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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)

**INSIDE INFORMATION
SUPPLEMENTAL ANNOUNCEMENT IN RELATION TO
PLACING OF EXISTING SHARES BY CONTROLLING SHAREHOLDER**



華升證券

CHINA SUNRISE SECURITIES

SOLE PLACING AGENT

Reference is made to the announcement of the Microware Group Limited (the “**Company**”) dated 18 August 2023 (the “**Announcement**”) in relation to the placing of existing shares by the controlling shareholder of the Company. Capitalised terms used herein shall have the same meanings as those defined in the Announcement unless the context otherwise requires.

On 23 August 2023, the Board was further informed by Mr. Yang that the Placing Agent has undertaken and confirmed to the Vendors that the Placing Agent shall use its best endeavours to ensure that:

- (i) no Placee(s), together with parties acting in concert with such Placee(s), will immediately upon completion of the Placing, hold 30% or more of the total issued share capital of the Company; and
- (ii) none of the Placee(s) will be acting in concert with each other and/or with any existing Shareholders such that its/his/her/their voting rights in the Company, whether individually or in aggregate, would result in a mandatory general offer obligation being triggered under Rule 26.1 of the Takeovers Code as a result of the Placing.

Saved as disclosed above, all other information as set out in the Announcement remains unchanged and shall continue to be valid for all purposes. This announcement is supplemental to and should be read in conjunction with the Announcement.

Completion of the Placing is subject to the Placing Agreement not being terminated in accordance with the terms thereof and to the satisfaction of conditions under the Placing Agreement. Therefore, the Placing Agreement may or may not proceed to completion. Shareholders and potential investors are advised to exercise caution when dealing in the Shares.

By order of the Board
Microware Group Limited
Chu Ming Ho

Chairman, executive Director and Chief Executive Officer

Hong Kong, 23 August 2023

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