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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)

PROPOSED AMENDMENTS TO THE EXISTING BYE-LAWS

This announcement is made by Minerva Group Holding Limited (the "**Company**") pursuant to Rule 13.51(1) of the Rules Governing the Listing of Securities (the "**Listing Rules**") on The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**").

The board of directors (the "**Board**") of the Company announces that a proposal has been made to amend the existing bye-laws of the Company (the "**Bye-laws**") in order to, among other things, (i) allow the Company to hold treasury shares; (ii) ensure the Bye-laws to be compatible with the uncertificated securities market (USM) regime; (iii) align with other relevant requirements of the Listing Rules and applicable laws of Bermuda; and (iv) make other consequential and housekeeping amendments (collectively, the "**Proposed Amendments**"). Save for the Proposed Amendments, the remaining contents of the Bye-laws shall remain unchanged.

The Proposed Amendments are subject to the approval of the shareholders of the Company (the "**Shareholders**") by way of a special resolution at the forthcoming annual general meeting of the Company (the "**AGM**"). A circular containing, among other things, further details of the Proposed Amendments and the adoption of the new Bye-laws together with the notice of the AGM will be despatched to the Shareholders in due course.

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

Hong Kong, 20 March 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.

* *For identification purpose only*