



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: 8057)

### 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 Flat A&B, 10/F, North Point Industrial Building, 499 King's Road, North Point, Hong Kong on Friday, 16 March 2018 at 10:00 a.m. (or any adjournment thereof).

I/We <sup>(Note 1)</sup> \_\_\_\_\_

of \_\_\_\_\_ of being the registered holder(s)

of \_\_\_\_\_ shares <sup>(Note 2)</sup> of HK\$0.001 each in the share capital of the Company **HEREBY APPOINT** <sup>(Note 3)</sup>

the chairman of the EGM or \_\_\_\_\_

of \_\_\_\_\_

as my/our proxy to attend the EGM (or any adjournment thereof) to be held at **Flat A&B, 10/F, North Point Industrial Building, 499 King's Road, North Point, Hong Kong on Friday, 16 March 2018 at 10:00 a.m.** for the purposes of considering and, if thought fit, passing the ordinary resolution as set out in the notice convening such EGM 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 RESOLUTIONS <sup>(Note 10)</sup>	FOR <sup>(Note 4)</sup>	AGAINST <sup>(Note 4)</sup>
1.	To approve, confirm and ratify the Deed of Modification and the transactions contemplated thereunder.		
2.	To approve the exercise of the exchange rights attached to the Exchangeable Bonds to exchange for the number of shares in Bartha International of 49% of the entire issued share capital in Bartha International and the transactions contemplated thereunder.		

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2018

Signature <sup>(Note 5)</sup> \_\_\_\_\_

#### Notes:

1. Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
2. 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).
3. If any proxy other than the Chairman of the meeting is preferred, please delete the words "the Chairman of the meeting 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.**
4. **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 resolutions referred to in the notice convening the EGM which has been properly put to the EGM.
5. 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.
6. 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.
7. To be valid, this form of 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 authority shall be delivered to the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong no less than 48 hours before the time for holding the EGM or any adjournment meeting.
8. 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.
9. Capitalised terms used in this form of proxy have the same meaning as those defined in the notice of the EGM dated 28 February 2018.
10. The descriptions of the resolutions are by way of summary only. The full text appears in the notice convening the EGM as contained in the Company's circular dated 28 February 2018.

#### 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 Meeting of the Company (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.