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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 COMPLETION OF PLACING OF EXISTING SHARES BY CONTROLLING SHAREHOLDER



SOLE PLACING AGENT

This announcement is made by Microware Group Limited (the “**Company**”) pursuant to Rule 13.09(2)(a) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) and the Inside Information Provisions (as defined in the Listing Rules) under Part XIVA of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

References are made to the announcements of the Company dated 18 August 2023, 23 August 2023 and 5 September 2023 (the “**Announcements**”) 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 Announcements unless the context otherwise requires.

COMPLETION OF PLACING OF EXISTING SHARES BY CONTROLLING SHAREHOLDER

The Board was informed by Mr. Yang that completion of the Placing took place on 13 September 2023. A total of 114,000,000 Placing Shares, representing approximately 38.0% of the existing issued share capital of the Company, have been successfully placed by the Placing Agent to 9 Places at HK\$1.25 per Placing Share pursuant to the terms and conditions of the Placing Agreement.

According to the Placing Agent, each of the Placees had confirmed that he/she is independent of and not connected with the Company. The Placing Agent also advised that (i) no Placee(s), together with parties acting in concert with such Placee(s), held 30% or more of the total issued share capital of the Company immediately upon completion of the Placing; and (ii) none of the Placee(s) is acting in concert with each other and/or with any existing Shareholders such that his/her/its/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.

EFFECT ON SHAREHOLDING OF THE COMPANY

Upon completion of the Placing, Mr. Yang and through Microware International Holdings Limited, hold 48,380,000 Shares, representing approximately 16.1% of the entire issued share capital of the Company. As a result, Mr. Yang and Microware International Holdings Limited ceased to be the controlling Shareholders of the Company.

The Company does not expect that the Placing will have any adverse effect on the business operations of the Company and its subsidiaries.

Shareholders and potential investors are advised to exercise caution when dealing in the Shares.

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

Hong Kong, 13 September 2023

As at the date of this announcement, the executive Directors are Mr. Wang Guangbo, Mr. Chu Ming Ho, 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.