



MADISON GROUP<sup>®</sup>

**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 annual general meeting of the Company (the “AGM”) 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).**

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

as my/our proxy to attend the AGM (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, 17 August 2018 at 10:00 a.m. for the purposes of considering and, if thought fit, passing the ordinary resolutions as set out in the notice convening such AGM and at such AGM (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 if no such indication is given, as my/our proxy thinks fit.

ORDINARY RESOLUTIONS		FOR <sup>(Note 4)</sup>	AGAINST <sup>(Note 4)</sup>
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;		
	(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 Directors to fix their remuneration.		
4.	To give a general mandate to the Directors to allot, issue and deal with the Company’s shares.		
5.	To grant a general mandate to the Directors to repurchase the Company’s shares.		
6.	To add the total number of shares repurchased by the Company under repurchase mandate granted under resolution numbered 5 to the issue mandate granted to the Directors under resolution numbered 4.		
7.	To refresh the scheme mandate limit under the share option scheme.		

Dated this \_\_\_\_\_ day of \_\_\_\_\_, 2018. Signature <sup>(Note 5)</sup> \_\_\_\_\_

**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 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.**
- 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 AGM which has been properly put to the AGM.
- 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 AGM, 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 Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong no less than 48 hours before the time for holding the AGM or any adjournment meeting.
- Completion and delivery of the form of proxy will not preclude you from attending and voting at the AGM 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 AGM.

**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.