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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)

PLACING OF NEW SHARES UNDER GENERAL MANDATE

Placing Agent



On 6 July 2026 (after trading hours), the Company and the Placing Agent entered into the Placing Agreement pursuant to which the Company appointed the Placing Agent to place, on a best efforts basis and subject to the fulfillment of the condition precedent to the Placing Agreement, a maximum of 30,000,000 Placing Shares to not less than six independent Placees at a price of HK\$3.35 per Placing Share.

The Placing Price of HK\$3.35 per Placing Share represents: (i) a discount of 3.2% to the closing price of HK\$3.460 per Share as quoted on the Stock Exchange on the date of the Placing Agreement; and (ii) a discount of approximately 1.6% to the average closing price of HK\$3.406 per Share as quoted on the Stock Exchange for the last five trading days of the Shares immediately prior to the date of the Placing Agreement.

Assuming the Placing Shares are fully placed, the maximum number of 30,000,000 Placing Shares represents 10.00% of the issued share capital of the Company of 300,000,000 Shares as at the date of this announcement, and approximately 9.09% of the issued share capital of the Company as enlarged by the issue of the maximum number of 30,000,000 Placing Shares.

Assuming the Placing Shares are fully placed, the gross and net proceeds from the Placing will be HK\$100.5 million and approximately HK\$99.2 million, respectively. The Company intends to apply the net proceeds from the Placing as follows:

- (i) approximately 40% or HK\$39.6 million will be used for the expansion of the existing principal activities of the Group, including but not limited to (a) enhancing technological capabilities; and (b) deepening the research and development of AI-related businesses and technologies, specifically the development of All-in-One AI Devices and product iterations targeting the healthcare, government, education, finance, and service industries;
- (ii) approximately 40% or HK\$39.6 million will be used for the enhancement of liquidity to support the procurement of hardware and software and the settlement of payments to suppliers; and
- (iii) approximately 20% or HK\$20.0 million will be used for the general working capital of the Group (including but not limited to the payment of administrative and operating expenses of the Group).

The Placing is not subject to the Shareholders' approval as the Placing Shares will be issued pursuant to the General Mandate.

Shareholders and potential investors should note that the Placing is subject to the fulfillment of the condition precedent to the Placing and may or may not proceed. Shareholders and potential investors are advised to exercise caution when dealing in the Shares.

THE PLACING

Date

6 July 2026 (after trading hours)

Parties

Issuer: the Company

Placing Agent: Astrum Capital Management Limited

To the best of the Directors' knowledge, information and belief and having made all reasonable enquiries, save for the fact that Weiye Holdings Group Limited, the controlling shareholder of the Company holding approximately 56.20% of the entire issued Shares as at the date of this announcement, has maintained securities accounts with the Placing Agent since February 2025, each of the Placing Agent and its ultimate beneficial owner(s) is a third party independent of and not connected with the Company and its connected persons.

Placees

It is intended that the Placing Shares will be placed to not less than six Placees, being individuals, corporate, institutional investors or other investors, who and whose ultimate beneficial owners are third party(ies) independent of the directors, chief executive or substantial shareholders of the Company or any of its subsidiaries or any of their respective associates.

It is expected that none of the Placees nor their associates will become a substantial shareholder of the Company as a result of the Placing.

Number of Placing Shares

The Company appointed the Placing Agent to place, on a best efforts basis and subject to the fulfillment of the condition precedent to the Placing Agreement, a maximum of 30,000,000 Placing Shares. Assuming the Placing Shares are fully placed, the maximum number of 30,000,000 Placing Shares represents 10.00% of the issued share capital of the Company of 300,000,000 Shares as at the date of this announcement, and approximately 9.09% of the issued share capital of the Company as enlarged by the issue of the maximum number of 30,000,000 Placing Shares. The aggregate nominal value of the maximum number of Placing Shares is HK\$300,000.

Placing Price

The Placing Price of HK\$3.35 per Placing Share was agreed after arm's length negotiations between the Company and the Placing Agent with reference to the recent trading price of the Shares.

The Placing Price of HK\$3.35 per Placing Share represents: (i) a discount of 3.2% to the closing price of HK\$3.460 per Share as quoted on the Stock Exchange on the date of the Placing Agreement; and (ii) a discount of approximately 1.6% to the average closing price of HK\$3.406 per Share as quoted on the Stock Exchange for the last five trading days of the Shares immediately prior to the date of the Placing Agreement.

Placing Commission

The Company shall pay to the Placing Agent the placing commission of 1.0% of the aggregate Placing Price of the total number of the Placing Shares actually placed on behalf of the Company by the Placing Agent in pursuance of its obligations under the Placing Agreement.

Condition of the Placing

Completion of the Placing is conditional upon the Stock Exchange granting or agreeing to grant listing of and permission to deal in the Placing Shares.

If the above condition is not satisfied on or before 27 July 2026 (or such later date as may be agreed between the Placing Agent and the Company) (the “**Long Stop Date**”), the Placing will lapse and all rights, obligations and liabilities of the Placing Agent and the Company in relation to the Placing shall cease and determine and neither party shall have any claim against the other in respect of the Placing save for any antecedent breach and/or any rights or obligations which may accrue under the Placing Agreement prior to such termination. The condition to the Placing could not be waived by any party to the Placing Agreement.

Completion of the Placing

Completion of the Placing shall take place within five business days after the fulfillment of the condition set out in the Placing Agreement (or such other date as the Company and the Placing Agent may agree).

Rescission of the Placing Agreement

If any of the following events occur at any time prior to 10:00 a.m. on the date of completion of the Placing (the “**Completion Date**”), the Placing Agent may (after such consultation with the Company and/or its advisers as the circumstances shall admit or be necessary), by giving a written notice to the Company, at any time prior to the Completion Date provided that such notice is received prior to 6:00 p.m. on the day immediately preceding the Completion Date, rescind the Placing Agreement without liability to the other party, and the Placing Agreement shall thereupon cease to have effect and none of the parties shall have any rights or claims by reason thereof save for any rights or obligations which may accrue under the Placing Agreement prior to such termination:

- (i) in the reasonable opinion of the Placing Agent there shall have been since the date of the Placing Agreement such a change in national or international financial, political or economic conditions or taxation or exchange controls as would be likely to prejudice materially the consummation of the Placing; or
- (ii) the introduction of any new law or regulation or any change in existing law or regulation (or the judicial interpretation thereof) or other occurrence of any matter whatsoever which may adversely affect the business or the financial or trading position or prospects of the Group as a whole; or
- (iii) any material breach of any of the representations and warranties set out in the Placing Agreement comes to the knowledge of the Placing Agent or any event occurs or any matter arises on or after the date of the Placing Agreement and prior to the Completion Date which if it had occurred or arisen before the date of the Placing Agreement would have rendered any of the representations and warranties contained in the Placing Agreement untrue or incorrect in any material respect or there has been a material breach by the Company of any other provision of the Placing Agreement; or
- (iv) any moratorium, suspension or restriction on trading in shares or securities generally on the Stock Exchange due to exceptional financial circumstances; or
- (v) there is any adverse change in the financial position of the Company which in the reasonable opinion of the Placing Agent is material in the context of the Placing.

Ranking of Placing Shares

The Placing Shares, when issued and fully paid, will rank pari passu among themselves and with the Shares in issue at the time of issue and allotment of the Placing Shares.

Application for listing

Application will be made to the Stock Exchange for approval for the listing of and permission to deal in the Placing Shares.

GENERAL MANDATE

The Placing is not subject to the Shareholders' approval as the Placing Shares will be issued under the General Mandate, which was granted to the Directors pursuant to an ordinary resolution passed by the Shareholders at the annual general meeting of the Company held on 29 August 2025. Pursuant to the General Mandate, the Company was authorized to issue and allot up to 60,000,000 Shares, representing 20% of the total number of Shares in issue on the date of passing such resolution. The General Mandate has not been utilized prior to the issue of the Placing Shares.

REASONS FOR THE PLACING AND USE OF PROCEEDS

The Group is principally engaged in the provision of information technology (“IT”) infrastructure solution services and IT managed services in Hong Kong and the People's Republic of China.

The Board considers that the Placing represents a good opportunity for the Company to raise additional funds and to widen the Company's shareholder base. The terms of the Placing Agreement (including the Placing Price and the placing commission) were determined after arm's length negotiations between the Company and the Placing Agent. The Directors (including the independent non-executive Directors) consider that the terms of the Placing Agreement (including the Placing Price and the placing commission) are on normal commercial terms, fair and reasonable and in the interests of the Company and the Shareholders as a whole.

Assuming the Placing Shares are fully placed, the gross and net proceeds from the Placing will be HK\$100.5 million and approximately HK\$99.2 million, respectively. Assuming the Placing Shares are fully placed, the net Placing Price will be approximately HK\$3.31 per Placing Share.

The Company intends to apply the net proceeds from the Placing as follows:

- (i) approximately 40% or HK\$39.6 million will be used for the expansion of the existing principal activities of the Group, including but not limited to (a) enhancing technological capabilities; and (b) deepening the research and development of AI-related businesses and technologies, specifically the development of All-in-One AI Devices and product iterations targeting the healthcare, government, education, finance, and service industries;
- (ii) approximately 40% or HK\$39.6 million will be used for the enhancement of liquidity to support the procurement of hardware and software and the settlement of payments to suppliers; and

- (iii) approximately 20% or HK\$20.0 million will be used for the general working capital of the Group (including but not limited to the payment of administrative and operating expenses of the Group).

EQUITY FUND RAISING ACTIVITY DURING THE PAST TWELVE MONTHS

The Company has not conducted any equity fund raising activities in the past twelve months immediately prior to the date of this announcement.

EFFECTS ON SHAREHOLDING STRUCTURE OF THE COMPANY

The table below illustrates the shareholding structure of the Company (i) as at the date of this announcement; and (ii) immediately after completion of the Placing (assuming the Placing Shares were placed in full and assuming there is no other change in the issued share capital of the Company between the date of this announcement and the date of completion of the Placing):

Shareholders	As at the date of this announcement		Immediately upon completion of the Placing	
	No. of Shares	%	No. of Shares	%
Weiye Holdings Group Limited (Note 1)	168,587,400	56.20	168,587,400	51.09
Mr. Wang Zhi (Note 2)	1,500,000	0.50	1,500,000	0.45
Mr. Dai Bin (Note 3)	1,500,000	0.50	1,500,000	0.45
Mr. Xu Jianwen (Note 3)	1,500,000	0.50	1,500,000	0.45
Ms. Lan Jia (Note 3)	1,500,000	0.50	1,500,000	0.45
Placees	—	—	30,000,000	9.09
Public Shareholders	125,412,600	41.80	125,412,600	38.00
Total	<u>300,000,000</u>	<u>100.00</u>	<u>330,000,000</u>	<u>100.00</u>

Notes:

- Weiye Holdings Group Limited is a limited liability company incorporated in the British Virgin Islands and is beneficially and wholly-owned by Mr. Wang Guangbo, being the chairman of the Board and an executive Director. By virtue of the SFO, Mr. Wang Guangbo is deemed to be interested in the Shares held by Weiye Holdings Group Limited.
- As at the date of this announcement, Mr. Wang Zhi is a non-executive Director.

3. As at the date of this announcement, Mr. Dai Bin, Mr. Xu Jianwen and Ms. Lan Jia are independent non-executive Directors.
4. Percentage figures may not add up to the total due to rounding.

Shareholders and potential investors should note that the Placing is subject to the fulfillment of the condition precedent to the Placing and may or may not proceed. Shareholders and potential investors are advised to exercise caution when dealing in the Shares.

DEFINITIONS

The following terms have the following meanings in this announcement unless the context otherwise requires:

“associate(s)”	having the meaning ascribed thereto under the Listing Rules
“Board”	the board of Directors
“Company”	Microware Group Limited (美高域集團有限公司), an exempted company incorporated in the Cayman Islands with limited liability, the Shares of which are listed on the Stock Exchange (Stock Code: 1985)
“connected person(s)”	having the meaning ascribed thereto under the Listing Rules
“controlling shareholder(s)”	having the meaning ascribed thereto under the Listing Rules
“Directors”	directors of the Company
“General Mandate”	the general mandate which was granted to the Directors pursuant to an ordinary resolution passed at the Company’s annual general meeting on 29 August 2025 to issue and allot up to 60,000,000 Shares, representing 20% of the total number of Shares in issue on the date of passing such resolution
“Group”	the Company and its subsidiaries

“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Placee(s)”	any individuals, corporate, institutional investors or other investors procured by the Placing Agent or any of its sub-placing agent(s) to subscribe for any of the Placing Shares under the Placing
“Placing”	the best-effort placing of up to 30,000,000 Placing Shares on the terms and subject to the condition set out in the Placing Agreement
“Placing Agent”	Astrum Capital Management Limited, a corporation licensed by the SFC to carry out Type 1 (dealing in securities), Type 2 (dealing in futures contracts), Type 6 (advising on corporate finance) and Type 9 (asset management) regulated activities under the SFO
“Placing Agreement”	the agreement entered into between the Placing Agent and the Company dated 6 July 2026 in relation to the Placing
“Placing Price”	HK\$3.35 per Placing Share
“Placing Shares”	a maximum of 30,000,000 Shares to be placed under the Placing
“SFC”	The Securities and Futures Commission of Hong Kong
“SFO”	the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong
“Share(s)”	ordinary share(s) of HK\$0.01 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the Share(s)

“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“substantial shareholder(s)”	having the meaning ascribed thereto under the Listing Rules
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“%”	per cent

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

Hong Kong, 6 July 2026

As at the date of this announcement, the executive Director is Mr. Wang Guangbo; non-executive Director is Mr. Wang Zhi; and the independent non-executive Directors are Mr. Dai Bin, Mr. Xu Jianwen and Ms. Lan Jia.