

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this joint announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this joint announcement.

This joint announcement is for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for any securities of the Company, nor shall there be any sale, purchase or subscription for securities of the Company in any jurisdiction in which such offer, solicitation or sale would be unlawful absent the filing of a registration statement or the availability of an applicable exemption from registration or other waiver.

This joint announcement is not for release, publication or distribution in or into any jurisdiction where to do so would constitute a violation of the relevant laws of such jurisdiction.

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

**VOLUNTARY UNCONDITIONAL 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)
(1) CLOSE OF THE OFFER AND RESULTS OF THE OFFER;
(2) SETTLEMENT OF THE OFFER; AND
(3) PUBLIC FLOAT OF THE COMPANY**

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 (the “**Rule 3.5 Joint Announcement**”); (ii) the composite offer and response document jointly issued by the Offeror and the Company dated 28 April 2025 (the “**Composite Document**”); and (iii) the joint announcement issued by the Offeror and the Company dated 19 May 2025 in respect of, among other things, the Offer having become unconditional in all respects (the “**Unconditional Announcement**”).

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

CLOSE OF THE OFFER AND RESULTS OF THE OFFER

As disclosed in the Unconditional Announcement, the Offer was declared unconditional in all respects on 19 May 2025. The Offeror hereby announces that the Offer closed at 4:00 p.m. on 2 June 2025 and was not revised or extended.

As at 4:00 p.m. on Monday, 2 June 2025, the Offeror had received valid acceptances in respect of 74,789,400 Shares pursuant to the Offer (the “**Acceptance Shares**”), representing approximately 24.93% of the issued share capital and voting rights of the Company as at the date of this joint announcement.

SETTLEMENT OF THE OFFER

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 Shareholders (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, or the date on which the Offer becomes or is declared unconditional in all respects (i.e. 19 May 2025).

No fractions of a cent will be payable and the amount of the consideration payable to a Shareholder who accepts the Offer will be rounded up to the nearest cent.

SHAREHOLDING STRUCTURE OF THE COMPANY

Immediately before the commencement of the Offer Period (i.e. 20 March 2025), the Offeror and the Offeror Concert Parties held, controlled or directed over 91,000,000 Shares in aggregate, representing approximately 30.33% of all issued Shares as at the date of the Rule 3.5 Joint Announcement. Save as disclosed above, neither the Offeror nor the Offeror Concert Parties held, controlled or directed any Shares, convertible securities, warrants, options or other relevant securities (as defined under Note 4 to Rule 22 of the Takeovers Code) in respect of any Shares immediately before the Offer Period.

During the Offer Period and up to the date of this joint announcement, save for the Acceptance Shares acquired or to be acquired under the Offer, neither the Offeror nor the Offeror Concert Parties has (i) acquired or agreed to acquire any Shares or the rights over Shares during the Offer Period; or (ii) borrowed or lent any relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) of the Company.

Immediately after the close of the Offer, taking into account the Acceptance Shares (subject to completion of transfer of the Acceptance Shares to the Offeror), together with the Shares already owned or acquired or agreed to be acquired before or during the Offer, the Offeror and the Offeror Concert Parties hold, control or have direction over 165,789,400 Shares in aggregate (representing approximately 55.26% of all issued Shares as at the date of this joint announcement).

The following table sets out the shareholding structure of the Company (i) immediately before the commencement of the Offer Period (i.e. 20 March 2025); and (ii) immediately after the close of the Offer (assuming that the transfer to the Offeror of all Acceptance Shares has been completed) and as at the date of this joint announcement:

	Immediately before the commencement of the Offer Period (i.e. 20 March 2025)		Immediately after the close of the Offer (assuming that the transfer to the Offeror of all Acceptance Shares has been completed) and as at the date of this joint announcement	
	<i>Number of Shares</i>	<i>Approximate % of shareholding</i>	<i>Number of Shares</i>	<i>Approximate % of shareholding</i>
The Offeror and the Offeror Concert Parties				
The Offeror	42,500,000	14.17	117,289,400	39.10
Mr. Wang ^(Note 2)	47,000,000 ^(Note 3)	15.66	47,000,000 ^(Note 3)	15.66
Mr. Wang Zhi ^(Note 4)	1,500,000	0.5	1,500,000	0.5
Subtotal:	91,000,000	30.33	165,789,400	55.26
Independent non-executive Directors				
Mr. Dai Bin ^(Note 5)	1,500,000	0.5	1,500,000	0.5
Mr. Xu Jianwen ^(Note 5)	1,500,000	0.5	1,500,000	0.5
Ms. Lan Jia ^(Note 5)	1,500,000	0.5	1,500,000	0.5
Independent Shareholders				
Mr. Chen Jianyong (陳鑑勇)	18,162,000	6.05	18,162,000	6.05
Mr. Han Shaoye (韓少野)	19,754,000	6.58	19,754,000	6.58
Other Shareholders	166,584,000	55.53	91,794,600	30.60
Total	300,000,000 ^(Note 1)	100	300,000,000 ^(Note 1)	100

Notes:

1. The percentage figures are calculated on the basis on 300,000,000 issued Shares, which represent the entire issued share capital of the Company as at the date of this joint announcement.
2. The Offeror is a limited liability company incorporated in the British Virgin Islands and is beneficially and wholly-owned by Mr. Wang, being the chairman of the Board and an executive Director. By virtue of the SFO, Mr. Wang is deemed to be interested in the Shares held by the Offeror.
3. Including the 12,000,000 Awarded Shares granted and vested to Mr. Wang with nil consideration on 3 January 2025 under the Share Award Scheme.

4. On 3 January 2025, 1,500,000 Awarded Shares were granted and vested to Mr. Wang Zhi. As at the date of this joint announcement, Mr. Wang Zhi is a non-executive Director. As the non-executive Director, Mr. Wang Zhi is presumed to be acting in concert with the Offeror under class (6) of the definition of acting in concert under the Takeovers Code as a result of the Offer.
5. On 3 January 2025, 1,500,000 Awarded Shares were granted and vested to each of Mr. Dai Bin, Mr. Xu Jianwen and Ms. Lan Jia under the Share Award Scheme. As at the Latest Practicable Date, Mr. Dai Bin, Mr. Xu Jianwen, and Ms. Lan Jia are independent non-executive Directors. Save as disclosed in the table above, no other Directors hold Shares as at the date of this Joint Announcement.

PUBLIC FLOAT OF THE COMPANY

Immediately after the close of the Offer and as at the date of this joint announcement, subject to the completion of the transfer of the Acceptance Shares to the Offeror, 129,710,600 Shares are held by the public (as defined under the Listing Rules), representing approximately 43.24% of the issued Shares as at the date of this joint announcement. Accordingly, as at the date of this joint announcement, the Company continues to satisfy the minimum public float requirement as set out in Rule 8.08(1)(a) of the Listing Rules.

Weiye Holdings Group Limited
Wang Guangbo
Sole Director

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

Hong Kong, 2 June 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.