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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)

(1) PROPOSED DECLARATION AND PAYMENT OF SPECIAL DIVIDEND OUT OF SHARE PREMIUM ACCOUNT AND (2) CLOSURE OF REGISTER OF MEMBERS

The board (the "**Board**") of directors (the "**Directors**") of Microware Group Limited (the "**Company**", together with its subsidiaries, the "**Group**") is pleased to announce that at a meeting of the Board held on 14 August 2025, the Board has resolved to recommend the declaration and payment of a one-off special dividend of HK$0.10 per share (the "**Special Dividend**") out of the share premium account of the Company (the "**Share Premium Account**"), subject to approval by the shareholders of the Company (the "**Shareholders**") at the annual general meeting of the Company to be held on Friday, 29 August 2025 (the "**AGM**").

The supplemental circular containing further information about the Special Dividend and the supplemental notice of AGM will be despatched to the Shareholders in accordance with the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "**Listing Rules**").

As at the date of this announcement, the Company has 300,000,000 ordinary shares (the "**Shares**") in issue, with no treasury Shares. Based on the number of the issued Shares as at the date of this announcement, the proposed Special Dividend, if declared and paid, will amount to an aggregate amount of approximately HK$30.0 million. Subject to the fulfilment of the condition set out in the paragraph headed "Condition of the Payment of Special Dividend" below, the Special Dividend is intended to be paid out of the Share Premium Account pursuant to the articles of association of the Company (the "**Articles of Association**") and in accordance with the Companies Act, Cap. 22 (Act 3 of 1961, as consolidated and revised) of the Cayman Islands (the "**Cayman Companies Act**").

CONDITION OF THE PAYMENT OF SPECIAL DIVIDEND

The payment of the Special Dividend is conditional upon the passing of an ordinary resolution by the Shareholders at the AGM approving the declaration and payment of the Special Dividend pursuant to the Articles of Association.

The condition set out above cannot be waived. If the condition set out above is not satisfied, the Special Dividend will not be paid.

REASONS FOR AND EFFECT OF THE PAYMENT OF SPECIAL DIVIDEND

The Company has accumulated distributable reserves of HK$46,142,000 as at 31 March 2025. The amount standing to the credit of Share Premium Account was approximately HK$75,297,000 as at 31 March 2025 based on the audited consolidated financial statements of the Group. The operating results are attributable to the long-term support of customers and the concerted effort of the Group's staff in face of difficulties, as well as the trust and confidence of the Shareholders towards the Company over the years. In light of the aforesaid, the Board considers it appropriate to distribute the Special Dividend to reward the Shareholders' support.

The payment of the Special Dividend does not involve any reduction in the authorised or issued share capital of the Company nor does it involve any reduction in the nominal value of the Shares or any change in the trading arrangements in respect of the Shares.

After taking into consideration of the existing cash flow of the Group, the Board considered that the Company has sufficient cash flow to pay the Special Dividend. The payment of the Special Dividend will not have any material adverse effect on the financial position of the Group.

Based on the above, the Directors consider the proposed declaration and payment of the Special Dividend out of the Share Premium Account to be in the interests of the Company and its Shareholders as a whole.

CLOSURE OF REGISTER OF MEMBERS

Subject to the fulfilment of the above condition, it is expected that the proposed Special Dividend will be paid in cash on or about Friday, 19 September 2025 to those Shareholders whose names appear on the register of members of the Company after the close of business at 4:30 p.m. on Monday, 8 September 2025, being the record date for determination of entitlements to the Special Dividend. The register of members of the Company will be closed from Thursday, 4 September 2025 to Monday, 8 September 2025, both days inclusive, during which no transfer of Shares will be registered. In order to be entitled to the Special Dividend, completed transfer forms accompanied by the relevant share certificates must be lodged with the Company's Hong Kong branch share registrar, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Admiralty, Hong Kong for registration not later than 4:30 p.m. on Wednesday, 3 September 2025.

Shareholders should seek professional advice with their own tax advisers regarding the possible tax implications of the payment of the Special Dividend.

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

Hong Kong, 14 August 2025

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