券法例登記或存檔。

合資格股東及不合資格股東

供股只供合資格股東參與。為合資格參與供股,股東於2026年5月28日(星期四)營業時間結束時必須已登記於本公司之股東名冊,且不得為不合資格股東。

倘扣除開支後仍有溢價,本公司將會安排原應暫定配發予不合資格股東(猶如彼等為合資格股東)之未獲認購供股股份及供股股份在實際可行情況下於未繳股款供股股份開始買賣後及在未繳股款供股股份結束買賣前盡快於市場出售。有關該出售所得款項於扣除開支後如超過100港元,將按比例支付予相關不行動股東。考慮到行政成本,本公司將保留100港元或以下之個別款額,利益將撥歸本公司所有。不合資格股東原應有權獲得之任何未出售未繳股款供股股份及暫定配發但未獲合資格股東接納或未獲未繳股款供股股份承讓人認購之任何供股股份,將根據補償安排按竭盡所能基準配售予獨立承配人。

於香港以外任何地區或司法管轄區接獲供股章程及/或暫定配額通知書之人士,不得視之為申請未繳股款及繳足股款供股股份之要約或邀請,除非有關要約或邀請可於有關司法管轄區合法地作出而毋須遵照任何登記或其他法律或監管規定。任何於香港以外地區之人士(包括合資格股東之最終受益人)如有意申請未繳股款及繳足股款供股股份,則有責任自行遵守所有相關司法管轄區之法例及規例,包括取得任何政府或其他方面之同意及就此繳付該有關司法管轄區規定須繳付之任何稅項及徵費。填妥及交回暫定配額通知書即表示相關申請人向本公司作出一項保證及聲明,已經全面遵守任何接納未繳股款及繳足股款供股股份之香港以外所有相關地區一切登記、法律及監管規定。為免生疑問,香港結算及香港中央結算(代理人)有限公司概不受任何聲明或保證所規限。

寄發股票及退款支票

待供股條件達成後，所有繳足股款供股股份的股票預期於2026年7月10日(星期五)或之前以平郵方式寄發予有權獲得該等股票之人士之登記地址(香港中央結算(代理人)有限公司除外)，郵誤風險由彼等自行承擔。各股東將就所獲配發的供股股份收取一張股票(香港中央結算(代理人)有限公司除外)。如供股終止，退款支票(不計利息)將於2026年7月10日(星期五)或之前以平郵方式寄發予供股股份的申請者之登記地址，郵誤風險由各股東自行承擔。

繳足股款供股股份開始買賣

預期繳足股款供股股份將於2026年7月13日(星期一)上午九時正起在聯交所買賣。

聲明及保證

透過填妥、簽妥及交回暫定配額通知書，即表示每名有關的未繳股款供股股份之買方或供股股份之認購人據此向本公司及代表彼等之其他人士作出以下聲明及保證，除非本公司按其全權酌情決定以書面方式明確豁免有關規定，則作別論：

- 彼於2026年5月28日(星期四)已經成為合資格股東，或彼已依法或可依法從有關人士直接或間接取得未繳股款供股股份；及
- 彼可合法在其居住或目前身處之司法管轄區獲提呈、接納、取得、認購及收取未繳股款供股股份及/或繳足股款供股股份。

若任何合資格股東接納及/或轉讓暫定配額通知書或要求登記暫定配額通知書內的供股股份，除非已提供令本公司信納的證據，證明有關人士使用暫定配額通知書將不會違反任何司法管轄區的任何適用法律規定，有關人士等已向本公司聲明及保證：(i)有關人士並非身在香港以外地區接納及/或轉讓暫定配額通知書，或要求登記有關的未繳股款供股股份或供股股份；(ii)有關人士並非身在香港以外地區，或身在任何地區導致其作出或接納要約以收購未繳股款供股股份或供股股份乃屬違法，或該人士曾經或將以任何方式使用暫定配額通知書乃屬違法行為；(iii)於作出接納或轉讓指示時該人士並非以非全權委託形式為居於任何海外司法管轄區之人士行事；及(iv)有關人士並非為直接或間接提呈、出售、配發、接納、行使、轉售、放棄、質押、轉讓、交付或分派任何有關未繳股款供股股份或供股股份至任何海外司法管轄區而購買未繳股款供股股份或供股股份。

倘出現下列情況，本公司可視任何接納或聲稱接納暫定配額通知書內的供股股份的配額，或轉讓或聲稱轉讓暫定配額通知書為無效：(i)本公司認為其為於香港以外地區簽立或寄發及接納或轉讓可能涉及違反香港以外地區的法律或接納或轉讓有可能違反任何司法管轄區的法例，或倘本公司或其代理人相信，二者可能違反任何適用法律或監管規定；(ii)就交付供股股份正式股票所提供的地址位於香港以外地區而有關交付屬違法，或就交付正式股票所提供的地址位於香港境外且交付該等股票乃屬違法的任何其他司法管轄區；或(iii)聲稱拒絕上一段所規定的聲明及/或保證。

任何人士填妥及交回暫定配額通知書將構成該位人士對本公司作出之一項保證及聲明，表示該位人士已妥為遵照或將妥為遵照有關申請之所有登記、法律及監管規定。

為免生疑問，香港結算及香港中央結算(代理人)有限公司概不受上述任何聲明及保證所規限。

惡劣天氣之影響

如發出八號或以上熱帶氣旋警告信號或香港政府宣佈之「極端情況」或「黑色」暴雨警告信號，則最後接納時限將不會於2026年6月12日(星期五)下午四時正生效：

- (i) 於2026年6月12日(星期五)中午十二時正前任何本地時間在香港生效，且於中午十二時正後不再生效，則最後接納時限將延長至同一營業日下午五時正；或
- (ii) 於2026年6月12日(星期五)中午十二時正至下午四時正期間任何本地時間在香港生效，則最後接納時限將重訂為有關警告信號於上午九時正至下午四時正之間任何時間並無於香港生效之下一個營業日下午四時正。

倘最後接納時限並無於2026年6月12日(星期五)生效，則以上所述之日期可能受到影響。本公司將在適當時候根據GEM上市規則就預期時間表之任何變動作出公佈。

一般事項

暫定配額通知書連同(如相關)由獲發暫定配額通知書人士所簽署暫定配額通知書內之「轉讓及提名表格」(表格乙)一經交回，即確證交回之人士(一名或多名)有權處理暫定配額通知書及收取分拆之暫定配額通知書及/或繳足股款供股股份之股票。如需要額外之供股章程，可於過戶登記處卓佳證券登記有限公司(地址為香港夏慤道16號遠東金融中心17樓)索取。

所有文件(包括退款支票及繳足股款供股股份之股票)將以平郵投遞方式按有關人士之登記地址寄予有關申請人或其他應得之人士，郵誤風險概由收件人自行承擔。

暫定配額通知書及所有接納其中所載之要約均須受香港法例監管，並按其詮釋。除另有說明者外，暫定配額通知書內所提及之時間及日期均為香港時間及日期。

倘若閣下對供股有任何疑問，請於星期一至星期五(香港公眾假期除外)上午九時正至下午五時正之營業時間內將閣下的問題提交過戶登記處卓佳證券登記有限公司(地址為香港夏慤道16號遠東金融中心17樓)。

透過填妥、簽署及交回暫定配額通知書，即表示閣下同意向本公司及/或過戶登記處及彼等各自之顧問及代理披露個人資料及彼等所需而有關閣下或閣下為其利益而接納暫定配發之供股股份的人士之任何資料。香港法例第486章個人資料(私隱)條例給予證券持有人權利可確定本公司或過戶登記處是否持有其個人資料，索取有關資料之文本，以及更正任何不準確之資料。根據個人資料(私隱)條例，本公司及過戶登記處有權就處理任何查閱資料之要求收取合理費用。有關查閱資料或更正資料或有關政策及慣例以及持有資料種類之資料的所有要求，應寄往(i)本公司之總辦事處及香港主要營業地點(地址為香港黃竹坑香葉道2號One Island South 8樓26-28室)或根據適用法律不時通知之地點並以本公司公司秘書為收件人；或(ii)(視情況而定)過戶登記處卓佳證券登記有限公司(地址為香港夏慤道16號遠東金融中心17樓)並以個人資料私隱主任為收件人。

此 致

列位合資格股東 台照

代表董事會
麥迪森控股集團有限公司
主席兼非執行董事
計祖光
謹啟

2026年5月29日