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

(Incorporated in Bermuda with limited liability)

(Stock code: 397)

EXTENSION OF PLACING PERIOD AND REVISED EXPECTED TIMETABLE IN RELATION TO PROPOSED 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 proposed Rights Issue at the Subscription Price of HK$0.038 per Rights Share on the basis of one (1) Rights Share for every two (2) existing Shares held by the Qualifying Shareholders on the Record Date. Unless the context requires otherwise, capitalised terms used in this announcement shall have the same meanings as those defined in the Prospectus.

* *For identification purpose only*

REVISED TIMETABLE FOR THE RIGHTS ISSUE

The Placing Agent would like to extend the Placing period because, in light of the number of Unsubscribed Rights Shares, and the uncertain and challenging market conditions, it requires more time in procuring placees for the Unsubscribed Rights Shares on a best effort basis and to ensure the Company will continue to comply with the public float requirement under Rule 8.08(1)(a) of the Listing Rules after completion of the Placing. The extension of the Placing period will not affect the Rights Issue. On 7 July 2026, the Company waived the conditions (vii) that the Placing Agreement not being terminated, under the Conditions of the Rights Issue. In exercising its discretion, the Company considered, inter alia, the number of acceptances of the provisional allotment and excess applications for the Rights Shares, the number of Unsubscribed Rights Shares subject to Placing and the market conditions at this time.

Announcement of the number of the Unsubscribed Rights Shares and the NQS Unsold Rights Shares subject to the Compensatory Arrangements to be posted on the Stock Exchange's website and the Company's website on or before	Tuesday, 30 June 2026
Commencement of placing of the Unsubscribed Rights Shares and the NQS Unsold Rights Shares by the Placing Agent	Thursday, 2 July 2026
Latest time of placing of the Unsubscribed Rights Shares and the NQS Unsold Rights Shares by the Placing Agent	4:00 p.m. on Friday, 17 July 2026
Latest Time for termination of the Placing Agreement and for the Rights Issue to become unconditional	4:00 p.m. on Friday, 17 July 2026
Announcement of the results of the Rights Issue (including results of the placing of Unsubscribed Rights Shares and the NQS Unsold Rights Shares and the amount of the Net Gain per Unsubscribed Rights Share and the NQS Unsold Rights Shares under the Compensatory Arrangements) to be posted on the Stock Exchange's website and the Company's website on or before	Wednesday, 29 July 2026

Despatch of Refund cheques (if any)	Thursday, 30 July 2026
Despatch of certificates for fully-paid Rights Shares	Thursday, 30 July 2026
Commencement of dealings in fully-paid Rights Shares	9:00 a.m. on Friday, 31 July 2026
Designated broker commences to provide matching services for odd lots of Shares	Friday, 31 July 2026
Payment of the Net Gain (if any) to relevant No Action Shareholders and Non-Qualifying Shareholders (if any)	Tuesday, 11 August 2026
Designated broker ceases to provide matching services for odd lots of Shares	Tuesday, 18 August 2026

Note: All times and dates in this announcement refer to Hong Kong local times and dates. Shareholders should note that the dates or deadlines specified in the expected timetable for the Rights Issue as set out above, and in other parts of this announcement, are indicative only, the Board may extend, or make adjustment to, the timetable if it considers appropriate. Any such extension or adjustment to the expected timetable will be published or notified to the Shareholders and the Stock Exchange as and when appropriate.

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, 7 July 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.