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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)

**PROPOSED AMENDMENTS TO THE MEMORANDUM AND
ARTICLES OF ASSOCIATION**

This announcement is made by Microware Group Limited (the “**Company**”) pursuant to Rule 13.51(1) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) (the “**Listing Rules**”) in relation to the proposed amendments to the memorandum and articles of association of Company (the “**Memorandum and Articles of Association**”).

Pursuant to the Consultation Conclusions on Listing Regime for Overseas Issuers published by the Stock Exchange in November 2021, the Listing Rules have been amended with effect from 1 January 2022 which requires, among others, the listed issuers to adopt a uniform set of 14 “Core Standards” for shareholder protections for the issuers. As such, the board of directors of the Company (the “**Board**”) proposes to make certain amendments to the Memorandum and Articles of Association for the purpose of, among others, (i) bringing the Memorandum and Articles of Association in line with the amendments made to the Listing Rules and the applicable law and procedures of the Cayman Islands; (ii) allowing general meetings to be held as an electronic meeting or as a hybrid meeting; and (iii) making other consequential and housekeeping amendments to the Memorandum and Articles of Association (the “**Proposed Amendments**”). The Board also proposes to adopt the amended and restated Memorandum and Articles of Association in substitution for, and to the exclusion of, the existing Memorandum and Articles of Association.

At the upcoming annual general meeting of the Company (the “AGM”) to be held on 24 August 2022, a special resolution will be proposed for the shareholders of the Company (the “Shareholders”) to consider and, if thought fit, approve the proposed adoption of a new set of amended and restated Memorandum and Articles of Association incorporating the Proposed Amendments in substitution for and to the exclusion of the existing Memorandum and Articles of Association.

A circular containing, amongst other things, further information regarding the Proposed Amendments, the proposed adoption of the new amended and restated Memorandum and Articles of Association, together with the notice of the AGM will be despatched to the Shareholders as soon as possible.

By Order of the Board
Microware Group Limited
Chu Ming Ho

Chairman, executive Director and chief executive officer

Hong Kong, 15 July 2022

As at the date of this announcement, the executive Directors are 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 and Mr. Li Richard King Hang.