Minerva Group Holding Limited
嬴集團控股有限公司*

(Incorporated in Bermuda with limited liability)

(Stock code: 397)

ANNOUNCEMENT OF ANNUAL RESULTS FOR THE YEAR ENDED 31 DECEMBER 2024

FINANCIAL HIGHLIGHTS

For the year ended 31 December 2024:

– The Group recorded revenue of approximately HK$68.9 million (2023: HK$74.1 million).

– Loss attributable to owners of the Company amounted to approximately HK$143.9 million (2023: HK$104.1 million).

As at 31 December 2024:

– The Group held financial assets at fair value through profit or loss of approximately HK$411.0 million (2023: HK$482.3 million).

– The Group held bank balances and cash of approximately HK$143.3 million (2023: HK$188.0 million), loans and interest receivables of approximately HK$406.3 million (2023: HK$446.3 million) respectively.

– Current ratio (defined as total current assets divided by total current liabilities) was 24.79 times (2023: 23.00 times).

The Board does not recommend the payment of a final dividend for the year ended 31 December 2024 (2023: nil).

* *For identification purpose only*

RESULTS

The board (the "**Board**") of directors (the "**Directors**") of Minerva Group Holding Limited (the "**Company**") announces the audited consolidated annual results of the Company and its subsidiaries (the "**Group**") for the year ended 31 December 2024 (the "**Year**"), together with comparative figures for the year ended 31 December 2023, as follows:

CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

FOR THE YEAR ENDED 31 DECEMBER 2024

	Notes	**2024** *HK$'000*	2023 *HK$'000*
Revenue	*4*	**68,930**	74,072
Direct operating costs		**(4,608)**	(4,406)
Gross profit		**64,322**	69,666
Other income, gains and losses	*6*	**(168,165)**	(130,756)
Administrative expenses		**(39,031)**	(45,098)
Finance costs	*7*	**(1,046)**	(934)
Loss before tax	*8*	**(143,920)**	(107,122)
Income tax credit	*9*	**–**	3,061
Loss for the year		**(143,920)**	(104,061)
Other comprehensive income/(expense)		**–**	–
Total comprehensive expense for the year		**(143,920)**	(104,061)

	Notes	**2024**	2023
		HK$'000	*HK$'000*
Loss for the year attributable to:			
Owners of the Company		**(143,918)**	(104,059)
Non-controlling interests		**(2)**	(2)
		(143,920)	(104,061)
Total comprehensive expense for the year attributable to:			
Owners of the Company		**(143,918)**	(104,059)
Non-controlling interests		**(2)**	(2)
		(143,920)	(104,061)
		HK cents	*HK cents*
Loss per share			
– Basic	*11*	**(5.74)**	(3.82)

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

AS AT 31 DECEMBER 2024

	Notes	2024 HK$'000	2023 HK$'000
NON-CURRENT ASSETS			
Property, plant and equipment		**23,754**	7,381
Goodwill		**136**	136
Investment property		**30,000**	38,100
Other intangible assets		**6,550**	6,550
Loans and interest receivables	*12*	**6,520**	23,945
Financial assets at fair value through profit or loss		**97,848**	118,760
Other assets		**155**	155
		164,963	195,027
CURRENT ASSETS			
Loans and interest receivables	*12*	**399,787**	422,321
Trade and other receivables, deposits and prepayments	*13*	**142,570**	146,243
Financial assets at fair value through profit or loss		**313,152**	363,515
Bank trust account balances		**8,008**	10,658
Bank balances and cash		**143,348**	188,034
		1,006,865	1,130,771
CURRENT LIABILITIES			
Trade and other payables	*14*	**16,356**	25,851
Bank borrowings		**22,343**	22,958
Lease liabilities		**1,919**	350
		40,618	49,159
NET CURRENT ASSETS		**966,247**	1,081,612
TOTAL ASSETS LESS CURRENT LIABILITIES		**1,131,210**	1,276,639

	Notes	**2024**	2023
	Notes	***HK$'000***	*HK$'000*
NON-CURRENT LIABILITIES			
Lease liabilities		**333**	–
		333	–
NET ASSETS		**1,130,877**	1,276,639
CAPITAL AND RESERVES			
Share capital		**25,053**	25,053
Reserves		**1,105,824**	1,249,742
Equity attributable to owners of the Company		**1,130,877**	1,274,795
Non-controlling interests		**–**	1,844
TOTAL EQUITY		**1,130,877**	1,276,639

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

1. GENERAL INFORMATION

The Company was incorporated in Bermuda as an exempted company with limited liability and its shares are listed on The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**"). The Company's registered office is situated at Victoria Place, 5th Floor, 31 Victoria Street, Hamilton HM 10, Bermuda, and its head office and principal place of business in Hong Kong is situated at Unit 1804A, 18/F., Far East Finance Centre, 16 Harcourt Road, Hong Kong.

The Company acts as an investment holding company and the principal activities of its principal subsidiaries are financial services business, money lending business and assets investment.

The consolidated financial statements are presented in Hong Kong dollars ("**HK$**"), which is also the functional currency of the Company.

2. APPLICATION OF AMENDMENTS TO HONG KONG FINANCIAL REPORTING STANDARDS ("HKFRSs")

Amendments to HKFRSs that are mandatorily effective for current year

In the current year, the Group has applied amendments to HKFRSs issued by the Hong Kong Institute of Certified Public Accountants ("**HKICPA**") for the first time, which are mandatorily effective for the annual period beginning on or after 1 January 2024 for the preparation of the consolidated financial statements:

Amendments to HKFRS 16	Lease Liability in a Sale and Leaseback
Amendments to HKAS 1	Classification of Liabilities as Current or Non-current and related amendments to Hong Kong Interpretation 5 (2020) (the "**2020 Amendments**")
Amendments to HKAS 1	Non-current Liabilities with Covenants (the "**2022 Amendments**")
Amendments to HKAS 7 and HKFRS 7	Supplier Finance Arrangements

The nature and the impact of the revised HKFRSs are described below:

(a) Amendments to HKFRS 16 specify the requirements that a seller-lessee uses in measuring the lease liability arising in a sale and leaseback transaction to ensure the seller-lessee does not recognise any amount of the gain or loss that relates to the right of use it retains. Since the Group has no sale and leaseback transactions with variable lease payments that do not depend on an index or a rate occurring from the date of initial application of HKFRS 16, the amendments did not have any impact on the financial position or performance of the Group.

(b) The 2020 Amendments clarify the requirements for classifying liabilities as current or non-current, including what is meant by a right to defer settlement and that a right to defer must exist at the end of the reporting period. Classification of a liability is unaffected by the likelihood that the entity will exercise its right to defer settlement. The amendments also clarify that a liability can be settled in its own equity instruments, and that only if a conversion option in a convertible liability is itself accounted for as an equity instrument would the terms of a liability not impact its classification. The 2022 Amendments further clarify that, among covenants of a liability arising from a loan arrangement, only those with which an entity must comply on or before the reporting date affect the classification of that liability as current or non-current. Additional disclosures are required for non-current liabilities that are subject to the entity complying with future covenants within 12 months after the reporting period.

The Group has reassessed the terms and conditions of its liabilities as at 1 January 2023 and 2024 and concluded that the classification of its liabilities as current or non-current remained unchanged upon initial application of the amendments. Accordingly, the amendments did not have any impact on the financial position or performance of the Group.

(c) Amendments to HKAS 7 and HKFRS 7 clarify the characteristics of supplier finance arrangements and require additional disclosure of such arrangements. The disclosure requirements in the amendments are intended to assist users of financial statements in understanding the effects of supplier finance arrangements on an entity's liabilities, cash flows and exposure to liquidity risk. The amendments did not have any impact on the financial position or performance of the Group.

New and amendments to HKFRSs in issue but not yet effective

The Group has not early applied the following new and amendments to HKFRSs that have been issued but are not yet effective:

HKFRS 18	*Presentation and Disclosure in Financial Statements* [3]
HKFRS 19	*Subsidiaries without Public Accountability: Disclosures* [3]
Amendments to HKFRS 9 and HKFRS 7	*Amendments to the Classification and Measurement of Financial Instruments* [2]
Amendments to HKFRS 10 and HKAS 28	*Sale or Contribution of Assets between an Investor and its Associate or Joint Venture* [4]
Amendments to HKAS 21	*Lack of Exchangeability* [1]
Annual Improvements to HKFRS Accounting Standards — Volume 11	*Amendments to HKFRS 1, HKFRS 7, HKFRS 9, HKFRS 10 and HKAS 7* [2]

[1] Effective for annual periods beginning on or after 1 January 2025
[2] Effective for annual periods beginning on or after 1 January 2026
[3] Effective for annual/reporting periods beginning on or after 1 January 2027
[4] No mandatory effective date yet determined but available for adoption

Except for the new and amendment to HKFRSs mentioned below, the directors of the Company anticipate that the application of all the new and amendments to HKFRSs that are not yet effective in respect of the current year will have no material impact on the consolidated financial statements in the foreseeable future.

Further information about those HKFRSs that are expected to be applicable to the Group is described below:

HKFRS 18 replaces HKAS 1 *Presentation of Financial Statements*. While a number of sections have been brought forward from HKAS 1 with limited changes, HKFRS 18 introduces new requirements for presentation within the statement of profit or loss, including specified totals and subtotals. Entities are required to classify all income and expenses within the statement of profit or loss into one of the five categories: operating, investing, financing, income taxes and discontinued operations and to present two new defined subtotals. It also requires disclosures about management-defined performance measures in a single note and introduces enhanced requirements on the grouping (aggregation and disaggregation) and the location of information in both the primary financial statements and the notes. Some requirements previously included in HKAS 1 are moved to HKAS 8 *Accounting Policies, Changes in Accounting Estimates and Errors*, which is renamed as HKAS 8 *Basis of Preparation of Financial Statements*. As a consequence of the issuance of HKFRS 18, limited, but widely applicable, amendments are made to HKAS 7 *Statement of Cash Flows*, HKAS 33 *Earnings per Share* and HKAS 34 *Interim Financial Reporting*. In addition, there are minor consequential amendments to other HKFRSs. HKFRS 18 and the consequential amendments to other HKFRSs are effective for annual periods beginning on or after 1 January 2027 with earlier application permitted. Retrospective application is required. The Group is currently analysing the new requirements and assessing the impact of HKFRS 18 on the presentation and disclosure of the Group's financial statements.

HKFRS 19 allows eligible entities to elect to apply reduced disclosure requirements while still applying the recognition, measurement and presentation requirements in other HKFRSs. To be eligible, at the end of the reporting period, an entity must be a subsidiary as defined in HKFRS 10 *Consolidated Financial Statements*, cannot have public accountability and must have a parent (ultimate or intermediate) that prepares consolidated financial statements available for public use which comply with HKFRSs. Earlier application is permitted. As the Company is a listed company, it is not eligible to elect to apply HKFRS 19. Some of the Company's subsidiaries are considering the application of HKFRS 19 in their specified financial statements.

Amendments to HKFRS 9 and HKFRS 7 clarify the date on which a financial asset or financial liability is derecognised and introduce an accounting policy option to derecognise a financial liability that is settled through an electronic payment system before the settlement date if specified criteria are met. The amendments clarify how to assess the contractual cash flow characteristics of financial assets with environmental, social and governance and other similar contingent features. Moreover, the amendments clarify the requirements for classifying financial assets with non-recourse features and contractually linked instruments. The amendments also include additional disclosures for investments in equity instruments designated at fair value through other comprehensive income and financial instruments with contingent features. The amendments shall be applied retrospectively with an adjustment to opening retained profits (or other component of equity) at the initial application date. Prior periods are not required to be restated and can only be restated without the use of hindsight. Earlier application of either all the amendments at the same time or only the amendments related to the classification of financial assets is permitted. The amendments are not expected to have any significant impact on the Group's financial statements.

Amendments to HKFRS 10 and HKAS 28 address an inconsistency between the requirements in HKFRS 10 and in HKAS 28 in dealing with the sale or contribution of assets between an investor and its associate or joint venture. The amendments require a full recognition of a gain or loss resulting from a downstream transaction when the sale or contribution of assets constitutes a business. For a transaction involving assets that do not constitute a business, a gain or loss resulting from the transaction is recognised in the investor's profit or loss only to the extent of the unrelated investor's interest in that associate or joint venture. The amendments are to be applied prospectively. The previous mandatory effective date of amendments to HKFRS 10 and HKAS 28 was removed by the HKICPA. However, the amendments are available for adoption now.

Amendments to HKAS 21 specify how an entity shall assess whether a currency is exchangeable into another currency and how it shall estimate a spot exchange rate at a measurement date when exchangeability is lacking. The amendments require disclosures of information that enable users of financial statements to understand the impact of a currency not being exchangeable. Earlier application is permitted. When applying the amendments, an entity cannot restate comparative information. Any cumulative effect of initially applying the amendments shall be recognised as an adjustment to the opening balance of retained profits or to the cumulative amount of translation differences accumulated in a separate component of equity, where appropriate, at the date of initial application. The amendments are not expected to have any significant impact on the Group's financial statements.

Annual Improvements to HKFRS Accounting Standards — Volume 11 set out amendments to HKFRS 1, HKFRS 7 (and the accompanying *Guidance on implementing HKFRS 7*), HKFRS 9, HKFRS 10 and HKAS 7. Details of the amendments that are expected to be applicable to the Group are as follows:

- HKFRS 7 *Financial Instruments: Disclosures*: The amendments have updated certain wording in paragraph B38 of HKFRS 7 and paragraphs IG1, IG14 and IG20B of the *Guidance on implementing HKFRS 7* for the purpose of simplification or achieving consistency with other paragraphs in the standard and/or with the concepts and terminology used in other standards. In addition, the amendments clarify that the *Guidance on implementing HKFRS 7* does not necessarily illustrate all the requirements in the referenced paragraphs of HKFRS 7 nor does it create additional requirements. Earlier application is permitted. The amendments are not expected to have any significant impact on the Group's financial statements.

- HKFRS 9 *Financial Instruments*: The amendments clarify that when a lessee has determined that a lease liability has been extinguished in accordance with HKFRS 9, the lessee is required to apply paragraph 3.3.3 of HKFRS 9 and recognise any resulting gain or loss in profit or loss. In addition, the amendments have updated certain wording in paragraph 5.1.3 of HKFRS 9 and Appendix A of HKFRS 9 to remove potential confusion. Earlier application is permitted. The amendments are not expected to have any significant impact on the Group's financial statements.

- HKFRS 10 *Consolidated Financial Statements*: The amendments clarify that the relationship described in paragraph B74 of HKFRS 10 is just one example of various relationships that might exist between the investor and other parties acting as de facto agents of the investor, which removes the inconsistency with the requirement in paragraph B73 of HKFRS 10. Earlier application is permitted. The amendments are not expected to have any significant impact on the Group's financial statements.

- HKAS 7 *Statement of Cash Flows*: The amendments replace the term "cost method" with "at cost" in paragraph 37 of HKAS 7 following the prior deletion of the definition of "cost method". Earlier application is permitted. The amendments are not expected to have any impact on the Group's financial statements.

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES

Basis of preparation of consolidated financial statements

The consolidated financial statements have been prepared in accordance with HKFRSs issued by the HKICPA. For the purpose of preparation of the consolidated financial statements, information is considered material if such information is reasonably expected to influence decisions made by primary users. In addition, the consolidated financial statements include applicable disclosures required by the Rules Governing the Listing of Securities on the Stock Exchange ("**Listing Rules**") and by the Hong Kong Companies Ordinance.

The consolidated financial statements have been prepared on the historical cost basis except for investment property and certain financial instruments that are measured at fair values at the end of each reporting period.

4. REVENUE

An analysis of the Group's revenue for the year is as follows:

	2024	2023
	HK$'000	*HK$'000*
Interest income from money lending	**52,396**	55,076
Income from financial services		
− Commission income from securities brokerage	**944**	732
− Commission income from placing	**1,439**	300
− Corporate finance advisory services	**790**	395
− Interest income from clients	**12,371**	16,549
Rental income	**990**	1,020
	68,930	74,072

An analysis of the Group's revenue for the year under HKFRS 15 is as follows:

	2024	2023
	HK$'000	*HK$'000*
Income from financial services		
– Commission income from securities brokerage	**944**	732
– Commission income from placing	**1,439**	300
– Corporate finance advisory services	**790**	395
	3,173	1,427

Disaggregation of revenue from contracts with customers

In the following table, revenue is disaggregated by timing over revenue recognition.

	2024	2023
	HK$'000	*HK$'000*
Analysed by timing of recognition:		
Revenue recognised at point in time	**2,383**	1,032
Revenue recognised over time	**790**	395
	3,173	1,427

5. SEGMENT INFORMATION

Information reported to the Board, being the chief operating decision maker, for the purposes of resource allocation and assessment of segment performance.

The Group's reportable segments are managed separately as each business offers different products and services and requires different business strategies. The following summary describes the operations in each of the Group's reportable segments:

- Financial services segment – Provision of financial services including securities brokerage, placing, and corporate finance advisory services in Hong Kong;
- Money lending segment – Provision of loan financing in Hong Kong; and
- Assets investment segment – Investments in debt securities earning fixed interest income, investments in properties earning rental income and capital gains, as well as investments in listed and unlisted equity securities and investment funds earning variable returns and gains.

Segment revenues and results

The following is an analysis of the Group's revenue and results by reportable segments:

For the year ended 31 December 2024

	Financial services segment *HK$'000*	Money lending segment *HK$'000*	Assets investment segment *HK$'000*	Total *HK$'000*
Segment revenue				
Segment revenue from external customers	**15,544**	**52,396**	**990**	**68,930**
Other income, gains and losses				
Dividend income from listed equity securities	**–**	**–**	**1,208**	**1,208**
Loss on disposal of loans and interest receivables	**–**	**(9,441)**	**–**	**(9,441)**
Loss on fair value changes of financial assets at fair value through profit or loss ("**FVTPL**")	**–**	**–**	**(86,991)**	**(86,991)**
Loss on fair value changes of investment property	**–**	**–**	**(8,100)**	**(8,100)**
Impairment loss on loans and interest receivables	**–**	**(74,326)**	**–**	**(74,326)**
Impairment loss on trade receivables reversed	**18**	**–**	**–**	**18**
	15,562	**(31,371)**	**(92,893)**	**(108,702)**
Results				
Segment profit/(loss)	**6,582**	**(47,319)**	**(103,164)**	**(143,901)**
Unallocated corporate income				**3,625**
Unallocated corporate expenses				**(3,461)**
Finance costs				**(183)**
Loss before tax				**(143,920)**

For the year ended 31 December 2023

	Financial services segment *HK$'000*	Money lending segment *HK$'000*	Assets investment segment *HK$'000*	Total *HK$'000*
Segment revenue				
Segment revenue from external customers	17,976	55,076	1,020	74,072
Other income, gains and losses				
Dividend income from listed equity securities	–	–	949	949
Loss on fair value changes of financial assets at FVTPL	–	–	(106,062)	(106,062)
Loss on fair value changes of investment property	–	–	(2,800)	(2,800)
Impairment loss on:				
– Loans and interest receivables	–	(24,114)	–	(24,114)
Impairment loss on trade receivables reversed	18	–	–	18
	17,994	30,962	(106,893)	(57,937)
Results				
Segment profit/(loss)	8,249	14,467	(124,748)	(102,032)
Unallocated corporate income				1,176
Unallocated corporate expenses				(6,164)
Finance costs				(102)
Loss before tax				(107,122)

Segment revenue represents revenue from external customers shown above. There were no inter- segment sales for the year ended 31 December 2024 (2023: Nil).

The accounting policies of the operating segments are the same as the Group's accounting policies. Segment profit/loss represent the profit/loss from each segment without allocation of certain directors' emoluments, certain other income, gains and losses, certain administrative expenses and finance costs. This is the measure reported to the chief operating decision maker for the purposes of resource allocation and assessment of segment performance.

Segment assets and liabilities

The following is an analysis of the Group's assets and liabilities by reportable segments:

	2024	2023
	HK$'000	*HK$'000*
Segment assets		
Financial services segment	**101,776**	120,039
Money lending segment	**419,436**	451,938
Assets investment segment	**491,045**	533,133
Total segment assets	**1,012,257**	1,105,110
Unallocated assets		
– Bank balances and cash	**139,450**	182,732
– Other unallocated assets	**20,121**	37,956
Consolidated total assets	**1,171,828**	1,325,798
Segment liabilities		
Financial services segment	**11,424**	15,580
Money lending segment	**1,162**	8,293
Assets investment segment	**24,959**	24,241
Total segment liabilities	**37,545**	48,114
Unallocated liabilities	**3,406**	1,045
Consolidated total liabilities	**40,951**	49,159

For the purposes of monitoring segment performance and allocating resources among segments:

- all assets are allocated to operating segments other than certain property, plant and equipment (including right-of-use assets) and bank balances and cash which are not allocated to segment assets; and

- all liabilities are allocated to operating segments other than certain payables, lease liabilities and income tax payable which are not allocated to segment liabilities.

Other segment information

For the year ended 31 December 2024

	Financial services segment *HK$'000*	**Money lending segment** *HK$'000*	**Assets investment segment** *HK$'000*	**Unallocated** *HK$'000*	**Total** *HK$'000*
Additions to non-current assets	**–**	**–**	**16,179**	**7**	**16,186**
Interest income	**14,147**	**52,396**	**–**	**7**	**66,550**
Interest expenses	**–**	**–**	**(863)**	**(183)**	**(1,046)**
Depreciation of property, plant and equipment	**(10)**	**(148)**	**(1,428)**	**(1,983)**	**(3,569)**
Impairment loss on trade receivables reversed	**18**	**–**	**–**	**–**	**18**

For the year ended 31 December 2023

	Financial services segment *HK$'000*	Money lending segment *HK$'000*	Assets investment segment *HK$'000*	Unallocated *HK$'000*	Total *HK$'000*
Additions to non-current assets	50	–	11,005	–	11,055
Interest income	17,720	55,076	–	5	72,801
Interest expenses	–	–	(832)	(102)	(934)
Depreciation of property, plant and equipment	(80)	(147)	(375)	(2,015)	(2,617)
Impairment loss on trade receivables reversed	18	–	–	–	18

Note: Additions to non-current assets excluded those relating to financial instruments.

Geographical information

The geographical location of customers is based on the location of the customers, irrespective of the origin of the goods or services. The geographical location of the non-current assets is based on the physical location of the assets.

Except for freehold land (included in property, plant and equipment) which is located in Japan, the Group's non-current assets are located in Hong Kong. The Group operates in Hong Kong and its revenue is derived from its operations in Hong Kong.

Information about major customers

There was no customer contributing over 10% of the total revenue of the Group for the years ended 31 December 2024 and 2023.

6. OTHER INCOME, GAINS AND LOSSES

	2024	2023
	HK$'000	*HK$'000*
Interest income	**1,783**	1,176
Consultant service income	**516**	–
Dividend income from listed equity securities	**1,208**	949
Sundry income	**7,099**	44
Gain on deregistration of the subsidiaries	**73**	34
Loss on disposal of loans and interest receivables	**(9,441)**	–
Loss on disposal of property, plant and equipment	**(4)**	(1)
Loss on fair value changes of financial assets at FVTPL	**(86,991)**	(106,062)
Loss on fair value changes of an investment property	**(8,100)**	(2,800)
Impairment loss on loans and interest receivables *(Note 12)*	**(74,326)**	(24,114)
Impairment loss on trade receivables reversed *(Note 13)*	**18**	18
	(168,165)	(130,756)

7. FINANCE COSTS

	2024	2023
	HK$'000	*HK$'000*
Interest on bank borrowings	**863**	832
Interest on lease liabilities	**183**	102
	1,046	934

8. LOSS BEFORE TAX

	2024	2023
	HK$'000	*HK$'000*
Loss before tax has been arrived at after charging/(crediting):		
Staff costs:		
Directors' emoluments	**2,035**	2,018
Other staff costs *(Note)*	**11,955**	16,051
	13,990	18,069
Auditor's remuneration	**940**	968
Depreciation of property, plant and equipment (including right-of-use assets)	**3,569**	2,617
Research expenses	**–**	8,000
Exchange losses/(gains), net	**9**	(8)

Note: Included in other staff costs are contributions of retirement benefits scheme amounted to approximately HK$295,000 (2023: HK$295,000).

9. INCOME TAX CREDIT

	2024	2023
	HK$'000	*HK$'000*
Current tax:		
– Hong Kong Profits Tax	**–**	–
– Over-provision in respect of prior period	**–**	3,061
Income tax credit	**–**	3,061

Hong Kong Profits Tax is calculated at 8.25% (2023: 8.25%) on the first HK$2,000,000 of estimated assessable profits of the qualifying group entity under the two-tiered profits tax rates regime and at 16.5% (2023: 16.5%) for the portion of the estimated assessable profits of the qualifying entity above HK$2,000,000. The assessable profits of the group entities not qualifying for the two-tiered profits tax rates regime continue to be taxed at 16.5% (2023: 16.5%).

No provision for Hong Kong Profits Tax has been made for the year ended 31 December 2024 and 2023 as the Group did not generate any assessable profit in Hong Kong for these years.

Taxation arising in other jurisdictions, if applicable, is calculated at the rates prevailing in the relevant jurisdictions.

10. DIVIDEND

No dividend was paid or proposed for ordinary shareholders of the Company during the year ended 31 December 2024, nor has any dividend been proposed since the end of the reporting period (2023: Nil).

11. LOSS PER SHARE

Basic loss per share

The calculation of the basic loss per share attributable to owners of the Company is based on the following data:

	2024	2023
	HK$'000	*HK$'000*
Loss (for the purpose of basic loss per share)		
Loss for the year attributable to owners of the Company	**(143,918)**	(104,059)

	2024	2023
	'000	*'000*
Number of shares (for the purpose of basic loss per share)		
Weighted average number of ordinary shares in issue during the year	**2,505,283**	2,727,568

Note: During the year ended 31 December 2023, the Company repurchased and cancelled a total of 278,270,000 shares.

Diluted loss per share

The diluted loss per share for the year ended 31 December 2023 is the same as the basic loss per share for that year as the impact of the exercise of share options was anti-dilutive.

The diluted loss per share for the year ended 31 December 2024 is not presented as there were no potential shares in issue for the year.

12. LOANS AND INTEREST RECEIVABLES

	2024	2023
	HK$'000	*HK$'000*
Loans and interest receivables thereon		
– Within one year	**555,778**	503,797
– In the second to fifth years	**6,520**	24,134
	562,298	527,931
Less: Allowance for impairment	**(155,991)**	(81,665)
	406,307	446,266
Analysed for reporting purpose as:		
Non-current assets	**6,520**	23,945
Current assets	**399,787**	422,321
	406,307	446,266

Movements of allowance of loans and interest receivables are as follows:

	2024	2023
	HK$'000	*HK$'000*
At 1 January	**81,665**	57,551
Impairment loss recognised for the year *(Note 6)*	**74,326**	24,114
At 31 December	**155,991**	81,665

Details of loans receivables (excluding interest receivables) are as follows:

As at 31 December 2024

Loan principals *HK$'000*	**Interest rate per annum**	**Maturity date**	**Security pledged**
221,788	9%–12.5%	Within 1 year to 2 years	Landed properties in Hong Kong, shares of listed and unlisted companies, and vessels
153,474	10%–24%	Within 1 year to 2 years	Guarantees provided by certain independent third parties
160,718	10%–20%	Within 1 year	Nil
535,980			

As at 31 December 2023

Loan principals *HK$'000*	Interest rate per annum	Maturity date	Security pledged
203,337	9%–12.5%	Within 1 year	Landed properties in Hong Kong, shares of listed and unlisted companies, and vessels
121,817	10%–24%	1 year to 2 years	Guarantees provided by certain independent third parties
188,891	10%–20%	Within 1 year	Nil
514,045			

Before granting loans to outsiders, the Group uses an internal credit assessment process to assess the potential borrower's credit quality and imposes credit limits granted to borrowers. Limits attributed to borrowers are reviewed by the management regularly.

13. TRADE AND OTHER RECEIVABLES, DEPOSITS AND PREPAYMENTS

	2024	2023
	HK$'000	*HK$'000*
Trade receivables from:		
Financial services business		
– Cash clients and clearing house *(Note (a))*	**189**	4,624
– Margin clients *(Note (b))*	**104,939**	120,136
	105,128	124,760
Other receivables	**9,256**	342
Deposits paid	**18,298**	20,662
Advance payment for the subscription of rights shares of a listed company	**9,120**	–
Prepayments	**768**	479
	142,570	146,243

Notes:

(a) Cash clients and clearing house of financial services business

	2024	2023
	HK$'000	*HK$'000*
Gross receivables	**360**	4,813
Less: Allowance for impairment	**(171)**	(189)
	189	4,624

The settlement terms of trade receivables arising from the ordinary course of business of dealing in securities from cash clients and clearing house are one or two days after the respective trade date.

Receivables that were past due but not impaired represent unsettled trade transactions on the last two days prior to the end of reporting period and also relates to a wide range of independent clients for whom there are no recent history of default.

Movements of allowance of trade receivables from cash clients and clearing house are as follows:

	2024	2023
	HK$'000	*HK$'000*
At 1 January	**189**	207
Impairment loss reversed for the year *(Note 6)*	**(18)**	(18)
At 31 December	**171**	189

(b) Margin clients of financial services business

Margin clients are required to pledge securities as collateral to the Group in order to obtain the credit facilities for securities trading, which bear interests at commercial rates. The amount of credit facilities granted to them is determined based on a discount on the market value of securities accepted by the Group. Any excess in the lending ratio will trigger a margin call which the clients have to make good the shortfall. The margin ratio is reviewed and determined periodically. As at 31 December 2024, the market value of securities pledged by clients to the Group as collateral against margin client receivables was approximately HK$767,746,000 (2023: HK$953,455,000).

No aged analysis is disclosed as, in the opinion of the directors, such disclosure is not meaningful in view of the revolving nature of the margin financing business.

The Group seeks to maintain tight control over its outstanding trade receivables in order to minimise credit risk.

14. TRADE AND OTHER PAYABLES

	2024	2023
	HK$'000	*HK$'000*
Trade payables from:		
Financial services business *(Notes)*		
– Cash Clients and Clearing house	**4,904**	3,487
– Margin Clients	**6,203**	11,736
	11,107	15,223
Other payables	**510**	8,103
Accrued charges	**4,739**	2,525
	16,356	25,851

Notes:

Majority of the payables in respect of financial services business are repayable on demand, except that certain balances payable to clients represent margin deposits received from clients for their trading activities under normal course of business, under which the excess amounts over the required margin deposits stipulated are repayable on demand.

The settlement terms of trade payables to clients and clearing house arising from the ordinary course of business of dealing in securities are two days after trade date.

No aged analysis is disclosed as, in the opinion of the directors, such disclosure is not meaningful in view of the nature of these businesses.

15. CONTINGENT LIABILITIES

(i) Writ of summons by Convoy Global Holdings Limited

Classictime Investments Limited ("**Classictime**"), a wholly-owned subsidiary of the Company, is the 24th Defendant in a writ of summons served on 19 December 2017 on behalf of Convoy Global Holdings Limited ("**Convoy**", the 1st Plaintiff), Convoy Collateral Limited ("**CCL**", the 2nd Plaintiff) and CSL Securities Limited ("**CSL**", the 3rd Plaintiff) (collectively, the "**Plaintiffs**") in a set of legal proceedings brought by the Plaintiffs in the High Court of Hong Kong (the "**Convoy HC Action**"). It is the Plaintiffs' case that, amongst other things, the 1st Defendant, Mr. Cho Kwai Chee Roy, and his associates (who are named as co-defendants in the Convoy HC Action) implemented a scheme such that shares in Convoy would be allotted to and held by companies related to the 1st Defendant (the "**Placees**") which had agreed to act upon the direction of the 1st Defendant. The Plaintiffs alleged that the 1st Defendant and his associates on the board of Convoy, CCL and/or CSL improperly used their power to allot shares and to grant loans to the detriment of the Convoy Group, constituting serious breaches of fiduciary duties or other director's duties, dishonest assistance, unlawful and/or lawful means conspiracy. Classictime is one of the alleged Placees in the Convoy HC Action. The Plaintiffs, amongst other things, seek an order against Classictime that the allotment of shares to Classictime be set aside, together with damages, interests, costs, and further and/or other relief. As at the date of approval of these consolidated financial statements, pleadings are deemed to be closed as between the Plaintiffs and Classictime but discovery has not taken place.

Please refer to the Company's announcement dated 20 December 2017 for more details.

(ii) Zhu Xiao Yan Petition

Classictime is one of the thirty three respondents in a petition made by Zhu Xiao Yan as the petitioner ("**Petitioner**") under a set of legal proceedings in the High Court of Hong Kong ("**Petition**"). In summary, the Petitioner alleged that the detriment suffered by her to the real value of her shares in Convoy was a consequence of the unfairly prejudicial mismanagement or misconduct in and about the business and affairs of, amongst other companies, Convoy, CCL and CSL. Such allegations made are mainly based on those set out in the writ in the Convoy HC Action.

Please refer to the Company's announcement dated 3 January 2018 for more details.

A Case Management Conference was held on 6 March 2018. In summary, the Court directed that the Petition be stayed pending determination of the Convoy HC Action.

(iii) Counterclaim made by Best Year Enterprises Limited ("Best Year")

On 25 July 2018, Minerva Holding Financial Securities Limited (formerly known as Minerva Securities Limited) ("**Minerva Securities**"), a wholly-owned subsidiary of the Company, commenced legal proceedings against, amongst other parties, Best Year and Mr. Sin Kwok Lam ("**Mr. Sin**") by way of a writ of summons. Minerva Securities subsequently filed and served the Statement of Claim on 30 November 2018. On 8 March 2019, Best Year and Mr. Sin filed a defence and counterclaim. The said counterclaim was made against, amongst other parties, Minerva Securities and other parties for damages for conspiracy to be assessed, interest, costs and such further and/or other relief.

On 24 June 2019, the Court made a winding-up order (the "**Winding-up Order**") against Best Year. By reason of the Winding-up Order, the counterclaim by Best Year against Minerva Securities and Mr. Sit was stayed. On 24 June 2019, Minerva Securities and Mr. Sit took out an application to strike out Mr. Sin's counterclaim. On 18 July 2019, Mr. Sin took out an application for leave to amend his counterclaim. By the Order of Coleman J dated 5 December 2019 ("**Coleman J's Order**"), Mr. Sin's claim was struck out. On 27 December 2019, Mr. Sin filed a notice of appeal against Coleman J's Order. Appeal hearing has taken place on 9 July 2021 but the judgement has yet to be handed down.

On 21 April 2023, the Court of Appeal ("**CA**") handed down the judgment. The CA dismissed Mr. Sin's appeal and Mr. Sin's counterclaim remains to be struck out.

(iv) Writ of summons by Best Year

On 17 June 2019, Best Year and Mr. Sin commenced another legal proceedings against Minerva Securities and another party based on the same subject matter of the counterclaim set out in Section (iii) above. By the writ of summons, Best Year and Mr. Sin sought for, amongst others, a declaration that the summary judgment (the "**Summary Judgment**") obtained by Minerva Securities against Best Year previously in relation to a margin shortfall was obtained by fraud, an order that the Summary Judgment be set aside, an account order, payment order, damages, interest, costs and such further and/or other relief.

By reason of the Winding-up Order as set out in Section (iii) above, the claim by Best Year against Minerva Securities was stayed. On 23 July 2019, Minerva Securities took out an application to strike out Mr. Sin's claim. By Coleman J's Order as set out in Section (iii) above, Mr. Sin's claim was struck out. On 9 March 2020, Mr. Sin filed a notice of appeal against Coleman J's order. The appeal hearing took place on 9 July 2021.

On 21 April 2023, the CA handed down the judgment. The CA dismissed Mr. Sin's appeal and Mr. Sin's counterclaim remains to be struck out.

Regarding aforementioned cases (i) and (ii), given that they are still in an early stage, and having considered the alleged claims and consulted the Company's legal adviser, the directors are of the view that (i) it is premature to determine the possible outcome of any claim which is pending; (ii) it is uncertain to quantify any financial impact which will have a material effect on the financial position of the Group; and (iii) no provision for the claims of these legal proceedings is required to be made based on its current development.

Regarding the aforementioned cases (iii) and (iv), given that the CA has dismissed Mr. Sin's appeal and his claims remain to be struck out, having consulted the Company's legal adviser, the directors of the Company are of the view that no provision for the claims of these legal proceedings is required to be made based on its current development.

16. EVENTS AFTER THE REPORTING PERIOD

Included in the Group's financial assets at FVTPL as at 31 December 2024 are 870,342,000 listed shares of Town Health International Medical Group Limited ("**Town Health**") with fair value of approximately HK$213,234,000 at that date. Subsequent to 31 December 2024, the share price of Town Health increased from HK$0.245 per share to HK$0.265 per share between the end of the reporting period and the date of approval of these consolidated financial statements, which resulted in an increase in fair value of approximately HK$17,407,000 and this increase in fair value of approximately HK$17,407,000 has not been recognised in the consolidated financial statements for the current year as the event of the increase in share price of Town Health subsequent to 31 December 2024 constitutes a non-adjusting event.

MANAGEMENT DISCUSSION AND ANALYSIS

FINANCIAL REVIEW

For the year ended 31 December 2024 (the "**Year**"), Minerva Group Holding Limited (the "**Company**") and its subsidiaries (together referred to as the "**Group**") recorded revenue of approximately HK$68.9 million (2023: HK$74.1 million). The decrease in overall revenue was primarily attributed to the combined impact of the Group's major business segments: (i) the money lending business experienced a slight decrease in interest income of approximately HK$2.7 million, resulting in the segment's revenue of approximately HK$52.4 million for the Year (2023: HK$55.1 million); (ii) the financial services business decreased by approximately HK$2.5 million, with the segment's revenue amounting to approximately HK$15.5 million for the Year (2023: HK$18.0 million); and (iii) stable in revenue from assets investment segment to approximately HK$1.0 million for the Year (2023: HK$1.0 million). In response to the continued slowdown in global economic activities and numerous uncertainties in the financial market, despite the management strengthened operating cost controls, a decrease in the overall gross profit to approximately HK$64.3 million during the Year (2023: HK$69.7 million).

The net loss attributable to owners of the Company was approximately HK$143.9 million (2023: HK$104.1 million). This sharp decrease on loss was mainly resulted from loss on fair value changes of financial assets at fair value through profit or loss ("**FVTPL**") of approximately HK$87.0 million for the Year (2023: HK$106.1 million) from holding equity securities listed in Hong Kong, unlisted investment funds and unlisted equity investments, which was negatively affected by the performance of specific sectors, particularly healthcare, where the Hang Seng Composite Index — Healthcare experienced a 20.1% decline in 2024.

The Group's cash position remained strong, with bank balances and cash totaling approximately HK$143.3 million as at 31 December 2024 (2023: HK$188.0 million).

BUSINESS REVIEW

The global economic landscape in the past year has been marked by a series of notable challenges and uncertainties. Despite the U.S. Federal Reserve's decision to decrease interest rates during the year, the persistently high interest rate environment has posed ongoing challenges for financial markets and economies worldwide. Moreover, the lingering effects of the ongoing Russia-Ukraine war have cast a shadow of global tension, raising concerns about the potential implications of a broader conflict on the world economy.

Within the domestic sphere, the Hong Kong market navigated a complex terrain characterised by various pressures and uncertainties. The market contended with elevated interest rates despite some adjustments, inflationary pressures, and ongoing concerns about the global economic impact of the Russia-Ukraine conflict. On the domestic stock market, the Hang Seng Index recorded a 17.7% increase throughout the year. However, when considering the industry index under the Hang Seng Composite Industry Indexes (HSCI), significant disparities were observed. The Information Technology sector emerged as the top-performing sector, experiencing a notable increase of 43.3%. Conversely, the Healthcare sector fared poorly, witnessing a decline of 20.1%. The Healthcare sector remained in negative territory throughout the year.

The Group anticipates ongoing challenges despite potential stabilization, such as uncertain monetary easing, persistent conflict-related supply risks, Hong Kong's inflationary pressures, a strong U.S. dollar, China's projected 5% growth slowdown, and a strained credit environment with a rise in non-performing loans continuing from 2024. The Group remains committed to financial prudence and adaptive strategies to ensure sustainable outcomes.

Financial Services

The Group's financial services business is mainly operated by Minerva Holding Financial Securities Limited, which is licensed to operate Type 1 (dealing in securities), Type 4 (advising on securities) regulated activities and Minerva Advisory Global Capital Limited, which is licensed to operate Type 6 (advising on Corporate Finance) regulated activities under the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong). The scope of financial services activities includes providing margin financing, securities brokerage services, corporate finance advisory service, equity capital market ("**ECM**") services such as placings and advising on securities. The Group's financial services segment closely adheres to the compliance and risk-based measures detailed in its operation manual and will continue to source additional revenue and broaden the customer base for its margin financing operations. Bolstered by sufficient cash reserves, the Group may seek to leverage business connections to obtain additional referrals of margin financing clients. However, affected by the bearish stock market sentiment, the Group's financial services segment generated revenue of approximately HK$15.5 million during the Year (2023: HK$18.0 million), recording a decrease of approximately 13.9%. There was also a decrease in both the number of outstanding margin loan clients as well as the amount of margin loan receivables over the year. Interest income from clients (comprising margin clients and cash clients) amounted to approximately HK$12.4 million for the Year compared with approximately HK$16.5 million in 2023.

Through the Group's ongoing efforts to recruit top talent in financial services and expand its client base, we are well-positioned for growth in the coming years. The Group plans to revamp its ECM business by applying corporate finance advisory services to identify and evaluate profitable ECM deals. We anticipate that the ECM business continues to grow as a significant revenue source, complementing other sectors within the Group. Our goal is to emphasize a broader focus on corporate finance, asset investment and management, and various advisory services. This strategic shift will allow us to branch out from our principal business and establish ourselves as a comprehensive financial service provider dedicated to mining for value and helping our clients achieve their financial goals.

Money Lending

The money lending operations of the Group are managed through its wholly-owned subsidiaries, E Finance Limited ("**E Finance**") and E Cash Fintech Limited ("**E Cash**"), both with money lenders licenses issued under the Money Lenders Ordinance (Chapter 163 of the Laws of Hong Kong). The Group's money lending business is broadly classified into four loan categories, including: (i) property mortgage loans; (ii) other secured loans; (iii) guaranteed loans; and (iv) unsecured loans. Following the integration of E Cash's business, the Group enhanced its money lending business as a result of the robust demand for corporate and individual financing whereas E Finance continued to focus on property mortgage loans and other secured loans. The Group plans to explore further potential money lending business opportunities, including project based financing, subject to the prevailing market conditions and the Group's assessment of achieving reasonable risk and returns. There is no specific target customer group. The source of customers of the Group during the Year were mainly via the social network and referrals of past and existing customers of the Group, third party agents, staff and management of the Group. The source of funds for the money lending business is generally funded by the internal resources of the Group. The Group strived to adhere to a set of comprehensive policies and operation manuals in respect of loan approval, loan renewal, loan recovery, loan compliance, loan monitoring and anti-money laundering.

Internal Controls

The Group is dedicated to achieving a robust balance between its business operations and risk management by adhering to comprehensive credit policies designed to safeguard the quality of its loan portfolio. In light of heightened economic uncertainties, management remains vigilant and is committed to prudently maintaining stringent controls and procedures across loan approvals, credit monitoring, recovery efforts, and compliance. This cautious approach includes a proactive stance on recognizing impairments where necessary, ensuring potential risks are addressed promptly to protect the Group's financial stability.

The Group has established strict credit policies and controls to reduce all associated credit risks. Various approval criteria are carefully considered during the credit assessment stage, including verification of identity, repayment ability, and relevant investigative results after carrying out due diligence during the application procedure. The Group's credit committee are responsible for assessing and approving loans within predetermined credit limits. They also regularly oversee the Group's credit policies and credit quality of the Group's loan portfolio. Greater emphasis has been placed on recovery procedures, with increased resources allocated to monitor and collect loan receivables. Where appropriate, legal actions are pursued on a case-by-case basis, guided by market norms and specific circumstances, to maximise recovery and minimise credit losses.

Loan Approval

Before any loan applications can be granted, internal credit assessments would have to be performed to decide the proposed loan size and interest rate charged. The internal credit assessment procedure include, but not limited to, (i) verification and background checking, such as the identity documents and statutory records (i.e. identity card, address proof, business registration certificate, latest annual return, etc.); (ii) income or asset proof of the borrower and guarantor, such as share certificates, bank statements and securities statements, etc.; (iii) the evaluation of the value of collateral; and (iv) the verification of the authenticity of the information provided. Furthermore, the Group would perform public searches on the borrower and guarantor to ensure compliance with the relevant requirements and regulations of anti- money laundering and counter-terrorist financing ("**AML & CTF**"). There are no specific requirements on their income and/or asset threshold set by the Group. Normally, the management would determine and approve the loan amount and interest rates based on the relevant financial strength, repayment ability as well as the overall quality of borrowers/guarantors and the respective collaterals, subject to business negotiations and market conditions.

Loan Renewal

For loan renewal, the Group would carry out an updated assessment similar to that during the loan approval stage. In addition, the Group would assess the borrower's past repayment record and changes in market circumstance before making a decision on loan renewal and the relevant interest rate charged.

Recovery and Compliance Matters

After the loan is granted, the Group would conduct review on the repayment records and loan portfolio on a weekly basis, and in particular, any past due loan accounts. When considered appropriate, the Group would further (i) obtain relevant updated information and documents from the borrower; and (ii) perform public searches on the borrower to assess the recoverability of loan. Putting every possible effort on loan recovery, appropriate course of actions, such as sending legal demand letters, legal proceeding arrangements, etc., would be considered by the Group, subject to the recovery situation of the loans and negotiation with customers.

As a licenced money lender in Hong Kong, the Group shall ensure compliance with the applicable laws, regulations and codes of all the relevant regulatory authorities, in particular, the Money Lenders Ordinance and the relevant requirements and regulations of AML & CTF.

In order to ensure the compliance with the abovementioned requirements throughout the course of conducting the money lending business, loan transaction review would be conducted upon the grant of the loan as an on-going monitoring purpose. The overall internal control system, which includes the implementation of the Group's credit policy, operation manual and other related internal control measures would be reviewed by the management on a regular basis and the policies would be devised and revised from time to time when considered necessary.

Interest Rates

In addition to the aforementioned factors included in the Group's credit approval policy, when deciding the interest rate for loans, the Group would also take a holistic view in the assessments of setting loan terms based on the general market environment at the time, interest rate of competitors at the time, the amount of the Group's funds available and also the overall quality of the borrower. In general, collaterals and/or guarantees are provided to secure a property mortgage loan, other secured loans and guaranteed loans among different loan categories. Property mortgage loans refer to first and subordinated mortgages, which are secured by landed properties in Hong Kong. The collaterals for other secured loans mainly include equity shares and/or securities of certain listed and unlisted companies whereas guaranteed loans are secured by personal and/or corporate guarantor(s).

For the Group's existing loan portfolio as at 31 December 2024, the interest rates charged to borrowers for unsecured loans ranged from 10% to 24% p.a., whilst interest rates charged to borrowers for secured loans ranged from 9% to 12.5% p.a.. Generally, the Group would determine the interest rates for loans on a case-by-case basis considering the loan-to-value ratio, repayment record and ability, quality and business relationship with the individual borrower and/or the guarantor (if provided). Generally, unsecured loans are subject to higher interest rates given the lack of collaterals; however, the actual interest rate charged might vary subject to the terms of maturity, loan size, financial strength of borrower/guarantor as well as business relationship with the Group.

Financial Information

During the Year, the Group's money lending segment generated revenue of approximately HK$52.4 million (2023: HK$55.1 million), accounting for approximately 76.1% of overall revenue, and money lending business remained as the major segment in support of the Group's comprehensive performance. Operating loss during the Year from this business segment amounted to approximately HK$47.3 million (2023: profit of HK$14.5 million), representing decrease of approximately 426.2% compared to that of the previous year.

For the Year, the Group recognized an impairment loss on loans and interest receivable of approximately HK$74.3 million (2023: HK$24.1 million), driven by increased uncertainty over the recoverability of certain past-due loans. Despite being secured by collateral and/or guarantees, several loans were deemed impaired after a detailed evaluation of each borrower's repayment capacity, the realisable value of associated collateral, and the status of ongoing legal proceedings. This significant rise in impairment loss mirrors broader market conditions, as detailed in a circular related to debt collection issued by Hong Kong Monetary Authority on March 2025, which reported that 33 authorised institutions used debt collection agents ("**DCAs**"), assigning approximately 548,000 accounts to 21 DCAs, an increase from approximately 437,000 accounts assigned to 19 DCAs in the first half of 2024, highlighting pervasive credit difficulties across Hong Kong's financial sector amid economic pressures.

The Group actively monitors its loan portfolio, engaging in targeted negotiations and due diligence as part of its collection efforts to mitigate losses. Impairment losses primarily reflect the expected credit loss ("**ECL**") allowance for loans and interest receivables, calculated based on historical credit loss experience, adjusted for debtor-specific factors, prevailing economic conditions, and forward-looking assessments as of the reporting date. For significant balances, ECL is assessed individually, while other loans are evaluated collectively using a provision matrix with carefully defined groupings. Management regularly reviews these groupings to ensure they reflect consistent credit risk profiles, reinforcing the Group's prudent approach to managing credit exposure in a challenging market environment.

Loan Portfolio

As at 31 December 2024, the Group's loan portfolio by categories is shown as below:

	Number of loans	Loan principal as at 31 December 2024 *HK$'000*	Interest rate per annum	% of total loan principal as at 31 December 2024	Duration	Loan matured but not settled; or Loan not matured but with interest overdue *HK$'000*	% of past due loans to relevant principal
Individual loan:							
– secured loan *(note a)*	15	167,788	9% to 12.5%	31%	1 month to 2 years	38,237	7%
– unsecured loan	20	166,158	10% to 20%	31%	4 months to 1 year	138,977	26%
Corporate loan:							
– secured loan *(note b)*	4	54,000	9% to 12%	10%	1 year	59,495	11%
– unsecured loan	13	148,034	10% to 24%	28%	3 months to 2 years	71,715	13%
Total	52	535,980		100%		308,424	57%

Notes:

a) For individual secured loans, the security pledged included landed properties in Hong Kong and shares of listed companies and share of unlisted companies.

b) For corporate secured loans, the security pledged included landed properties in Hong Kong and shares of listed companies, vessels and share of unlisted companies.

The following is the breakdown of the amount of loan and interest receivables and allowance for expected credit losses as at 31 December 2024:

	As at 31 December 2024			
	Loan principal *HK$'000*	**Gross amount of loan and interest receivables** *HK$'000*	**Allowance for expected credit losses** *HK$'000*	**Net amount of loan and interest receivables** *HK$'000*
Individual loan:				
– secured loan	**167,788**	**174,799**	**(48,961)**	**125,838**
– unsecured loan	**166,158**	**176,037**	**(70,001)**	**106,036**
Corporate loan:				
– secured loan	**54,000**	**59,086**	**–**	**59,086**
– unsecured loan	**148,034**	**152,376**	**(37,029)**	**115,347**
Total	**535,980**	**562,298**	**(155,991)**	**406,307**

As at 31 December 2024, the Group had 52 (2023: 51) active accounts, of which 35 (2023: 36) of them were individual loans and the remaining 17 (2023: 15) were corporate loans. In terms of loan product category, the Group's 52 active accounts comprised 19 secured loans (2023: 17) and 33 unsecured loans (2023: 34).

During the Year, interest income generated from the top five customers accounted for approximately 17.4% (2023: 16.4%) of the Group's total revenue, while the single largest customer accounted for approximately 3.8% (2023: 3.5%) of the Group's total revenue.

As at 31 December 2024, loan and interest receivables balance of the largest and top five customers accounted for approximately 6.2% (2023: 5.1%) and 23.9% (2023: 23.0%) of the Group's total loan and interest receivables balance respectively.

The following is an aging analysis of net amount of loan and interest receivables based on the due date at the end of the reporting period:

	HK$'000
Not yet due	145,965
Overdue:	
– 1–30 days	70,698
– 31–60 days	17,793
– 61–90 days	17,825
– over 90 days	154,026
Total	406,307

The Group aims to maintain sustainable business relationships with customers while taking all reasonable steps to recover any overdue loan and interest receivables. We carefully consider each customer's individual circumstances in making repayments. Alongside these considerations, we have worked closely with legal counsels on the timing and procedures to initiate legal action against relevant customers and/or their guarantors, where necessary.

For customers making partial repayments on overdue loan, rather than focusing on the repayability of principle, in practise, the management needs to from time to time evaluate strategically whether or not to enforce immediate legal action based on their ability pattern of repaying relevant interest. In cases where loans are overdue, we recognise that if customers have shown a willingness to maintain interest payments, this indicates their intention to meet their obligations. Our approach is to exert a reasonable level of legal pressure to encourage continued repayment, while being mindful that excessive legal action may incur additional costs and potentially hinder repayment prospects. Understanding customers' potential financial difficulties, the Group will closely track the progress of their repayments. However, should customers halt interest payments or if their repayment efforts fall short of our expectations, we are prepared to take necessary legal actions to protect our interests.

The Group has complied with requirements set out in Chapter 14 and/or 14A of the Listing Rules when it granted the loans to each of the borrowers whose loans were still outstanding as at 31 December 2024. To the best of the Directors' knowledge, information and belief based on internal records, the Group does not have any agreement, arrangement, understanding or undertaking (whether formal or informal and whether express or implied) with a connected person with respect to the grant of loans to the borrowers whose loans were still outstanding as at 31 December 2024.

Assets investment

The Group's assets investment business aims at spreading investments across a variety of asset classes including a portfolio of bonds, funds, equity investments and investment property. During the Year, the Group strategically adjusted the portfolio size of its assets investment business segment so that it can reserve or reallocate more resources and funding to other better performing activities, including margin financing and money lending operations. For the Year, the Group incurred a loss of approximately HK$103.2 million (2023: HK$124.7 million) for this segment, which was mainly driven by the loss on changes of financial assets at FVTPL, especially arising from listed equity securities investments. The loss was largely attributable to the dramatic slowdown of the overall Hong Kong stock market, which concerns about rising interest rates, slowing economic growth, and persistently high inflation, exacerbating the market's decline.

The Group had invested a portfolio of investment in the past with an aim to generate stable and fixed interest income. Along with the worsening market sentiment, bond price adjustments, and past default occurrences of certain bonds, the management has withdrawn its bond investments in recent years. The Group invested in five unlisted close-ended funds, which it will continue to hold until their respective maturity dates or until the early redemption of such funds. The Group's designated investment team regularly monitors the underlying performance of the fund investments via updates from the fund administrators and discussions with fund managers or general partners of the funds. The challenging economic environment, characterised by geopolitical tensions, aggressive rate hikes and weak property markets, has led to a significant slowdown and uncertainties of the Hong Kong economy. In addition, regulatory crackdowns on large-cap mainland China, real estate stocks as well as the healthcare sector, have further exacerbated the decline of valuation in the relevant fund investments. These factors have contributed to the poorly performing fund investment for the Group, highlighting the difficulties faced by investors in generating stable returns in the current economic climate.

To manage and diversify investment risks from other asset classes, the Group also maintained an investment portfolio in a certain number of Hong Kong listed equities. The Group's securities investment portfolio are closely monitored and overseen on a timely manner by the Group's designated investment team. The investment mix and investment strategies are reviewed regularly and adjusted depending on market conditions or the performance and business prospects associated with such listed companies.

The management acknowledges the recent downturn experienced by the financial technology and healthcare industries, recognising their significant disruptive impacts in previous years, which was is largely in line with prevailing global economic conditions. The management considers this timing as an opportune moment for investment rather than a setback. As a result, the Group has been exploring and investing in additional investment opportunities in financial technology, healthcare as well as biotechnology related opportunities.

Among the Group's unlisted equity investments, Seamless Group Inc. ("**Seamless**") is a leader in global fintech, offering a banking platform that enables e-wallets, financial institutions, and merchants worldwide to conduct seamless, interoperable real-time fund transfers and instant messaging. Its advanced digital ecosystem supports billions of consumers and businesses across over 150 countries. In 2024, Seamless merged with INFINT Acquisition Corporation, a Special Purpose Acquisition Corporation ("**SPAC**"), to access the U.S. public market. After rebranding and listing on the Nasdaq Stock Market LLC ("**Nasdaq**") under the ticker code CURR, Seamless became the Group's first private equity investment to successfully complete a de-SPAC transaction, converting private equity into public market value. Leveraging this experience, along with collaborations with other listed companies, underwriters, and professional service providers, the Group has expanded its presence in the capital market, assisting other corporations in navigating various capital-raising opportunities across different geographies.

As at 31 December 2024, the Group's financial assets at FVTPL amounted to approximately HK$411.0 million (2023: HK$482.3 million), including (a) equity securities totalling approximately HK$313.2 million (2023: HK$363.5 million); (b) unlisted investment funds of approximately HK$77.8 million (2023: HK$87.7 million); and (c) unlisted equity investments of approximately HK$20.0 million (2023: HK$31.1 million).

As at 31 December 2024, the Group's portfolio of financial assets at FVTPL comprised (a) 29 equity securities listed in Hong Kong; (b) 2 equity securities listed in United State of America; (c) 5 unlisted investment funds; and (d) 2 unlisted equity investments. 30 listed equity securities, accounted for approximately 8.5% of the Group's audited consolidated total assets as at 31 December 2024, while the remaining 1 accounted for approximately 18.2% of the Group's audited consolidated total assets as at 31 December 2024. Each of the 5 unlisted investment funds accounted for approximately 0.1% to 3.6% of the Group's audited consolidated total assets as at 31 December 2024. Each of the unlisted equity investments accounted for approximately 0.3% to 1.5% of the Group's audited consolidated total assets as at 31 December 2024.

As at 31 December 2024, the Group held the property for investment purpose of which amounted to approximately HK$30.0 million (2023: HK$38.1 million) and leased out the property for rental income.

Financial assets at fair value though profit or loss

Description of investments	Brief description of the business	Fair value of investments as at 31 December 2024 (HK$'000)	Fair value of investments as at 31 December 2023 (HK$'000)	Number of shares held as at 31 December 2024 ('000)	Number of shares held as at 31 December 2023 ('000)	Approximate percentage of shareholding in the investee as at 31 December 2024	Approximate percentage of shareholding in the investee as at 31 December 2023	Approximate percentage of the Group's audited consolidated net assets as at 31 December 2024	Approximate percentage of the Group's audited consolidated net assets as at 31 December 2023	Dividends received during the Year (HK$'000)	Realised gain during the Year (HK$'000)	Unrealised gain/(loss) during the Year (HK$'000)
Significant investments												
Listed securities investments in Hong Kong												
Town Health International Medical Group Limited ("**Town Health**") (stock code: 3886)	Provision of medical and dental services in Hong Kong; managing healthcare networks and provision of third party medical network administrator services in Hong Kong; provision of medical and dental services in the People's Republic of China ("**PRC**"), provision of hospital management services and related services; provision of miscellaneous healthcare related services and leasing of properties	**213,234**	282,861	**870,342**	870,342	**12.85%**	12.85%	**18.86%**	22.14%	**1,044**	**–**	**(69,627)**
Other investments												
Other listed securities investments[1]		**99,918**	80,654							**164**	**9,380**	**(20,737)**
Unlisted investment funds[2]		**77,825**	87,693							**–**	**–**	**(7,930)**
Unlisted equity investment[3]		**20,023**	31,067							**–**		**1,923**
Grand total for the financial assets at fair value through profit or loss		**411,000**	482,275							**1,208**	**9,380**	**(96,371)**

1 Other listed securities investments mainly comprise the Group's investments in 30 companies whose shares are listed on the Main Board and GEM of the Stock Exchange of Hong Kong Limited (the "**Stock Exchange**") and listed on the Nasdaq. Each of the investments has a carrying amount that accounted for not more than 5% of the Group's audited consolidated total assets as at 31 December 2024.

2 The unlisted investment funds comprise 5 different private funds. The business/investment sector of the unlisted investment funds mainly relates to various industries including, but not limited to, companies in consumer goods, retail, medical and health services, and internet-related and mobile- application-related industries. Each of the unlisted investment funds has a carrying amount that accounted for not more than 5% of the Group's audited consolidated total assets as at 31 December 2024.

3 The unlisted equity investments represent the investment in private companies. Each of the investments has a carrying amount that accounted for not more than 5% of the Group's audited consolidated total assets as at 31 December 2024.

Significant Investment

Performance and future prospects of significant investment under financial assets at fair value through profit or loss

The Group held a significant investment with a carrying amount accounting for 5% or more of the Group's audited consolidated total assets as at 31 December 2024 as follows:

As at 31 December 2024, the Group held 870,342,000 shares of Town Health, with investment cost of approximately HK$921.3 million, which represented approximately 12.85% of the issued shares of Town Health as at 31 December 2024. Along with significant changes in senior management of Town Health, the fair value of such investment was down to approximately HK$213.2 million, representing approximately 18.2% of the Group's audited consolidated total assets as at 31 December 2024 and approximately 18.9% of the Group's audited consolidated net assets as at 31 December 2024.

There was a dividend of approximately HK$1.0 million received by the Group from Town Health during the Year and the Group recorded a fair value loss of approximately HK$69.6 million for its investment in Town Health.

Details of the performance, material factors underlying the results and financial position, significant events and the future prospects of Town Health are disclosed in Town Health's final result announcement for the year ended 31 December 2024 published on 28 March 2025.

The Directors holds prudent and disciplined views towards the future prospect of the principal businesses of Town Health and acknowledge the challenges associated with its significant investment.

IMPORTANT EVENTS SINCE THE END OF THE FINANCIAL YEAR

Save as disclosed, no important events affecting the Company occurred since 31 December 2024 and up to the date of this announcement.

BUSINESS OUTLOOK

The Hong Kong capital market is buckling under intense pressure, with its projected US$5.01 trillion market cap dwarfed by volatility fueled by the U.S.-China trade war, geopolitical unrest, and a crumbling property sector – office values have plummeted 40% since 2018. Soaring global interest rates, tighter regulations on IPO margin loans, and waning retail investor interest deepen the malaise, despite pockets of strength from Mainland listings and Stock Connect trading. On the global stage, a grim downturn unfolds, driven by unrelenting high interest rates, recessionary threats, and supply chain chaos from the Russia-Ukraine war and U.S.-China trade disputes. Emerging markets teeter on the edge of debt defaults, while advanced economies languish, pulling Hong Kong's GDP growth down to 2.5% in 2024 from 3.2%, foreshadowing a fragile future in a punishing economic climate.

In response, the Group is doubling down on prudent risk management, meticulously balancing risks and returns for long-term stability. To protect its loan portfolio, we are reinforcing cautious and rigorous credit assessment and approval processes. Simultaneously, the Group will adopt a conservative stance in monitoring loan repayment performance, ensuring resilience amid Hong Kong's deteriorating market conditions and the broader global economic storm.

As the Group upholds its role as a financial intermediary, we are committed to addressing client funding needs while proactively refining our financial management strategies. With a forward-looking approach, we strive to enhance shareholder value, emphasising responsive funding solutions and optimised financial tactics to maximise returns amid a shifting market landscape.

At the same time, the Group will vigilantly track the business environment and market conditions, mitigating risks to our operations and investments while pursuing opportunities to grow our diverse business segments. This dual strategy aims to broaden our scope and spark fresh revenue streams. In the thriving healthcare sector – fueled by population growth and rising health awareness – we see significant potential and will actively target investments aligned with our strategic goals, leveraging this expanding market to deliver sustainable, long-term value to our shareholders.

LIQUIDITY AND FINANCIAL RESOURCES AND CAPITAL STRUCTURE

As at 31 December 2024, the Group held bank balances and cash of approximately HK$143.3 million (2023: HK$188.0 million). Net current assets amounted to approximately HK$966.2 million (2023: HK$1,081.6 million). Current ratio (defined as total current assets divided by total current liabilities) was approximately 24.8 times (2023: 23.0 times). The gearing ratio of the Group (defined as total liabilities to total assets) was approximately 3.5% (2023: 3.7%).

As at 31 December 2024, the Group had approximately HK$22.3 million bank borrowings (2023: HK$23.0 million) pledged by an investment property. The bank borrowings denominated in Hong Kong dollars as at 31 December 2024 bore interest rate at HIBOR plus 2% per annum or 2.25% per annum below Hong Kong dollar prime rate, whichever is lower. As the Group's bank balances and cash and borrowings were mainly denominated in Hong Kong dollars and United States dollars, there is no material risk in exchange rate fluctuation and there was no related hedges.

CHARGES ON THE GROUP'S ASSETS

As at 31 December 2024, an investment property of approximately HK$30.0 million (2023: HK$38.1 million) has been pledged as collateral for mortgage loan (2023: same).

CAPITAL COMMITMENT

The Group had the following significant capital commitment contracted for but not provided for in the consolidated financial statements:

	2024	2023
	HK$'000	*HK$'000*
Commitment contracted for but not provided for in respect of investment in an unlisted investment fund which will be recognised as financial assets at FVTPL	**1,535**	2,378

CONTINGENT LIABILITIES

Details of contingent liabilities are stated in Note 15 to the consolidated financial statements.

MATERIAL ACQUISITIONS AND DISPOSALS

During the Year, there was no material acquisition or disposal of subsidiaries, associates and joint ventures by the Company.

EMPLOYEES AND REMUNERATION POLICY

As at 31 December 2024, the Group employed 27 employees. The Group continues to maintain and upgrade the capabilities of its workforce by providing them with adequate and regular training. The emolument policy of the employees of the Group is mainly based on industry practices and individual's performance, competence, qualifications, position, seniority and experience. On top of regular remuneration, discretionary bonus and share options may be granted to eligible staff by reference to the Group's performance as well as the individual's performance. The Company maintained good relationship with its employees.

The emoluments of the Directors are recommended and decided by the remuneration committee of the Board and the Board respectively, having regard to the Company's operating results, individual performance and comparable market statistics.

PURCHASE, SALE OR REDEMPTION OF THE COMPANY'S LISTED SECURITIES

During the Year, neither the Company nor any of its subsidiaries purchased, sold or redeemed any of the Company's listed securities

CORPORATE GOVERNANCE

The Board is committed to maintaining a good corporate governance standard. The Board believes that a good corporate governance standard will provide a framework for the Group to formulate the business strategies and policies and manage the associated risks through effective internal control procedures. It will also enhance the transparency of the Group and strengthen the accountability to the shareholders (the "**Shareholders**") and creditors of the Company. The corporate value of the Company is to serve its customers in lawful, ethical and responsible manner. All Directors act with integrity and promote the culture of integrity. Such culture instils and continually reinforces across the corporate values.

During the Year, the Board closely monitor the implementation of corporate governance practice, risk management and internal control systems to ensure the corporate objective, values and strategy and the Company's culture are aligned.

The Board had adopted all the code provisions contained in the Corporate Governance Code (the "**CG Code**") in Appendix C1 of the Rules (the "**Listing Rules**") Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited (the "**Stock Exchange**") as the Company's corporate governance code.

In the opinion of the Directors, throughout the Year, the Company has fully complied with the code provisions set out in the CG Code. The Board will, from time to time, review and enhance its corporate governance practices to ensure that the Company continues to meet the requirements of the CG Code.

DIRECTORS' SECURITIES TRANSACTIONS

The Company adopted the Model Code for Securities Transactions by Directors of Listed Issuers set out in Appendix C3 of the Listing Rules (the "**Model Code**") as its own code of conduct regarding securities transactions by the Directors and by the Group's employees who, because of their offices or employments, are likely to possess inside information of the Company and/or its securities.

All Directors have confirmed, following specific enquiries by the Company, that they fully complied with the Model Code and its code of conduct regarding the Directors' securities transactions throughout the Year.

AUDIT COMMITTEE

The Company has established the audit committee (the "**Audit Committee**") of the Board in compliance with Rules 3.21 and 3.22 of the Listing Rules. The Audit Committee now comprises three members, namely Ms. Chan Lai Ping (Chairperson of the Audit Committee), Ms. Tam Mei Chu and Mr. Ho Yuen Tung, all being independent non-executive Directors. The Audit Committee has reviewed the Group's audited consolidated financial statements for the Year and the accounting principles and practices adopted by the Group and discussed risk management, internal control and financial reporting matters with the management of the Company with no disagreement by the Audit Committee.

SCOPE OF WORK OF CCTH CPA LIMITED

The figures in respect of the Group's consolidated statement of profit or loss and other comprehensive income, consolidated statement of financial position and the related notes thereto for the Year as set out in this announcement have been agreed by the Group's auditor, CCTH CPA Limited, to the amounts set out in the Group's audited consolidated financial statements for the year ended 31 December 2024. The work performed by CCTH CPA Limited in this respect did not constitute an assurance engagement in accordance with Hong Kong Standards on Auditing, Hong Kong Standards on Review Engagements or Hong Kong Standards on Assurance Engagements issued by the HKICPA and consequently no assurance has been expressed by CCTH CPA Limited on this announcement.

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

Hong Kong, 28 March 2025

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.