

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, 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 announcement.



Microware Group Limited

美高域集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 1985)

INSIDE INFORMATION ACQUISITION OF SHARES BY SUBSTANTIAL SHAREHOLDER

This announcement is made by Microware Group Limited (the “**Company**”) pursuant to Rule 13.09 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) and the Inside Information Provisions (as defined under the Listing Rules) under Part XIVA of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

The board (the “**Board**”) of directors (the “**Directors**”) of the Company was informed by Mr. Wang Guangbo (the chairman of the Board and an executive Director) (“**Mr. Wang**”) that on 28 November 2023 (after trading hours), Weiye Holdings Group Limited (a company incorporated in the British Virgin Islands which is legally and beneficially wholly-owned by Mr. Wang) (“**Weiye Holdings**”) entered into a sale and purchase agreement (the “**Sale and Purchase Agreement**”) with Microware International Holdings Limited (a company incorporated in the British Virgin Islands which is beneficially and wholly-owned by Mr. Yang Peter Shun Tsing (an executive Director)) (“**Microware Holdings**”). Pursuant to the Sale and Purchase Agreement, Weiye Holdings agreed to purchase and Microware Holdings agreed to sell 35,000,000 shares in the Company (the “**Shares**”) (representing approximately 11.67% of the total issued share capital of the Company as at the date of this announcement) at a consideration of HK\$1.36 per Share (the “**Acquisition**”), which in aggregate equals to HK\$47,600,000.

Immediately prior to the Acquisition, Weiye Holdings and Microware Holdings were interested in 42,500,000 Shares and 38,304,000 Shares, representing approximately 14.17% and 12.77% of the total issued share capital of the Company as at the date of this announcement, respectively.

Immediately after completion of the Acquisition (the “**Completion**”), assuming there will be no change in the shareholding structure of the Company from the date of this announcement and up to the date of Completion, Weiye Holdings and Microware Holdings will be interested in 77,500,000 Shares and 3,304,000 Shares, representing approximately 25.83% and 1.10% of the total issued share capital of the Company, respectively.

Completion is expected to take place on or around 2 February 2024.

As the Completion is subject to the terms and conditions under the Sale and Purchase Agreement, the Acquisition may or may not proceed. Shareholders of the Company and potential investors are advised to exercise caution when dealing in securities of the Company.

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

Hong Kong, 28 November 2023

As at the date of this announcement, the executive Directors are Mr. Wang Guangbo, Mr. Chu Ming Ho, Mr. Yang Peter Shun Tsing, Mr. Cheng Wing Fai, Mr. Au Man Wah and Mr. Huang Tianlei; and the independent non-executive Directors are Mr. Dai Bin and Mr. Lu Junbo.