Minerva Group Holding Limited
贏集團控股有限公司*
(Incorporated in Bermuda with limited liability)
(Stock code: 397)

POLL RESULTS OF THE ANNUAL GENERAL MEETING HELD ON 26 JUNE 2026

Reference is made to the notice of the annual general meeting ("**AGM**") of Minerva Group Holding Limited ("**Company**") dated 28 April 2026 ("**AGM Notice**") and the circular of the Company dated 28 April 2026 ("**Circular**"). Unless otherwise stated, capitalised terms and expressions used in this announcement shall have the same meanings as those defined in the Circular.

The Board is pleased to announce that all the resolutions ("**AGM Resolutions**") as set out in the AGM Notice were duly passed by the Shareholders at the AGM held on 26 June 2026 by way of poll.

As at the date of the AGM, there were a total of 2,281,892,734 Shares in issue. To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, no Shareholder was required to abstain from voting on the AGM Resolutions proposed at the AGM. As such, there were a total of 2,281,892,734 Shares, representing 100% of the issued share capital of the Company as at the date of the AGM, entitling Shareholders to attend and vote on the AGM Resolutions proposed at the AGM. There were no Share entitling any Shareholders to attend and abstain from voting in favour of the AGM Resolutions proposed at the AGM according to Rule 13.40 of the Listing Rules. None of the Shareholders has stated their intention in the Circular to vote against the AGM Resolutions proposed or to abstain from voting at the AGM.

* *For identification purpose only*

Full text of the AGM Resolutions is set out in the AGM Notice dated 28 April 2026. The poll results in respect of the AGM Resolutions are as follows:

No.	Ordinary Resolutions	Number of votes (%)	
		Voted For	Voted Against
1.	To receive, consider and adopt the audited consolidated financial statements of the Company and the report of the directors and the independent auditor's report of the Company for the year ended 31 December 2025.	445,290,000 (99.99%)	40 (0.01%)
2(A).	To re-elect Ms. Chan Lai Ping as an independent non-executive director of the Company.	445,290,000 (99.99%)	40 (0.01%)
2(B).	To re-elect Ms. Tam Mei Chu as an independent non-executive director of the Company.	445,290,000 (99.99%)	40 (0.01%)
2(C).	To re-elect Mr. Ho Yuen Tung as an independent non-executive director of the Company.	445,290,000 (99.99%)	40 (0.01%)
2(D).	To authorise the board of directors of the Company to fix the directors' remuneration.	445,290,000 (99.99%)	40 (0.01%)
3.	To re-appoint CCTH CPA Limited as the auditor of the Company and to authorise the board of directors of the Company to fix their remuneration.	445,290,000 (99.99%)	40 (0.01%)
4.	To grant a general mandate to the directors of the Company to repurchase shares not exceeding 10 per cent. of the number of the issued shares of the Company as described in resolution numbered 4 of the AGM Notice.	445,290,000 (99.99%)	40 (0.01%)
5.	To grant a general mandate to the directors of the Company to allot, issue and deal with new shares not exceeding 20 per cent. of the number of the issued shares of the Company as described in resolution numbered 5 of the AGM Notice.	445,290,000 (99.99%)	40 (0.01%)
6.	To add the number of shares repurchased to the number of shares that may be issued pursuant to the general mandate granted to the directors of the Company under resolution numbered 5 above as described in resolution numbered 6 of the AGM Notice.	445,290,000 (99.99%)	40 (0.01%)
As more than 50% of the votes were cast in favour of each of the above resolutions, all such resolutions were duly passed as ordinary resolutions at the AGM.			

<table>
<tr><th rowspan="2">No.</th><th rowspan="2">Special Resolution</th><th colspan="2">Number of votes (%)</th></tr>
<tr><th>Voted For</th><th>Voted Against</th></tr>
<tr><td>7.</td><td>To approve the proposed amendments to the existing bye-laws of the Company (the “Proposed Amendments”) and adopt the new bye-laws of the Company in substitution for and to the exclusion of the existing bye-laws of the Company and to authorise any director of the Company to do all such acts and things and execute all such documents and make all such arrangements as he/she considers necessary to give effect to the Proposed Amendments and the adoption of the new bye-laws of the Company.</td><td>445,290,000
(99.99%)</td><td>40
(0.01%)</td></tr>
<tr><td colspan="4">As not less than 75% of the votes were cast in favour of the above resolution, such resolution was duly passed as a special resolution at the AGM.</td></tr>
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Note:

The number of Shares and percentage of Shares voted as stated above are based on total number of Shares held by the Shareholders who attended and voted at the AGM in person, by authorised corporate representative or by proxy.

Tricor Investor Services Limited, the branch share registrar and transfer office of the Company in Hong Kong, was appointed as the scrutineer for the vote-taking at the AGM. All Directors attended the AGM.

By order of the Board
Minerva Group Holding Limited
Li Wing Cheong
Chairman

Hong Kong, 26 June 2026

As at the date of this announcement, the executive Directors are Mr. Li Wing Cheong and Mr. Tong Hin Jo; and the independent non-executive Directors are Ms. Chan Lai Ping, Ms. Tam Mei Chu and Mr. Ho Yuen Tung.