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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)**

## **APPOINTMENT OF DIRECTORS, CHANGE IN COMPOSITION OF BOARD COMMITTEES AND COMPLIANCE WITH THE LISTING RULES**

This announcement is made by Microware Group Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) pursuant to Rule 13.51(2) of the Rules Governing the Listing of Securities (the “**Listing Rules**”) on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”).

### **APPOINTMENT OF NON-EXECUTIVE DIRECTOR**

The board (the “**Board**”) of directors (the “**Directors**”) of the Company is pleased to announce that Mr. Wang Zhi (王植) (“**Mr. Wang**”) has been appointed as non-executive Director with effect from 26 February 2024. The biographical details of Mr. Wang are set out below.

**Mr. Wang**, aged 44, is a PhD holder from Wuhan University, a postdoctoral fellow at Beijing Normal University, visiting scholar at the University of Hannover, Germany, and a professor at the Northeastern University in Shenyang, Liaoning, China.

From October 2008 to June 2013, Mr. Wang served as a researcher at the Beijing Normal University in the field of geography. Since June 2008, Mr. Wang has been a professor at the School of Resources and Civil Engineering of the Northeastern University. Mr. Wang is also currently serving part-time as a director of the China Association of Remote Sensing Application\* (中國遙感應用協會), a part-time professor at the School of Environment and Spatial Informatics of the China University of Mining and Technology, the editorial board of the Geography and Geo-Information Science\* (《地理與地理信息科學》) and the liaison officer of the Earthquake and Fire Disaster Assessment Working Group of the International Intergovernmental Organization for the Coordination of Earth Observations (GEO).

Mr. Wang completed his undergraduate double degree in mechanical design manufacturing and automation and economics at the Wuhan University in June 2001. He then obtained a master's degree in measuring and testing technologies and instruments and a doctoral degree in photogrammetry and remote sensing at the Wuhan University in September 2004 and June 2008 respectively. From September 2007 to August 2008, he attended the Leibniz Universität Hannover in Germany as a PhD researcher in the field of photogrammetry and remote sensing.

Mr. Wang has entered into a letter of appointment with the Company for a term of three years commencing from 26 February 2024, and is subject to retirement by rotation and re-election at the annual general meetings of the Company in accordance with the memorandum and articles of association of the Company. Pursuant to the letter of appointment, Mr. Wang will be entitled to receive a remuneration of HK\$11,500 per month for his role as non-executive Director, which is determined by the Board upon recommendation from the remuneration committee of the Company (“**Remuneration Committee**”) with reference to his qualifications, level of duties and responsibilities undertaken in the Company and the prevailing market conditions.

As at the date of this announcement, Mr. Wang (i) does not hold any directorship in any other listed public companies, the securities of which are listed on any securities market in Hong Kong or overseas, in the last three years preceding the date of his appointment; (ii) does not have any relationship with any directors, senior management, substantial shareholders or controlling shareholders of the Company; and (iii) does not have any interest in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) (the “**SFO**”).

As at the date of this announcement, save as disclosed above, to the best knowledge of the Board, there is no other information which is required to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules and there are no other matters in relation to the appointment of Mr. Wang that need to be brought to the attention of the shareholders of the Company and the Stock Exchange.

The Board would like to extend its warmest welcome to Mr. Wang for joining the Board.

#### **APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR AND AC CHAIRLADY**

The Board is pleased to announce that Ms. Lan Jia (蘭佳) (“**Ms. Lan**”) has been appointed as independent non-executive Director and chairlady of the audit committee of the Company (the “**AC Chairlady**”) with effect from 26 February 2024. The biographical details of Ms. Lan are set out below.

Ms. Lan, aged 53, has extensive experience in the field of finance and auditing.

Ms. Lan joined ADICON Holdings Limited (艾迪康控股有限公司) (“ADICON”), a company listed on the Main Board of the Stock Exchange (stock code: 9860), in October 2018 to serve as the vice president and compliance officer. In July 2021, she was promoted to serve as the senior vice president, chief executive officer and compliance officer at ADICON, where she is primarily responsible for overseeing the internal audit department, the administrative commerce department, the environmental, health and safety department, the legal affairs and compliance department, and the office of the president. From March 2017 to October 2018, she was the vice president of Meinian Onehealth Healthcare Holdings Co., Ltd. (美年大健康產業控股股份有限公司) (“Meinian Onehealth”), a company listed on the Shenzhen Stock Exchange (stock code: 002044.SZ). She served as the chief financial officer of Meinian Onehealth from October 2015 to March 2017.

From April 2009 to January 2013, Ms. Lan was the person-in-charge of internal audit at Zhejiang Jingxing Paper Joint Stock Co., Ltd. (浙江景興紙業股份有限公司), a company listed on the Shenzhen Stock Exchange (stock code: 002067.SZ). From May 2002 to June 2008, Ms. Lan served as the audit manager of Ernst & Young (安永大華會計師事務所有限公司). From November 1996 to April 2002, she was a senior auditor at Dahua Certified Public Accountants Co., Ltd.\* (大華會計師事務所有限公司).

Ms. Lan completed her undergraduate degree in accounting at the Shanghai University of Finance and Economics in July 1991. She then obtained a master’s degree in business administration at the National University of Singapore in June 2020. Ms. Lan obtained the qualification of a certified public accountant issued by the Ministry of Finance of the People’s Republic of China in 2001.

Ms. Lan has entered into a letter of appointment with the Company for a term of three years commencing from 26 February 2024, and is subject to retirement by rotation and re-election at the annual general meetings of the Company in accordance with the memorandum and articles of association of the Company. Pursuant to the letter of appointment, Ms. Lan will be entitled to receive a remuneration of HK\$11,500 per month for her role as independent non-executive Director and AC Chairlady, which is determined by the Board upon recommendation from the Remuneration Committee with reference to her qualifications, level of duties and responsibilities undertaken in the Company and the prevailing market conditions.

Ms. Lan has confirmed (a) her independence as regards to each of the factors contained in Rule 3.13(1) to (8) of the Listing Rules; (b) that she has no past or present financial or other interest in the business of the Company or its subsidiaries or any connection with any core connected persons (as such term is defined in the Listing Rules) of the Company; and (c) that there are no other factors that may affect her independence at the time of her appointment.

As at the date of this announcement, Ms. Lan (i) does not hold any directorship in any other listed public companies, the securities of which are listed on any securities market in Hong Kong or overseas, in the last three years preceding the date of her appointment; (ii) does not have any relationship with any directors, senior management, substantial shareholders or controlling shareholders of the Company; and (iii) does not have any interest in the shares of the Company within the meaning of Part XV of the SFO.

Save as disclosed above, to the best knowledge of the Board, there is no other information which is required to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules and there are no other matters in relation to the appointment of Ms. Lan that need to be brought to the attention of the shareholders of the Company and the Stock Exchange.

## **CHANGE IN COMPOSITION OF BOARD COMMITTEES**

Mr. Lu Junbo, the independent non-executive Director, has resigned as member of the audit committee and nomination committee of the Company with effect from 26 February 2024.

## **COMPLIANCE WITH THE LISTING RULES**

Following the appointment of Ms. Lan as independent non-executive Director and AC Chairlady, the Company has re-complied with Rules 3.10(2) and 3.21 of the Listing Rules.

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

Hong Kong, 26 February 2024

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