

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)

(Stock Code: 08057)

FORM OF PROXY

Form of proxy for use by shareholders of Madison Holdings Group Limited (the “Company”) at the extraordinary general meeting of the Company (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).

I/We ^(Note 1) _____
of _____ being the registered holder(s)
of _____ shares ^(Note 2) of HK\$0.01 each in the share capital of the Company

HEREBY APPOINT ^(Note 3) the chairman of the EGM or _____
of _____

as my/our proxy to attend the EGM (or any adjournment thereof) 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) for the purposes of considering and, if thought fit, passing the ordinary resolutions as set out in the notice convening such EGM (the “Notice”) and at such EGM (or any adjournment thereof) to vote for me/us and in my/our name(s) in respect of the said resolutions as hereunder indicated or, if no such indication is given, as my/our proxy thinks fit.

ORDINARY RESOLUTION		FOR ^(Note 4)	AGAINST ^(Note 4)
1	To approve the option agreement dated 3 October 2023 and the transactions contemplated thereunder, including but not limited to the allotment and issue of up to a maximum of 85,922,330 option shares at HK\$1.03 per option share and to authorise the directors of the Company to do all such acts and things, to sign and execute all such documents which they consider necessary, desirable or expedient.		

Dated this _____ day of _____, 2023. Signature ^(Note 5) _____

Notes:

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
- Please insert the number of shares of the Company registered in your name(s) to which this form of proxy relates. If no number is inserted, this form of proxy will be deemed to relate to all the shares of the Company registered in your name(s).
- If any proxy other than the chairman of the EGM is preferred, please delete the words “the chairman of the EGM or” and insert the name and address of the proxy desired in the space provided. The proxy need not be a member of the Company but must attend the meeting in person to represent you. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON WHO SIGNS IT.**
- IMPORTANT: IF YOU WISH TO VOTE FOR ANY RESOLUTIONS, PLEASE PUT A TICK (“✓”) IN THE APPROPRIATE BOX MARKED “FOR”. IF YOU WISH TO VOTE AGAINST ANY RESOLUTIONS, PLEASE PUT A TICK (“✓”) IN THE APPROPRIATE BOX MARKED “AGAINST”.** Failure to complete any or all the boxes will entitle your proxy to cast his/her votes at his/her discretion. Your proxy will also be entitled to vote at his/her discretion on any amendment to the resolution referred to in the notice convening the EGM which has been properly put to the EGM.
- This form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must be either signed under its common seal or under the hand of an officer or attorney or other person duly authorised to sign the same.
- In the case of joint holders any one of such joint holders may vote, either in person or by proxy, in respect of such shares as if he were solely entitled thereto, but if more than one of such joint holders be present at the EGM, 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 holder(s), and for this purpose seniority shall be determined by the order in which the names stand in the register of members in respect of the joint holding.
- To be valid, this form of proxy and (if required by the Directors) the power of attorney or other authority (if any) under which it is signed, or a certified copy of such power authority shall be delivered 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 no less than 48 hours before the time for holding the EGM (i.e. at or before 10:00 a.m. on Wednesday, 22 November 2023) or any adjourned meeting.
- Completion and delivery of the form of proxy will not preclude you from attending and voting at the EGM if you so desire and in such event, this proxy form shall be deemed to be revoked.
- The descriptions of the resolutions are by way of summary only. The full text appears in the notice convening the EGM.

PERSONAL INFORMATION COLLECTION STATEMENT

Your supply of your and your proxy’s (or proxies’) name(s) and address(es) is on a voluntary basis for the purpose of processing your request for the appointment of a proxy (or proxies) and your voting instructions for the EGM (the “Purposes”). We may transfer your and your proxy’s (or proxies’) name(s) and address(es) to our agent, contractor, or third party service provider who provides administrative, computer and other services to us for use in connection with the Purposes and to such parties who are authorized by law to request the information or are otherwise relevant for the Purposes and need to receive the information. Your and your proxy’s (or proxies’) name(s) and address(es) will be retained for such period as may be necessary to fulfil the Purposes. Request for access to and/or correction of the relevant personal data can be made in accordance with the provisions of the Personal Data (Privacy) Ordinance and any such request should be in writing by mail to Tricor Investor Services Limited at the above address.