Minerva Group Holding Limited
嬴集團控股有限公司*
(Incorporated in Bermuda with limited liability)
(Stock code: 397)

(I) RESULTS OF THE RIGHTS ISSUE ON THE BASIS OF ONE (1) RIGHTS SHARE FOR EVERY TWO (2) EXISTING SHARES HELD ON THE RECORD DATE ON A NON-UNDERWRITTEN BASIS; AND (II) PLACING OF THE UNSUBSCRIBED RIGHTS SHARES

Reference is made to (i) the announcements of Minerva Group Holding Limited (the "**Company**") dated 29 April 2026, 4 May 2026, 5 May 2026, 7 May 2026, 30 June 2026 and 7 July 2026 (the "**Announcement(s)**"); and (ii) the prospectus of 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. 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 RIGHTS ISSUE AND THE COMPENSATORY ARRANGEMENTS

As disclosed in the Announcement dated 30 June 2026, 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 Board wishes to announce that, as at 4:00 p.m. on Friday, 17 July 2026, being the latest time of placing of the Unsubscribed Rights Shares by the Placing Agent, all of the 990,914,535 Unsubscribed Rights Shares were successfully placed to thirteen (13) independent placees, at the price of HK$0.038 per Share, which is equivalent to the Subscription Price, under the Placing. Accordingly, there is no Net Gain available to be distributed to the No Action Shareholders under the Compensatory Arrangements.

To the best of the Directors' knowledge, information and belief after having made all reasonable enquiries, (i) each of the placees, and where appropriate their respective ultimate beneficial owner(s), is an Independent Third Party; and (ii) none of the placees has become a substantial shareholder of the Company (as defined under the Listing Rules) upon completion of the Placing.

As all the conditions with respect to the Rights Issue as set out in the Prospectus have been fulfilled, the Rights Issue became unconditional at 4:00 p.m. on Friday, 17 July 2026.

Accordingly, the gross proceeds raised from the Rights Issue (including the Placing) amounted to approximately HK$43.3 million and the net proceeds from the Rights Issue after deducting the expenses amounted to approximately HK$41.5 million. As disclosed in the Prospectus, the Company intends to use the net proceeds from the Rights Issue as to:

(i) approximately 60% towards expanding the Group's financial services business, including providing margin financing to clients;

(ii) approximately 10% towards upgrading and enhancing the Group's financial trading system and infrastructure as well as related personnel, marketing and capabilities to broaden the Group's service scope and supporting the Group's business expansion initiatives (including, subject to regulatory approval, the planned expansion of U.S. equities dealing and tokenised securities-related activities);

(iii) approximately 20% of the net proceeds will be applied to provide additional capital for the Group's money lending and asset investment segments. This will cover legal and professional fees, ongoing management and monitoring costs, and additional capital required for new loan drawdowns and financing needs from time to time; and

(iv) approximately 10% of the net proceeds will be assigned for the costs and expenses for office and administration, professional and compliance, corporate governance, investor relations, and other business and strategic development of the Group.

EFFECT OF THE RIGHTS ISSUE ON THE SHAREHOLDING STRUCTURE OF THE COMPANY

To the best of the Directors' knowledge, information and belief after having made all reasonable enquiries, the following table sets out the shareholding structure of the Company immediately before and after the completion of the Rights Issue and the Placing:

	Immediately before completion of the Rights Issue and the Placing		**Immediately after completion of the Rights Issue and the Placing**	
	Number of Shares held	*Approximate %*	*Number of Shares held*	*Approximate %*
Substantial Shareholders				
Value Convergence Holdings Limited	124,500,000	5.46%	124,500,000	3.64%
China Investment and Finance Group Limited	120,010,000	5.26%	120,010,000	3.51%
Public Shareholders				
Placees	–	–	990,914,535	28.95%
Other public Shareholders	2,037,382,734	89.28%	2,187,414,566	63.90%
Total	**2,281,892,734**	**100%**	**3,422,839,101**	**100%**

Note: Percentage figures are rounded to two decimal places, and certain percentage figures included in the above table have been subject to rounding adjustments. Accordingly, figures shown as totals may not be an arithmetic aggregation of the figures preceding them.

DESPATCH OF SHARE CERTIFICATES FOR RIGHTS SHARES

Share certificates for all fully-paid Rights Shares are expected to be posted to those entitled thereto to their registered addresses by ordinary post at their own risk on Thursday, 30 July 2026.

COMMENCEMENT OF DEALINGS IN FULLY-PAID RIGHTS SHARES

Dealings in the Rights Shares, in their fully-paid form, are expected to commence on the Stock Exchange at 9:00 a.m. on Friday, 31 July 2026.

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

Hong Kong, 29 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.