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Weiye Holdings Group Limited

(Incorporated in the British Virgin Islands with limited liability)



Microware Group Limited

美高域集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 1985)

**JOINT ANNOUNCEMENT
DELAY IN DESPATCH OF THE COMPOSITE DOCUMENT
IN RELATION TO VOLUNTARY CONDITIONAL CASH OFFER BY
ASTRUM CAPITAL MANAGEMENT LIMITED
FOR AND ON BEHALF OF THE OFFEROR
TO ACQUIRE ALL THE ISSUED SHARES OF
MICROWARE GROUP LIMITED
(OTHER THAN THOSE SHARES ALREADY OWNED BY
THE OFFEROR AND PARTIES
ACTING IN CONCERT WITH IT)**

Financial Adviser to the Offeror



Astrum Capital Management Limited

Independent Financial Adviser to the Independent Shareholders



红日资本有限公司

RED SUN CAPITAL LIMITED

Reference is made to the announcement jointly issued by Microware Group Limited (the “**Company**”) and Weiye Holdings Group Limited (the “**Offeror**”) on 20 March 2025 in relation to, among other things, the Offer (the “**Joint Announcement**”). Unless otherwise defined, capitalised terms used herein shall have the same meanings as those defined in the Joint Announcement.

DELAY IN DESPATCH OF THE COMPOSITE DOCUMENT

As disclosed in the Joint Announcement, it is the intention of the Offeror and the Company to combine the offer document and the offeree’s board circular in the Composite Document. In accordance with Rule 8.2 of the Takeovers Code, the Composite Document containing, among other things: (i) details of the Offer (including the expected timetable and terms of the Offer); and (ii) a letter of advice from the Independent Financial Adviser to the Independent Shareholders in respect of the Offer, together with the form of acceptance, is required to be despatched to the Shareholders within 21 days after the date of the Joint Announcement (i.e. on or before Thursday, 10 April 2025) or such later date as the Executive may approve.

As additional time is required to finalize certain information to be included in the Composite Document, including, among other things, (i) the letter from the Independent Financial Adviser to the Independent Shareholders; and (ii) the statement relating to material change in the financial or trading position or outlook of the Company, an application has been made for the consent of the Executive, and the Executive has indicated that it is minded to grant its consent, for an extension of the time limit for the despatch of the Composite Document from 10 April 2025 to 29 April 2025.

Further announcement(s) will be made by the Offeror and the Company when the Composite Document (accompanied by the relevant form of acceptance) is despatched or in the event of any other changes to the expected timetable.

Weiye Holdings Group Limited
Wang Guangbo
Sole Director

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

Hong Kong, 10 April 2025

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

The Directors jointly and severally accept full responsibility for the accuracy of the information contained in this joint announcement (other than information relating to the Offeror and parties acting in concert with it) and confirm, having made all reasonable inquiries, that to the best of their knowledge, opinions expressed in this joint announcement (other than opinions expressed by Mr. Wang in his capacity as the sole director of the Offeror) have been arrived at after due and careful consideration and there are no other facts not contained in this joint announcement the omission of which would make any statement in this joint announcement misleading.

As at the date of this joint announcement, Mr. Wang is the sole director of Weiye Holdings Group Limited, being the Offeror. As the sole director of the Offeror, Mr. Wang accepts full responsibility for the accuracy of the information contained in this joint announcement (other than information relating to the Group), and confirms, having made all reasonable inquiries, that to the best of his knowledge, opinions expressed in this joint announcement (other than opinions expressed by the Directors in their capacity as such) have been arrived at after due and careful consideration and there are no other facts not contained in this joint announcement, the omission of which would make any statement in this joint announcement misleading.