

**Monthly Return of Equity Issuer on Movements in Securities**

**For the month ended**  
**(dd/mm/yyyy) :**

**28/02/2018**

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer Microware Group Limited

Date Submitted 01/03/2018

**I. Movements in Authorised Share Capital**

**1. Ordinary Shares**

(1) Stock code : 1985 Description : Ordinary Shares

|                                     | No. of ordinary shares | Par value<br>( <i>State currency</i> ) | Authorised share capital<br>( <i>State currency</i> ) |
|-------------------------------------|------------------------|--|---|
| Balance at close of preceding month | <u>5,000,000,000</u>   | <u>HK\$ 0.01</u>                       | <u>HK\$ 50,000,000</u>                                |
| Increase/(decrease)                 | <u>Nil</u>             |  | <u>Nil</u>  |
| Balance at close of the month       | <u>5,000,000,000</u>   | <u>HK\$ 0.01</u>                       | <u>HK\$ 50,000,000</u>                                |

(2) Stock code : N/A Description : N/A

|                                     | No. of ordinary shares | Par value<br>( <i>State currency</i> ) | Authorised share capital<br>( <i>State currency</i> ) |
|-------------------------------------|------------------------|--|---|
| Balance at close of preceding month | <u>N/A</u>             | <u>N/A</u>                             | <u>N/A</u>  |
| Increase/(decrease)                 | <u>N/A</u>             |  | <u>N/A</u>  |
| Balance at close of the month       | <u>N/A</u>             | <u>N/A</u>                             | <u>N/A</u>  |

## 2. Preference Shares

|                                     |                          |  |   |
|-------------------------------------|--------------------------|--|---|
| Stock code : <u>N/A</u>             | Description : <u>N/A</u> |  |   |
|                                     | No. of preference shares | Par value<br>( <i>State currency</i> ) | Authorised share capital<br>( <i>State currency</i> ) |
| Balance at close of preceding month | <u>N/A</u>               | <u>N/A</u>                             | <u>N/A</u>  |
| Increase/(decrease)                 | <u>N/A</u>               |  | <u>N/A</u>  |
| Balance at close of the month       | <u>N/A</u>               | <u>N/A</u>                             | <u>N/A</u>  |

## 3. Other Classes of Shares

|                                     |                                |  |   |
|-------------------------------------|--------------------------------|--|---|
| Stock code : <u>N/A</u>             | Description : <u>N/A</u>       |  |   |
|                                     | No. of other classes of shares | Par value<br>( <i>State currency</i> ) | Authorised share capital<br>( <i>State currency</i> ) |
| Balance at close of preceding month | <u>N/A</u>                     | <u>N/A</u>                             | <u>N/A</u>  |
| Increase/(decrease)                 | <u>N/A</u>                     |  | <u>N/A</u>  |
| Balance at close of the month       | <u>N/A</u>                     | <u>N/A</u>                             | <u>N/A</u>  |

Total authorised share capital at the end of the month (*State currency*) : HK\$ 50,000,000

## II. Movements in Issued Share Capital

|                                       | No. of ordinary shares |            | No of preference shares | No. of other classes of shares |
|---------------------------------------|------------------------|------------|-------------------------|--------------------------------|
|                                       | (1)                    | (2)        |                         |                                |
| Balance at close of preceding month   | <u>300,000,000</u>     | <u>N/A</u> | <u>N/A</u>              | <u>N/A</u>                     |
| Increase/ (decrease) during the month | <u>0</u>               | <u>N/A</u> | <u>N/A</u>              | <u>N/A</u>                     |
| Balance at close of the month         | <u>300,000,000</u>     | <u>N/A</u> | <u>N/A</u>              | <u>N/A</u>                     |

## III. Details of Movements in Issued Share Capital

### Share Options (under Share Option Schemes of the Issuer)

| Particulars of share option scheme including EGM approval date (dd/mm/yyyy) and class of shares issuable | Movement during the month |            |                            |            | No. of new shares of issuer issued during the month pursuant thereto | No. of new shares of issuer which may be issued pursuant thereto as at close of the month |
|--|---------------------------|------------|----------------------------|------------|--|---|
|  | Granted                   | Exercised  | Cancelled                  | Lapsed     |  |   |
| 1. Share Option Scheme adopted on 15/02/2017   |                           |            |                            |            |  |   |
| ordinary shares (Note 1)   | <u>Nil</u>                | <u>Nil</u> | <u>Nil</u>                 | <u>Nil</u> | <u>Nil</u>   | <u>Nil</u>  |
| 2. N/A   |                           |            |                            |            |  |   |
| ( / / ) shares (Note 1)  |                           |            |                            |            |  |   |
| 3. N/A   |                           |            |                            |            |  |   |
| ( / / ) shares (Note 1)  |                           |            |                            |            |  |   |
|  |                           |            | Total A. (Ordinary shares) |            | <u>Nil</u>   |   |
|  |                           |            | (Preference shares)        |            | <u>N/A</u>   |   |
|  |                           |            | (Other class)              |            | <u>N/A</u>   |   |
| Total funds raised during the month from exercise of options (State currency)                            |                           |            |                            | <u>Nil</u> |  |   |

Warrants to Issue Shares of the Issuer which are to be Listed

| Description of warrants<br>(Date of expiry - dd/mm/yyyy) | Currency<br>of nominal<br>value | Nominal value<br>at close of<br>preceding<br>month | Exercised<br>during the<br>month | Nominal value<br>at close of the<br>month | No. of new<br>shares of<br>issuer<br>issued<br>during the<br>month<br>pursuant<br>thereto | No. of new<br>shares of<br>issuer which<br>may be<br>issued<br>pursuant<br>thereto as at<br>close of the<br>month |
|--|---------------------------------|--|----------------------------------|---|---|---|
| 1. N/A   |                                 |  |                                  |   |   |   |
| ( / / )  |                                 |  |                                  |   |   |   |
| Stock code (if listed)                                   |                                 |  |                                  |   |   |   |
| Class of shares  |                                 |  |                                  |   |   |   |
| issuable (Note 1)  |                                 |  |                                  |   |   |   |
| Subscription price                                       |                                 |  |                                  |   |   |   |
| EGM approval date  |                                 |  |                                  |   |   |   |
| (if applicable)  |                                 |  |                                  |   |   |   |
| (dd/mm/yyyy)   |                                 | ( / / )  |                                  |   |   |   |
| 2. N/A   |                                 |  |                                  |   |   |   |
| ( / / )  |                                 |  |                                  |   |   |   |
| Stock code (if listed)                                   |                                 |  |                                  |   |   |   |
| Class of shares  |                                 |  |                                  |   |   |   |
| issuable (Note 1)  |                                 |  |                                  |   |   |   |
| Subscription price                                       |                                 |  |                                  |   |   |   |
| EGM approval date  |                                 |  |                                  |   |   |   |
| (if applicable)  |                                 |  |                                  |   |   |   |
| (dd/mm/yyyy)   |                                 | ( / / )  |                                  |   |   |   |
| 3. N/A   |                                 |  |                                  |   |   |   |
| ( / / )  |                                 |  |                                  |   |   |   |
| Stock code (if listed)                                   |                                 |  |                                  |   |   |   |
| Class of shares  |                                 |  |                                  |   |   |   |
| issuable (Note 1)  |                                 |  |                                  |   |   |   |
| Subscription price                                       |                                 |  |                                  |   |   |   |
| EGM approval date  |                                 |  |                                  |   |   |   |
| (if applicable)  |                                 |  |                                  |   |   |   |
| (dd/mm/yyyy)   |                                 | ( / / )  |                                  |   |   |   |
| 4. N/A   |                                 |  |                                  |   |   |   |
| ( / / )  |                                 |  |                                  |   |   |   |
| Stock code (if listed)                                   |                                 |  |                                  |   |   |   |
| Class of shares  |                                 |  |                                  |   |   |   |
| issuable (Note 1)  |                                 |  |                                  |   |   |   |
| Subscription price                                       |                                 |  |                                  |   |   |   |
| EGM approval date  |                                 |  |                                  |   |   |   |
| (if applicable)  |                                 |  |                                  |   |   |   |
| (dd/mm/yyyy)   |                                 | ( / / )  |                                  |   |   |   |
| Total B. (Ordinary shares)                               |                                 |  |                                  |   | Nil   |   |
| (Preference shares)                                      |                                 |  |                                  |   | N/A   |   |
| (Other class)  |                                 |  |                                  |   | N/A   |   |

Convertibles (i.e. Convertible into Shares of the Issuer which are to be Listed)

| Class and description   | Currency of amount outstanding | Amount at close of preceding month | Converted during the month | Amount at close of the month | No. of new shares of issuer issued during the month pursuant thereto | No. of new shares of issuer which may be issued pursuant thereto as at close of the month |
|---|--------------------------------|------------------------------------|----------------------------|------------------------------|--|---|
| 1. N/A<br>_____<br>_____<br>_____   |                                |                                    |                            |                              |  |   |
| Stock code (if listed) _____<br>Class of shares issuable (Note 1) _____<br>Subscription price _____<br>EGM approval date (if applicable) (dd/mm/yyyy) _____ ( / / ) |                                |                                    |                            |                              |  |   |
| 2. N/A<br>_____<br>_____<br>_____   |                                |                                    |                            |                              |  |   |
| Stock code (if listed) _____<br>Class of shares issuable (Note 1) _____<br>Subscription price _____<br>EGM approval date (if applicable) (dd/mm/yyyy) _____ ( / / ) |                                |                                    |                            |                              |  |   |
| 3. N/A<br>_____<br>_____<br>_____   |                                |                                    |                            |                              |  |   |
| Stock code (if listed) _____<br>Class of shares issuable (Note 1) _____<br>Subscription price _____<br>EGM approval date (if applicable) (dd/mm/yyyy) _____ ( / / ) |                                |                                    |                            |                              |  |   |
| 4. N/A<br>_____<br>_____<br>_____   |                                |                                    |                            |                              |  |   |
| Stock code (if listed) _____<br>Class of shares issuable (Note 1) _____<br>Subscription price _____<br>EGM approval date (if applicable) (dd/mm/yyyy) _____ ( / / ) |                                |                                    |                            |                              |  |   |
|   |                                |                                    |                            | Total C. (Ordinary shares)   | Nil  |   |
|   |                                |                                    |                            | (Preference shares)          | N/A  |   |
|   |                                |                                    |                            | (Other class)                | N/A  |   |

Any other Agreements or Arrangements to Issue Shares of the Issuer which are to be Listed, including Options (other than under Share Option Schemes)

| Full particulars including EGM approval date (dd/mm/yyyy), if applicable, and class of shares issuable: | No. of new shares of issuer issued during the month pursuant thereto | No. of new shares of issuer which may be issued pursuant thereto as at close of the month |
|---|--|---|
| 1. N/A<br><hr/> <hr/> <div style="text-align: right;">( / / )</div> shares (Note 1)                     |  |   |
| 2. N/A<br><hr/> <hr/> <div style="text-align: right;">( / / )</div> shares (Note 1)                     |  |   |
| 3. N/A<br><hr/> <hr/> <div style="text-align: right;">( / / )</div> shares (Note 1)                     |  |   |
| <div style="text-align: right;">Total D. (Ordinary shares)</div>  | Nil  |   |
| <div style="text-align: right;">(Preference shares)</div>   | N/A  |   |
| <div style="text-align: right;">(Other class)</div>   | N/A  |   |

Other Movements in Issued Share Capital

| Type of Issue   |            |                      |  | No. of new shares of issuer issued during the month pursuant thereto | No. of new shares of issuer which may be issued pursuant thereto as at close of the month |
|-----------------|------------|----------------------|--|--|---|
| 1. Rights issue | At price : | State currency _____ | Class of shares _____<br>issuable (Note 1)<br>Issue and allotment date : (dd/mm/yyyy) ( / / )<br>EGM approval date: ( / / ) (dd/mm/yyyy) | N/A  | N/A   |
| 2. Open offer   | At price : | State currency _____ | Class of shares _____<br>issuable (Note 1)<br>Issue and allotment date : (dd/mm/yyyy) ( / / )<br>EGM approval date: ( / / ) (dd/mm/yyyy) | N/A  | N/A   |
| 3. Placing      | At price : | State currency _____ | Class of shares _____<br>issuable (Note 1)<br>Issue and allotment date : (dd/mm/yyyy) ( / / )<br>EGM approval date: ( / / ) (dd/mm/yyyy) | N/A  | N/A   |
| 4. Bonus issue  |            |                      | Class of shares _____<br>issuable (Note 1)<br>Issue and allotment date : (dd/mm/yyyy) ( / / )<br>EGM approval date: ( / / ) (dd/mm/yyyy) | N/A  | N/A   |

| Type of Issue |                      |                                 |   | No. of new shares of issuer issued during the month pursuant thereto | No. of new shares of issuer which may be issued pursuant thereto as at close of the month |
|---------------|----------------------|---------------------------------|---|--|---|
| 5.            | Scrip dividend       | At price : State currency _____ | Class of shares _____ issuable (Note 1)<br>Issue and allotment date : ( dd / mm / yyyy )<br>EGM approval date: ( dd / mm / yyyy ) | <u>        </u><br>N/A   | <u>        </u><br>N/A  |
| 6.            | Repurchase of shares |                                 | Class of shares _____ repurchased (Note 1)<br>Cancellation date : ( dd / mm / yyyy )<br>EGM approval date: ( dd / mm / yyyy )     | <u>        </u><br>N/A   | <u>        </u><br>N/A  |
| 7.            | Redemption of shares |                                 | Class of shares _____ redeemed (Note 1)<br>Redemption date : ( dd / mm / yyyy )<br>EGM approval date: ( dd / mm / yyyy )          | <u>        </u><br>N/A   | <u>        </u><br>N/A  |
| 8.            | Consideration issue  | At price : State currency _____ | Class of shares _____ issuable (Note 1)<br>Issue and allotment date : ( dd / mm / yyyy )<br>EGM approval date: ( dd / mm / yyyy ) | <u>        </u><br>N/A   | <u>        </u><br>N/A  |



| Type of Issue  |   | No. of new shares of issuer issued during the month pursuant thereto | No. of new shares of issuer which may be issued pursuant thereto as at close of the month |
|--|---|--|---|
| 9. Capital reorganisation                                  | Class of shares issuable (Note 1) _____<br>Issue and allotment date : (dd/mm/yyyy) ( / / )<br>EGM approval date: (dd/mm/yyyy) ( / / ) | N/A  | N/A   |
| 10. Other (Please specify) At price : State currency _____ | Class of shares issuable (Note 1) _____<br>Issue and allotment date : (dd/mm/yyyy) ( / / )<br>EGM approval date: (dd/mm/yyyy) ( / / ) | N/A  | N/A   |
|  |   | Total E. (Ordinary shares)   | Nil   |
|  |   | (Preference shares)  | N/A   |
|  |   | (Other class)  | N/A   |

|   |     |     |
|---|-----|-----|
| Total increase / (decrease) in ordinary shares during the month (i.e. Total of A to E):                                 | (1) | Nil |
|   | (2) | N/A |
| Total increase / (decrease) in preference shares during the month (i.e. Total of A to E):                               |     | N/A |
| Total increase / (decrease) in other classes of shares during the month (i.e. Total of A to E):                         |     | N/A |
| E):<br>(These figures should be the same as the relevant figures under II above ("Movements in Issued Share Capital".)) |     |     |

Remarks (if any):

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Submitted by: Ms. Chan Wai Hing, Gloria

Title: Company Secretary  
(Director, Secretary or other duly authorised officer)

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Notes :

1. *State the class of shares (e.g. ordinary, preference or other).*
2. *If there is insufficient space, please append the prescribed continuation sheet.*