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If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult a licensed securities dealer, 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 transferee or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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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)

**PROPOSALS FOR RE-ELECTION OF RETIRING DIRECTORS,
GENERAL MANDATES TO ALLOT, ISSUE AND
DEAL WITH SHARES AND TO REPURCHASE SHARES,
PROPOSED REFRESHMENT OF THE SCHEME MANDATE LIMIT, AND
NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the annual general meeting of the Shareholders to be held at Flat A&B, 10/F, North Point Industrial Building, 499 King's Road, North Point, Hong Kong on Friday, 17 August 2018 at 10:00 a.m. is set out on pages 23 to 28 of this circular. A form of proxy for the meeting is enclosed with this circular. If you do not intend to be present at the annual general meeting, you are requested to complete the form of proxy and return it 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 in accordance with the instructions printed thereon no less than 48 hours before the time fixed for the meeting. The completion and return of a form of proxy will not preclude you from attending and voting at the meeting in person.

This circular 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 and on the Company's website at www.madison-wine.com.

9 July 2018

CHARACTERISTICS OF GEM OF THE STOCK EXCHANGE

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 and no assurance is given that there will be a liquid market in the securities traded on GEM.

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DEFINITIONS

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

“AGM”	the annual general meeting of the Company to be held at Flat A&B, 10/F, North Point Industrial Building, 499 King’s Road, North Point, Hong Kong on Friday, 17 August 2018 at 10:00 a.m. or any adjournment thereof
“Articles”	the articles of association of the Company as amended from time to time
“Board”	the board of Directors
“close associate(s)”	has the meaning ascribed to it under the GEM Listing Rules
“Company”	Madison Holdings Group Limited, a company incorporated in the Cayman Islands with limited liability and whose Shares are listed on GEM
“controlling shareholder(s)”	has the meaning ascribed to it under the GEM Listing Rules
“core connected person(s)”	has the meaning ascribed to it under the GEM Listing Rules
“Director(s)”	the director(s) of the Company
“GEM”	GEM operated by the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM of the Stock Exchange
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Latest Practicable Date”	4 July 2018, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained in this circular

DEFINITIONS

“Main Board”	the stock market operated by the Stock Exchange prior to the establishment of GEM (excluding the options market) and which stock market continues to be operated by the Stock Exchange in parallel with GEM. For the avoidance of doubt, the Main Board excludes GEM
“Ordinary Resolution(s)”	the proposed ordinary resolution(s) as referred to in the notice of AGM
“PRC”	the People’s Republic of China, for the purpose of this circular, excludes Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan
“SFO”	the Securities and Futures Ordinance (Cap. 571 of the Laws of Hong Kong)
“Share(s)”	ordinary share(s) of HK\$0.001 each in the share capital of the Company
“Scheme Mandate Limit”	the maximum number of Shares which may be allotted and issued upon the exercise of all share options to be granted under the Share Option Scheme, which initially shall not in aggregate exceed 10% of the Shares in issue as at the date of adoption of the Share Option Scheme and thereafter, if refreshed, shall not in aggregate exceed 10% of the Shares in issue as at the date of approval of the refreshed limit by the Shareholders
“Share Issue Mandate”	a general unconditional mandate proposed to be granted to the Directors at the AGM to allot, issue and deal with Shares up to 20% of the total number of Shares in issue as at the date of the passing of such Ordinary Resolution
“Share Option Scheme”	the share option scheme adopted by the Company pursuant to the written resolution of the Shareholders on 21 September 2015

DEFINITIONS

“Share Repurchase Mandate”	a general unconditional mandate proposed to be granted to the Directors at the AGM to repurchase Shares up to 10% of the total number of Shares in issue as at the date of the passing of such Ordinary Resolution
“Shareholder(s)”	holder(s) of the Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“subsidiary(ies)”	has the meaning ascribed to it under the GEM Listing Rules
“substantial shareholder(s)”	has the meaning ascribed to it under the GEM Listing Rules
“Takeovers Code”	the Hong Kong Code on Takeovers and Mergers
“%”	per cent.

LETTER FROM THE BOARD



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)

Executive Directors:

Mr. Ting Pang Wan Raymond (*Chairman*)
Mr. Zhu Qin (*Deputy Chairman*)
Mr. Zhou, Francis Bingrong (*Deputy Chairman*)
Mr. Teoh Ronnie Chee Keong (*Chief Executive Officer*)
Ms. Kuo Kwan

Registered Office:

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

Independent Non-executive Directors:

Ms. Fan Wei
Mr. Chu Kin Wang Peleus
Mr. Ip Cho Yin, *J.P.*

Principal place of business

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

9 July 2018

To the Shareholders

Dear Sir or Madam,

**PROPOSALS FOR RE-ELECTION OF RETIRING DIRECTORS,
GENERAL MANDATES TO ALLOT, ISSUE AND
DEAL WITH SHARES AND TO REPURCHASE SHARES,
PROPOSED REFRESHMENT OF THE SCHEME MANDATE LIMIT, AND
NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

The purpose of this circular is to provide you with information regarding the resolutions to be proposed at the AGM involving (1) the re-election of retiring Directors and (2) the grant of the Share Repurchase Mandate and the Share Issue Mandate to repurchase Shares and to issue new Shares up to 10% and 20% respectively of the total number of Shares in issue as at the date of the passing of the resolutions; and (3) the Proposed Refreshment of Scheme Mandate Limit.

LETTER FROM THE BOARD

BACKGROUND

On 28 August 2017, resolutions were passed by the then Shareholders granting general and unconditional mandates to exercise the powers of the Company to:

- (a) allot, issue and deal with Shares not exceeding the sum of 20% of the total number of Shares in issue as at the date of passing of the resolution;
- (b) repurchase Shares up to 10% of the total number of Shares in issue as at the date of passing of the resolution; and
- (c) add to the general mandate for issuing Shares set out in paragraph (a) above the number of Shares repurchased by the Company pursuant to the repurchase mandate set out in paragraph (b) above.

The above general mandates will expire at the conclusion of the AGM and the purpose of this circular is to request the approval of the Shareholders to renew the general mandate as referred to in paragraphs (a), (b) and (c) above in the AGM on 17 August 2018.

RE-ELECTION OF RETIRING DIRECTORS

References are made to the announcements of the Company dated 25 September 2017 and 17 April 2018, whereby Mr. Teoh Ronnie Chee Keong and Ms. Kuo Kwan were appointed as executive Directors with effect from 25 September 2017 and Mr. Zhou, Francis Bingrong was appointed as an executive Director with effect from 17 April 2018. In accordance with Article 83(3) of the Articles, any Director appointed by the Board as an addition to the existing Board shall hold office until the next following annual general meeting of the Company and shall then be eligible for re-election. Accordingly, Mr. Teoh Ronnie Chee Keong, Ms. Kuo Kwan and Mr. Zhou, Francis Bingrong shall retire from office at the AGM and, being eligible, each of them will offer himself/herself for re-election as an executive Director at the AGM.

According to Articles 84(1) and 84(2), at each annual general meeting one-third of the Directors for the time being (or, if their number is not a multiple of three (3), the number nearest to but not less than one-third) shall retire from office by rotation so that every Director shall be subject to retirement by rotation at least once every three years. A retiring Director shall be eligible for re-election.

LETTER FROM THE BOARD

In accordance with Article 84(1) and 84(2), Ms. Fan Wei and Mr. Chu Kin Wang Peleus shall retire from office at the AGM. Being eligible, each of Ms. Fan Wei and Mr. Chu Kin Wang Peleus will offer himself/herself for re-election as an independent non-executive Director.

At the AGM, Ordinary Resolutions will be proposed to re-elect each of Mr. Teoh Ronnie Chee Keong, Ms. Kuo Kwan, Mr. Zhou, Francis Bingrong, Ms. Fan Wei and Mr. Chu Kin Wang Peleus as an executive Director/independent non-executive Director (as the case may be).

Details of the retiring Directors who are proposed to be re-elected at the AGM are set out in Appendix I to this circular.

SHARE ISSUE MANDATE

As at the Latest Practicable Date, the number of issued Shares was 4,070,056,000 Shares. At the AGM, it will be proposed, by way of ordinary resolution, that the Directors be given a general and unconditional mandate to exercise all powers of the Company to allot, issue and deal with the Shares up to 20% of the total number of Shares in issue on the date of the passing of the ordinary resolution (i.e. the Share Issue Mandate). Assuming that the number of issued Shares remains at 4,070,056,000 Shares on the date of the passing of the ordinary resolution, the maximum number of Shares which may be issued pursuant to the Share Issue Mandate will be 814,011,200 Shares. In addition, it is further proposed, by way of a separate ordinary resolution that the Share Issue Mandate be extended by adding the number of Shares repurchased under the Share Repurchase Mandate. Any issue of new Shares in the Company is subject to approval from the Stock Exchange for the listing of and permission to deal in such new Shares.

The Share Issue Mandate, if approved, will continue in force until the earliest of: (a) the conclusion of the next annual general meeting of the Company; or (b) the expiration of the period within which the Company is required by the Companies Law (Law 3 of 1961, as consolidated and revised) or any applicable laws of the Cayman Islands or the Articles to hold its next annual general meeting; or (c) the Share Issue Mandate being revoked or varied by an ordinary resolution of the Shareholders in general meeting prior to the next annual general meeting, whichever occurs first.

LETTER FROM THE BOARD

SHARE REPURCHASE MANDATE

At the AGM, an ordinary resolution will be proposed that the Directors be given a general and unconditional mandate to exercise all powers of the Company to repurchase on GEM, or any other stock exchange on which the Shares may be listed, shares up to a maximum of 10% of the total number of Shares in issue at the date of passing of the ordinary resolution (i.e. the Share Repurchase Mandate). Assuming that the number of issued Shares remains at 4,070,056,000 Shares on the date of the passing of the ordinary resolution, the maximum number of Shares which may be repurchased pursuant to the general mandate will be 407,005,600 Shares.

The Share Repurchase Mandate, if approved, will continue in force until the earliest of: (a) the conclusion of the next annual general meeting of the Company; or (b) the expiration of the period within which the Company is required by the Companies Law (Law 3 of 1961, as consolidated and revised) or any applicable laws of the Cayman Islands or the Articles to hold its next annual general meeting; or (c) the Share Repurchase Mandate being revoked or varied by an ordinary resolution of the Shareholders in general meeting prior to the next annual general meeting, whichever occurs first.

The Company may only repurchase its Shares on GEM if:

- (i) the Shares proposed to be repurchased by the Company are fully paid up;
- (ii) the Company has previously sent to the Shareholders the explanatory statement set out in the Appendix II to this circular; and
- (iii) the Shareholders have in general meeting approved the Share Repurchase Mandate and the relevant documents in connection therewith have been delivered to the Stock Exchange.

An explanatory statement as required under the GEM Listing Rules and as required pursuant to the GEM Listing Rules, in particular Rule 13.08 of the GEM Listing Rules, giving certain information regarding the Share Repurchase Mandate, is set out in Appendix II to this circular. The explanatory statement contains the information reasonably necessary to enable Shareholders to make an informed decision on whether to vote for or against the resolution relating to the Share Repurchase Mandate.

LETTER FROM THE BOARD

PROPOSED REFRESHMENT OF SCHEME MANDATE LIMIT FOR THE SHARE OPTION SCHEME

Pursuant to the GEM Listing Rules and the Share Option Scheme, the total number of Shares which may be issued upon the exercise of all share options to be granted under the Share Option Scheme and any other schemes of the Company must not exceed 10% of the Shares in issue as at the date of adoption of the Share Option Scheme. Subject to Shareholders' prior approval, the Company may refresh the Scheme Mandate Limit to the extent not exceeding 10% of the Shares in issue as at the date of the aforesaid Shareholders' approval.

The Company adopted the Share Option Scheme pursuant to an ordinary resolution passed by the Shareholders on 21 September 2015. Apart from the Share Option Scheme, the Company has no other share option scheme currently in force. Since the date of adoption of the Share Option Scheme, the Company has not refreshed the Scheme Mandate Limit.

Under the existing Scheme Mandate Limit, the Company may grant up to a total of 400,000,000 Shares, being 10% of the Shares in issue as at the date of passing the resolution on 21 September 2015. Since the adoption of the Share Option Scheme and as at the Latest Practicable Date, the Company has granted a total of 400,000,000 share options, of which none of share options were exercised, none of share options were cancelled or lapsed and 400,000,000 share options remained outstanding, representing approximately 9.83% of the Company's issued share capital as at the Latest Practicable Date.

Refreshment of the Scheme Mandate Limit

On the basis of 4,070,056,000 Shares in issue at the Latest Practicable Date and assuming that no further Shares are repurchased and issued and no share options are being exercised prior to the AGM, the maximum number of Shares which may be issued upon exercise of all share options that may be granted under the Scheme Mandate Limit so refreshed is 407,005,600 Shares, representing 10% of the total number of Shares in issue as at the AGM date.

The Directors consider that it is in the interests of the Company and the Shareholders as a whole to grant the refreshment of the Scheme Mandate Limit so that the Company will have more flexibility to provide incentives or rewards to participants for their contribution to the Group and to enable the Group to recruit and retain high-calibre employees and attract human resources that are valuable to the Group. The Board therefore seeks the approval of the Shareholders by passing of an ordinary resolution for the grant of the Proposed Refreshment at the AGM.

LETTER FROM THE BOARD

Notwithstanding the foregoing, pursuant to the GEM Listing Rules, the Shares which may be issued upon exercise of all outstanding Share Options granted and yet to be exercised under the Share Option Scheme and any other share option schemes of the Company at any time must not in aggregate exceed 30% of the Shares in issue from time to time. No share options shall be granted under any share option scheme of the Company if this will result in the 30% limit being exceeded.

As required by the Share Option Scheme and the GEM Listing Rules, an ordinary resolution will be proposed at the AGM to approve the refreshment of the Scheme Mandate Limit such that the total number of Shares which may be issued upon exercise of all Share Options to be granted under the Share Option Scheme shall not exceed 10% of the total number of the Shares in issue as at the date of passing the relevant resolution at the AGM. In this connection, any Share Options previously granted under the Share Option Scheme and any other share option schemes of the Company (including those outstanding, cancelled, lapsed or exercised) shall not be counted for the purpose of calculating the Scheme Mandate Limit as refreshed.

Conditions of the proposed refreshment

The proposed refreshment of the Scheme Mandate Limit is conditional upon:

- (a) the passing of an ordinary resolution to approve the refreshment of the Scheme Mandate Limit by the Shareholders at the AGM; and
- (b) the Listing Committee of the Stock Exchange granting the listing of, and permission to deal in, the Shares to be issued pursuant to the exercise of the share options which may be granted under the refreshed limit of the Share Option Scheme, up to 10% of the total number of Shares in issue as at the date of the AGM.

Application will be made to the Stock Exchange for the listing of, and permission to deal in, the Shares that may be issued pursuant to the exercise of the share options that may be granted under the Share Option Scheme subject to the refreshed Scheme Mandate Limit.

LETTER FROM THE BOARD

CLOSURE OF REGISTER OF MEMBERS

The AGM will be held on Friday, 17 August 2018. For determining the entitlement to attend and vote at the AGM, the register of members of the Company will be closed from Tuesday, 14 August 2018 to Friday, 17 August 2018, both days inclusive, during which period no transfer of Shares will be effected. In order to qualify for attending and voting at the AGM, all share 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 Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration not later than 4:30 p.m. on Monday, 13 August 2018.

ANNUAL GENERAL MEETING

At the AGM, Ordinary Resolutions will be proposed to the Shareholders to approve, among other things, the re-election of the retiring Directors, the proposed grant of the Share Issue Mandate (including the extension of the Share Issue Mandate), the Share Repurchase Mandate and the proposed refreshment of the Scheme Mandate Limit. The notice of AGM is set out on pages 23 to 28 of this circular.

A form of proxy for use at the AGM is enclosed with this circular. Whether or not you are able to attend the AGM in person, you are requested to complete and return it 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 in accordance with the instructions printed thereon as soon as possible and in any event not less than 48 hours before the AGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjourned meeting thereof should you so desire.

All the resolutions proposed to be approved at the AGM will be taken by poll and an announcement will be made by the Company after the AGM on the results of the AGM.

LETTER FROM THE BOARD

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 Company. 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.

RECOMMENDATION

The Directors consider that the re-election of the retiring Directors, the proposed grant of the Share Issue Mandate (including the extension of the Share Issue Mandate), the Share Repurchase Mandate and the proposed refreshment of Scheme Mandate Limit are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend that all Shareholders to vote in favour of the resolutions to be proposed at the AGM.

GENERAL

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, no Shareholder is required to abstain from voting on the resolutions to be proposed at the AGM. Your attention is also drawn to the additional information set out in the Appendices to this circular.

MISCELLANEOUS

The English text of this circular shall prevail over the Chinese text for the purpose of interpretation.

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

The biographical and other details of the Directors standing for re-election at the AGM are set out below:

MR. TEOH RONNIE CHEE KEONG (“Mr. Teoh”)

Mr. Teoh, aged 42, was appointed as an executive Director and a chief executive officer of the Company on 25 September 2017. Mr. Teoh has more than 16 years of experience in investment banking and in multi-jurisdictions across the Asia Pacific region. Prior to joining our group, Mr. Teoh was the managing director – merger & acquisition of Haitong International Securities Company Limited from September 2014 to September 2017. Mr. Teoh was the head of Metals and Mining – Greater China of Standard Chartered Bank from March 2010 to September 2014 in the Hong Kong and Singapore offices, and was the vice president of investment banking of Macquarie Capital in the Singapore, Malaysia and Australia offices from March 2001 to February 2010.

Mr. Teoh holds a bachelor’s degree in Commerce at University of Melbourne in Australia. He had also pursued his professional studies by completing the CPA Australia programme.

Mr. Teoh entered into a service agreement with the Company on 25 September 2017 for an initial term of three years commencing from 25 September 2017, subject to retirement by rotation and re-election at annual general meetings pursuant to the Articles. Under the service agreement, Mr. Teoh was entitled to (i) a remuneration of HK\$1,950,000 per annum which was payable in 13 instalments and (ii) bonus in respect of his service as an executive Director. Save for the above remuneration and bonus, he is not expected to receive any other remuneration for holding his office as an executive Director. Mr. Teoh’s annual emoluments as executive Director was determined by the Board based on the recommendation from the remuneration committee of the Company with reference to the Company’s performance, his duties and responsibilities with the Company and prevailing market conditions.

As at the Latest Practicable Date, Mr. Teoh was interested in 5,000,000 share options of the Company. Save as disclosed above, as at the Latest Practicable Date, (i) Mr. Teoh did not have, and was not deemed to have, any interests or short positions in any Shares, underlying shares or debentures of the Company and its associated corporations within the meaning of Part XV of SFO; (ii) Mr. Teoh did not have any relationship with any other Directors, senior management, substantial shareholders or controlling shareholders of the Company; and (iii) Mr. Teoh had not held any directorship in any listed public companies in the last three years preceding the Latest Practicable Date or any other position with the Company and other members of the Group or other major appointments and professional qualifications.

Save as disclosed above, there is no further information to be disclosed pursuant to any of the requirements of Rule 17.50(2) of the GEM Listing Rules and there is no other matter which needs to be brought to the attention of the Shareholders.

MS. KUO KWAN (“Ms. Kuo”)

Ms. Kuo, aged 48, was appointed as an executive Director of the Company on 25 September 2017. Ms. Kuo has over 21 years’ accounting and auditing experience and held senior management positions in various listed and private companies in Hong Kong. Ms. Kuo is currently the chief financial officer and a director of Starlight Financial Holdings Limited, a company which is indirectly non-wholly owned by Mr. Ting Pang Wan Raymond, an executive Director, the chairman and a controlling shareholder of the Company. She was the chief financial officer from December 2010 to May 2016 and the company secretary from November 2011 to July 2014 of Credit China Holdings Limited (now known as Chong Sing Holdings Fintech Group Limited), a company whose shares are listed on GEM (Stock Code 8207:HK). Ms. Kuo was an executive director of GreaterChina Technology Group Limited (now known as Viva China Holdings Limited), a company whose shares are listed on the GEM (Stock Code 8032:HK) from January 2005 to September 2008.

Ms. Kuo is a member of CPA Australia and an associate member of the Hong Kong Institute of Certified Public Accountants. She graduated from University of Melbourne in Australia with a bachelor’s degree in Commerce.

Ms. Kuo entered into a service agreement with the Company on 25 September 2017 for an initial term of three years commencing from 25 September 2017, subject to retirement by rotation and re-election at annual general meetings pursuant to the Articles. Under the service agreement, Ms. Kuo was entitled to (i) a remuneration of HK\$650,000 per annum which was payable in 13 instalments and (ii) bonus in respect of her service as an executive Director. Save for the above remuneration and bonus, she is not expected to receive any other remuneration for holding her office as an executive Director. Ms. Kuo’s annual emoluments as executive Director was determined by the Board based on the recommendation from the remuneration committee of the Company with reference to the Company’s performance, her duties and responsibilities with the Company and prevailing market conditions.

As at the Latest Practicable Date, Ms. Kuo was interested in 5,000,000 share options of the Company. Save as disclosed above, as at the Latest Practicable Date, (i) Ms. Kuo did not have, and was not deemed to have, any interests or short positions in any Shares, underlying shares or debentures of the Company and its associated corporations within the meaning of Part XV of SFO; (ii) Ms. Kuo did not have any relationship with any other Directors, senior management, substantial shareholders or controlling shareholders of the Company; and (iii) Ms. Kuo had not held any directorship in any listed public companies in the last three years preceding the Latest Practicable Date or any other position with the Company and other members of the Group or other major appointments and professional qualifications.

Save as disclosed above, there is no further information to be disclosed pursuant to any of the requirements of Rule 17.50(2) of the GEM Listing Rules and there is no other matter which needs to be brought to the attention of the Shareholders.

MR. ZHOU, FRANCIS BINGRONG (“Mr. Zhou”)

Mr. Zhou, aged 33, was appointed as an executive Director and a deputy chairman of the Company on 17 April 2018. Mr. Zhou was the vice chairman and an executive director of Value Convergence Holdings Limited, the shares of which are listed on the Main Board (Stock Code: 821), from 22 January 2018 to 16 April 2018. Mr. Zhou is currently the president of Silk Road Energy Services Group Limited (“**Silk Road**”), the shares of which are listed on GEM (Stock Code: 8250) since 22 January 2018 and was the vice chairman and an executive director of Silk Road from 11 March 2016 to 21 January 2018. Mr. Zhou also held senior equity research positions with prominent regional and China-based investment banks, such as China International Capital Corporation (HK) Limited and Daiwa Capital Markets Hong Kong Limited. He also served as vice president of Financial Planning & Analysis for Galaxy Entertainment Group.

Mr. Zhou has extensive experience in corporate finance and strategy, financial analysis and the capital markets. He started his career as an M&A Analyst with a boutique investment bank. He holds a Bachelor of Arts degree in Economics and Asian Studies from Bowdoin College in Brunswick, Maine, United States.

Mr. Zhou entered into a service agreement with the Company on 17 April 2017 for an initial term of three years commencing from 17 April 2018, subject to retirement by rotation and re-election at annual general meetings pursuant to the Articles. Under the service agreement, Mr. Zhou was entitled to (i) a remuneration of HK\$1,170,000 per annum which was payable in 13 instalments and (ii) bonus in respect of his service as an executive Director. Save for the above remuneration and bonus, he is not expected to receive any other remuneration for holding his office as an executive Director. Mr. Zhou's annual emoluments as executive Director was determined by the Board based on the recommendation from the remuneration committee of the Company with reference to the Company's performance, his duties and responsibilities with the Company and prevailing market conditions.

As at the Latest Practicable Date, Mr. Zhou was interested in 5,000,000 share options of the Company. Save as disclosed above, as at the Latest Practicable Date, (i) Mr. Zhou did not have, and was not deemed to have, any interests or short positions in any Shares, underlying shares or debentures of the Company and its associated corporations within the meaning of Part XV of SFO; (ii) Mr. Zhou did not have any relationship with any other Directors, senior management, substantial shareholders or controlling shareholders of the Company; and (iii) Mr. Zhou had not held any directorship in any listed public companies in the last three years preceding the Latest Practicable Date or any other position with the Company and other members of the Group or other major appointments and professional qualifications.

Save as disclosed above, there is no further information to be disclosed pursuant to any of the requirements of Rule 17.50(2) of the GEM Listing Rules and there is no other matter which needs to be brought to the attention of the Shareholders.

MS. FAN WEI (“Ms. Fan”)

Ms. Fan, aged 62, was appointed as an independent non-executive Director (“INED”) on 21 September 2015 and is also the chairlady of the Remuneration Committee and a member of each of the Audit Committee and the Nomination and Corporate Governance Committee of the Company. Since September 2013, Ms. Fan has been the general secretary responsible for arranging charity activities of 深圳市博雅文化研究基金會 (Boya Culture Foundation), which is committed to improving quality of academic researches, popularising traditional Chinese culture, facilitating the cultural exchange with its foreign counterparts, and funding activities which promote traditional Chinese culture. She served at Dong Yuan Hong Kong International Limited, which principally engaged in strategic investments, consulting, financial services, logistics and trading business, and held the position of executive vice president responsible for the operation management of the company from March 2011 to June 2012.

Ms. Fan graduated from Murdoch University in Australia with a master's degree in business administration in March 2001.

Under a letter of appointment dated 21 September 2015, Ms. Fan was appointed as an independent non-executive Director for a fixed term of three years commencing from 21 September 2015, subject to retirement by rotation and re-election at general meetings pursuant to the Articles. In respect of her service to the Company as independent non-executive Director, Ms. Fan is entitled to a Director's fee of HK\$180,000 per annum. Save for the Director's fee, Ms. Fan is not expected to receive any other remuneration for holding her office as an independent non-executive Director. Ms. Fan's annual emoluments as independent non-executive Director was determined by the Board based on the recommendation from the remuneration committee of the Company with reference to the Company's performance, her duties and responsibilities with the Company, and prevailing market conditions.

As at the Latest Practicable Date, Ms. Fan was interested in 300,000 share options of the Company. Save as disclosed above, as at the Latest Practicable Date, (i) Ms. Fan did not have, and was not deemed to have, any interests or short positions in any Shares, underlying shares or debentures of the Company and its associated corporations within the meaning of Part XV of SFO; (ii) Ms. Fan did not have any relationship with any other Directors, senior management, substantial shareholders or controlling shareholders of the Company; and (iii) Ms. Fan had not held any directorship in any listed public companies in the last three years preceding the Latest Practicable Date or any other position with the Company and other members of the Group or other major appointments and professional qualifications.

Save as disclosed above, there is no further information to be disclosed pursuant to any of the requirements of Rule 17.50(2) of the GEM Listing Rules and there is no other matter which needs to be brought to the attention of the Shareholders.

Mr. CHU Kin Wang Peleus (“Mr. Chu”)

Mr. Chu, aged 53, was appointed as an independent non-executive Director on 21 September 2015 and is also the chairman of the audit committee and a member of each of the remuneration committee and the nomination and corporate governance committee. Since December 2008, he has been the executive director responsible for investor relationship, financial management and compliance matters of Chinese People Holdings Company Limited (Stock code 0681:HK), which is a company principally engaged in the sales and distribution of natural gas and liquefied petroleum gas in China and is listed on the Main Board of the Stock Exchange. From August 2015 to February 2017, he was a non-executive Director of Perfect Group International Holdings Limited (Stock code 3326:HK). Mr. Chu has/had been an independent non-executive director of the following companies listed on the Main Board of the Stock Exchange or GEM:

- China Huishan Dairy Holdings Company Limited (Stock code 6863:HK) from June 2017 to December 2017
- PT International Development Corporation Limited (Stock code 372:HK) from March 2017 to September 2017
- Mingfa Group (International) Company Limited (Stock code 846:HK) since November 2016
- National Agricultural Holdings Limited (Stock code 1236:HK) from June 2015 to September 2015
- Telecom Service One Holdings Limited (Stock code 3997:HK) from May 2013 to December 2017
- SuperRobotics Limited (Stock code 8176:HK) since March 2012
- China First Capital Group Limited (Stock code 1269:HK) since October 2011
- Flyke International Holdings Ltd. (Stock code 1998:HK) since February 2010
- Huayu Expressway Group Limited (Stock code 1823:HK) since May 2009
- Tianli Holdings Group Limited (Stock code 0117:HK) since April 2007

Mr. Chu graduated from The University of Hong Kong with a master's degree in business administration in December 1998. Mr. Chu is a fellow practicing member of the Hong Kong Institute of Certified Public Accountants, a fellow member of the Association of Chartered Certified Accountants, an associate member of the Hong Kong Institute of Chartered Secretaries (formerly known as the Hong Kong Institute of Company Secretaries) and the Institute of Chartered Secretaries and Administrators.

Under a letter of appointment dated 21 September 2015, Mr. Chu was appointed as an independent non-executive Director for a fixed term of three years commencing from 21 September 2015, subject to retirement by rotation and re-election at general meetings pursuant to the Articles. In respect of his service to the Company as independent non-executive Director, Mr. Chu is entitled to a Director's fee of HK\$180,000 per annum. Save for the Director's fee, Mr. Chu is not expected to receive any other remuneration for holding his office as an independent non-executive Director. Mr. Chu's annual emoluments as independent non-executive Director was determined by the Board based on the recommendation from the remuneration committee of the Company with reference to the Company's performance, his duties and responsibilities with the Company, and prevailing market conditions.

As at the Latest Practicable Date, Mr. Chu was interested in 300,000 share options of the Company. Save as disclosed above, as at the Latest Practicable Date, (i) Mr. Chu did not have, and was not deemed to have, any interests or short positions in any Shares, underlying shares or debentures of the Company and its associated corporations within the meaning of Part XV of SFO; (ii) Mr. Chu did not have any relationship with any other Directors, senior management, substantial shareholders or controlling shareholders of the Company; and (iii) Mr. Chu had not held any directorship in any listed public companies in the last three years preceding the Latest Practicable Date or any other position with the Company and other members of the Group or other major appointments and professional qualifications.

Save as disclosed above, there is no further information to be disclosed pursuant to any of the requirements of Rule 17.50(2) of the GEM Listing Rules and there is no other matter which needs to be brought to the attention of the Shareholders.

This appendix serves as an explanatory statement given to all Shareholders relating to a resolution to be proposed at the AGM authorising the proposed Share Repurchase Mandate.

This explanatory statement contains all information pursuant to Rule 13.08 and other relevant provisions of the GEM Listing Rules which is set out as follows:

1. NUMBER OF SHARES WHICH MAY BE REPURCHASED

Exercise in full of the Share Repurchase Mandate, on the basis of 4,070,056,000 Shares in issue as at the Latest Practicable Date, would result in 407,005,600 Shares being repurchased by the Company during the period prior to the next annual general meeting of the Company following the passing of the resolution approving the Share Repurchase Mandate.

2. REASONS FOR REPURCHASE

The Directors believe that it is in the best interests of the Company and the Shareholders to have a general authority from Shareholders to enable the Directors to repurchase Shares in the market. Such repurchase may, depending on the market conditions and funding arrangements at the time, lead to an enhancement of the net assets value of the Company and/or its earnings per Share and will only be made when the Directors believe that such repurchase will benefit the Company and the Shareholders.

3. SOURCE OF FUND

In repurchase of Shares, the Company may only apply funds legally available for such purpose in accordance with the Articles, the GEM Listing Rules and the applicable laws of the Cayman Islands. The Directors proposed that repurchase of Shares under the Share Repurchase Mandate would be financed by the Company's internal resources. The Company will not repurchase the Shares on GEM for a consideration other than cash or for settlement otherwise than in accordance with trading rules of the Stock Exchange from time to time.

4. IMPACT OF EXERCISING THE SHARE REPURCHASE MANDATE

There might be material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the audited consolidated financial statements contained in the annual report of the Company for the year ended 31 March 2018) in the event that the Share Repurchase Mandate was to be exercised in full. However, the Directors do not propose to exercise the Share Repurchase Mandate to such an extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or on the gearing levels which, in the opinion of the Directors, are from time to time appropriate for the Company.

5. DISCLOSURE OF INTERESTS

None of the Directors nor, to the best of their knowledge having made all reasonable enquires, any of their respective close associates, has any present intention to sell any Shares to the Company in the event that the Share Repurchase Mandate is approved by the Shareholders.

6. DIRECTORS' UNDERTAKINGS

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the Share Repurchase Mandate in accordance with the Articles, the GEM Listing Rules and the applicable laws of the Cayman Islands.

7. TAKEOVERS CODE

If, as a result of a repurchase of Shares pursuant to the Share Repurchase Mandate, a shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of Rule 32 of the Takeovers Code.

As a result, a shareholder, or a group of shareholders acting in concert (within that term's meaning under the Takeovers Code), depending on the level of increase in the shareholder's interests, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rules 26 and 32 of the Takeovers Code.

APPENDIX II**EXPLANATORY STATEMENT ON
PROPOSED SHARE REPURCHASE MANDATE**

As at the Latest Practicable Date, the following Shareholders are interested in more than 10% of the Shares then in issue and in the event that the Directors exercise in full the power to repurchase Shares in accordance with the Share Repurchase Mandate, the percentage interest of these Shareholders in the Shares would be increased to:

Name	Type of interests	Position	Number of Shares	Approximate percentage of shareholding (Note 1)	Approximate percentage of shareholding upon full exercise of the Share Repurchase Mandate
Royal Spectrum Holding Company Limited (“Royal Spectrum”) (Note 2)	Beneficial owner	Long	1,968,000,000	48.35%	53.73%
Devoss Global Holdings Limited (“Devoss Global”) (Note 3)	Interest in controlled corporation	Long	1,968,000,000	48.35%	53.73%
Mr. Ting Pang Wan Raymond (“Mr. Ting”) (Notes 3 & 4)	Interest in controlled corporations	Long	1,978,872,000	48.62%	54.02%
Ms. Luu Huyen Boi (“Ms. Luu”) (Note 5)	Interest of spouse	Long	1,978,872,000	48.62%	54.02%

Notes:

1. As at the Latest Practicable Date, the total number of the issued Shares was 4,070,056,000 Shares.
2. The entire issued share capital in Royal Spectrum is legally and beneficially owned as to 96.6% by Devoss Global and 3.4% by Montrachet Holdings Ltd. Devoss Global is deemed to be interested in the Shares held by Royal Spectrum under Part XV of the SFO.
3. The entire issued share capital in Devoss Global is legally and beneficially owned by Mr. Ting. Mr. Ting is deemed to be interested in the Shares in which Devoss Global is interested in under Part XV of the SFO.
4. Mr. Ting is deemed to be interested in 9,700,000 shares and 1,172,000 shares owned by Kaiser Capital Holdings Limited and Highgrade Holding Limited respectively, the entire issued share capital of both companies legally and beneficially owned by Mr. Ting, under Part XV of the SFO.
5. Ms. Luu is the spouse of Mr. Ting. Ms. Luu is deemed to be interested in all the Shares in which Mr. Ting is interested in under Part XV of the SFO.

On the basis of the current shareholdings of the above Shareholders, an exercise of the Share Repurchase Mandate in full may result in them becoming obliged to make a mandatory offer under Rule 26 of the Takeovers Code. The Directors have no intention to exercise the Share Repurchase Mandate to such an extent that will result in a requirement of the above Shareholders, or any other persons to make a general offer under the Takeovers Code. However, the Company may not repurchase Shares which would result in the number of Shares held by the public being reduced to less than 25%.

8. NO REPURCHASE OF SHARES BY THE COMPANY

The Company has not repurchased any of its Shares (whether on GEM or otherwise) in the previous six months preceding the Latest Practicable Date.

9. CONNECTED PERSON

The Company has not been notified by any core connected persons that they have a present intention to sell any Shares to the Company, or have undertaken not to do so, in the event that the Share Repurchase Mandate is approved by the Shareholders.

10. SHARE PRICES

The highest and lowest prices per Share at which the Shares have traded on GEM during each of the twelve months from 1 April 2017 to 31 March 2018 and the period from 1 April 2018 and up to the Latest Practicable Date were as follows:

	Highest <i>(HK\$)</i>	Lowest <i>(HK\$)</i>
April 2017	2.00	1.85
May 2017	1.98	1.66
June 2017	2.5	1.75
July 2017	2.37	1.80
August 2017	1.98	1.73
September 2017	2.04	1.76
October 2017	1.91	1.72
November 2017	1.86	1.35
December 2017	1.79	1.35
January 2018	1.71	1.43
February 2018	1.63	1.40
March 2018	1.85	1.42
April 2018	2.11	1.68
May 2018	1.80	1.55
June 2018	1.77	1.52
July 2018 (up to the Latest Practicable Date)	1.70	1.66

NOTICE OF AGM



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)

SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING

WHEREAS

A notice convening the annual general meeting (“AGM”) of Madison Holdings Group Limited (the “Company”) to be held at Flat A&B, North Point Industrial Building, 499 King’s Road, North Point, Hong Kong on Friday, 17 August 2018 at 10:00 a.m. was given on 29 June 2018.

This supplemental notice of AGM dated 9 July 2018 would supersede the notice of AGM dated 29 June 2018.

The board (the “Board”) of directors (the “Directors”) of the Company apologized for any inconvenience caused.

SUPPLEMENTAL NOTICE IS HEREBY GIVEN that the AGM of the Company will be held at Flat A&B, 10/F, North Point Industrial Building, 499 King’s Road, North Point, Hong Kong on Friday, 17 August 2018 at 10:00 a.m. to consider and if thought fit, transact the following business:

ORDINARY BUSINESS

1. To consider, receive and adopt the audited consolidated financial statements and the reports of the directors (the “Directors”) of the Company and the Company’s auditors for the year ended 31 March 2018.
2. (I) (a) To re-elect Mr. Teoh Ronnie Chee Keong as an executive Director;

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- (b) To re-elect Ms. Kuo Kwan as an executive Director;
 - (c) To re-elect Mr. Zhou, Francis Bingrong as an executive Director;
 - (d) To re-elect Ms. Fan Wei as an independent non-executive Director; and
 - (e) To re-elect Mr. Chu Kin Wang Peleus as an independent non-executive Director.
- (II) To authorise the Directors to fix the Directors' remuneration.
3. To re-appoint SHINEWING (HK) CPA Limited as the Company's auditors and to authorise the Board to fix their remuneration.

SPECIAL BUSINESS

As special business, to consider and, if thought fit, pass the following resolutions as ordinary resolutions:

ORDINARY RESOLUTIONS

Grant of a general mandate to issue shares

4. **“THAT:**
- (a) subject to paragraph (c) of this resolution, pursuant to the Rules (the **“GEM Listing Rules”**) Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited (the **“Stock Exchange”**), the exercise by the Directors during the Relevant Period (as defined in paragraph (c) of this resolution) of all the powers of the Company to allot, issue and deal with additional shares in the share capital of the Company (the **“Shares”**), to grant rights to subscribe for, or convert any security into, shares of the Company (including the issue of any securities convertible into shares, or options, warrants or similar rights to subscribe for any shares) and to make or grant, whether conditionally or unconditionally, offers, agreements and options which would or might require the exercise of such powers, during or after the end of the Relevant Period, be and is hereby generally and unconditionally approved;

NOTICE OF AGM

- (b) the total number of Shares allotted, issued or dealt with or agreed conditionally or unconditionally to be allotted, issued or dealt with (whether pursuant to options or otherwise) by the Directors pursuant to the approval in paragraph (a) of this resolution, otherwise than pursuant to:
 - (i) a Rights Issue (as hereinafter defined); or
 - (ii) the grant or exercise of any option under any share option scheme of the Company or any other option, scheme or similar arrangement for the time being adopted for the grant or issue to employee, director, advisor or business consultant of the Company and/or any of its subsidiaries of shares in the Company or rights to acquire shares in the Company; or
 - (iii) any scrip dividend or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares in the Company in accordance with the Articles of Association of the Company in force from time to time; or
 - (iv) any issue of shares in the Company upon the exercise of rights of subscription or conversion under the terms of any warrants or convertible bonds issued by the Company or any securities which carry rights to subscribe for or are convertible into shares in the Company shall not exceed 20% of the total number of Shares in issue on the date of the passing of this resolution, and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly; and

- (c) for the purposes of this resolution, “**Relevant Period**” means the period from the date of the passing of this resolution until whichever is the earliest of:
 - (i) the conclusion of the next annual general meeting of the Company;
 - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association of the Company or any applicable laws of the Cayman Islands to be held; and
 - (iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the Directors by this resolution.

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“**Rights Issue**” means the offer of shares in the Company or offer or issue of warrants, options or other securities giving rights to subscribe for shares open for a period fixed by the Directors to holders of shares in the Company on the register on a fixed record date in proportion to their then holdings of such shares (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements, or having regard to any restrictions or obligations under the laws of, or the requirements of, or the expense or delay which may be involved in determining the existence or extent of any restrictions or obligations under the laws of, or the requirements of, any jurisdiction applicable to the Company, or any recognised regulatory body or any stock exchange in any territory applicable to the Company).”

Grant of a general mandate to repurchase shares

5. “**THAT:**
- (a) subject to paragraph (b) of this resolution, the exercise by the Directors during the Relevant Period (as defined in resolution 4(c) set out in this notice) of all the powers of the Company to repurchase shares in the capital of the Company on the Stock Exchange or on any other stock exchange on which the securities in the Company may be listed and recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange, the Companies Law of the Cayman Islands and all other applicable laws and requirements of the GEM Listing Rules or any other stock exchange as amended from time to time in this regard, be and the same is hereby generally and unconditionally approved; and
 - (b) the total number of Shares which the Company is authorised to repurchase pursuant to approval in paragraph (a) of this resolution during the Relevant Period shall not exceed 10% of the total number of Shares in issue at the date of passing of this resolution and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly.”

Extension of resolution no. 4 to number of shares repurchased in resolution no. 5

6. “**THAT** conditional on the passing of resolutions nos. 4 and 5 of the notice convening the AGM, the general mandate granted to the Directors to allot, issue and deal with additional shares in the Company pursuant to the said resolution no. 4 be and is hereby extended by the addition thereto of an amount representing the total number of Shares which are repurchased by the Company under the authority granted to the Directors pursuant to the said resolution no. 5.”

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7. “**THAT** subject to and conditional upon the granting by the Listing Committee of the Stock Exchange the listing of and permission to deal in, the Shares which may be allotted and issued upon the exercise of share options to be granted under the refreshed scheme mandate limit (the “**Scheme Mandate Limit**”) under the share option scheme of the Company adopted on 21 September 2015, which entitles the Directors to grant share options after the listing of Shares on the Stock Exchange, in the manner as set out in paragraph (a) of this resolution,
- (a) the refreshment of the Scheme Mandate Limit of up to 10 per cent. of the Shares in issue as at the date of passing this resolution be and is hereby refreshed; and
- (b) the Directors be and are hereby authorised to do such acts and things and execute all such documents, including under seal where applicable as they consider necessary or expedient to give effect to the foregoing arrangement.”

By order of the Board
Madison Holdings Group Limited
Ting Pang Wan Raymond
Chairman & Executive Director

Hong Kong, 9 July 2018

Registered office:

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

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 of the Company entitled to attend and vote at the AGM is entitled to appoint one or more proxies to attend and vote in his/her stead. A proxy need not be a member of the Company.
2. In order to be valid, the instrument appointing a 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 or 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, not less than 48 hours before the time appointed for holding the AGM or adjourned meeting (as the case may be).

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3. In relation to proposed resolutions nos. 4 and 6 above, approval is being sought from the shareholders for the grant to the Directors of a general mandate to authorise the allotment and issue of shares under the GEM Listing Rules. The Directors have no immediate plans to issue any new shares of the Company other than shares which may fall to be issued under the share option scheme of the Company or any scrip dividend scheme which may be approved by shareholders of the Company.
4. In relation to proposed resolution no. 5 above, the Directors wish to state that they will exercise the powers conferred thereby to repurchase shares of the Company in circumstances which they deem appropriate for the benefit of the shareholders. An explanatory statement containing the information necessary to enable the shareholders of the Company to make an informed decision to vote on the proposed resolution as required by the GEM Listing Rules is set out in the Appendix II in this circular of which this notice of the AGM forms part.
5. Delivery of an instrument appointing a proxy will not preclude a member from attending and voting in person at the AGM if the member so desires and in such event, the instrument appointing the proxy shall be deemed to be revoked.
6. In the case of joint holders of a share, any one of such joint holders may vote, either in person or by proxy, in respect of such share as if he/she were solely entitled thereto to if more than one of such joint holders are present at the above meeting, 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 holders. For this purpose, seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.
7. For determining the entitlement to attend and vote at the AGM, the register of members of the Company will be closed from Tuesday, 14 August 2018 to Friday, 17 August 2018 (both days inclusive), during which period no transfer of shares of the Company will be registered. In order to be eligible to attend and vote at the above meeting, unregistered holders of shares of the Company should ensure that all share transfer documents 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 Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong, for registration no later than 4:30 p.m. on Monday, 13 August 2018.
8. Any voting at the AGM shall be taken by poll pursuant to the GEM Listing Rules and the results of the poll will be published on the websites of GEM and the Company in accordance with the GEM Listing Rules.
9. 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 AGM, the meeting will be postponed. The Company will post an announcement on the website of the Company at www.madison-wine.com and on the "Latest Company Announcements" page of the GEM website at www.hkgem.com to notify shareholders of the Company of the date, time and place of the rescheduled meeting.
10. In the case of any inconsistency between the Chinese translation and the English text hereof, the English text shall prevail.