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Microware Group Limited

美高域集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 1985)

CHANGE OF AUDITOR

This announcement is made by the board (the “**Board**”) of directors (the “**Directors**”) of Microware Group Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) pursuant to Rule 13.51(4) of the Rules Governing the Listing of Securities (the “**Listing Rules**”) on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”).

RESIGNATION OF AUDITOR

The Board hereby announces that the Company could not reach a consensus with Deloitte Touche Tohmatsu (“**Deloitte**”) on the audit fee in respect of the audit of the consolidated financial statements of the Group for the year ending 31 March 2026, due to the additional audit effort required as a result of the Group’s business expansion in the PRC, and the newly acquired associate and financial assets. Consequently, the Company has requested and Deloitte has agreed to resign as the auditor of the Company (the “**Auditor**”) with effect from 23 February 2026.

Deloitte has confirmed in its resignation letter that there are no circumstances connected with its resignation that need to be brought to the attention of the shareholders of the Company (the “**Shareholders**”). The Board and the audit committee of the Board (the “**Audit Committee**”) have also confirmed that, save for the audit fee as disclosed above, there is no disagreement between Deloitte and the Company, and there are no matters in respect of the change of the Auditor that need to be brought to the attention of the Shareholders.

The Board and the Audit Committee reviewed the fee quotations provided by Deloitte as well as other professional accounting firms. In view of the more competitive fee quotes provided by other professional accounting firms possessing the necessary industry experience, technical knowledge, resource allocation, and track records, the Board, with the recommendation of the Audit Committee, considers that the change of Auditor would enhance the cost effectiveness of the audit of the Group and reduce the overall operating expenses, with high quality audit remains unchanged.

The Board further confirmed that as at the date of this announcement, Deloitte has not commenced any audit work on the consolidated financial statements of the Group for the year ending 31 March 2026. It is therefore expected that the change of Auditor will not have any significant impact on the annual audit and the release of annual results of the Group for the year ending 31 March 2026.

The Board would like to take this opportunity to express its sincere gratitude and appreciation to Deloitte for their professional services rendered to the Group in the past years.

APPOINTMENT OF AUDITOR

The Board further announces that, with the recommendation of the Audit Committee, it has resolved to appoint HLB Hodgson Impey Cheng Limited (“**HLB**”) as the new Auditor with effect from 23 February 2026 to fill the casual vacancy following the resignation of Deloitte and to hold office until the conclusion of the next annual general meeting of the Company. Pursuant to article 155 of the Company’s articles of association, the Board has the power to fill any casual vacancy in the office of auditor and to fix the remuneration of the auditor so appointed. Accordingly, no extraordinary general meeting will be held for such purpose.

After taking into account a number of factors, including but not limited to (i) the industry knowledge and technical competence of HLB and its extensive experience in handling audit work for companies listed on the Stock Exchange, and its familiarity with the requirements under the Listing Rules and HKFRS Accounting Standards as issued by the Hong Kong Institute of Certified Public Accountants; (ii) its independence from the Group and objectivity; (iii) HLB's audit proposal and proposed auditor's remuneration; (iv) its resources and capabilities (including but not limited to in terms of manpower and time); (v) its market reputation and track record; (vi) the Guidelines for Effective Audit Committees – Selection, Appointment and Reappointment of Auditors issued by the Accounting and Financial Reporting Council (the “AFRC”); and (vii) the Guidance Notes on Change of Auditors issued by the AFRC, the Audit Committee assessed and considered HLB to be independent, eligible and suitable to act as the Auditor. The Board and the Audit Committee are of the view that the change of Auditor is in the interest of the Company and the Shareholders as a whole.

The Board would like to take this opportunity to express its warm welcome to HLB on its appointment as the new Auditor.

By order of the Board
Microware Group Limited
Wang Guangbo
Chairman and executive Director

Hong Kong, 23 February 2026

As at the date of this announcement, the executive Director is Mr. Wang Guangbo; non-executive Director is Mr. Wang Zhi; and the independent non-executive Directors are Mr. Dai Bin, Mr. Xu Jianwen and Ms. Lan Jia.