THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this supplemental circular or as to the action to be taken, you should consult a stockbroker, a licensed securities dealer or other registered institution in securities, a bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Microware Group Limited, you should at once hand this supplemental circular, together with the enclosed supplemental form of proxy, to the purchaser or transferee or to the bank, stockbroker, licensed securities dealer, registered institution in securities or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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MICROWARE

Microware Group Limited
美高域集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 1985)

SUPPLEMENTAL CIRCULAR FOR PROPOSED SPECIAL DIVIDEND, CLOSURE OF REGISTER OF MEMBERS AND SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING

The Annual General Meeting of Microware Group Limited (the "**Company**") will be postponed to be held at Unit 1701, 17/F, BEA Tower, Millennium City 5, 418 Kwun Tong Road, Kwun Tong, Kowloon, Hong Kong on Friday, 29 August 2025 at 11:00 a.m. The supplemental notice of the Annual General Meeting is set out on pages 8 to 10 of this supplemental circular.

If you intend to appoint proxy(ies) to attend the Annual General Meeting, you are requested to complete the supplemental form of proxy and return it to the Company's branch share registrar in Hong Kong in accordance with the instructions printed thereon as soon as possible but in any event not less than 48 hours before the time fixed for the holding of the Annual General Meeting (i.e. no later than 11:00 a.m. on Wednesday, 27 August 2025) or any adjournment thereof. Completion and return of the supplemental form of proxy will not preclude you from attending and voting at the Annual General Meeting or any adjournment thereof if you so wish, and in such event, the supplemental form of proxy shall be deemed to be revoked. Treasury Shares, if any, and registered under the name of the Company shall have no voting rights at the Company's general meetings. For the avoidance of doubt and for the purpose of the Listing Rules, treasury Shares held under the name of CCASS shall abstain from voting at the Company's general meetings.

This supplemental circular should be read together with the Original Circular and the Original Notice of the AGM dated 30 July 2025.

14 August 2025

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In this supplemental circular, unless the context otherwise requires, the following expressions shall have the following meanings:

"AGM" or "Annual General Meeting"	the annual general meeting of the Company to be held at Unit 1701, 17/F, BEA Tower, Millennium City 5, 418 Kwun Tong Road, Kwun Tong, Kowloon, Hong Kong on Friday, 29 August 2025 at 11:00 a.m. or any adjournment thereof, the supplemental notice of which is set out on pages 8 to 10 of this supplemental circular
"Articles of Association"	the amended and restated articles of association of the Company, as amended from time to time
"Board"	the board of Directors
"Cayman Companies Act"	the Companies Act, Cap. 22 (Act 3 of 1961, as consolidated and revised) of the Cayman Islands
"CCASS"	the Central Clearing and Settlement System established and operated by Hong Kong Securities Clearing Company Limited
"Company"	Microware Group Limited (美高域集團有限公司), an exempted company incorporated in the Cayman Islands with limited liability on 20 January 2016, whose Shares are listed on the Main Board of the Stock Exchange
"Director(s)"	the director(s) of the Company
"Group"	the Company and its subsidiaries
"Hong Kong"	the Hong Kong Special Administrative Region of the People's Republic of China
"HK$"	Hong Kong dollars, the lawful currency of Hong Kong
"Listing Rules"	the Rules Governing the Listing of Securities on the Stock Exchange
"Original Circular"	the circular of the Annual General Meeting dated 30 July 2025
"Original Notice"	the notice of the Annual General Meeting dated 30 July 2025
"Original Proxy Form"	the form of proxy for use at the AGM published together with the Original Circular and the Original Notice of AGM

"SFO"	the Securities and Futures Ordinance of Hong Kong (Chapter 571 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time
"Share(s)"	ordinary share(s) of HK$0.01 each in the share capital of the Company (save for any treasury Shares, the holders of which shall abstain from voting at the Company's general meetings)
"Shareholder(s)"	the holder(s) of the Share(s)
"Special Dividend"	the one-off special dividend of HK$0.10 per Share as recommended by the Board
"Stock Exchange"	The Stock Exchange of Hong Kong Limited
"Share Premium Account"	the share premium account of the Company, the amount standing to the credit of which was approximately HK$75,297,000 as at 31 March 2025 based on the audited consolidated financial statements of the Group
"treasury Shares"	has the meaning ascribed to it under the Listing Rules
"%"	per cent

In the event of any inconsistency, the English version of this supplemental circular shall prevail over the Chinese version.

All references to time and date in this supplemental circular are to Hong Kong time and date.

Microware Group Limited
美高域集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 1985)

Executive Director:
Mr. Wang Guangbo *(Chairman)*

Non-executive Director:
Mr. Wang Zhi

Independent non-executive Directors:
Mr. Dai Bin
Mr. Xu Jianwen
Ms. Lan Jia

Registered office:
Conyers Trust Company (Cayman) Limited
Cricket Square
Hutchins Drive
PO Box 2681
Grand Cayman
KY1-1111
Cayman Islands

Principal place of business in Hong Kong:
Room 1701, 17/F, BEA Tower
Millennium City 5
418 Kwun Tong Road
Kwun Tong
Kowloon, Hong Kong

14 August 2025

To the Shareholders

Dear Sir or Madam,

SUPPLEMENTAL CIRCULAR FOR PROPOSED SPECIAL DIVIDEND, CLOSURE OF REGISTER OF MEMBERS AND SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING

INTRODUCTION

The Annual General Meeting of the Company will be postponed to be held at 11:00 a.m. on Friday, 29 August 2025 at Unit 1701, 17/F, BEA Tower, Millennium City 5, 418 Kwun Tong Road, Kwun Tong, Kowloon, Hong Kong.

References are made to the (1) Original Circular; (2) announcement of the Company dated 12 August 2025 in relation to the postponement of the Annual General Meeting; and (3) announcement of the Company dated 14 August 2025 in relation to the proposed declaration and payment of Special Dividend out of Share Premium Account.

This supplemental circular should be read in conjunction with the Original Circular. The purpose of the Original Circular and this supplemental circular is to provide you with the information reasonably necessary to enable you to make an informed decision on whether to vote for or against the proposed resolutions at the forthcoming AGM.

PROPOSED DECLARATION AND PAYMENT OF SPECIAL DIVIDEND OUT OF SHARE PREMIUM ACCOUNT

Subject to the approval of the Shareholders, the Board proposes the declaration and payment of a one-off Special Dividend of HK$0.10 per Share out of the Share Premium Account.

As at the date of this supplemental circular, the Company has 300,000,000 Shares in issue, with no treasury Shares. Based on the number of the issued Shares as at the date of this supplemental circular, 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 and in accordance with 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.

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 on Monday, 8 September 2025, being the record date for determination of entitlements to the Special Dividend.

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

The register of members of the Company will be closed from Tuesday, 26 August 2025 to Friday, 29 August 2025 (both days inclusive) for the purpose of determining the eligibility of the Shareholders to attend and vote at the AGM, during which period no transfer of Shares will be registered. In order to qualify for attending and voting at the AGM, unregistered holders of Shares should ensure that all transfers, 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, no later than 4:30 p.m. on Monday, 25 August 2025.

The register of members of the Company will be closed from Thursday, 4 September 2025 to Monday, 8 September 2025 (both days inclusive) for the purpose of determining the entitlements of the Shareholders to the Special Dividend, during which period no transfer of Shares will be registered. In order to be entitled to the proposed Special Dividend, all transfers, 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, no later than 4:30 p.m. on Wednesday, 3 September 2025.

ANNUAL GENERAL MEETING

The Annual General Meeting of the Company will be postponed to be held at 11:00 a.m. on Friday, 29 August 2025 at Unit 1701, 17/F, BEA Tower, Millennium City 5, 418 Kwun Tong Road, Kwun Tong, Kowloon, Hong Kong to consider and, if thought fit, to pass resolutions in respect to the matters set out in the Original Notice and the supplemental notice of the AGM. The supplemental notice of the AGM is set out on pages 8 to 10 of this supplemental circular.

The supplemental form of proxy for use at the Annual General Meeting is enclosed. Such supplemental form of proxy is also published on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.microware1985.com). If you intend to appoint proxy(ies) to attend the Annual General Meeting, you are requested to complete the supplemental form of proxy and return it to the Company's branch share registrar in Hong Kong in accordance with the instructions printed thereon as soon as possible but in any event not less than 48 hours before the time fixed for the holding of the Annual General Meeting (i.e. no later than 11:00 a.m. on Wednesday, 27 August 2025) or any adjournment thereof. Completion and return of the supplemental form of proxy will not preclude you from attending and voting at the Annual General Meeting or any adjournment thereof if you so wish, and in such event, the supplemental form of proxy shall be deemed to be revoked.

The supplemental form of proxy is to be used for the supplemental resolution set out in the supplemental notice of the AGM, and will not affect the validity of the Original Proxy Form accompanying the Original Circular and the Original Notice duly completed by you in respect of the resolutions set out in the Original Notice. If you have already validly appointed a proxy to attend and act on your behalf at the AGM but have not completed and returned the supplemental form of proxy, your proxy will have the right to vote on your behalf on the supplemental resolution set out in the supplemental notice of the AGM at his/her discretion. If you have not completed and returned the Original Proxy Form but completed and returned the supplemental form of proxy and validly appointed a proxy to attend and act on your behalf at the AGM, your proxy will have the right to vote on your behalf on the resolutions set out in the Original Notice at his/her discretion unless otherwise instructed.

RECOMMENDATION

The Directors consider that the proposed declaration and payment of the Special Dividend out of the Share Premium Account is in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of the relevant resolution to be proposed at the AGM.

RESPONSIBILITY STATEMENT

This supplemental circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Group. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief: (i) the information contained in this supplemental circular is accurate and complete in all material respects and not misleading or deceptive; (ii) no Shareholder has material interest in the proposed declaration and payment of the Special Dividend and is required to abstain from voting in respect of the resolution to approve the declaration and payment of the Special Dividend; and (iii) there are no other matters the omission of which would make any statement herein or this supplemental circular misleading.

WARNING

Shareholders should take note that the declaration and payment of the Special Dividend is conditional upon the fulfilment of its condition. Therefore, the payment of the Special Dividend may or may not proceed. Shareholders and potential investors are advised to exercise caution when dealing in the securities of the Company, and if they are in any doubt about their position, they should consult their professional advisers.

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

Microware Group Limited
美高域集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 1985)

SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING

References are made to the circular (the "**Original Circular**") and the notice (the "**Original Notice**") of the annual general meeting (the "**AGM**") of Microware Group Limited (the "**Company**") dated 30 July 2025. Unless otherwise defined herein, terms used in this supplemental notice shall have the same meanings as those defined in the Original Circular and the Original Notice.

SUPPLEMENTAL NOTICE IS HEREBY GIVEN that the AGM of the Company will be postponed to be held at 11:00 a.m. on Friday, 29 August 2025 at Unit 1701, 17/F, BEA Tower, Millennium City 5, 418 Kwun Tong Road, Kwun Tong, Kowloon, Hong Kong. In addition to the resolutions set out in the Original Notice, the AGM will be held for the following purposes:

SUPPLEMENTAL ORDINARY RESOLUTION

THAT:

(8) (i) the declaration and payment of a one-off special dividend of HK$0.10 per ordinary share out of the share premium account of the Company (the "**Special Dividend**") to the shareholders of the Company whose names appear on the register of members of the Company on the record date fixed by the board (the "**Board**") of directors of the Company (the "**Director(s)**") for determining the entitlements to the Special Dividend be and is hereby approved; and

(ii) any one Director be and is/are hereby authorised to take such action, do such things and execute such further documents as the Director may at his/her absolute discretion consider necessary or desirable for the purpose of or in connection with the implementation of the payment of the Special Dividend.

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

14 August 2025

Registered office:
Conyers Trust Company (Cayman) Limited
Cricket Square
Hutchins Drive
PO Box 2681
Grand Cayman KY1-1111
Cayman Islands

Principal place of business in Hong Kong:
Room 1701, 17/F, BEA Tower
Millennium City 5
418 Kwun Tong Road
Kwun Tong
Kowloon
Hong Kong

Notes:

(i) Pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "**Listing Rules**"), all votes of resolutions at the AGM will be taken by poll except where the chairman decides to allow a resolution which relates to a procedural or administrative matter to be voted on by a show of hands. An announcement on the voting results will be published on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.microware1985.com) in accordance with the Listing Rules.

The Shareholders of the Company are reminded that due to the postponement of the AGM, the period for closure of the register of members to determine the eligibility of Shareholders to attend the AGM will be changed from the original period from Tuesday, 19 August 2025 to Friday, 22 August 2025 (both days inclusive) to the new period from Tuesday, 26 August 2025 to Friday, 29 August 2025 (both days inclusive), during which period no transfer of Shares will be effected. Shareholders whose names appear on its register of members upon the closing of the business day of Monday, 25 August 2025 shall be entitled to attend the AGM and vote thereon.

If the Shareholders approve the declaration and payment of the Special Dividend at the AGM, the Company will distribute the relevant dividend to the Shareholders whose names appear on the register of members of the Company on Monday, 8 September 2025. The date of distribution is expected to be on or about Friday, 19 September 2025. The register of members of the Company will be closed from Thursday, 4 September 2025 to Monday, 8 September 2025 (both days inclusive) for the purpose of determining the entitlements of the Shareholders to the Special Dividend, during which period no transfer of shares in the Company will be effected. In order to qualify for the proposed Special Dividend, all transfers, 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, no later than 4:30 p.m. on Wednesday, 3 September 2025.

If the proposed declaration and payment of the Special Dividend is approved by the Shareholders at the AGM, relevant arrangements such as the timing of distribution and closure of the register of members will be announced separately in due course.

(ii) For details of the other resolutions to be considered and approved at the AGM, the eligibility for attending the AGM, the registration procedures and other matters, please refer to the Original Notice.

(iii) The supplemental form of proxy for use at the AGM is enclosed. Such supplemental form of proxy is also published on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.microware1985.com). The supplemental form of proxy must be returned to the Company's branch share registrar in Hong Kong in accordance with the instructions printed thereon as soon as possible but in any event not less than 48 hours before the time fixed for the holding of the AGM (i.e. no later than 11:00 a.m. on Wednesday, 27 August 2025) or any adjournment thereof.

(iv) The supplemental form of proxy of the AGM is to be used for the supplemental resolution set out in this supplemental notice, and will not affect the validity of the original form of proxy (the "**Original Proxy Form**") accompanying the Original Circular and the Original Notice duly completed by you in respect of the resolutions set out in the Original Notice. If you have already validly appointed a proxy to attend and act on your behalf at the AGM but have not completed and returned the supplemental form of proxy of the AGM, your proxy will have the right to vote on your behalf on the supplemental resolution set out in this supplemental notice at his/her discretion. If you have not completed and returned the Original Proxy Form but completed and returned the supplemental form of proxy and validly appointed a proxy to attend and act on your behalf at the AGM, your proxy will have the right to vote on your behalf on the resolutions set out in the Original Notice at his/her discretion unless otherwise instructed.

(v) Other matters in connection with the AGM (other than the supplemental resolution set out in this supplemental notice, convening time of the AGM, dividend distribution arrangement and the closing date for share registration) remain the same. For details of the other resolutions to be considered and approved at the AGM and other related matters, please refer to the Original Circular and the Original Notice available at the website of the Stock Exchange (www.hkexnews.hk) and the website of the Company (www.microware1985.com).

As at the date of this supplemental notice, 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.