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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 REVISED FORM OF ACCEPTANCE AND
TRANSFER 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; (iii) the Composite Document jointly issued by the Offeror and the Company dated 28 April 2025; (iv) the joint announcement issued by the Offeror and the Company dated 30 April 2025 in relation to clarification on the accompanying Form of Acceptance issued along with the Composite Document; and (v) the revised form of acceptance issued by the Company in relation to the Offer (the “**Revised Form of Acceptance**”).

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

DESPATCH OF THE REVISED FORM OF ACCEPTANCE

The Revised Form of Acceptance has been despatched to the Independent Shareholders on 6 May 2025 in accordance with the Takeovers Code.

EXPECTED TIMETABLE

The expected timetable, as reproduced from the Composite Document, remains unchanged.

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 Revised 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, 6 May 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.