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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

**DESPATCH OF COMPOSITE DOCUMENT RELATING TO THE
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

References are made to (i) the joint announcement issued by Weiye Holdings Group Limited (the “**Offeror**”) and Microware Group Limited (the “**Company**”) dated 20 March 2025 in respect of, among other things, the voluntary conditional cash offer by Astrum Capital Management Limited (“**Astrum Capital**”) for and on behalf of the Offeror; (ii) the joint announcement issued by the Offeror and the Company dated 10 April 2025 in respect of, among other things, the delay in despatch of the composite offer and response document (the “**Composite Document**”) to be jointly issued by the Offeror and the Company in relation to the Offer; and (iii) the Composite Document jointly issued by the Offeror and the Company dated 28 April 2025.

Unless the context otherwise requires, capitalised terms used herein shall have the same meanings as those defined in the Composite Document.

DESPATCH OF THE COMPOSITE DOCUMENT

The Composite Document (accompanied by the Form of Acceptance) which contains, among other things, (i) the expected timetable in respect of the Offer; (ii) the letter from Astrum Capital; (iii) the letter from the Board; and (iv) the letter from the Independent Financial Adviser, has been despatched to the Independent Shareholders on 28 April 2025 in accordance with the Takeovers Code.

EXPECTED TIMETABLE

The expected timetable set out below, as reproduced from the Composite Document, is indicative only and may be subject to changes. Any changes to the timetable will be jointly announced by the Offeror and the Company by way of announcement(s) as and when appropriate. Unless otherwise specified, all times and dates contained in this joint announcement and the Composite Document refer to Hong Kong local time and dates.

Despatch date of the Composite Document and the accompanying Form of Acceptance and commencement date of the Offer (<i>Note 1</i>)	Monday, 28 April 2025
Offer opens for acceptance	Monday, 28 April 2025
Latest time and date for acceptance of the Offer on the first Closing Date (<i>Notes 3 and 7</i>)	by 4:00 p.m. on Monday, 19 May 2025
First Closing Date (<i>Note 2, 3 and 7</i>)	Monday, 19 May 2025
Announcement of the results of the Offer as at the first Closing Date, or as to whether the Offer has been extended or become unconditional as at the first Closing Date, on the websites of the Stock Exchange and the Company (<i>Note 3</i>)	by 7:00 p.m. on Monday, 19 May 2025

Latest date for posting of remittances for
the amount due in respect of valid acceptances
received under the Offer at or before 4:00 p.m.
on the first Closing Date assuming the Offer
becomes or is declared unconditional
on the first Closing Date (*Notes 4 and 7*) Wednesday, 28 May 2025

Final Closing Date assuming the Offer becomes
or is declared unconditional on
the first Closing Date (*Note 5 and 7*) Monday, 2 June 2025

Latest time and date for acceptance of the Offer
on the Final Closing Date assuming
the Offer becomes or is declared unconditional
on the first Closing Date (*Notes 5 and 7*) by 4:00 p.m. on Monday, 2 June 2025

Announcement of the results of the Offer as
at the final Closing Date assuming
the Offer becomes or is declared unconditional
on the first Closing Date, on the websites of
the Stock Exchange and the Company (*Note 5*) by 7:00 p.m. on Monday, 2 June 2025

Latest date for posting of remittances for
the amount due in respect of valid acceptances
received under the Offer at or before 4:00 p.m.
on the final Closing Date (assuming the Offer
becomes or is declared unconditional
on the first Closing Date) (*Notes 4 & 7*) Wednesday, 11 June 2025

Latest time and date by which the Offer can
become or be declared unconditional as
to acceptances (*Note 6*) by 7:00 p.m. on Friday, 27 June 2025

Notes:

1. The Offer is open for acceptance on and from Monday, 28 April 2025, being the date of posting of the Composite Document, and is capable of acceptance on and from that date until 4:00 p.m. on the Closing Date.
2. Beneficial owners of Shares who hold their Shares in CCASS directly as an investor participant or indirectly via a broker or custodian participant should note the timing requirements (as set out in Appendix I to the Composite Document) for giving instructions to CCASS in accordance with the General Rules of CCASS and CCASS Operational Procedures.

3. In accordance with the Takeovers Code, the Offer must remain open for acceptance for at least 21 days following the date on which the Composite Document is posted. The Offer will initially remain open for acceptances until 4:00 p.m. on Monday, 19 May 2025 unless the Offeror revises or extends the Offer in accordance with the Takeovers Code. The Offeror has the right under the Takeovers Code to extend the Offer until such date as it may determine in accordance with the Takeovers Code (or as permitted by the Executive in accordance with the Takeovers Code). The Offeror will issue an announcement in relation to any extension of the Offer, which announcement will state either the next Closing Date or, if the Offer is at that time unconditional as to acceptances, a statement that the Offer will remain open until further notice. In the latter case, at least 14 days' notice in writing must be given before the Offer is closed to those Shareholders who have not accepted the Offer.
4. Subject to the Offer becoming unconditional, remittances in respect of the cash consideration (after deducting the seller's ad valorem stamp duty) payable for the Offer Shares tendered under the Offer will be despatched to the accepting Independent Shareholder(s) (to the address specified on the relevant Form of Acceptance) by ordinary post at his/her/its own risk as soon as possible, but in any event no later than seven (7) Business Days after the later of the date of receipt by the Registrar of all the relevant documents to render the acceptance under the Offer complete, valid and in compliance with Note 1 to Rule 30.2 of the Takeovers Code, and the date on which the Offer becomes or is declared unconditional in all respects.
5. In accordance with the Takeovers Code, where the Offer becomes or is declared unconditional (whether as to acceptances or in all respects), the Offer should remain open for acceptance for not less than 14 days thereafter. In such case, at least 14 days' notice in writing must be given before the Offer is closed. The Offeror has the right, subject to the Takeovers Code, to extend the Offer until such date as the Offeror determines or as permitted by the Executive, in accordance with the Takeovers Code. The Offeror will issue an announcement in relation to any extension of the Offer, which will state the next Closing Date or, if the Offer has become or is at that time declared unconditional, that the Offer will remain open until further notice.
6. In accordance with the Takeovers Code, except with the consent of the Executive, the Offer may not become or be declared unconditional as to acceptances after 7:00 p.m. on the 60th day after the day the Composite Document is posted. Accordingly, unless the Offer has previously become unconditional as to acceptances, the Offer will lapse on Friday, 27 June 2025 unless extended with the consent of the Executive and in accordance with the Takeovers Code. Therefore, the last day by which the Offer can become or be declared unconditional as to acceptance is Friday, 27 June 2025.
7. The latest time and date for acceptance of the Offer and the latest date for posting of remittances for the amount due under the Offer in respect of valid acceptances will not take effect if there is a tropical cyclone warning signal number 8 or above, or a "black rainstorm warning", in force in Hong Kong or "extreme conditions" announced by the government of Hong Kong at any local time between 12:00 noon and 4:00 p.m. on the latest date for acceptance of the Offer and the latest date for posting of remittances for the amounts due under the Offer in respect of valid acceptances. Instead, the latest time for acceptance of the Offer will be rescheduled to 4:00 p.m. on the following Business Day which does not have either of those warnings in force at any time after 12:00 noon and the posting of remittances will be next following Business Day which does not have either of those warnings in force at any time after 12:00 noon.

Save as mentioned above, if the latest time for the acceptance of the Offer does not take effect on the date and time as stated above, the other dates mentioned above may be affected. The Offeror and the Company will jointly notify the Independent Shareholders by way of announcement(s) on any change to the expected timetable as soon as practicable.

WARNING

The Offer is subject to the satisfaction of the condition as set out in the Composite Document. Accordingly, the Offer may or may not become unconditional. Independent Shareholders are strongly advised to read the Composite Document and the accompanying Form of Acceptance carefully, in particular, the letter from the Independent Financial Adviser which sets out its advice to the Independent Shareholders in relation to the Offer before deciding whether to accept or reject the Offer.

The Independent Shareholders and potential investors of the Company are advised to exercise caution when dealing in the Shares, and if they are in any doubt about their position, they should consult their own professional advisers for professional advice. The Offeror and the Company remind their respective associates of the dealing restrictions under the Takeovers Code and to disclose their permitted dealings, if any, in any securities of the Company.

Weiye Holdings Group Limited
Wang Guangbo
Sole Director

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

Hong Kong, 28 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.