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## THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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If you are in any doubt as to any aspect of this circular or as to the action you should take, you should consult your licensed securities dealer or registered institution in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Madison Holdings Group Limited, you should at once hand this circular and the accompanying form of proxy to the purchaser or the transferee or to the bank manager, licensed securities dealer or registered institution in securities or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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This circular appears for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for any securities of the Company.

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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)**

**(1) THE GRANT OF OPTION UNDER SPECIFIC MANDATE;  
(2) SECOND LOAN EXTENSION AGREEMENT;  
AND  
(3) NOTICE OF EXTRAORDINARY GENERAL MEETING**

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Capitalised terms used on this cover page shall have the same meanings as defined in the section headed “Definitions” in this circular.

A notice convening the EGM to be held at Units 26-28, 8/F, One Island South, 2 Heung Yip Road, Wong Chuk Hang, Hong Kong on Friday, 24 November 2023 at 10:00 a.m. or any adjournment thereof is set out on pages EGM-1 to EGM-3 of this circular. A form of proxy for use at the EGM by the Shareholders is enclosed with this circular.

Whether or not you are able to attend the EGM in person, you are requested to complete the enclosed form of proxy in accordance with the instructions printed thereon and return the same to the Company’s branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for holding of the EGM (i.e. no later than 10:00 a.m. on Wednesday, 22 November 2023) or any adjourned meeting thereof (as the case may be). Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM or any adjourned meeting thereof (as the case may be) should you so wish, and in such event, the form of proxy shall be deemed to be revoked.

This circular will remain on the “Latest Listed Company Information” page of the website of the Stock Exchange at [www.hkexnews.hk](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](http://www.madison-group.com.hk).

7 November 2023

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## CHARACTERISTICS OF GEM

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GEM has been positioned as a market designed to accommodate small and mid-sized companies to which a higher investment risk may be attached than other companies listed on the Stock Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration.

Given that the companies listed on GEM are generally small and mid-sized companies, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board of the Stock Exchange and no assurance is given that there will be a liquid market in the securities traded on GEM.

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## DEFINITIONS

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*In this circular, unless the context otherwise requires, the following expressions shall have the following meanings:*

“associate(s)”	has the meaning ascribed thereto under the GEM Listing Rules
“Board”	board of Directors
“Business Day(s)”	a day (other than a Saturday, Sunday or public holiday and any day on which a tropical cyclone warning no. 8 or above is hoisted or on which a “black” rainstorm warning is hoisted between 9:00 a.m. and 5:00 p.m.) on which licensed banks are generally open for business in Hong Kong throughout their normal business hours
“Company”	Madison Holdings Group Limited, a company incorporated in the Cayman Islands with limited liability, the issued shares of which are listed on GEM of the Stock Exchange (stock code: 8057)
“Director(s)”	director(s) of the Company
“EGM”	the extraordinary general meeting of the Company to be convened and held at Units 26-28, 8/F, One Island South, 2 Heung Yip Road, Wong Chuk Hang, Hong Kong on Friday, 24 November 2023, at 10:00 a.m. for the purpose of considering and, if thought fit, approving the Second Option Agreement and the transactions contemplated thereunder (including but not limited to the allotment and issue of the Option Shares under the Specific Mandate)
“Extended Maturity Date”	30 September 2023, being the extended maturity date of the Loan under the First Loan Extension Agreement
“First Loan Extension Agreement”	the loan extension agreement dated 6 June 2022 and entered into by, among others, SRA, the Company and Wine Financier, in relation to the extension of the maturity date of the Loan to the Extended Maturity Date
“Further Extended Maturity Date”	30 September 2024, being the further extended maturity date of the Loan under the Second Loan Extension Agreement

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## DEFINITIONS

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“Further Loan Extension”	the extension of the Extended Maturity Date to the Further Extended Maturity Date upon the fulfillment of the conditions precedent set out in the Second Loan Extension Agreement
“GEM”	GEM of the Stock Exchange
“GEM Listing Committee”	has the meaning ascribed thereto under the GEM Listing Rules
“GEM Listing Rules”	Rules Governing the Listing of Securities on GEM of the Stock Exchange
“Group”	the Company and its subsidiaries (from time to time)
“Hackett Enterprises”	Hackett Enterprises Limited, being a company incorporated in the Republic of Seychelles with limited liability and a direct non-wholly owned subsidiary of the Company as at the Latest Practicable Date
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Independent Shareholders”	Shareholder(s) other than: (i) SRA and its associates; and (ii) those who have a material interest in the grant of Option or any other person who is required to abstain from voting on the relevant resolution(s) in respect of the Second Option Agreement and the transactions contemplated thereunder
“Initial Maturity Date”	30 September 2021, being the initial maturity date of the Loan under the Original Loan Agreement
“Latest Practicable Date”	1 November 2023, being the latest practicable date prior to the printing of this circular for ascertaining certain information referred to in this circular
“Loan”	a loan in the principal amount of JPY1,500,000,000 owed by Wine Financier to SRA subject to and upon the terms and conditions of the Original Loan Agreement

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## DEFINITIONS

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“Old Option”	the call option granted by the Company to SRA entitling SRA to require the Company to allot and issue the Old Option Shares at the option price of HK\$1.03 per option share at any time during the Old Option Period upon and subject to the terms and conditions set out in the Old Option Agreement
“Old Option Agreement”	the option agreement dated 6 June 2022 and entered into by the Company, as issuer, and SRA, as subscriber, pursuant to which the Company has conditionally agreed to grant the Option to SRA at a nominal consideration of HK\$1.00, exercisable within the Old Option Period, and SRA shall be entitled to require the Company to allot and issue up to a maximum of 85,922,330 option shares at the option price of HK\$1.03 per option share subject to the terms and conditions of the Old Option Agreement upon exercising the Old Option
“Old Option Period”	the period commencing from the date on which all of the conditions precedent set out in the Old Option Agreement are satisfied or waived (as the case may be) and ending at 5:00 p.m. (Hong Kong time) on the Extended Maturity Date (i.e. 30 September 2023) (both days inclusive)
“Option”	the call option granted by the Company to SRA entitling SRA to require the Company to allot and issue the Option Shares at the Option Price at any time during the Option Period upon and subject to the terms and conditions set out in the Second Option Agreement
“Option Completion”	completion of the subscription for and allotment and issue of, the relevant Option Shares subject to the Option Exercise Notice
“Option Completion Date”	the third Business Day following the date of the Option Exercise Notice (or such other date as may be agreed between the Company and SRA in writing)
“Option Exercise Notice”	the notice(s) to be served by SRA for the exercise of the Option during the Option Period
“Option Grant Date”	the date of grant of the Option

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## DEFINITIONS

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“Option Period”	the period of one (1) year from the Option Grant Date
“Option Price”	HK\$88,500,000, equivalent to HK\$1.03 per Option Share
“Option Share(s)”	up to a maximum of 85,922,330 new Shares
“Original Loan Agreement”	the loan agreement dated 2 April 2018 and entered into amongst SRA, as lender, Wine Financier, as borrower, Hackett Enterprises and Mr. Ting Pang Wan Raymond, as guarantors, pursuant to which SRA has granted a loan in the principal amount of JPY1,500,000,000 to Wine Financier
“Second Loan Extension Agreement”	the loan extension agreement dated 3 October 2023 and entered into by, among others, SRA, the Company and Wine Financier, in relation to the extension of the maturity date of the Loan to the Further Extended Maturity Date
“Second Option Agreement”	the option agreement dated 3 October 2023 and entered into by the Company, as issuer, and SRA, as subscriber, pursuant to which the Company has conditionally agreed to grant the Option to SRA at a nominal consideration of HK\$1.00, exercisable within the Option Period, and SRA shall be entitled to require the Company to allot and issue up to a maximum of 85,922,330 Option Shares at the Option Price subject to the terms and conditions of the Second Option Agreement upon exercising the Option
“SFO”	Securities and Futures Ordinance (Chapter 571 of the laws of Hong Kong)
“Share(s)”	ordinary share(s) of HK\$0.01 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the issued Shares
“Specific Mandate”	the specific mandate to allot, issue or otherwise deal in additional Shares to be sought from the Shareholders at the EGM to satisfy the allotment and issue of the Option Shares upon the exercise of the Option
“SRA”	SRA Holdings, Inc., a company incorporated in Japan with limited liability

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## DEFINITIONS

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“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Wine Financier”	Wine Financier Limited, being a company incorporated in Hong Kong with limited liability and an indirect non-wholly owned subsidiary of the Company as at the Latest Practicable Date
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“JPY”	Japanese Yen, the lawful currency of Japan
“%”	per cent.

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LETTER FROM THE BOARD

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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)**

*Executive Directors:*

Ms. Kuo Kwan  
Ms. Xie Mengna

*Non-executive Directors:*

Mr. Ji Zuguang  
Mr. Ip Cho Yin *J.P.*

*Independent non-executive Directors:*

Mr. Chu Kin Wang Peleus  
Dr. Lau Reimer, Mary Jean  
Mr. Zhou Li

*Registered office:*

Cricket Square  
Hutchins Drive, P.O. Box 2681  
Grand Cayman KY1-1111  
Cayman Islands

*Principal place of business  
in Hong Kong:*

Units 26-28, 8/F  
One Island South  
2 Heung Yip Road  
Wong Chuk Hang  
Hong Kong

7 November 2023

*To the Shareholders*

Dear Sir or Madam,

**(1) THE GRANT OF OPTION UNDER SPECIFIC MANDATE;  
(2) SECOND LOAN EXTENSION AGREEMENT;  
AND  
(3) NOTICE OF EXTRAORDINARY GENERAL MEETING**

**INTRODUCTION**

References are made to (i) the announcements of the Company dated 6 June 2022, 9 August 2022 and 23 August 2022 and the circular of the Company dated 19 July 2022 in relation to, among other things, the grant of Old Option under specific mandate; and (ii) the announcement of the Company dated 3 October 2023 in relation to, among other things, the Second Option Agreement, the Second Loan Extension Agreement and the transactions contemplated thereunder.

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## LETTER FROM THE BOARD

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On 2 April 2018, SRA, as lender, Wine Financier, as borrower, Hackett Enterprises and Mr. Ting Pang Wan Raymond, as guarantors, entered into the Original Loan Agreement, pursuant to which SRA has granted the Loan in the principal amount of JPY1,500,000,000 to Wine Financier for the general working capital of the Group's loan financing services segment. As at the date of the Original Loan Agreement, SRA was interested in 25% of the issued share capital of Hackett Enterprises, which in turn was interested in the entire issued share capital of Wine Financier.

On 20 November 2018, SRA, as vendor, and the Company, as purchaser, entered into a sale and purchase agreement, pursuant to which SRA has conditionally agreed to sell and the Company has conditionally agreed to purchase 25 shares of Hackett Enterprises, representing 25% of the issued share capital of Hackett Enterprises. Completion of which took place on 29 March 2019. For further details of the acquisition of Hackett Enterprises by the Company, please refer to the announcements of the Company dated 20 November 2018 and 29 March 2019, and the circular of the Company dated 13 March 2019.

As at the Latest Practicable Date, Wine Financier, being an indirect non-wholly owned subsidiary of the Company, is indebted to SRA in the principal amount of JPY1,500,000,000 which was initially due for repayment on the Initial Maturity Date (i.e. 30 September 2021).

In consideration of the Company agreeing to enter into the Old Option Agreement to grant the Old Option to SRA, SRA has agreed to extend the Initial Maturity Date to 30 September 2023, being the Extended Maturity Date upon and subject to the terms and conditions of the First Loan Extension Agreement.

On 6 June 2022, the Company, as issuer, entered into the Old Option Agreement with SRA, as subscriber, pursuant to which the Company had conditionally agreed to grant the Old Option to SRA entitling SRA to require the Company to allot and issue up to a maximum of 85,922,330 option shares at the option price of HK\$1.03 per option share at any time during the period commencing from the date on which all of the conditions precedent set out in the Old Option Agreement are satisfied or waived (as the case may be) and ending at 5:00 p.m. (Hong Kong time) on the Extended Maturity Date (i.e. 30 September 2023) (both days inclusive), being the Old Option Period. Pursuant to the terms and conditions of the Old Option Agreement, upon exercise of the Old Option by SRA, the aggregate option price of HK\$1.03 per option share for the relevant option shares payable by SRA shall be set-off against an equivalent amount of the principal amount of the Loan on a dollar-for-dollar basis.

Completion of the Old Option Agreement took place on 23 August 2022, of which the Old Option was granted by the Company to SRA on 23 August 2022 in accordance with the terms and conditions of the Old Option Agreement.

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## LETTER FROM THE BOARD

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As at the Latest Practicable Date, the Old Option Period had expired and none of the Old Option had been exercised. Pursuant to the terms and conditions of the Old Option Agreement, the Option (to the extent not already exercised) shall lapse automatically upon the expiry of the Old Option Period.

As at the Latest Practicable Date, the total principal amount of the Loan remains outstanding.

In consideration of the Company agreeing to enter into the Second Option Agreement, SRA has agreed to further extend the Extended Maturity Date to the Further Extended Maturity Date (i.e. 30 September 2024) upon and subject to the terms and conditions of the Second Loan Extension Agreement.

The purpose of this circular is to provide you with, among other things, (i) further information on the Second Option Agreement and the transactions contemplated thereunder; and (ii) a notice of the EGM.

### THE SECOND OPTION AGREEMENT

The principal terms of the Second Option Agreement are summarised as follows:

- Date:** 3 October 2023
- Parties:** (i) the Company, as issuer; and  
(ii) SRA, as subscriber

As at the Latest Practicable Date, Software Research Associates, Inc., being a direct wholly-owned subsidiary of SRA, is interested in 40,454,545 Shares, representing approximately 6.49% of the issued share capital of the Company. As at the Latest Practicable Date, Wine Financier, being an indirect non-wholly owned subsidiary of the Company, is indebted to SRA in the principal amount of JPY1,500,000,000.

### The Grant of Option

Pursuant to the Second Option Agreement, the Company has conditionally agreed to grant the Option to SRA at a nominal consideration of HK\$1.00, exercisable within the Option Period, and SRA shall be entitled to require the Company to allot and issue up to a maximum of 85,922,330 Option Shares at the Option Price of HK\$1.03 per Option Share subject to the terms and conditions of the Second Option Agreement upon the exercise of the Option.

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## LETTER FROM THE BOARD

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### Exercise of Option

The Option can be exercised in whole or in part in relation to all (or part of) the Option Shares at any time during the Option Period provided that the Option Shares subject to the Option Exercise Notice shall be 5,000,000 Shares or an integral multiple thereof provided that where the Option Shares subject to the Option is less than 5,000,000 Shares, the Option Exercise Notice shall relate to the entire number of such Option Shares.

### Option Period

The Option Period shall be the period of one (1) year from the Option Grant Date.

### Option Shares

Assuming full exercise of the Option, the aggregate of 85,922,330 Option Shares represent:

- (i) approximately 13.79% of the existing issued share capital of the Company as at the Latest Practicable Date; and
- (ii) approximately 12.12% of the issued share capital of the Company as enlarged by the allotment and issue of the Option Shares (assuming there will be no change to the issued share capital of the Company from the Latest Practicable Date to the date of full exercise of the Option).

### Option Price

The Option Price of HK\$1.03 per Option Share represents:

- (i) a premium of approximately 620.28% over the closing price of HK\$0.143 per Share as quoted on the Stock Exchange on the Latest Practicable Date;
- (ii) a premium of approximately 379.07% over the closing price of HK\$0.215 per Share as quoted on the Stock Exchange on the date of the Second Option Agreement;
- (iii) a premium of approximately 379.07% over the average closing price of HK\$0.215 per Share as quoted on the Stock Exchange for the last five consecutive trading days prior to the date of the Second Option Agreement; and
- (iv) a premium of approximately 329.17% over the audited net asset value per Share of approximately HK\$0.24 (based on the latest published consolidated net asset value of the Group of approximately HK\$149,573,000 as at 31 March 2023 as disclosed in the annual report of the Company for the year ended 31 March 2023 and 623,127,227 Shares in issue as at the Latest Practicable Date).

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## LETTER FROM THE BOARD

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The Option Price was arrived at after arm's length negotiation between the Company and SRA with reference to, among others, the historical prices of the Shares traded on the Stock Exchange, historical financial information of the Company, the prevailing market conditions and sentiments, the business prospects of the Group, and the gradual economic recovery from the cancellation of the epidemic control measures in relation to the novel coronavirus. The Directors consider that the Option Price is fair and reasonable.

Upon the exercise of the Option by SRA, the aggregate Option Price for the relevant Option Shares shall be payable by SRA by cash or by way of set-off against an equivalent amount of the principal amount of the Loan on a dollar-for-dollar-basis. For details of the Company's intended use of proceeds in the event that the aggregate Option Price for the relevant Option Shares is settled by SRA by cash, please refer to the section headed "Letter from the Board – Reasons for the entering into of the Second Option Agreement and the Second Loan Extension Agreement and use of proceeds" in this circular.

### **Adjustment to Option Price**

If the Company or SRA considers that an adjustment should be made to the Option Price or the whole of the Option Shares as a result of the reorganisation of the share capital of the Company or any change in the share capital of the Company (including but not limited to the subdivision or consolidation of the Shares), the Company shall at its own expense request the auditors for the time being of the Company or an independent financial adviser to determine (acting as experts) as soon as practicable what adjustment (if any) to the Option Price or the whole of the Option Shares is fair and reasonable to take account thereof, and the date on which such adjustment should take effect and upon such determination, such adjustment (if any) shall be made and shall take effect in accordance with such determination. The costs and expenses for such certification shall be borne by the Company.

Subject to the determination of the auditors or independent financial advisers (acting as experts) for the time being of the Company, the Option Price or the whole of the Option Shares may be adjusted upon the following events:

**(i) Consolidation, Subdivision or Reclassification:**

If and whenever there shall be an alteration to the nominal value of the Shares as a result of consolidation, subdivision or reclassification, the Option Price shall be adjusted by multiplying the Option Price in force immediately before such alteration by the following fraction:

$$\frac{A}{B}$$

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## LETTER FROM THE BOARD

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Where:

A is the nominal amount of one Share immediately after such alteration; and

B is the nominal amount of one Share immediately before such alteration.

Such adjustment shall become effective on the date the alteration takes effect.

**(ii) Capitalisation of Profits or Reserves:**

If and whenever the Company shall issue any Shares credited as fully paid to the Shareholders by way of capitalisation of profits or reserves (including any share premium account) including Shares paid up out of distributable profits or reserves and/or share premium account issued (except any scrip dividend) and which would not have constituted a distribution, the Option Price shall be adjusted by multiplying the Option Price in force immediately before such issue by the following fraction:

$$\frac{A}{B}$$

Where:

A is the aggregate nominal amount of the issued Shares immediately before such issue;  
and

B is the aggregate nominal amount of the issued Shares immediately after such issue.

Such adjustment shall become effective (if appropriate, retrospectively) from the commencement of the day following the record date for such issue.

In the case of an issue of Shares by way of a scrip dividend where the current market price of such Shares on the date of announcement of the terms of the scrip dividend exceeds the amount of the relevant cash dividend or the relevant part thereof and which would not have constituted a distribution, the Option Price shall be adjusted by multiplying the Option Price in force immediately before the issue of such Shares by the following fraction:

$$\frac{(A + B)}{(A + C)}$$

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## LETTER FROM THE BOARD

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Where:

A is the aggregate nominal amount of the issued Shares immediately before such issue;

B is the aggregate nominal amount of the Shares issued by way of such scrip dividend multiplied by a fraction of which (a) the numerator is the amount of the whole, or the relevant part, of the relevant cash dividend and (b) the denominator is the current market price of the Shares issued by way of scrip dividend in respect of each existing Share in lieu of the whole, or the relevant part, of the relevant cash dividend on the date of announcement of the terms of the scrip dividend; and

C is the aggregate nominal amount of the Shares issued by way of such scrip dividend.

Such adjustment shall become effective on the date of issue of such Shares.

**(iii) Capital Distributions:**

- (a) Subject to (iii)(b) below, if and whenever the Company shall pay or make any capital distribution to the Shareholders (except to the extent that the Option Price falls to be adjusted under adjustment (ii) above), the Option Price shall be adjusted by multiplying the Option Price in force immediately before such capital distribution by the following fraction:

$$\frac{(A - B)}{A}$$

Where:

A is the current market price of one Share on the last trading day preceding the date on which the capital distribution is publicly announced; and

B is the fair market value of the portion of the capital distribution attributable to one Share on the date of such announcement.

Such adjustment shall become effective on the date that such capital distribution is actually made.

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## LETTER FROM THE BOARD

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- (b) If and whenever the Company shall pay or make any capital distribution in cash only to the Shareholders, the Option Price shall be adjusted by multiplying the Option Price in force immediately before such capital distribution by the following fraction:

$$\frac{(A - B)}{A}$$

Where:

A is the current market price of one Share on the record date for the determination of Shareholders entitled to receive such capital distribution in cash; and

B is the amount of cash so distributed attributable to one Share.

Such adjustment shall become effective on the record date for the determination of Shareholders entitled to receive such capital distribution in cash.

***(iv) Rights Issues of Shares or options over Shares:***

If and whenever the Company shall (a) issue Shares to all or substantially all of the Shareholders as a class by way of rights or (b) issue or grant to all or substantially all of the Shareholders as a class by way of rights, options, warrants or other rights to subscribe for or purchase any Shares, in each case at less than the current market price per Share on the last trading day preceding the date of the announcement of the terms of the issue or grant, the Option Price shall be adjusted by multiplying the Option Price in force immediately before such issue or grant by the following fraction:

$$\frac{A + B}{A + C}$$

Where:

A is the number of Shares in issue immediately before such announcement;

B is the number of Shares which the aggregate amount (if any) payable for the Shares issued by way of rights or for the options or warrants or other rights issued by way of rights and for the total number of Shares comprised therein would purchase at such current market price per Share; and

C is the aggregate number of Shares issued or, as the case may be, comprised in the grant.

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## LETTER FROM THE BOARD

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Such adjustment shall become effective on (aa) with respect to the situation envisaged in sub-paragraph (a) above, the date of issue of such Shares or (bb) with respect to the situation envisaged in sub-paragraph (b) above, on the date when the said issue or grant of such options, warrants or other rights occurs.

### **Ranking of the Option Shares**

Upon the exercise of the Option and the payment of the Option Price for the relevant Option Shares subject to an Option Exercise Notice, the Company shall allot and issue the Option Shares to SRA free from all liens, charges, encumbrances or third party rights, interests or claims of any nature whatsoever together with all rights attaching thereto (including the right to receive dividends and other distributions) with effect from the Option Completion Date.

The Option Shares, when allotted and issued, shall rank *pari passu* in all respects among themselves and with all other Shares in issue on the date of allotment and issue of the Option Shares.

### **Transferability of the Option**

The Option shall not be transferrable and SRA shall not in any way sell, transfer, charge, mortgage, encumber or create any interest whatsoever in favour of any third party over or in relation to the Option or enter into any agreement so to do. Any breach of the foregoing by SRA shall entitle the Company to cancel the Option or any part thereof granted to SRA to the extent not already exercised.

### **Lapse of Option**

The Option (to the extent not already exercised) shall lapse automatically on the earliest of: (a) the expiry of the Option Period; (b) the breach of the transferability of the Option; or (c) the date of commencement of the winding-up of the Company.

### **Cancellation of Option**

Save for the occurrence of any breach of the transferability of the Option by SRA, any Option granted but not exercised cannot be cancelled except with the written consent of SRA and prior approval of the Board.

### **Rights on liquidation**

In the event of the liquidation of the Company, the Option (to the extent not already exercised) shall lapse and SRA, as holder of the Option, would not have any rights to participate in the distribution of assets of the Company available in liquidation.

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## LETTER FROM THE BOARD

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### **Rights of Option holder**

Prior to the exercise of the Option and the allotment and issue of the Option Shares, SRA, as holder of the Option, would not have any rights to participate in any distributions and/or offers of further securities made by the Company.

### **Application of listing**

The Company will apply to the Stock Exchange for the listing of, and permission to deal in, the Option Shares. The Company will not apply to the Stock Exchange for the listing of, and permission to deal in, the Option.

### **Specific Mandate**

The Option Shares will be allotted and issued pursuant to the Specific Mandate which is subject to Shareholders' approval at the EGM.

### **Conditions precedent**

The grant of Option and the Option Completion are conditional upon the fulfillment or waiver (as the case may be) of the following conditions precedent:

- (a) all necessary consents and approvals required to be obtained on the part of SRA in respect of the Second Option Agreement and the transactions contemplated thereunder having been obtained and remained in full force and effect;
- (b) all necessary consents and approvals required to be obtained on the part of the Company in respect of the Second Option Agreement and the transactions contemplated thereunder having been obtained and remained in full force and effect;
- (c) the passing by the Shareholders who are allowed to vote and not required to abstain from voting, at the EGM to be convened and held in accordance with the GEM Listing Rules, of an ordinary resolution to approve, the Second Option Agreement and the transactions contemplated thereunder, including but not limited to the grant of the Option and the allotment and issue of the Option Shares under the Specific Mandate, as applicable;
- (d) the GEM Listing Committee of the Stock Exchange shall have granted (either unconditionally or subject to conditions to which neither the Company nor SRA shall reasonably object) the listing of and permission to deal in the Option Shares to be issued upon the exercise of the Option;

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## LETTER FROM THE BOARD

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- (e) the Second Loan Extension Agreement having becoming unconditional (save for the condition for the Second Option Agreement to become unconditional); and
- (f) the warranties provided by the Company remaining true and accurate and not misleading in all material respects.

SRA may at its absolute discretion at any time waive in writing the condition precedent as set out in (f) above and such waiver may be made subject to such terms and conditions as are determined by SRA. Save for the condition precedent as set out in (f) above, none of the conditions precedent is capable of being waived.

If any of the above conditions precedent are not fulfilled (or as the case may be, waived) on or before 5:00 p.m. on 30 November 2023, or such later date as the Company and SRA may agree, the Second Option Agreement will lapse and become null and void and the parties thereto shall be released from all obligations thereunder, save for the liabilities for any antecedent breaches thereof.

As at the Latest Practicable Date, save for condition (a) above, none of the conditions above has been fulfilled.

### **Option Completion**

Subject to the fulfillment or waiver (as the case may be) of the conditions precedent as detailed above and exercise of the Option by SRA within the Option Period, Option Completion shall take place at 3:00 p.m. at the principal place of business of the Company on the Option Completion Date, being the third Business Day following the date of the Option Exercise Notice (or such other date as may be agreed between the Company and SRA in writing).

### **Lock-up undertaking**

Pursuant to the Second Option Agreement, SRA undertakes and warrants to the Company that during the lock-up period commencing on the first Option Completion Date and ending on the date of expiry of the Option Period (both days inclusive), it will not and shall procure its nominee(s) (where applicable) not to sell, transfer, dispose of or enter into any agreement that has similar effect or otherwise create any options, rights, interests or encumbrances in respect of any of the Option Shares without prior written approval from the Company.

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## LETTER FROM THE BOARD

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### EFFECT ON SHAREHOLDING STRUCTURE OF THE COMPANY

The table below illustrates the shareholding structure of the Company (i) as at the Latest Practicable Date; and (ii) immediately after the allotment and issue of the Option Shares in full (assuming there being no other changes in the share capital of the Company between the Latest Practicable Date and the full exercise of the Option).

Name of Shareholders	As at the Latest Practicable Date		Immediately after the allotment and issue of the Option Shares in full (assuming there being no other changes in the share capital of the Company between the Latest Practicable Date and the full exercise of the Option)	
	Number of Shares	Approximate %	Number of Shares	Approximate %
Royal Spectrum Holding Company Limited ("Royal Spectrum") <i>(Notes 1 and 2)</i>	195,920,000	31.44%	195,920,000	27.63%
CVP Financial Group Limited ("CVP Financial") <i>(Note 2)</i>	50,487,272	8.10%	50,487,272	7.12%
Mr. Ting Pang Wan Raymond ("Mr. Ting") <i>(Notes 1 and 2)</i>	10,193,243	1.64%	10,193,243	1.44%
Kaiser Capital Holdings Limited ("Kaiser Capital") <i>(Note 2)</i>	1,217,200	0.20%	1,217,200	0.17%
Highgrade Holding Limited ("Highgrade Holding") <i>(Note 2)</i>	1,067,200	0.17%	1,067,200	0.15%
Atlantis Investment Management Limited ("Atlantis Investment") <i>(Note 3)</i>	68,224,500	10.95%	68,224,500	9.62%
Software Research Associates, Inc. <i>(Note 4)</i>	40,454,545	6.49%	40,454,545	5.71%
SRA <i>(Note 4)</i>	–	–	85,922,330	12.12%
<i>Directors:</i>				
Mr. Ji Zuguang ("Mr. Ji")	208,978 <i>(Note 5)</i>	0.03%	208,978 <i>(Note 5)</i>	0.03%
Public Shareholders	<u>255,354,289</u>	<u>40.98%</u>	<u>255,354,289</u>	<u>36.01%</u>
Total:	<u><u>623,127,227</u></u>	<u><u>100.00%</u></u>	<u><u>709,049,557</u></u>	<u><u>100.00%</u></u>

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## LETTER FROM THE BOARD

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*Notes:*

1. The entire issued share capital in Royal Spectrum is legally and beneficially owned as to 96.63% by Devoss Global Holdings Limited (the “**Devoss Global**”) and 3.37% by Zhu Qin respectively. Devoss Global is deemed to be interested in the Shares held by Royal Spectrum under Part XV of the SFO.
2. Each of Devoss Global, CVP Financial, Kaiser Capital and Highgrade Holding is wholly-owned by Mr. Ting. Mr. Ting is deemed to be interested in 248,691,672 Shares, representing approximately 39.91% of the issued share capital of the Company, held by Devoss Global, CVP Financial, Kaiser Capital and Highgrade Holding under Part XV of the SFO.
3. Based on the notices of disclosure of interest filed by Atlantis Capital Group Holdings Limited (“**ACGHL**”) and Ms. Liu Yang on 14 January 2022 respectively, Atlantis Investment is wholly-owned by ACGHL, which in turn is wholly-owned by Ms. Liu Yang. As such, ACGHL and Ms. Liu Yang are both deemed to be interested in 68,224,500 Shares, representing approximately 10.95% of the issued share capital of the Company, held by Atlantis Investment under Part XV of the SFO.
4. Software Research Associates, Inc. is a direct wholly-owned subsidiary of SRA. As such, SRA is deemed to be interested in the Shares in which Software Research Associates, Inc. is interested in under Part XV of the SFO.
5. Plan Marvel Investment Limited (“**Plan Marvel**”), being a company incorporated in the British Virgin Islands with limited liability, is wholly-owned by Mr. Ji. Mr. Ji is deemed to be interested in 208,978 Shares held by Plan Marvel by virtue of the SFO.
6. Certain percentage figures in the above table are subject to rounding adjustments. Accordingly, figures shown as totals may not be an arithmetic aggregation of the figures preceding them.

### SECOND LOAN EXTENSION AGREEMENT

The principal terms of the Second Loan Extension Agreement are set out as follows:

<b>Date:</b>	3 October 2023
<b>Parties:</b>	(i) SRA, as lender; (ii) Wine Financier, as borrower; and (iii) Hackett Enterprises, the Company and Mr. Ting Pang Wan Raymond, as guarantors
<b>Principal amount:</b>	JPY1,500,000,000
<b>Further Extended Maturity Date:</b>	30 September 2024

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## LETTER FROM THE BOARD

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**Conditions precedent:** The Further Loan Extension is conditional upon the fulfillment of the following conditions precedent:

- (a) all necessary consents, approvals and authorisations required to be obtained on the part of SRA in respect of the Second Loan Extension Agreement and the transactions contemplated thereunder having been obtained;
- (b) all necessary consents, approvals and authorisations required to be obtained on the part of Wine Financier in respect of the Second Loan Extension Agreement and the transactions contemplated thereunder having been obtained;
- (c) the Second Option Agreement having becoming unconditional (save for the condition for the Second Loan Extension Agreement to become unconditional); and
- (d) no event of default or potential event of default has occurred or is continuing to occur as at the date of the Second Loan Extension Agreement.

**Repayment terms:** Wine Financier may repay the whole or any part of the principal amount of the Loan before the Further Extended Maturity Date, and the relevant interest shall be calculated as follows:

- (a) if an early repayment of not less than JPY100,000,000 of the principal amount of the Loan together with the interest accrued thereon of approximately JPY12,493,000 is made on or before 29 February 2024, the interest on the remaining outstanding principal amount of the Loan will be calculated at an interest rate of 2% per annum calculated on an annualised basis of 365 days; or

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## LETTER FROM THE BOARD

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- (b) if the early repayment of the principal amount of the Loan and the interests accrued thereon could not be made in accordance with sub-paragraph (a) above, the interest accrued on the Loan shall be calculated at a rate of 4% per annum, calculated on an annualised basis of 365 days from 1 October 2023 onwards.

Save as disclosed, all other terms and conditions under the Original Loan Agreement (as supplemented and/or amended by the First Loan Extension Agreement) shall remain in full force and effect.

### INFORMATION OF SRA

SRA is a company incorporated in Japan with limited liability. To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, SRA is principally engaged in IT services. As at the Latest Practicable Date, Software Research Associates, Inc., being a direct wholly-owned subsidiary of SRA, is interested in 40,454,545 Shares, representing approximately 6.49% of the issued share capital of the Company. As such, SRA is deemed to be interested in the Shares in which Software Research Associates, Inc. is interested in under Part XV of the SFO. As at the Latest Practicable Date, Wine Financier, being an indirect non-wholly owned subsidiary of the Company, is indebted to SRA in the principal amount of JPY1,500,000,000.

Save as disclosed above and to the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, SRA and its associates have no other interests in the Company.

### INFORMATION OF THE GROUP, WINE FINANCIER AND HACKETT ENTERPRISES

As at the Latest Practicable Date, the Group is principally engaged in (i) retail sales and wholesales of wine products and other alcoholic beverages; (ii) provision of financial consultancy services; and (iii) provision of loan financing and loan referral services.

Wine Financier is a company incorporated in Hong Kong with limited liability and is principally engaged in referral financing services.

Hackett Enterprises is a company incorporated in the Republic of Seychelles with limited liability and is principally engaged in investment holding.

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## LETTER FROM THE BOARD

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As at the Latest Practicable Date, Wine Financier is wholly-owned by Hackett Enterprises, which in turn is owned as to 77% by the Company, 18% by Apex Treasure International Limited and 5% by Atlantis China Star Fund Limited. Atlantis Investment Management Limited is a substantial Shareholder and is interested in 68,224,500 Shares, representing 10.95% of the issued share capital of the Company. To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, both Atlantis China Star Fund Limited and Atlantis Investment Management Limited are ultimately and beneficially owned by Ms. Liu Yang.

### **REASONS FOR ENTERING INTO OF THE SECOND OPTION AGREEMENT AND THE SECOND LOAN EXTENSION AGREEMENT AND USE OF PROCEEDS**

Having considered, among others, (i) the Loan in the principal amount of JPY1,500,000,000 indebted to SRA which was due for repayment on 30 September 2023, being the Extended Maturity Date and remains outstanding as at the Latest Practicable Date; and (ii) other equity financing such as rights issue would be relatively costly and time-consuming, the Directors are of the view that the grant of the Option serves as a good alternative to cash repayment of the outstanding amount under the Loan which may not have an immediate dilution effect on the shareholding of the existing Shareholders as that in the case of other equity financing, such as placing of Shares, and taking into account that the proceeds from the Loan were utilised in relation to the loan financing services segment, the entering into of the Second Loan Extension Agreement also allows a further extension of time for the Group to repay the outstanding amount under the Loan to SRA at a relatively low interest rate as compared to the interest rate offered by other financial institutions.

As at 30 September 2023, there were 646 borrowers from the related loans (the “**Related Loans**”) under the loan financing services segment in the aggregate principal amount of approximately HK\$263,973,000, bearing interest rates ranging from 0.3% to 3.0% per month and with maturity dates ranging from March 2015 to July 2028. As at the Latest Practicable Date, appropriate actions had been taken by the Group for the recovery of the overdue and outstanding Related Loans in accordance with the established internal control and recovery procedures of the Group.

Taking into consideration that the Loan was utilised by the Group for the loan financing services segment, under which the Related Loans were at interest rates ranging from 0.3% to 3.0% per month, which are higher than the existing interest rate under the Loan of 2.0% per annum, the Directors consider that the Further Loan Extension enables the Group to operate its loan financing services segment at a relatively low cost (attributable to the relatively low interest rate as compared to that offered by other financial institutions in the market) with a favourable return from the income generated from the higher interest rates under the Related Loans.

In addition, the principal amount of the Loan may be payable by set off against the Option Price payable by SRA on a dollar-for-dollar basis upon the exercise of the Option and the allotment and issue of the Option Shares, and therefore would not create any cashflow burden on the Group.

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## LETTER FROM THE BOARD

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Assuming the full exercise of the Option by SRA and the Option Price to be payable by SRA is set-off fully against the principal amount of the Loan on a dollar-for-dollar basis upon the exercise of the Option, no proceeds will be received by the Company upon the exercise of the Option.

Assuming the full exercise of the Option by SRA and the Option Price for the 85,922,330 Option Shares are paid by SRA in cash, the gross proceeds from the grant of Option is expected to be HK\$88,500,000. The net proceeds from the grant of Option (after deducting the estimated expenses) is expected to be approximately HK\$88,300,000. The net issue price per Option Share from the grant of Option will be approximately HK\$1.03. The Company intends to use the net proceeds from the grant of Option towards the repayment of the Loan and the interests accrued thereon, and other outstanding loans and borrowings of the Group, the repayment priority of which shall be determined based on the respective maturity dates and interest rates under the Loan and such other outstanding loans and borrowings of the Group.

In light of the above, the Directors (including the independent non-executive Directors) consider that the terms and conditions of the Second Option Agreement and the Second Loan Extension Agreement are on normal commercial terms, fair and reasonable and the Option and the Further Loan Extension are in the interests of the Company and the Shareholders as a whole.

### FUNDRAISING ACTIVITIES OF THE COMPANY IN THE PAST TWELVE MONTHS

The Company had carried out the following fundraising activities in the past 12 months immediately prior to the Latest Practicable Date:

<b>Date of announcement</b>	<b>Event</b>	<b>Net proceeds raised</b>	<b>Intended use of proceeds</b>	<b>Actual use of proceeds as at the Latest Practicable Date</b>
6 June 2022 (completed on 23 August 2023)	Grant of Old Option		Assuming the full exercise of the Old Option by SRA, no proceeds would be received by the Company as the Old Option Price to be payable by SRA would be fully set-off against the principal amount of the Loan on a dollar-for-dollar basis upon the exercise of the Old Option.	

Save for the grant of the Old Option, the Company has not conducted any fundraising activities in the past 12 months immediately prior to the Latest Practicable Date.

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## LETTER FROM THE BOARD

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### GEM LISTING RULES IMPLICATIONS

The Option Shares will be allotted and issued under the Specific Mandate. Application will be made by the Company to the Stock Exchange for the listing of, and permission to deal in, the Option Shares. The Company will not apply to the Stock Exchange for the listing of, and permission to deal in, the Option.

The Company will seek the Shareholders' approval at the EGM for the grant of the Specific Mandate to allot and issue the Option Shares.

Pursuant to Rule 21.02(1) of the GEM Listing Rules, the Option Shares to be issued on exercise of the Options must not, when aggregated with all other equity securities which remain to be issued on exercise of any other subscription rights, if all such rights were immediately exercised, whether or not such exercise is permissible, exceed 20% of the issued shares of the Company at the time the Options are issued. The options granted under Share Option Scheme which comply with Chapter 23 of the GEM Listing Rules are excluded for the purpose of such limit.

### GENERAL

The EGM will be convened and held at Units 26-28, 8/F, One Island South, 2 Heung Yip Road, Wong Chuk Hang, Hong Kong on Friday, 24 November 2023 at 10:00 a.m. for the Shareholders to consider and, if thought fit, to approve the Second Option Agreement and the transactions contemplated thereunder (including but not limited to the allotment and issue of the Option Shares under the Specific Mandate).

A notice convening the EGM is set out on pages EGM-1 to EGM-3 of this circular. Whether or not you are able to attend the EGM in person, you are requested to complete the enclosed form of proxy in accordance with the instructions printed thereon and return the same to the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for holding of the EGM (i.e. no later than 10:00 a.m. on Wednesday, 22 November 2023) or any adjourned meeting thereof (as the case may be). Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM or any adjourned meeting thereof (as the case may be) should you so wish, and in such event, the form of proxy shall be deemed to be revoked.

The voting in respect of the grant of Option at the EGM will be conducted by way of poll.

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## LETTER FROM THE BOARD

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As at the Latest Practicable Date, Software Research Associates, Inc., being a direct wholly-owned subsidiary of SRA, is interested in 40,454,545 Shares, representing approximately 6.49% of the issued share capital of the Company. As such, SRA, being a party to the Second Option Agreement, together with its associates shall abstain from voting on the resolution(s) to approve the Second Option Agreement and the transactions contemplated thereunder at the EGM. Save as disclosed, to the best of the Directors' knowledge, information and belief having made all reasonable enquiries, no Shareholder has a material interest in the grant of Option, and therefore no other Shareholder is required to abstain from voting on the relevant resolution(s) in respect of the Second Option Agreement and the transactions contemplated thereunder to be proposed at the EGM.

### COMPETING INTERESTS

As at the Latest Practicable Date, none of the Directors, controlling shareholder of the Company nor their respective close associates (as defined in the GEM Listing Rules) had any interest in a business, which competes or may compete, either directly or indirectly, with the business of the Group or any other conflict of interest which any such person has or may have with the Group which would be required to be disclosed pursuant to the GEM Listing Rules.

### CLOSURE OF REGISTER OF MEMBERS

The register of members of the Company will be closed Tuesday, 21 November 2023 to Friday, 24 November 2023 (both days inclusive), during which no transfer of Shares will be registered. In order to be eligible to attend and vote at the EGM, all transfers of Shares accompanied by the relevant share certificates and transfer forms must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration not later than 4:30 p.m. on Monday, 20 November 2023.

### RECOMMENDATION

The Board (including the independent non-executive Directors) considers that the terms of the Second Option Agreement and the transactions contemplated thereunder (including the allotment and issue of the Option Shares) are fair and reasonable and in the interests of the Company and its Shareholders as a whole. Accordingly, the Board recommends the Shareholders to vote in favour of all the resolution(s) as set out in the notice of the EGM.

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## LETTER FROM THE BOARD

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### RESPONSIBILITY STATEMENT

This circular, 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 Group. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular 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 circular misleading.

**Option Completion and the Further Loan Extension are subject to the fulfillment or waiver (as the case may be) of the conditions precedent set out in the Second Option Agreement and the Second Loan Extension Agreement respectively and therefore the grant of Option and/or the Further Loan Extension may or may not proceed. Shareholders and potential investors of the Company are advised to exercise caution when dealing in the Shares.**

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

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## NOTICE OF EXTRAORDINARY GENERAL MEETING

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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 Friday, 24 November 2023 at 10:00 a.m., for the purpose of considering and, if thought fit, passing with or without amendments, the following resolution of the Company:

### ORDINARY RESOLUTION

1. “THAT:—
  - (a) the option agreement dated 3 October 2023 (the “**Second Option Agreement**”) and entered into between the Company as issuer and SRA Holdings, Inc., as subscriber (“**SRA**”) 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 Second Option Agreement (a copy of which has been produced to the EGM and marked “A” and initialled 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 Second 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 Second Option Agreement; and

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## NOTICE OF EXTRAORDINARY GENERAL MEETING

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- (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 Second 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 Second Option Agreement which he/she/they consider necessary, desirable or expedient.”

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

Hong Kong, 7 November 2023

*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 shareholder of the Company (“**Shareholder(s)**”) entitled to attend and vote at the EGM convened is entitled to appoint one or more proxies to attend and vote on his behalf. A proxy need not be a Shareholder.
2. In case of a joint holding, the form of proxy may be signed by any joint holder, but if more than one joint holder is present at the EGM, whether in person or by proxy, that one of the joint holders whose name stands first on the register of members in respect of the relevant joint holding shall alone be entitled to vote in respect thereof.
3. To be valid, the form of proxy together with any power of attorney or other authority, if any, under which it is signed or a notarially certified copy of such power or authority must be deposited with the Company’s branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not less than 48 hours before the time appointed for the holding of the EGM (i.e. at or before 10:00 a.m. on Wednesday, 22 November 2023) or any adjournment thereof (as the case may be). Completion and return of the form of proxy will not preclude a member from attending and voting in person.
4. The voting at the EGM shall be taken by poll.

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## NOTICE OF EXTRAORDINARY GENERAL MEETING

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5. The register of members of the Company will be closed from Tuesday, 21 November 2023 to Friday, 24 November 2023 (both days inclusive) for determining Shareholders' entitlement to attend and vote at the EGM, during which no transfer of Shares will be registered. In order to qualify for attending and voting at the EGM, all completed transfer forms 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 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration not later than 4:30 p.m. on Monday, 20 November 2023.
6. If typhoon signal no. 8 or above, or a "black" rainstorm warning is in effect any time after 7 a.m. on the date of the EGM, the EGM will be postponed. The Company will publish an announcement on the website of the Company at [www.madison-group.com.hk](http://www.madison-group.com.hk) and on the website of the Stock Exchange at [www.hkexnews.hk](http://www.hkexnews.hk) to notify the Shareholders of the date, time and venue of the rescheduled meeting.

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

*Executive Directors:*

Ms. Kuo Kwan

Ms. Xie Mengna

*Non-executive Directors:*

Mr. Ji Zuguang

Mr. Ip Cho Yin *J.P.*

*Independent non-executive Directors:*

Mr. Chu Kin Wang Peleus

Dr. Lau Reimer, Mary Jean

Mr. Zhou Li

*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>.*