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Minerva Group Holding Limited

贏集團控股有限公司*

(Incorporated in Bermuda with limited liability)

(Stock code: 397)

PROFIT WARNING

This announcement is made by Minerva Group Holding Limited (“**Company**”, together with its subsidiaries, the “**Group**”) pursuant to Rule 13.09 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (“**Listing Rules**”) and the Inside Information Provisions (as defined in the Listing Rules) under Part XIVA of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

The board (“**Board**”) of directors of the Company (“**Directors**”) wishes to announce that, based on the preliminary assessment of the latest available unaudited consolidated management accounts of the Group, the Group expects to record a consolidated net loss of no less than HK\$15.1 million for the six months ended on 30 June 2026 (“**IR2026**”), as compared with the consolidated net loss of approximately HK\$36.8 million for the six months ended on 30 June 2025.

The expected loss for the year is primarily attributed to the (i) loss on fair value changes of financial assets at fair value through profit or loss (“**FVTPL**”) of approximately HK\$24.9 million, comprising mainly the unrealised loss on fair value changes in listed equity securities; and (ii) impairment loss on loans and interest receivables of approximately HK\$1.7 million. The Group’s investment performance has been affected by the specific performance of certain sectors, particularly in the healthcare sector.

* For identification purpose only

Hong Kong economy continues to face prolonged uncertainty as defaults in the loan market remain on the rise. On one hand, Hong Kong banks are grappling with a deepening commercial real estate crisis, racing to clean up an unprecedented HK\$200 billion bad-debt pile through aggressive recovery tactics – such as seizing and liquidating properties – amid elevated office vacancies that hit 16.8% at the end of March 2026. On the other hand, the credit crunch has severely hit small businesses, with the government’s pandemic-era 100% guarantee loan scheme recording a staggering cumulative default rate of 19.3% as of February 2026. Together, these parallel crises in corporate commercial real estate and the SME loan sector expose the persistent cash-flow strains and systemic credit risks weighing down the city’s financial ecosystem in 2026. Additionally, the Group will exercise caution and prudence in its credit assessment and approval processes for its loan portfolio. The repayment performance of the loan portfolio will be closely monitored, and the repayment ability of borrowers will be carefully evaluated.

The Group is still in the course of estimating the fair value of unlisted investment funds, unlisted equity investment and investment property held by the Group as at 30 June 2026. It is anticipated that the Group will incur additional loss on fair value changes of financial assets at FVTPL due to the performance of unlisted equity investments, which has been influenced by the poor stock price performance of comparable companies as of 30 June 2026. Furthermore, an assessment of the expected credit loss allowance on loans and interest receivables related to the Group’s money lending business for the IR2026 is being conducted. It is anticipated that the Group will increase the expected credit loss allowance, which has been influenced by the unfavorable loan market conditions in Hong Kong, and the Group’s some loan receivables have defaulted on payments for IR2026.

The Group is still in the process of finalising its consolidated financial information for the IR2026. The information contained in this announcement is only based on a preliminary assessment made by the Board with reference to the information currently available, which has not been reviewed by the audit committee of the Board or the auditors of the Company and may be subject to change. Such information may also be subject to adjustment after further review and finalisation of the consolidated financial information for the IR2026. The shareholders and potential investors of the Company are advised to refer to the details of the Company’s announcement of its results for the IR2026 to be published in or around late August 2026.

The shareholders and potential investors of the Company are advised to exercise caution when dealing in the shares of the Company.

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

Hong Kong, 10 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.