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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)

APPOINTMENT OF DIRECTORS

This announcement is made by Microware Group Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) pursuant to Rule 13.51(2) of the Rules Governing the Listing of Securities (the “**Listing Rules**”) on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”).

The board (the “**Board**”) of directors (the “**Directors**”) of the Company is pleased to announce that (i) Mr. Wang Guangbo (“**Mr. Wang**”) has been appointed as an executive Director and the vice chairman of the Board (the “**Vice Chairman**”); and (ii) Mr. Lu Junbo (“**Mr. Lu**”) has been appointed as an independent non-executive Director and a member of the nomination committee of the Company (the “**Nomination Committee**”), both with effect from 6 July 2023. The biographical details of Mr. Wang and Mr. Lu are set out below.

Biographical Details of Mr. Wang

Mr. Wang Guangbo, aged 44, was appointed as an executive Director and the vice chairman of the Board with effect from 6 July 2023. Mr. Wang currently serves as the chairman of the board of directors of Shanghai Weiye Investment Group Co., Ltd.* (上海為燁投資集團有限公司) and the vice chairman of the Shanghai Heilongjiang Chamber of Commerce* (上海市黑龍江商會). Mr. Wang has been in the field of information technology (“**IT**”) marketing since 2002 and has over 20 years of experience in the IT industry.

Mr. Wang has obtained a master’s degree in business administration in 2008. Furthermore, he is pursuing an executive master’s degree in business administration from the Business School of the National University of Singapore since 2020.

Mr. Wang has entered into a service contract with the Company for a term of three years commencing from 6 July 2023, and is subject to retirement by rotation and re-election at the annual general meetings of the Company in accordance with the memorandum and articles of association of the Company (the “**Articles of Association**”). Pursuant to the service contract, Mr. Wang will be entitled to receive a remuneration of HK\$11,500 per month for his role as an executive Director, which is determined by the Board upon recommendation from the remuneration committee of the Company (the “**Remuneration Committee**”) with reference to his qualification, level of duties and responsibilities undertaken in the Company and the prevailing market conditions, together with discretionary bonus and commission as may be decided by the Board.

As at the date of this announcement, Mr. Wang, through his wholly-owned company, Weiye Holdings Group Limited, is interested in 42,500,000 shares of the Company, representing approximately 14.17% of the total issued share capital of the Company.

Save as disclosed above and as at the date of this announcement, Mr. Wang (i) does not hold any directorship in any other listed public companies, the securities of which are listed on any securities market in Hong Kong or overseas, in the last three years preceding the date of his appointment; (ii) does not have any relationship with any directors, senior management, substantial shareholders or controlling shareholders of the Company; and (iii) does not have any other interest in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) (the “**SFO**”).

As at the date of this announcement, save as disclosed above, to the best knowledge of the Board, there is no other information which is required to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules and there are no other matters in relation to the appointment of Mr. Wang that need to be brought to the attention of the shareholders of the Company.

Biographical Details of Mr. Lu

Mr. Lu Junbo, aged 40, was appointed as an independent non-executive Director and a member of the Nomination Committee with effect from 6 July 2023. Since February 2020, Mr. Lu has been serving as the vice president of Guangdong Sunwah Technology Investment Limited (廣東新華科技投資有限公司) (“**Sunwah Tech Group**”) and the director and general manager of Guizhou Xinhua Technology Industry Development Co., Ltd* (貴州新華科技產業發展有限公司). From 16 April 2020 to 27 July 2021, he was an independent non-executive director of CBK Holdings Limited (stock code: 8428), a company listed on the GEM board of the Stock Exchange.

From October 2017 to February 2020, Mr. Lu served as the director and general manager of Guiyang Ruishu Investment Management Co., Ltd.* (貴陽瑞樹投資管理有限公司), an investment consultant of Guiyang Comprehensive Bonded Zone Financial Investment Holding Co., Ltd.* (貴陽綜合保稅區金融投資控股有限公司) at the Guiyang Comprehensive Bonded Zone, Guizhou Province, and a financial consultant of Guangdong Xinhua South Intelligent Technology Co., Ltd.* (廣東新華南方智能科技有限公司), a member of Sunwah Tech Group.

From 2015 to 2017, Mr. Lu served as a senior partner and an executive director of Shanghai Haiding Asset Management Co., Ltd.* (上海海定資產管理有限公司). From 2012 to 2015, he served as an assistant to the chairman and the director of the innovation business department of Shanghai Sameway Investment Management Co., Ltd.* (上海相衛投資管理有限公司).

Mr. Lu graduated from the School of Management of the University of Leicester in 2006 with a master's degree in management. He has obtained the securities practitioner qualification certificate issued by the Securities Association of China in 2019 and the fund practitioner qualification certificate issued by the Asset Management Association of China in 2016. Mr. Lu was also awarded the board secretary certificate by the Shanghai Stock Exchange in 2018.

Mr. Lu has entered into a letter of appointment with the Company for a term of three years commencing from 6 July 2023, and is subject to retirement by rotation and re-election at the annual general meetings of the Company in accordance with Articles of Association. Pursuant to the letter of appointment, Mr. Lu will be entitled to receive a remuneration of HK\$11,500 per month for his role as an independent non-executive Director, which is determined by the Board upon recommendation from the Remuneration Committee with reference to his qualification, level of duties and responsibilities undertaken in the Company and the prevailing market conditions.

Mr. Lu has confirmed his independence in accordance with Rule 3.13 of the Listing Rules. Save as disclosed above and as at the date of this announcement, Mr. Lu (i) does not hold any directorship in any other listed public companies, the securities of which are listed on any securities market in Hong Kong or overseas, in the last three years preceding the date of his appointment; (ii) does not have any relationship with any directors, senior management, substantial shareholders or controlling shareholders of the Company; and (iii) does not have any interest in the shares of the Company within the meaning of Part XV of the SFO.

As at the date of this announcement, save as disclosed above, to the best knowledge of the Board, there is no other information which is required to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules and there are no other matters in relation to the appointment of Mr. Lu that need to be brought to the attention of the shareholders of the Company.

The Board would like to extend its warm welcome to Mr. Wang and Mr. Lu for their appointment as a member of the Board.

By order of the Board
Microware Group Limited
Chu Ming Ho

Chairman, executive Director and Chief Executive Officer

Hong Kong, 6 July 2023

As at the date of this announcement, the Board comprises five executive Directors, namely Mr. Chu Ming Ho, Mr. Wang Guangbo, Mr. Yang Peter Shun Tsing, Mr. Cheng Wing Fai and Mr. Au Man Wah, one non-executive Director, namely Mr. Wan Yiu Hon and four independent non-executive Directors, namely Mr. Cheng Tak Chung, Ms. Li Wai Man, Mr. Li Richard King Hang and Mr. Lu Junbo.

* *For identification purpose only.*