

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this notice, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this notice.



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)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “**EGM**”) of Madison Holdings Group 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 Monday, 30 July 2018 at 10:00 a.m. for the purpose of considering and, if thought fit, passing with or without amendments, the following ordinary resolutions:

ORDINARY RESOLUTIONS

“**THAT**:—

- (a) the conditional acquisition agreement (the “**Acquisition Agreement**”) dated 26 April 2018 entered into among Diginex Global Limited, as the vendor (the “**Vendor**”), Mr. Miles Pelham, as the vendor’s nominee, Madison Future Games Limited, a wholly-owned subsidiary of the Company, as the purchaser, and the Company as the issuer, in relation to the acquisition (the “**Acquisition**”) of 1,020 shares in the share capital of Diginex High Performance Computing Limited (formerly known as Digitas Limited) (the “**Target Company**”), representing 51% of the issued share capital of the Target Company, at a total consideration of US\$60,000,000, a copy of the Acquisition Agreement having been produced to the EGM and marked “A” and initialed by the chairman of the Meeting for the purpose of identification, and the transactions contemplated thereby be and are hereby approved, confirmed and ratified;

- (b) subject to the fulfillment or waiver of the conditions precedent set out in the Acquisition Agreement, the directors (the “**Directors**”) of the Company be and are hereby granted a specific mandate to allot and issue 213,252,717 new shares of HK\$0.001 each in the capital of the Company (the “**Consideration Shares**”) to the Vendor (or its nominee(s)), credited as full paid up, at the issue price of HK\$1.84 per Consideration Share pursuant to the terms and conditions of the Acquisition Agreement; and
- (c) any one Director be and are hereby authorised to sign and execute such documents, including under seal where applicable, and to do all such acts and things as he/she considers necessary, desirable or expedient in connection with the implementation or giving effect to the Acquisition Agreement and the transactions contemplated thereunder.”

Yours faithfully,

For and on behalf of the board of Directors

Madison Holdings Group Limited

Ting Pang Wan Raymond

Chairman and executive Director

Hong Kong, 13 July 2018

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 EGM 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 EGM 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 EGM is enclosed. Whether or not you intend to attend the EGM 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 EGM 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, 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 notice, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules of the Stock Exchange 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.