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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)**

### **DISCLOSEABLE TRANSACTION – GRANT OF LOAN**

The Board announces that on 26 January 2024, E Cash, an indirect wholly-owned subsidiary of the Company, the Borrower and the Guarantor entered into the Loan Agreement in relation to the advance of the Loan in the principal amount of HK\$20,000,000 for a period of 12 months from the date of the Loan Agreement. The Loan will bear interest at a rate of 13% per annum accrued from the date of the drawdown.

As the highest applicable percentage ratio as defined under the Listing Rules in respect of the advance of the Loan exceeds 5% and is lower than 25%, the advance of the Loan constitutes a discloseable transaction of the Company under Chapter 14 of the Listing Rules and is subject to notification and announcement requirements under Chapter 14 of the Listing Rules.

### **BACKGROUND**

The Board announces that on 26 January 2024, E Cash, an indirect wholly-owned subsidiary of the Company, the Borrower, and the Guarantor entered into the Loan Agreement in relation to the advance of the Loan in the principal amount of HK\$20,000,000 for a period of 12 months from the date of the Loan Agreement. The Loan will bear interest at a rate of 13% per annum accrued from the date of the drawdown.

\* For identification purpose only

Details of the Loan are set out in this announcement below.

## **THE ADVANCE OF THE LOAN**

The principal terms of the advance of the Loan are summarised as follows:

Date of transaction	26 January 2024
Lenders	E Cash Fintech Limited, a company incorporated in Hong Kong with limited liability, which (i) principally engages in money lending business in Hong Kong and is a licensed money lender in Hong Kong under the Money Lenders Ordinance; and (ii) is an indirect wholly-owned subsidiary of the Company.
Borrower	<p>Deson Development International Holdings Limited, a company incorporated in Bermuda with limited liability, which, together with its subsidiaries, principally engage in (i) property development and investment; and (ii) trading of medical equipment and home security and automation products, and (iii) operation of a hotel, the shares of which are listed on the Main Board of the Stock Exchange (stock code: 262).</p> <p>To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, each of the Borrower and its ultimate beneficial owners, is an Independent Third Party.</p>
Guarantor	Mr. Tjia Boen Sien, the executive director of the Borrower
Principal amount	HK\$20,000,000
Maturity date	26 January 2025
Interest rate per annum	13%
Guarantee	The Loan is secured by the Guarantee provided by each of the Guarantor in favour of the Lender for all monies and obligations from time to time owing by the Borrower to the Lender.

The advance of the Loan was/will be funded by internal resources of the Group.

## **INFORMATION ABOUT THE GROUP**

The Group principally engages in financial services business, money lending business and assets investment.

## **REASONS FOR AND BENEFITS OF THE ADVANCE OF THE LOAN**

Money lending business is currently one of the Group's principal business activities. The terms of the advance of the Loan were arrived at by the parties after arm's length negotiations with reference to the prevailing or then prevailing market conditions and practices and taking into account the repayment record of the Borrower. Having considered that the advance of the Loan would be beneficial to the Group in terms of return (i.e. additional interest income), the Directors consider that the terms of the advance of the Loan are on normal commercial terms and are fair and reasonable and in the interests of the Company and the Shareholders as a whole.

## **IMPLICATIONS UNDER THE LISTING RULES**

As the highest applicable percentage ratio as defined under the Listing Rules in respect of the advance of the Loan exceeds 5% and is lower than 25%, the advance of the Loan constitutes a discloseable transaction of the Company under Chapter 14 of the Listing Rules and is subject to notification and announcement requirements under Chapter 14 of the Listing Rules.

## **DEFINITIONS**

Unless otherwise specified, the following terms have the following meanings in this announcement:

“Board”	the board of Directors
“Borrower”	Deson Development International Holdings Limited, a company incorporated in Bermuda with limited liability, which, together with its subsidiaries, principally engage in (i) property development and investment; and (ii) trading of medical equipment and home security and automation products, and (iii) operation of a hotel, the shares of which are listed on the Main Board of the Stock Exchange (stock code: 262)
“Company”	Minerva Group Holding Limited, a company incorporated in Bermuda with limited liability and the shares of which are listed on the Main Board of the Stock Exchange

“Director(s)”	the director(s) of the Company
“E Cash”	E Cash Fintech Limited, a company incorporated in Hong Kong with limited liability, which (i) principally engages in money lending business in Hong Kong and is a licensed money lender in Hong Kong under the Money Lenders Ordinance; and (ii) is an indirect wholly-owned subsidiary of the Company
“Group”	the Company and its subsidiaries
“Guarantee”	the guarantee dated 26 January 2024 and signed by the Guarantor in favour of the Lender
“Guarantor”	Mr. Tjia Boen Sien, the executive director of the Borrower, being the guarantor under the Loan Agreement
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Independent Third Party”	third party independent of the Company and its connected persons (as defined in the Listing Rules) and their respective associates (as defined in the Listing Rules)
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Loan”	a loan in the aggregate principal amount of HK\$20,000,000 for a term of 12 months from the date of the Loan Agreement
“Loan Agreement”	the loan agreement dated 26 January 2024 entered into between (i) E Cash, as the lender; (ii) the Borrower and (ii) the Guarantor, in connection with the advance of the Loan
“Money Lenders Ordinance”	Money Lenders Ordinance, Chapter 163 of the Laws of Hong Kong
“Shareholder(s)”	holder(s) of the share(s) in the share capital of the Company

“Stock Exchange”

The Stock Exchange of Hong Kong Limited

“%”

per cent

By order of the Board

**Li Wing Cheong**

*Chairman*

Hong Kong, 26 January 2024

*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.*