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Microwave 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 15 AUGUST 2024

Reference is made to the notice (the “**AGM Notice**”) of the annual general meeting (the “**AGM**”) and the circular (the “**Circular**”) of Microwave Group Limited (the “**Company**”) both dated 16 July 2024. 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 15 August 2024, 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, (i) the total number of issued Shares was 300,000,000 Shares, (ii) there were no treasury Shares held by the Company; and (iii) there were no repurchased Shares which are pending cancellation and should be excluded from the total number of issued Shares for the purpose of the AGM. Accordingly, the total number of Shares entitling the Shareholders to attend and vote on the Proposed Resolutions at the AGM was 300,000,000. 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 (the “ Director(s) ”) and auditors of the Company (the “ Auditors ”) for the year ended 31 March 2024.	140,158,390 (100.00%)	0 (0.00%)
2.	To re-elect the following persons as Directors:		
	(a) Mr. Wang Guangbo as an executive Director;	140,158,390 (100.00%)	0 (0.00%)
	(b) Mr. Huang Tianlei as an executive Director;	140,158,390 (100.00%)	0 (0.00%)
	(c) Mr. Zhang Ting as an executive Director;	140,158,390 (100.00%)	0 (0.00%)
	(d) Mr. Wang Zhi as a non-executive Director;	140,158,390 (100.00%)	0 (0.00%)
	(e) Mr. Dai Bin as an independent non-executive Director.	140,158,390 (100.00%)	0 (0.00%)
	(f) Mr. Xu Jianwen as an independent non-executive Director.	140,158,390 (100.00%)	0 (0.00%)
	(g) Mr. Lu Junbo as an independent non-executive Director.	140,158,390 (100.00%)	0 (0.00%)
	(h) Ms. Lan Jia as an independent non-executive Director.	140,158,390 (100.00%)	0 (0.00%)
3.	To authorise the Board to fix the remuneration of the Directors.	140,158,390 (100.00%)	0 (0.00%)
4.	To re-appoint Deloitte Touche Tohmatsu as the Auditors and authorise the Board to fix their remuneration.	140,158,390 (100.00%)	0 (0.00%)
5.	To grant a general mandate to the Directors to allot, issue and deal with shares of the Company (including any sale or transfer of treasury shares out of treasury) not exceeding 20% of the total number of shares of the Company in issue (excluding any shares that are held as treasury shares, if any) as at the date of passing this resolution.*	136,916,390 (97.69%)	3,242,000 (2.31%)
6.	To grant a general mandate to the Directors to buy back shares of the Company not exceeding 10% of the total number of shares of the Company in issue (excluding any shares that are held as treasury shares, if any) as at the date of passing this resolution.*	140,158,390 (100.00%)	0 (0.00%)
7.	To extend the general mandate granted under resolution no. 5 by adding the shares bought back pursuant to the general mandate granted by resolution no. 6 (excluding any shares that are held as treasury shares, if any).*	136,916,390 (97.69%)	3,242,000 (2.31%)

Special Resolution		No. of Votes (%)	
		For	Against
8.	To approve the proposed amendments to the existing amended and restated articles of association of the Company and adopt the second amended and restated articles of association of the Company, which contains the proposed amendments, in substitution for, and to the exclusion of, the existing amended and restated articles of association of the Company with immediate effect.*	140,158,390 (100.00%)	0 (0.00%)

* *The full text of the above ordinary resolutions numbered 5 to 7, and special resolution numbered 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 7, these resolutions were duly passed as ordinary resolutions of the Company. As more than 75% of the votes present at the AGM in person or by proxy were cast in favour of the above special resolution numbered 8, this resolution was duly passed as special resolution of the Company.

All the Directors attended the AGM. Mr. Wang Guangbo, Mr. Huang Tianlei, Mr. Zhang Ting, Mr. Dai Bin and Ms. Lan Jia attended in person, and Mr. Wang Zhi, Mr. Xu Jianwen and Mr. Lu Junbo attended by electronic means.

ADOPTION OF THE SECOND AMENDED AND RESTATED ARTICLES

The Board hereby announces that the resolution on the Proposed Amendments to the existing Articles of Association and the adoption of the Second Amended and Restated Articles has been duly passed as a special resolution by the Shareholders at the AGM. The Second Amended and Restated Articles will take effect from 15 August 2024, the full text of which will be available respectively on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.microware1985.com).

On behalf of the Board
Microware Group Limited
Wang Guangbo
Chairman and executive Director

Hong Kong, 15 August 2024

As at the date of this announcement, the executive Directors are Mr. Wang Guangbo, Mr. Huang Tianlei and Mr. Zhang Ting, the non-executive Director is Mr. Wang Zhi and the independent non-executive Directors are Mr. Dai Bin, Mr. Xu Jianwen, Mr. Lu Junbo and Ms. Lan Jia.