*Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.*

# Minerva Group Holding Limited
# 嬴集團控股有限公司*

*(Incorporated in Bermuda with limited liability)*

**(Stock code: 397)**

# RESULTS OF THE VALID ACCEPTANCES OF THE RIGHTS SHARES AND NUMBER OF UNSUBSCRIBED RIGHTS SHARES AND NQS UNSOLD RIGHTS SHARES SUBJECT TO THE COMPENSATORY ARRANGEMENTS PURSUANT TO THE RIGHTS ISSUE ON THE BASIS OF ONE (1) RIGHTS SHARE FOR EVERY TWO (2) EXISTING SHARES AT HK$0.038 PER RIGHTS SHARE

Reference is made to the prospectus of Minerva Group Holding Limited (the "**Company**") dated 5 June 2026 (the "**Prospectus**") in relation to the Rights Issue of the Company on the basis of one (1) Rights Share for every two (2) Existing Shares held at the close of business on the Record Date at the Subscription Price of HK$0.038 per Rights Share. Unless the context requires otherwise, capitalised terms used in this announcement shall have the same meanings as those defined in the Prospectus.

## RESULTS OF THE VALID ACCEPTANCES OF THE RIGHTS SHARES

As at the Record Date, (i) there were 1,140,946,367 Rights Shares offered under the Rights Issue ("**Offered Shares**"); and (ii) there were no Non-Qualifying Shareholders and the number of the NQS Unsold Rights Shares was nil. The Board announces that as at 4:00 p.m. on Monday, 22 June 2026, being the latest time for acceptance of the Rights Shares, a total of 12 valid acceptances for a total of 150,031,832 Rights Shares had been received, representing approximately 13.1% of the total number of the Offered Shares. Accordingly, the Rights Issue was undersubscribed by 990,914,535 Rights Shares, representing approximately 86.9% of the total number of the Offered Shares, which will be subject to the Compensatory Arrangements.

* *For identification purpose only*

## THE COMPENSATORY ARRANGEMENTS

The Company will make arrangements described in Rule 7.21(1)(b) of the Listing Rules to dispose of 990,914,535 Unsubscribed Rights Shares and NQS Unsold Rights Shares by offering the Unsubscribed Rights Shares and NQS Unsold Rights Shares to independent Placees for the benefit of Shareholders to whom they were offered by way of the Rights Issue. There will be no excess application arrangements in relation to the Rights Issue. On 29 April 2026, the Company entered into Placing Agreement with the Placing Agent in relation to the Placing of Unsubscribed Rights Shares and the NQS Unsold Rights Shares to independent Placees on a best-effort basis.

Pursuant to the Placing Agreement, the Company appointed the Placing Agent to place the Placing Shares during the placing period to independent Placees on a best-effort basis, any premium over, the aggregate amount of (i) the Subscription Price for those Rights Shares; and (ii) the expenses of the Placing Agent (including any other related expenses/fees), that is realised will be paid to the No Action Shareholders and Non-Qualifying Shareholders on a pro-rata basis. The Placing Agent will on a best-effort basis, procure, by not later than Tuesday, 7 July 2026, Placees to subscribe for all (or as many as possible) of those Unsubscribed Rights Shares and the NQS Unsold Rights Shares. Any Unsubscribed Rights Shares and the NQS Unsold Rights Shares remain not placed after completion of the Placing will not be issued by the Company and the size of the Rights Issue will be reduced accordingly.

Net Gain (if any) will be paid (without interest) on pro-rata basis (on the basis of all Placing Shares) to the No Action Shareholders (but rounded down to the nearest cent) as set out below:

A. the Qualifying Shareholders who did not subscribe for the Rights Shares (whether partially or fully) under the PALs and their renouncees;

B. such persons who hold any nil-paid rights at the time such nil-paid rights are lapsed; and

C. the Non-Qualifying Shareholders in respect of the NQS Unsold Rights Shares.

It is proposed that Net Gain to any of the No Action Shareholder(s) mentioned in “A” to “C” of HK$100 or more will be paid to them in Hong Kong Dollars only and the Company will retain individual amounts of less than HK$100 for its own benefit. Shareholders are reminded that Net Gain may or may not be realised, and accordingly the No Action Shareholders and the Non-Qualifying Shareholders may or may not receive any Net Gain.

An announcement of the results of the Rights Issue (including the results of the Placing and the Net Gain) is expected to be published on the websites of the Stock Exchange and the Company on or before Friday, 17 July 2026.

**WARNINGS OF THE RISKS OF DEALING IN THE SHARES**

**Shareholders and potential investors of the Company should note that each of the Rights Issue and the Placing is subject to the fulfilment of certain conditions. If any of the conditions of the Rights Issue and/or the Placing are not fulfilled, the Rights Issue and/or the Placing will not proceed.**

**Any Shareholder or other person contemplating transferring, selling, or purchasing Shares is advised to exercise caution when dealing in the Shares. Any person who is in any doubt about his/her/its position or any action to be taken is recommended to consult his/her/its own professional adviser(s).**

**Any Shareholder or other person dealing in the Shares up to the date on which all the conditions to which the Rights Issue is subject are fulfilled or the Long Stop Date, which is expected to be 5:00 p.m. on Monday, 31 August 2026, will accordingly bear the risk that the Rights Issue and/or the Placing may not proceed.**

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

Hong Kong, 30 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.*