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MADISON WINE[®]

Madison Wine Holdings Limited

麥迪森酒業控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8057)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “**Meeting**”) of Madison Wine Holdings Limited (the “**Company**”) will be held at Flat A&B, 10/F, North Point Industrial Building, 499 King’s Road, North Point, Hong Kong on Thursday, 27 July 2017 at 10:15 a.m. for the purpose of considering and, if thought fit, passing with or without amendments, the following ordinary resolution:

ORDINARY RESOLUTIONS

1. “**THAT**:–

- (a) the deed (the “**First Deed**”) dated 9 February 2017 (a copy of the First Deed has been produced to the Meeting marked “A” and initialed by the chairman of the Meeting for the purpose of identification) and entered into between CVP Financial Holdings Limited (“**CVP Financial**”), an indirect non wholly-owned subsidiary of the Company and Mr. Samuel Lin Jr. (“**Mr. Lin**”), in relation to, among others, the grant of right (the “**First Put Option**”) to Mr. Lin to require CVP Financial to purchase from him all the shares in CVP Capital Limited (the “**CVP Capital Shares**”) held by Mr. Lin immediately prior to the exercise of the First Put Option at the consideration of HK\$1.26 per CVP Capital Share. The consideration payable under the First Put Option shall be satisfied at the sole discretion of Mr. Lin either in cash or by the Company allotting and issuing of new shares of the Company of HK\$0.001 each (the “**Consideration Shares**”) with the number equal to total consideration payable under the First Put Option divided by the issue price of HK\$1.1 per Consideration Share (the “**Issue Price**”), and the transactions contemplated thereunder (including but not limited to the allotment and issue of the Consideration Shares), be and are hereby approved, confirmed and ratified;

- (b) subject to the fulfillment or waiver of the conditions precedent set out in the First Deed, the directors (the “**Directors**”) of the Company be and are hereby granted a specific mandate to allot and issue 2,657,920 Consideration Shares credited as fully paid at the Issue Price pursuant to the terms and conditions of the First Deed; and
- (c) any one director be and is hereby authorised to sign and execute such documents, including under seal where applicable, and do all such acts and things, as he/she considers necessary, desirable or expedient in connection with the implementation of or giving effect to the First Deed and the transactions contemplated thereunder.”

2. “**THAT:**–

- (a) the deed (the “**Second Deed**”) dated 9 February 2017 (a copy of the Second Deed has been produced to the Meeting marked “B” and initialed by the chairman of the Meeting for the purpose of identification) and entered into between CVP Financial and Star Beauty Holdings Limited (“**Star Beauty**”), in relation to, among others, the grant of right (the “**Second Put Option**”) to Star Beauty to require CVP Financial to purchase from it all the CVP Capital Shares held by Star Beauty immediately prior to the exercise of the Second Put Option at the consideration of HK\$1.26 per CVP Capital Share. The consideration payable under the Second Put Option shall be satisfied at the sole discretion of Star Beauty either in cash or by the Company allotting and issuing of new shares of the Company of HK\$0.001 each (the “**Consideration Shares**”) with the number equal to total consideration payable under the Second Put Option divided by the Issue Price, and the transactions contemplated thereunder (including but not limited to the allotment and issue of the Consideration Shares), be and are hereby approved, confirmed and ratified;
- (b) subject to the fulfillment or waiver of the conditions precedent set out in the Second Deed, the Directors be and are hereby granted a specific mandate to allot and issue 7,973,761 Consideration Shares credited as fully paid at the Issue Price pursuant to the terms and conditions of the Second Deed; and
- (c) any one director be and is hereby authorised to sign and execute such documents, including under seal where applicable, and do all such acts and things, as he/she considers necessary, desirable or expedient in connection with the implementation of or giving effect to the Second Deed and the transactions contemplated thereunder.”

3. “**THAT** Mr. Ip Cho Yin, *J.P.* be re-elected as an independent non-executive Director and the board of Directors be authorised to fix his remuneration.”

Yours faithfully,
For and on behalf of the Board
Madison Wine Holdings Limited
Ting Pang Wan Raymond
Chairman and executive Director

Hong Kong, 5 July 2017

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:*

Flat A&B, 10/F
North Point Industrial Building
499 King’s Road
North Point, Hong Kong

Notes:

1. A member entitled to attend and vote at the Meeting is entitled to appoint one or more proxy to attend and, subject to the provisions of the articles of association of the Company, to vote on his/her/its behalf. A proxy need not be a member of the Company but must be present in person at the Meeting to represent the member. If more than one proxy is so appointed, the appointment shall specify the number and class of shares in respect of which each such proxy is so appointed.
2. A form of proxy for use at the Meeting is enclosed. Whether or not you intend to attend the Meeting in person, you are encouraged to complete and return the enclosed form of proxy in accordance with the instructions printed thereon. Completion and return of a form of proxy will not preclude a member from attending in person and voting at the EGM or any adjournment thereof, should he/she/it so wish.
3. In order to be valid, the form of proxy, together with a power of attorney or other authority, if any, under which it is signed, or a certified copy of such power or authority must be deposited at the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong, not less than 48 hours before the time appointed for holding the Meeting or any adjournment thereof.
4. In the case of joint holders of shares, any one of such joint holders may vote at the EGM, either in person or by proxy, in respect of such share as if he/she/it was solely entitled thereto, but if more than one of such joint holders are present at the EGM personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such shares shall alone be entitled to vote in respect thereof.
5. 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 publish an announcement on the website of the Company at <http://www.madison-wine.com> and on the GEM website at <http://www.hkgem.com> on the "Latest Company Announcements" page to notify shareholders of the Company of the date, time and place of the rescheduled meeting.

As at the date of this notice, the executive Directors are Mr. Ting Pang Wan Raymond and Mr. Zhu Qin; the non-executive Director is Mr. Kao Sheng-Chi; and the independent non-executive Directors are Ms. Fan Wei, Mr. Chu Kin Wang Peleus and Mr. Ip Cho Yin J.P.

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 Company Announcements" page of the GEM website at www.hkgem.com for at least 7 days from the date of its posting. This notice will also be published on the website of the Company at www.madison-wine.com.