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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 Tuesday, 9 August 2022 at 10:30 a.m. (or at such time immediately after the conclusion of the annual general meeting of the Company to be convened on the same day and at the same place at 10:00 a.m. or, as the case may be, the adjourned meeting thereof) for the purpose of considering and, if thought fit, passing with or without amendments, the following resolutions of the Company:

#### ORDINARY RESOLUTIONS

1. “**THAT**:—

- (a) the option agreement dated 6 June 2022 (the “**Option Agreement**”) and entered into between the Company as issuer and SRA Holdings, Inc. (“**SRA**”), as subscriber 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 Option Agreement (a copy of which has been produced to the EGM and marked “**A**” and initialed 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 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 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 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 Option Agreement which he/she/they consider necessary, desirable or expedient.”

2. **“THAT:**

Subject to and conditional upon the granting by the GEM Listing Committee of the Stock Exchange the listing of, and permission to deal in, the additional shares of HK\$0.01 each in the share capital of the Company (the “**Shares**”) which may be allotted and issued upon the exercise of share options to be granted under the refreshed scheme mandate limit (the “**Scheme Mandate Limit**”) under the share option scheme of the Company adopted on 21 September 2015, which entitles the Directors to grant share options after the listing of Shares on the Stock Exchange, in the manner as set out in paragraph (a) of this resolution,

- (a) the refreshment of the Scheme Mandate Limit of up to 10% of the Shares in issue as at the date of passing this resolution be and is hereby refreshed; and
- (b) the Directors be and are hereby authorised to do such acts and things and execute all such documents, including under seal where applicable as they consider necessary or expedient to give effect to the foregoing arrangement.”

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

Hong Kong, 19 July 2022

*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 member of the Company entitled to attend and vote at the EGM is entitled to appoint one or more proxies to attend and vote in his/her stead. A proxy need not be a member of the Company.
2. In order to be valid, the instrument appointing a proxy and (if required by the board of Directors) the power of attorney or other authority (if any) under which it is signed, or a certified copy of such power or authority, shall be delivered to the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong, not less than 48 hours before the time appointed for holding the EGM (i.e. at or before 10:30 a.m. on Sunday, 7 August 2022) or adjourned meeting (as the case may be).
3. Delivery of an instrument appointing a proxy will not preclude a member from attending and voting in person at the EGM if the member so desires and in such event, the instrument appointing the proxy shall be deemed to be revoked.
4. In the case of joint holders of a share, any one of such joint holders may vote, either in person or by proxy, in respect of such share as if he/she were solely entitled thereto to if more than one of such joint holders are present at the above meeting, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders. For this purpose, seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.
5. For determining the entitlement to attend and vote at the EGM, the register of members of the Company will be closed from Wednesday, 3 August 2022 to Tuesday, 9 August 2022 (both days inclusive), during which period no transfer of shares of the Company will be registered. In order to be eligible to attend and vote at the above meeting, unregistered holders of shares of the Company should ensure that all share transfer documents 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 Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong, for registration no later than 4:30 p.m. on Tuesday, 2 August 2022.
6. Any voting at the EGM shall be taken by poll pursuant to the Rules Governing the Listing of Securities on GEM of the Stock Exchange ("**GEM Listing Rules**") and the results of the poll will be published on the websites of the Stock Exchange at [www.hkexnews.hk](http://www.hkexnews.hk) and the Company at [www.madison-group.com.hk](http://www.madison-group.com.hk) in accordance with the GEM Listing Rules.
7. If Typhoon Signal No. 8 or above, or a "black" rainstorm warning is in effect any time after 7:00 a.m. on the date of the EGM, the meeting will be postponed. The Company will post an announcement on the websites of the Company at [www.madison-group.com.hk](http://www.madison-group.com.hk) and on the Stock Exchange at [www.hkexnews.hk](http://www.hkexnews.hk) to notify members of the Company of the date, time and place of the rescheduled meeting.
8. In the case of any inconsistency between the Chinese translation and the English text hereof, the English text shall prevail.

9. In line with the latest recommendations issued by the Government of Hong Kong in relation to the COVID-19 pandemic, and for the health and safety of the members of the Company and other attendees, the precautionary measures to be taken by the Company at the EGM are as follows:–

- (1) compulsory temperature checks at the entrance of the EGM venue;
- (2) compulsory wearing of surgical face mask by the attendees (please bring your own mask);
- (3) maintain appropriate social distancing and the number of attendees at the meeting will be limited according to the latest regulations announced by the government;
- (4) submission of personal information form, which may be used for contact tracing, if required; and
- (5) no distribution of corporate gift nor provision of refreshment.

Attendees are requested to observe and practise good personal hygiene at the EGM venue during the EGM. To the extent permitted by law, the Company reserves the right to deny entry into the EGM venue or require any person to leave the EGM venue so as to safeguard the health and safety of the attendees at the EGM.

Members of the Company are reminded that, in order to avoid attending the EGM in person, they may appoint the chairman of the EGM as their proxy to vote on any resolution(s) at the EGM in accordance with the voting preferences indicated on the proxy form. Members of the Company attending the EGM via telephone conference are also reminded that a proxy form is required to be submitted in advance of the EGM and their votes through proxy form will be valid.

**Subject to the development of COVID-19, the Company may implement further changes and precautionary measures and may issue further announcement(s) on such measures as appropriate.**

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

*Executive Directors:*

Ms. Kuo Kwan

Mr. Zhang Li

*Non-executive Directors:*

Mr. Ip Cho Yin *J.P.*

Mr. Ji Zuguang

*Independent non-executive Directors:*

Ms. Fan Wei

Mr. Chu Kin Wang Peleus

Dr. Lau Reimer, Mary Jean

*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>.*