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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)

POLL RESULTS OF ANNUAL GENERAL MEETING HELD ON 22 AUGUST 2019 AND FINAL DIVIDEND PAYMENT

Reference is made to the notice (the “**AGM Notice**”) of the annual general meeting (the “**AGM**”) and the circular (the “**Circular**”) of Microware Group Limited (the “**Company**”) both dated 23 July 2019. Unless otherwise stated, capitalised terms used herein have the same meanings as those defined in the Circular.

POLL RESULTS OF AGM

The Board announces that at the AGM held on 22 August 2019, a poll was demanded by the chairman of the AGM for voting on all the resolutions (the “**Proposed Resolutions**”) proposed at the AGM as set out in the AGM Notice.

As at the date of the AGM, the total number of issued Shares was 300,000,000 Shares, which was the total number of Shares entitling the Shareholders to attend and vote on the Proposed Resolutions at the AGM. There were no restrictions on any Shareholders to cast votes on any of the Proposed Resolutions at the AGM. There were no Shares entitling the Shareholders to attend and abstain from voting in favour of any of the Proposed Resolutions at the AGM as set out in Rule 13.40 of the Listing Rules. No Shareholder was required under the Listing Rules to abstain from voting on the Proposed Resolutions. None of the Shareholders have indicated in the Circular that they intended to vote against or to abstain from voting on any Proposed Resolutions at the AGM.

The Company’s branch share registrar in Hong Kong, Tricor Investor Services Limited, was appointed and acted as the scrutineer for the purpose of vote-taking at the AGM.

The poll results in respect of all the Proposed Resolutions were as follows:

| Ordinary Resolutions | | No. of Votes (%) | |
|----------------------|---|--------------------------|----------------------|
| | | For | Against |
| 1. | To receive, consider and adopt the audited consolidated financial statements of the Company and the reports of the Directors and auditors of the Company (the “Auditors”) for the year ended 31 March 2019. | 210,826,000 (100.00%) | 0 (0.00%) |
| 2. | To declare a final dividend of HK\$0.055 per Share for the year ended 31 March 2019. | 210,828,000 (100.00%) | 0 (0.00%) |
| 3. | To re-elect the following persons as the Directors: | | |
| | (a) Ms. Li Wai Man as an independent non-executive Director; and | 210,826,000 (100.00%) | 0 (0.00%) |
| | (b) Mr. Cheng Tak Chung as an independent non-executive Director. | 210,826,000 (100.00%) | 0 (0.00%) |
| 4. | To authorise the Board to fix the remuneration of the Directors. | 210,826,000 (100.00%) | 0 (0.00%) |
| 5. | To re-appoint Deloitte Touche Tohmatsu as the Auditors and authorise the Board to fix their remuneration. | 210,828,000 (100.00%) | 0 (0.00%) |
| 6. | To grant a general mandate to the Directors to allot, issue and deal with Shares not exceeding 20% of the total number of Shares in issue as at the date of passing this resolution.* | 206,432,000 (97.92%) | 4,394,000 (2.08%) |
| 7. | To grant a general mandate to the Directors to buy back Shares not exceeding 10% of the total number of Shares in issue as at the date of passing this resolution.* | 210,828,000 (100.00%) | 0 (0.00%) |
| 8. | To extend the general mandate granted under resolution no. 6 by adding the Shares bought back pursuant to the general mandate granted by resolution no. 7.* | 206,432,000 (97.92%) | 4,394,000 (2.08%) |

* The full text of the above ordinary resolutions numbered 6 to 8 are set out in the AGM Notice.

As more than 50% of the votes present at the AGM in person or by proxy were cast in favour of each of the above ordinary resolutions numbered 1 to 8, all the Proposed Resolutions were duly passed as ordinary resolutions of the Company.

FINAL DIVIDEND PAYMENT

The proposal for the payment of the 2019 Final Dividend of HK\$0.055 per Share for the year ended 31 March 2019 to Shareholders whose names appear on the register of members of the Company on Wednesday, 28 August 2019 was approved at the AGM. The relevant cheques in respect of the 2019 Final Dividend will be posted by the Company's branch share registrar in Hong Kong by ordinary mail to Shareholders who are entitled to receive the 2019 Final Dividend on or about Wednesday, 11 September 2019.

By order of the Board
Microware Group Limited
Chu Ming Ho

Chairman, executive Director and chief executive officer

Hong Kong, 22 August 2019

As at the date of this announcement, the Board comprises two executive Directors, namely Mr. Chu Ming Ho and Mr. Yang Peter Shun Tsing, one non-executive Director, namely Mr. Wan Yiu Hon and three independent non-executive Directors, namely Mr. Cheng Tak Chung, Ms. Li Wai Man and Mr. Li Richard King Hang.