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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)**

### **POLL RESULTS OF ANNUAL GENERAL MEETING HELD ON 29 AUGUST 2025 AND ARRANGEMENT FOR PAYMENT OF SPECIAL DIVIDEND**

References are made to the circular (the “**Original Circular**”) and the notice (the “**Original Notice**”) of the 2025 annual general meeting (the “**AGM**”) dated 30 July 2025, the supplemental circular (the “**Supplemental Circular**”) and the supplemental notice (the “**Supplemental Notice**”) of the AGM dated 14 August 2025 of Microware Group Limited (the “**Company**”). Unless the context otherwise requires, capitalized terms used in this announcement shall have the same meanings as those defined in the Original Circular, the Original Notice, the Supplemental Circular, and the Supplemental Notice.

#### **POLL RESULTS OF AGM**

The Board announces that at the AGM held on 29 August 2025, a poll was demanded by the chairman of the AGM for voting on all the resolutions (the “**Proposed Resolutions**”) proposed at the AGM as set out in the Original Notice and Supplemental Notice (collectively, the “**AGM Notice**”).

As at the date of the AGM, (i) the total number of issued Shares was 300,000,000 Shares, (ii) there were no treasury Shares held by the Company; and (iii) there were no repurchased Shares which are pending cancellation and should be excluded from the total number of issued Shares for the purpose of the AGM. Accordingly, the total number of Shares entitling the Shareholders to attend and vote on the Proposed Resolutions at the AGM was 300,000,000. There were no restrictions on any Shareholders to cast votes on any of the Proposed Resolutions at the AGM. There were no Shares entitling the Shareholders to attend and abstain from voting in favour of any of the Proposed Resolutions at the AGM as set out in Rule 13.40 of the Listing Rules. No Shareholder was required under the Listing Rules to abstain from voting on the Proposed Resolutions. None of the Shareholders have stated their intention in the Original Circular and the Supplemental Circular to vote against or to abstain from voting on any Proposed Resolutions at the AGM.

The Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, was appointed and acted as the scrutineer for the purpose of vote-taking at the AGM.

The poll results in respect of all the Proposed Resolutions were as follows:

Ordinary Resolutions		Number of Votes (%)	
		For	Against
1.	To receive, consider and adopt the audited consolidated financial statements of the Company and the reports of the directors (the “ <b>Director(s)</b> ”) and auditors of the Company (the “ <b>Auditors</b> ”) for the year ended 31 March 2025.	241,068,810 (99.99%)	50 (0.01%)
2.	To re-elect the following persons as the Directors:		
	(a) Mr. Wang Zhi as a non-executive Director; and	241,068,810 (99.99%)	50 (0.01%)
	(b) Mr. Dai Bin as an independent non-executive Director.	241,068,810 (99.99%)	50 (0.01%)
3.	To authorise the Board to fix the remuneration of the Directors.	241,068,760 (99.99%)	100 (0.01%)
4.	To re-appoint Deloitte Touche Tohmatsu as the Auditors and authorise the Board to fix their remuneration.	241,068,810 (99.99%)	50 (0.01%)
5.	To grant a general mandate to the Directors to allot, issue and deal with shares of the Company not exceeding 20% of the total number of shares of the Company in issue (excluding any shares that are held as treasury shares, if any) as at the date of passing this resolution.*	240,416,810 (99.73%)	652,050 (0.27%)
6.	To grant a general mandate to the Directors to buy back shares of the Company not exceeding 10% of the total number of shares of the Company in issue (excluding any shares that are held as treasury shares, if any) as at the date of passing this resolution.*	240,850,810 (99.91%)	218,050 (0.09%)
7.	To extend the general mandate granted under resolution no. 5 by adding the shares bought back pursuant to the general mandate granted by resolution no. 6 (excluding any shares that are held as treasury shares, if any).*	240,634,760 (99.82%)	434,100 (0.18%)
8.	To approve and confirm the declaration and payment of a one-off special dividend of HK\$0.10 per ordinary share out of the share premium account of the Company (the “ <b>Special Dividend</b> ”) to the shareholders of the Company whose names appear on the register of members of the Company on the record date fixed by the Board for determining the entitlements to the Special Dividend; and to authorise any one director of the Company to take such action, do such things and execute such further documents as the director may at his/her absolute discretion consider necessary or desirable for the purpose of or in connection with the implementation of the payment of the Special Dividend. *	241,068,860 (100.00%)	0 (0.00%)

\* The full text of the above ordinary resolutions numbered 5 to 8 are set out in the Original Notice and the Supplemental Notice.

As more than 50% of the votes present at the AGM in person or by proxy were cast in favour of each of the above ordinary resolutions numbered 1 to 8, all the Proposed Resolutions were duly passed as ordinary resolutions of the Company.

All the Directors attended the AGM. Mr. Wang Guangbo, Mr. Xu Jianwen and Ms. Lan Jia attended in person, and Mr. Wang Zhi and Mr. Dai Bin attended by electronic means.

## **ARRANGEMENT FOR PAYMENT OF SPECIAL DIVIDEND**

Following the approval by the Shareholders at the AGM, the Board is pleased to announce that the Company will distribute a Special Dividend of HK\$0.10 per ordinary Share on Friday, 19 September 2025 or thereabouts to the Shareholders whose names appear on the register of members of the Company after the close of business at 4:30 p.m. on Monday, 8 September 2025, being the record date for determination of entitlements to the Special Dividend.

For the purpose of ascertaining the Shareholders' entitlement to the Special Dividend, the register of members of the Company will be closed from Thursday, 4 September 2025 to Monday, 8 September 2025, both days inclusive, during which no transfer of Shares will be registered. In order to be entitled to the Special Dividend, completed transfer forms accompanied by the relevant share certificates must be lodged with the Company's Hong Kong branch share registrar, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Admiralty, Hong Kong for registration not later than 4:30 p.m. on Wednesday, 3 September 2025.

By order of the Board  
**Microwave Group Limited**  
**Wang Guangbo**  
*Chairman and executive Director*

Hong Kong, 29 August 2025

*As at the date of this announcement, the executive Director is Mr. Wang Guangbo, 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.*