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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: 8057)

**POLL RESULTS OF THE ANNUAL GENERAL MEETING
HELD ON 31 JULY 2020
RETIREMENT OF EXECUTIVE DIRECTORS
AND APPOINTMENT OF CHAIRMAN**

References are made to the circular (the “**AGM Circular**”) of the Company and the notice (the “**AGM Notice**”) of the AGM both dated 30 June 2020. Capitalised terms used in this announcement shall have the same meanings as those defined in the AGM Circular unless otherwise defined herein.

The Board is pleased to announce that at the AGM held at 28/F, Bank of East Asia Harbour View Centre, 56 Gloucester Road, Wanchai, Hong Kong on Friday, 31 July 2020 at 10:00 a.m., all the proposed resolutions as set out in the AGM Notice were duly passed by way of poll.

The Company’s branch share registrar in Hong Kong, Tricor Investor Services Limited, was appointed as the scrutineer for the purpose of vote-taking at the AGM.

The poll results for the resolutions are as follows:

Ordinary Resolutions proposed at the AGM		Number of votes cast (percentage of total number of votes cast)		Total number of votes cast
		For	Against	
1.	To consider, receive and adopt the audited consolidated financial statements and the reports of the Directors and the Company's auditors for the year ended 31 March 2020.	2,799,323,063 (100%)	0 (0%)	2,799,323,063
2.	(I) (a) To re-elect Mr. Zhang Li as an executive Director;	2,799,323,063 (100%)	0 (0%)	2,799,323,063
	(b) To re-elect Mr. Ji Zuguang as a non-executive Director;	2,799,323,063 (100%)	0 (0%)	2,799,323,063
	(c) To re-elect Ms. Fan Wei as an independent non-executive Director; and	2,799,323,063 (100%)	0 (0%)	2,799,323,063
	(d) To re-elect Mr. Chu Kin Wang Peleus as an independent non-executive Director.	2,799,323,063 (100%)	0 (0%)	2,799,323,063
	(II) To authorise the Board to fix the Directors' remuneration.	2,799,323,063 (100%)	0 (0%)	2,799,323,063
3.	To re-appoint SHINEWING (HK) CPA Limited as the Company's auditors and to authorise the Board to fix their remuneration.	2,799,323,063 (100%)	0 (0%)	2,799,323,063
4.	To give a general mandate to the Directors to allot, issue and deal with the Company's shares.	2,799,323,063 (100%)	0 (0%)	2,799,323,063
5.	To grant a general mandate to the Directors to repurchase the Company's shares.	2,799,323,063 (100%)	0 (0%)	2,799,323,063
6.	To add the total number of shares repurchased by the Company under the repurchase mandate granted under resolution numbered 5 to the issue mandate granted to the Directors under resolution numbered 4.	2,799,323,063 (100%)	0 (0%)	2,799,323,063

The description of the resolutions above is by way of summary only. The full text appears in the AGM Notice.

As at the date of the AGM:

- (a) The total number of issued Shares and entitling the Shareholders to attend and vote for or against the resolutions at the AGM was 5,192,726,898 Shares.
- (b) There was no Share which entitled the Shareholders to attend and abstain from voting in favour of the resolutions at the AGM as set out in rule 17.47A of the GEM Listing Rules.
- (c) None of the Shareholders have stated their intention in the AGM Circular to vote against any of the resolutions at the AGM.
- (d) None of the Shareholder is required under the GEM Listing Rules to abstain from voting on any of the resolutions at the AGM.

As more than 50% of the votes were cast in favour of each of the above resolutions, the resolutions were duly passed by the Shareholders as ordinary resolutions of the Company at the AGM.

RETIREMENT OF EXECUTIVE DIRECTORS

The Board announces that Mr. Chen Ying-chieh (“**Mr. Chen**”) and Mr. Hankoo Kim (“**Mr. Kim**”) retired as executive directors with effect from the conclusion of the AGM as they would like to devote more time to their other work commitments. Upon retirement, Mr. Chen also ceased to be the Chairman and Chief Executive Officer of the Company with effect from the conclusion of the AGM.

Mr. Chen and Mr. Kim retired as executive Directors by rotation at the AGM pursuant to the articles of association of the Company and did not offer themselves for re-election. Mr. Chen and Mr. Kim have confirmed that they have no disagreement with the Board and are not aware of any matters that need to be brought to the attention of the Shareholders or the Stock Exchange in relation to their retirement as executive Directors.

The Board would like to take this opportunity to express its gratitude to Mr. Chen and Mr. Kim for their valuable contributions towards the Company during their respective tenure of service.

APPOINTMENT OF CHAIRMAN

The Board is pleased to announce that with effect from 31 July 2020, Mr. Ji Zuguang (“**Mr. Ji**”), who is currently a non-executive Director, has been appointed as the Chairman of the Company.

The biographical details of Mr. Ji is set out below:

Mr. Ji, aged 63, graduated from the Party School of the Central Committee of C.P.C (中共中央黨校) in 1992 majoring in Economic Management. In 2006, Mr. Ji received his Master's degree in Advanced Business Management from the Nanyang Technological University of Singapore.

From 1992 to 2000, he served as secretary and engineer of the Shanghai Postal, Telephone and Communication Bureau (上海市郵電管理局) respectively. Since 2000, Mr. Ji served as the Deputy General Manager of LT International Holdings Ltd. (峻嶺國際集團有限公司) where he was mainly responsible for the overall operation of property development projects and well-experienced in the property development industry. In 2003, he participated in the establishment of Shanghai Yintong and has since gained around 9 years of experience in the secured financing industry.

Mr. Ji is currently a director of Starlight Financial Holdings Limited (“**Starlight**”) which is an indirect non wholly-owned subsidiary of the Company since August 2012.

Mr. Ji has entered into a letter of appointment with the Company with respect to his appointment as a non-executive Director for a term of three years with effect from 3 October 2019. Mr. Ji is subject to retirement by rotation and re-election at the annual general meeting of the Company according to the articles of association of the Company, unless terminated by not less than one month's notice in writing served by either party at the end of the initial term or at any time thereof. The director's fee of Mr. Ji for serving in Starlight is RMB780,000 per annum.

As at the date of this announcement, Mr. Ji holds 1,000,000 share options of the Company and 32,633,786 issued Shares through Plan Marvel Investment Limited, amounting to approximately 0.63% of the total issued share capital of the Company.

As at the date of this announcement, save as disclosed above, Mr. Ji (i) does not have any interest or short position in the shares, underlying shares or debentures of the Company or any of its associated corporations within the meaning of Part XV of the Securities and Futures Ordinance (Cap. 571 of the Laws of Hong Kong); (ii) does not have any relationship with any director, senior management or substantial or controlling shareholder(s) (as defined in the GEM Listing Rules) of the Company; and (iii) has not held any directorship in any listed public companies in the last three years or any other position with the Company and other members of the Group or other major appointments and professional qualifications.

Mr. Ji also confirmed that, save as disclosed above, there is no other information relating to his appointment that is required to be disclosed pursuant to Rules 17.50(2)(h) to 17.50(2)(v) of the GEM Listing Rules and there are no other matters which need to be brought to the attention of the Shareholders in connection with his appointment.

The Board would like to take this opportunity to welcome Mr. Ji for his new role as the Chairman of the Company.

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

Hong Kong, 31 July 2020

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

This announcement, 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 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 GEM website at <http://www.hkgem.com> on the “Latest Company Announcements” page for at least seven days from the date of its posting and the Company’s website at <http://www.madison-group.com.hk>.