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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)

COMPLETION OF PLACING OF NEW SHARES UNDER GENERAL MANDATE

Placing Agents



恒明珠證券有限公司
ETERNAL PEARL SECURITIES LTD.



申萬宏源證券(香港)有限公司
SHENWAN HONGYUAN SECURITIES (H.K.) LIMITED

The Board is pleased to announce that all the conditions precedent of the Placing had been fulfilled and the completion of the Placing took place on 23 April 2018. Pursuant to the terms and conditions of the Placing Agreement, an aggregate of 70,056,000 Placing Shares were successfully placed by the Placing Agents to not less than six (6) Placees at the Placing Price of HK\$1.70 per Placing Share.

Reference is made to the announcement of Madison Holdings Group Limited (the “**Company**”) dated 12 April 2018 (the “**Announcement**”) in relation to the placing of new Shares under the General Mandate. Unless otherwise stated, capitalised terms used herein shall have the same meanings as defined in the Announcement.

COMPLETION OF PLACING OF NEW SHARES UNDER THE GENERAL MANDATE

The Board is pleased to announce that all the conditions precedent of the Placing had been fulfilled and the completion of the Placing took place on 23 April 2018. Pursuant to the terms and conditions of the Placing Agreement, an aggregate of 70,056,000 Placing Shares were successfully placed by the Placing Agents to not less than six (6) Placees at the Placing Price of HK\$1.70 per Placing Share.

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, the Placees and their respective ultimate beneficial owners are independent institutional, professional and/or individual investors and not connected with any directors, chief executive or substantial shareholders of the Company or its subsidiaries and their respective associates. None of the Placees and their respective associates becomes a substantial Shareholder upon completion of the Placing.

The net proceeds from the Placing, after deducting the placing commission and other related expenses payable by the Company, are approximately HK\$116.76 million. The Company intends to use the net proceeds for the purposes as disclosed in the section headed "Reasons for the Placing and use of proceeds" in the Announcement.

EFFECTS ON SHAREHOLDING STRUCTURE OF THE COMPANY

The table below set out the changes to the shareholding structure of the Company as a result of completion of the Placing.

	As at the date of this announcement		Immediately upon completion of the Placing	
	<i>No. of Shares</i>	<i>Approx. %</i>	<i>No. of Shares</i>	<i>Approx. %</i>
Shareholders				
Royal Spectrum (<i>note</i>)	1,968,000,000	49.20	1,968,000,000	48.35
Public Shareholders				
Placees	–	–	70,056,000	1.72
Other public Shareholders	<u>2,032,000,000</u>	<u>50.80</u>	<u>2,032,000,000</u>	<u>49.93</u>
Total	<u><u>4,000,000,000</u></u>	<u><u>100.00</u></u>	<u><u>4,070,056,000</u></u>	<u><u>100.00</u></u>

Note: These shares were held by Royal Spectrum, which is legally and beneficially owned as to 96.63% by Devoss Global Holdings Limited, which, in turn, is legally and beneficially wholly-owned by Mr. Ting.

By order of the Board
Madison Holdings Group Limited
Ting Pang Wan Raymond
Chairman and executive Director

Hong Kong, 23 April 2018

As at the date of this announcement, the executive Directors are Mr. Ting Pang Wan Raymond, Mr. Zhu Qin, Mr. Zhou, Francis Bingrong, Mr. Teoh Ronnie Chee Keong and Ms. Kuo Kwan; and the independent non-executive Directors are Ms. Fan Wei, Mr. Chu Kin Wang Peleus and Mr. Ip Cho Yin, J.P.

This announcement, 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 announcement 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 in this announcement misleading.

This announcement will remain on the GEM website at <http://www.hkgem.com> on the “Latest Company Announcements” page for at least seven days from the date of its posting and the Company’s website at <http://www.madison-wine.com>.