

*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**

**贏集團控股有限公司\***

*(Incorporated in Bermuda with limited liability)*

**(Stock code: 397)**

### **DELAY IN DESPATCH OF PROSPECTUS DOCUMENTS AND REVISED TIMETABLE IN RELATION TO PROPOSED RIGHTS ISSUE OF RIGHTS SHARES ON THE BASIS OF ONE (1) RIGHTS SHARE FOR EVERY TWO (2) EXISTING SHARES AT HK\$0.038 PER RIGHTS SHARE ON A NON-UNDERWRITTEN BASIS**

Reference is made to the announcements of Minerva Group Holding Limited (the “**Company**”) dated 29 April 2026, 4 May 2026 and 5 May 2026 in relation to, among others, the proposed Rights Issue on the basis of one (1) Rights Share for every two (2) Shares on the Record Date on a non-underwritten basis (the “**Announcements**”). Unless the context requires otherwise, capitalised terms used in this announcement shall have the same meanings as those defined in the Announcements.

#### **DELAY IN DESPATCH OF PROSPECTUS DOCUMENTS**

As disclosed in the Announcements, the Prospectus Documents containing, among other things, details of the Rights Issue will be made available and/or despatched (as the case may be) to the Qualifying Shareholders on Friday, 15 May 2026.

As additional time is required for the Company to prepare and finalise the information to be contained in the Prospectus Documents, the despatch date of the Prospectus Documents is expected to be postponed to Friday, 5 June 2026.

\* For identification purpose only

## REVISED EXPECTED TIMETABLE FOR THE RIGHTS ISSUE

In view of the delay in despatch of the Prospectus Documents, the expected timetable of the Rights Issue, the Placing and the associated trading arrangement is revised as below. The revised expected timetable is for indicative purposes only and it has been prepared on the assumption that all the conditions of the Rights Issue and the Placing will be fulfilled.

Last day of dealings in the Shares on a cum-rights basis . . . . . Tuesday, 26 May 2026

First day of dealings in the Shares on an ex-rights basis. . . . . Wednesday, 27 May 2026

Latest time for lodging transfer documents of  
the Shares in order to qualify  
for the Rights Issue. . . . . 4:30 p.m. on  
Thursday, 28 May 2026

Register of members of the Company  
closes for determining entitlements  
under the Rights Issue (both days inclusive). . . . . Friday, 29 May 2026 to  
Thursday, 4 June 2026

Record date for determining entitlements  
under the Rights Issue . . . . . Thursday, 4 June 2026

Register of members of the Company reopens . . . . . Friday, 5 June 2026

Despatch of Prospectus Documents  
(in the case of Non-Qualifying  
Shareholders, the Prospectus only) . . . . . Friday, 5 June 2026

First day of dealing in Nil Paid Rights . . . . . Tuesday, 9 June 2026

Latest time for splitting Provisional  
Allotment Letters . . . . . 4:30 p.m. on  
Thursday, 11 June 2026

Last day of dealing in Nil Paid Rights . . . . . Tuesday, 16 June 2026

Latest time for acceptance and  
payment for the Rights shares. . . . . 4:00 p.m. on  
Monday, 22 June 2026

Latest time for lodging transfer documents  
of nil-paid Rights Shares in order to  
qualify for the payment of Net Gain . . . . . 4:00 p.m. on  
Monday, 22 June 2026

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  
Tuesday, 7 July 2026

Latest Time for termination of the  
Placing Agreement and for the  
Rights Issue to become unconditional. . . . . 4:00 p.m. on  
Tuesday, 7 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 . . . . . Friday, 17 July 2026

Despatch of Refund cheques (if any) . . . . . Monday, 20 July 2026

Despatch of certificates for fully-paid Rights Shares . . . . . Monday, 20 July 2026

Commencement of dealings in fully-paid

Rights Shares ..... 9:00 a.m. on  
Tuesday, 21 July 2026

Designated broker commences to provide

matching services for odd lots of Shares..... Tuesday, 21 July 2026

Payment of the Net Gain (if any) to relevant

No Action Shareholders and

Non-Qualifying Shareholders (if any)..... Thursday, 30 July 2026

Designated broker ceases to provide matching

services for odd lots of Shares ..... Thursday, 6 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.

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

Hong Kong, 7 May 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.*