

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your licensed securities dealer or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional advisor.

If you have sold or transferred all your shares in **OSL Group Limited**, you should at once hand this circular and the accompanying form of proxy to the purchaser or the transferee or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser(s) or the transferee(s).

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.

OSL

OSL Group Limited

OSL集團有限公司

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 863)

PROPOSALS FOR
(1) GRANT OF GENERAL MANDATE TO ISSUE SHARES;
(2) RE-ELECTION OF RETIRING DIRECTORS;
(3) CHANGE OF AUDITOR; AND
(4) NOTICE OF AGM

A notice convening the annual general meeting (“AGM”) of **OSL GROUP LIMITED** (the “Company”) to be held at 39/F, Lee Garden One, 33 Hysan Avenue, Causeway Bay, Hong Kong on Friday, 27 June 2025 at 10:30 a.m. is set out on pages 13 to 15 of this circular.

A form of proxy is enclosed with this circular. Whether or not you intend to attend and vote at the AGM, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon to the Company’s branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible but in any event not later than 48 hours (i.e. 10:30 a.m. on Wednesday, 25 June 2025) before the time appointed for the holding of the AGM or any adjournment thereof (as the case may be). Completion and return of the form of proxy will not preclude you from attending and voting at the AGM or any adjournment thereof (as the case may be) should you so desire and, in such event, the form of proxy shall be deemed to be revoked.

5 June 2025

CONTENTS

	<i>Page</i>
RESPONSIBILITY STATEMENT	ii
DEFINITIONS	1
LETTER FROM THE BOARD	3
APPENDIX I — DETAILS OF DIRECTORS PROPOSED TO BE RE-ELECTED AT THE AGM	7
NOTICE OF AGM	13

RESPONSIBILITY STATEMENT

RESPONSIBILITY STATEMENT

This circular, for which the Directors of the Group collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Group. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

DEFINITIONS

In this circular, the following expressions shall have the meanings set out below unless the context requires otherwise:

“AGM”	the annual general meeting of the Company to be convened and held at 39/F, Lee Garden One, 33 Hysan Avenue, Causeway Bay, Hong Kong on Friday, 27 June 2025 at 10:30 a.m. or any adjournment thereof (as the case may be);
“AGM Notice”	the notice convening the AGM set out on pages 13 to 15 of this circular;
“Articles”	the articles of association of the Company as amended from time to time;
“Board”	the board of Directors;
“Company”	OSL Group Limited (OSL集團有限公司), a company incorporated in the Cayman Islands with limited liability, and the Shares are listed on the Stock Exchange;
“Director(s)”	the directors of the Company;
“General Mandate”	a general and unconditional mandate proposed to be granted to the Directors to exercise all powers of the Company to allot, issue and otherwise deal with Shares of not exceeding 20% of the number of issued shares of the Company as at the date of AGM;
“Group”	the Company and its subsidiaries;
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC;
“Latest Practicable Date”	2 June 2025, being the latest practicable date prior to the printing of this circular for ascertaining certain information for inclusion in this circular;
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited;
“Nomination Committee”	the nomination committee of the Company;
“PRC”	the People’s Republic of China which for the purpose of this circular, shall exclude Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan;
“SFO”	Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended and supplemented from time to time;

DEFINITIONS

“Share(s)”	ordinary share(s) of HK\$0.01 each in the share capital of the Company;
“Shareholder(s)”	holder(s) of Share(s);
“Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“substantial shareholder”	has the same meaning as defined in the Listing Rules; and
“HK\$”	Hong Kong dollar, the lawful currency of Hong Kong.

OSL

OSL Group Limited OSL集團有限公司

(incorporated in the Cayman Islands with limited liability)
(Stock Code: 863)

Non-executive Director:

Mr. Lee Kam Hung Lawrence (*Chairman*)

Executive Directors:

Mr. Cui Song (*Chief Executive Officer*)

Mr. Tiu Ka Chun, Gary

Ms. Xu Kang

Mr. Yang Chao

Independent Non-Executive Directors:

Mr. Chau Shing Yim, David

Mr. Xu Biao

Mr. Yang Huan

Registered Office:

Cricket Square
Hutchins Drive
P.O. Box 2681
Grand Cayman KY1-1111
Cayman Islands

*Principal Place of Business
in Hong Kong:*

39/F, Lee Garden One,
33 Hysan Avenue,
Causeway Bay,
Hong Kong

5 June 2025

To the Shareholders

Dear Sir/Madam,

**PROPOSALS FOR
(1) GRANT OF GENERAL MANDATE TO ISSUE SHARES;
(2) RE-ELECTION OF RETIRING DIRECTORS;
(3) CHANGE OF AUDITORS; AND
(4) NOTICE OF AGM**

1. INTRODUCTION

The purpose of this circular is to provide the Shareholders with the information regarding certain resolutions to be proposed at the AGM to enable you to make decisions on whether to vote for or against these resolutions.

At the AGM, resolutions, amongst others, will be proposed for the Shareholders to approve (a) the General Mandate to issue shares, (b) the re-election of the retiring Directors and (c) change of auditors.

LETTER FROM THE BOARD

2. GENERAL MANDATE TO ISSUE SHARES

The Company's existing general mandate to issue Shares was approved by its then Shareholders on 30 May 2024. Unless otherwise renewed, the existing mandate to issue Shares will lapse at the conclusion of the AGM. At the AGM, an ordinary resolution will be proposed to grant to the Director a general mandate to allot, issue and otherwise deal with Shares not exceeding 20% of the number of issued shares of the Company as at the date of the passing of the proposed resolution.

The General Mandate allows the Directors to allot, issue and otherwise deal with Shares only during the period ending on the earliest of (i) the conclusion of the next annual general meeting of the Company; (ii) the date by which the next annual general meeting of the Company is required to be held by the Articles or the laws of the Cayman Islands; or (iii) the date upon which such authority is revoked or varied by an ordinary resolution of the Shareholders in a general meeting of the Company.

The Directors consider that it is in the best interests of the Company and its Shareholders to grant the General Mandate to the Directors to enhance the flexibility of any possible fund raising or acquisition.

As at the Latest Practicable Date, the number of issued shares was 626,353,184 Shares. Subject to the passing of the relevant resolution to approve the General Mandate and on the basis that no further Shares are allotted and issued or repurchased prior to the date of the AGM, the Directors would be authorised to allot, issue and otherwise deal with a maximum of 125,270,636 new Shares under the General Mandate, representing 20% of the number of issued shares as at the date of the AGM.

3. RE-ELECTION OF RETIRING DIRECTORS

In accordance with article 108 of the Articles, at each annual general meeting one-third of the Directors for the time being (or, if their number is not a multiple of three (3), the number nearest to but not less than one-third), shall retire from office by rotation provided that every Director shall be subject to retirement at an annual general meeting at least once every three years. A retiring Director shall be eligible for re-election. Accordingly, Mr. Tiu Ka Chun, Gary and Mr. Chau Shing Yim, David will retire from office as Director and being eligible, has offered himself for re-election as Director at the AGM.

In accordance with article 112 of the Articles, Mr. Lee Kam Hung Lawrence, Mr. Cui Song and Mr. Yang Huan shall retire at the annual general meeting and being eligible, offer themselves for re-election as Directors at the forthcoming annual general meeting.

The Nomination Committee had reviewed the annual confirmation of independence provided by each independent non-executive Director and was satisfied that each of them meets the independence criteria as set out in Rule 3.13 of the Listing Rules and that there were no relationships or circumstances which are likely to affect their independent judgement.

LETTER FROM THE BOARD

Having reviewed the structure, size and composition of the Board, the confirmations given by the Directors, the qualifications, skills and experience, time commitment and contribution of the retiring Directors with reference to the nomination principles and criteria set out in the Company's board diversity policy and nomination policy. The Nomination Committee has recommended to the Board on the re-election of all the retiring Directors who are due to retire at the AGM. In addition, the Board is of the view that they will continue to bring valuable business experience, knowledge and professionalism to the Board for its efficient and effective functioning and diversity.

As a good corporate governance practice, each of the retiring Directors abstained from deliberations and decisions on their own eligibility to stand for re-election at the relevant Nomination Committee and board meetings.

Details of the above retiring Directors who are subject to re-election at the AGM are set out in Appendix I to this circular in accordance with the relevant requirements of the Listing Rules.

4. CHANGE OF AUDITOR

Messrs. PricewaterhouseCoopers (“**PwC**”), Certified Public Accountants, Hong Kong, has been holding office as auditor of the Company since 28 December 2018. The Board is of the view that, as a good corporate governance measure, the Company should consider rotation of its auditor after an appropriate period of time. Such rotation would enhance the independence of the external audit on the Company and would be in the best interest of the Company and its Shareholders as a whole. PwC will retire and will not seek for re-appointment as auditor of the Company upon expiration of its current term of office at the conclusion of the Annual General Meeting.

With the recommendation of the Audit Committee of the Board, the Board resolved to propose at the Annual General Meeting a resolution to approve the appointment of Messrs. Deloitte Touche Tohmatsu (“**Deloitte**”), Certified Public Accountants, Hong Kong, as the new auditor of the Company with effect from the conclusion of the Annual General Meeting and to hold office until the conclusion of the next annual general meeting of the Company. Such proposed appointment is subject to the approval of the Shareholders at the Annual General Meeting.

The Audit Committee has considered a number of factors when recommending Deloitte as the new auditor of the Company to the Board, including but not limited to (i) their experience in handling audit work for companies listed on the Stock Exchange, their industry knowledge and their familiarity with the requirements under the Listing Rules and relevant financial reporting standards; (ii) their resources allocation, quality and capability including but not limited to manpower, time and other resources allocation; (iii) their independence and objectivity; (iv) their audit fee; and (v) their market reputation.

Based on the above, the Audit Committee has assessed and considered that Deloitte is independent, competent and capable (including manpower, expertise, time and other resources) to perform a high-quality audit and is suitable to act as the new auditor of the Company. The

LETTER FROM THE BOARD

Board has confirmed that there is no disagreement between PwC and the Company, and there are no other matters in respect of the proposed change of auditor that need to be brought to the attention of the Shareholders.

The Board would like to take this opportunity to express its sincere gratitude to PwC for its professional and quality services rendered to the Company during the past years.

5. ANNUAL GENERAL MEETING

A notice convening the AGM to be held at 39/F, Lee Garden One, 33 Hysan Avenue, Causeway Bay, Hong Kong on Friday, 27 June 2025 at 10:30 a.m. is set out on pages 13 to 15 of this circular for the purpose of considering and, if thought fit, passing the resolutions set out therein.

A form of proxy for use by Shareholders at the AGM is enclosed with this circular. Whether or not you intend to attend and vote at the AGM in person, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon and return it to the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible but in any event not less than 48 hours (i.e. 10:30 a.m. on Wednesday, 25 June 2025) before the time appointed for the holding of the AGM or any adjournment thereof (as the case may be). Completion and return of the form of proxy will not preclude you from subsequently attending and voting at the AGM or any adjournment thereof (as the case may be) should you so desire and, in such event, the form of proxy shall be deemed to be revoked.

RECOMMENDATION

The Directors consider that all the proposed resolutions at the AGM are in the best interests of the Company and the Shareholders as a whole, and, accordingly, the Directors recommend all Shareholders to vote in favour of all the resolutions to be proposed at the AGM and as set out in the AGM Notice.

By Order of the Board

OSL Group Limited

Cui Song

Chief Executive Officer and Executive Director

The following are particulars of the Directors proposed to be re-elected at the AGM:

Mr. Lee Kam Hung Lawrence, *BBS, JP* (“**Mr. Lee**”), aged 70, has been chairman and non-executive Director, the chairman of each of the Nomination Committee and the Risk Management Committee and a member of the Remuneration Committee of the Company since 27 September 2024, as well as a director of a subsidiary of the Company.

Mr. Lee has been practicing with Baker McKenzie, an international law firm (the “**Firm**”), since 1979. He served as the chairman of the Firm’s Hong Kong and PRC offices from 1996 to June 2024 and being a member of the Firm’s Capital Markets Practice Group, where he mainly focused on corporate finance, including mergers and acquisitions of public companies, corporate reorganization, securities-related practices, and assisting companies with their compliance issues and challenges. In the last 15 years, he also began focusing on substantial dispute resolution work and represented clients in several high-profile cases. Mr. Lee also served as chairman of the Asia Pacific Regional Council and was a former Executive Committee member of the Firm. He retired on 26 September 2024 after practicing for 46 years with the Firm. He will continue his legal career and is in the process of gaining his admission as a barrister and he is a member of the Panel of Arbitrators and Panel of Neutrals of eBRAM International Online Dispute Resolution Centre.

While attending to his private practice, Mr. Lee has devoted significant time to serving the community in various capacities. He is currently the chairman of the Staff Appeal Committee of the Hospital Authority. He also served as the chairman of the Process Review Panel for the Securities and Futures Commission (**SFC**) (2018/2019 to 2023/2024) and a member of the SFC’s Takeovers and Mergers Panel and the Takeovers Appeal Committee (2020–2024), as well as the Hong Kong Housing Society. In addition, he is a Senior Fellow of the Hong Kong Securities and Investment Institute. He is currently member of the Primary Healthcare Committee of the Health Bureau.

In the past, Mr. Lee served as chairman of the Hospital Governing Committee of Pamela Youde Nethersole Eastern Hospital from April 2007 to March 2017. He was also a non-executive director of the SFC from November 2009 to November 2015. Furthermore, he was a board member of the Hospital Authority from April 2005 to March 2013 and a member of the Mainland Business Advisory Committee of the Hong Kong Trade Development Council from 2015 to 2019.

There is no specific term of appointment for Mr. Lee, but he shall be subject to the relevant provisions of retirement and re-election at the annual general meetings of the Company in accordance with the articles of association and other applicable laws, rules and regulations. Mr. Lee’s remuneration is determined by reference to his experience, duties and responsibilities with the Company and the prevailing market condition and is subject to review by the Remuneration Committee and the Board from time to time. Mr. Lee is currently entitled to an annual basic emolument of HK\$2,280,000.

As at the Latest Practicable Date, save as disclosed above, Mr. Lee has a personal interest in 28,000 share awards granted to him under 2025 Share Award Scheme of the Company within the meaning of Part XV of the SFO.

Save as disclosed above, Mr. Lee does not hold, and has not held any other position in the Group nor any directorship in other listed public companies in the last three years. In addition, Mr. Lee does not have any relationship with any Directors, senior management, substantial Shareholders or controlling Shareholders of the Company. He has confirmed that he is not aware of any matters that need to be brought to the attention of the Shareholders or any information that is required to be disclosed herein pursuant to Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

Mr. Cui Song (“**Mr. Cui**”), aged 47, has been executive Director of the Company since 1 January 2025 and was appointed as an alternate to Mr. Yang Chao as a member of the Remuneration Committee with effect from 25 March 2025, as well as a director of a subsidiary of the Company.

Mr. Cui has been the chief executive officer of the Group since 5 August 2024. He is a seasoned leader with over 20 years of experience in the Web 2.0 and Web 3.0 sectors. He has held senior leadership roles at Bybit, FangDuoDuo (Nasdaq: DUO), Google and other firms, managing and leading engineering, product management and operations initiatives and innovations. Throughout his career, Mr. Cui has successfully managed early-stage financing and led companies through IPOs. As a forward-thinking leader in the digital asset space, he is adept at navigating the ever-changing regulatory environment, and ensuring compliance while driving innovation proactively. His vision and commitment to industry progress make him a key leader in the future of digital assets. Mr. Cui holds both Bachelor’s and Master’s degrees in Engineering from Shanghai Jiao Tong University.

There is no specific term of appointment for Mr. Cui, but he shall be subject to the relevant provisions of retirement and re-election at the annual general meetings of the Company in accordance with the articles of association and other applicable laws, rules and regulations. Mr. Cui’s remuneration is determined by reference to his duties and responsibilities with the Company and the prevailing market condition and is subject to review by the Remuneration Committee and the Board from time to time. Mr. Cui is currently entitled to an annual basic emolument of HK\$4,560,000 for being the Chief Executive Officer of the Company and does not receive a director’s fee during his tenure of office as an Executive Director of the Company.

As at the Latest Practicable Date, save as disclosed above Mr. Cui has a personal interest in 560,000 share awards granted to him under 2025 Share Award Scheme of the Company within the meaning of Part XV of the SFO.

Save as disclosed above, Mr. Cui does not hold, and has not held any other position in the Group nor any directorship in other listed public companies in the last three years. In addition, Mr. Ko does not have any relationship with any Directors, senior management, substantial Shareholders or controlling Shareholders of the Company. He has confirmed that he is not aware of any matters that need to be brought to the attention of the Shareholders or any information that is required to be disclosed herein pursuant to Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

Mr. Tiu Ka Chun, Gary (“**Mr. Tiu**”), aged 47, has been an executive Director of the Company since July 2019, and a member of the Risk Management Committee since January 2024. He is also the Head of Regulatory Affairs of the Company, as well as a director of certain subsidiaries of the Company.

Mr. Tiu has more than 20 years of experience as a corporate legal counsel, specialising in regulatory affairs and financial products. Prior to joining the Company, Mr. Tiu served as General Counsel for Yunfeng Financial Group and Asia Head of Legal and Compliance for Cantor Fitzgerald and BGC Partners. Earlier in his career, Mr. Tiu specialised in structured derivatives, private equity and managed investment products at Macquarie Group and CITIC Capital. Mr. Tiu holds a Bachelor of Laws and a Bachelor of Arts from the University of New South Wales.

There is no specific term of appointment for Mr. Tiu, but he shall be subject to the relevant provisions of retirement and re-election at the annual general meetings of the Company in accordance with the articles of association and other applicable laws, rules and regulations. Mr. Tiu’s remuneration is determined by reference to his duties and responsibilities with the Company and the prevailing market condition and is subject to review by the Remuneration Committee and the Board from time to time. Mr. Tiu currently receives an annual basic emolument of HK\$3,240,000.

As at the Latest Practicable Date, Mr. Tiu has a personal interest in 285,000 ordinary shares of the Company, 600,000 share options of the Company and 232,000 share awards granted to him under 2025 Share Award Scheme of the Company within the meaning of Part XV of the SFO.

Save as disclosed above, Mr. Tiu does not hold, and has not held any other position in the Group nor any directorship in other listed public companies in the last three years. In addition, Mr. Tiu does not have any relationship with any Directors, senior management, substantial Shareholders or controlling Shareholder of the Company. He has confirmed that he is not aware of any matters that need to be brought to the attention of the Shareholders or any information that is required to be disclosed herein pursuant to Rule 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

Mr. Chau Shing Yim, David (“**Mr. Chau**”), aged 61, has been an independent non-executive Director of the Company since April 2018. He is also the chairman of the Audit Committee and the Remuneration Committee and a member of the Nomination Committee of the Company.

He has over 30 years of experience in corporate finance and was formerly a partner of one of the big four accounting firms. Mr. Chau was a key member who founded their corporate finance division and held the position as their Head of Merger and Acquisition and Corporate Advisory. Mr. Chau is a member of the Institute of Chartered Accountants in England and Wales (“**ICAEW**”), and was granted the Corporate Finance Qualification of ICAEW. He is also a member of the Hong Kong Institute of Certified Public Accountants (“**HKICPA**”) and was an ex-committee member of the Disciplinary Panel of HKICPA. Mr. Chau is a Senior Fellow and Director of the Hong Kong Securities and Investment Institute (“**HKSI**”) and he was the chairman of China and Corporate Committee. Mr. Chau is the member of Hong Kong Metropolitan University Foundation Advisory Committee. Mr. Chau is the member of Pamela Youde Nethersole Eastern Hospital (“**PYNEH**”) Fund Raising Committee, PYNEH Charitable Trust and also ex-member of the Hospital Governing Committee.

Mr. Chau is currently an independent non-executive director of China Ruyi Holdings Limited (Stock Code: 136), Productive Technologies Company Limited (Stock Code: 650), Lee & Man Paper Manufacturing Limited (Stock Code: 2314) and Man Wah Holdings Limited (Stock Code: 1999). Mr. Chau resigned as the independent non-executive director of each of China Evergrande New Energy Vehicle Group Limited (Stock Code: 708) and China Evergrande Group (In Liquidation) (Stock Code: 3333) in October 2024 and May 2024. All the aforesaid companies are listed on the Main Board of the Stock Exchange. Save as disclosed above, Mr. Chau has not held any directorship in any other listed companies in the past three years.

There is no specific term of appointment for Mr. Chau, but he shall be subject to the relevant provisions of retirement and re-election at the annual general meetings of the Company in accordance with the articles of association and other applicable laws, rules and regulations. Mr. Chau is entitled to a director’s basic remuneration of HK\$700,000 per annum, which is determined with reference to his responsibilities, experience and market benchmarks, and is approved by the Remuneration Committee and the Board.

As at the Latest Practicable Date, saved as disclosed above, Mr. Chau is interested in 20,000 ordinary shares of the Company and 600,000 share options within the meaning of Part XV of the SFO.

Save as disclosed above, Mr. Chau does not hold, and has not held any other position in the Group nor any directorship in other listed public companies in the last three years. In addition, Mr. Chau does not have any relationship with any Directors, senior management, substantial Shareholders or controlling Shareholder. He has confirmed that he is not aware of any matters that need to be brought to the attention of the Shareholders or any information that is required to be disclosed herein pursuant to Rule 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

Mr. Yang Huan (“**Mr. Yang**”), aged 37, has been an independent non-executive Director and a member of each of the Audit Committee, the Nomination Committee and the Remuneration Committee of the Company since 17 June 2024.

Mr. Yang is currently serves as Senior Partner of 康控創業投資(深圳)有限公司(Kang Kong Venture Capital (Shenzhen) Co., Ltd.) and Executive Partner of the Artificial Intelligence Industry Fund. He once worked in financial institutions such as Morgan Stanley (formerly known as “**Morgan Stanley Huaxin**”), Shenzhen Qianhai Junchuang Fund and 深圳創維(Shenzhen Chuangwei), providing investment banking and investment services for various large-scale central and state-owned enterprises as well as listed companies. He has years of senior management experience of private equity funds, serving as an investment committee member or a key person or an external expert of a number of private equity funds; he also has extensive practical experience in the businesses of domestic and foreign IPOs of corporations, mergers and acquisitions and restructuring of listed companies, and investment in industry funds. Mr. Yang graduated from Northeast Normal University in China with a master’s degree and a bachelor’s degree in administration.

There is no specific term of appointment for Mr. Yang, but he shall be subject to the relevant provisions of retirement and re-election at the annual general meetings of the Company in accordance with the articles of association and other applicable laws, rules and regulations. Mr. Yang is entitled to a director’s basic remuneration of HK\$700,000 per annum, which is determined with reference to his responsibilities, experience and market benchmarks, and is approved by the Remuneration Committee and the Board.

As at the Latest Practicable Date, save as disclosed above, Mr. Yang was not interested nor deemed to be interested in any other Shares or any underlying Shares of the Company within the meaning of Part XV of the SFO.

Save as disclosed above, Mr. Yang does not hold, and has not held any other position in the Group nor any directorship in other listed public companies in the last three years. In addition, Mr. Yang does not have any relationship with any Directors, senior management, substantial Shareholders or controlling Shareholder. He has confirmed that he is not aware of any matters that need to be brought to the attention of the Shareholders or any information that is required to be disclosed herein pursuant to Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

OSL

OSL Group Limited

OSL集團有限公司

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 863)

NOTICE IS HEREBY GIVEN that the annual general meeting of OSL Group Limited (the “**Company**”) will be held at 39/F, Lee Garden One, 33 Hysan Avenue, Causeway Bay, Hong Kong on Friday, 27 June 2025 at 10:30 a.m. to consider and, if thought fit, to pass with or without amendments, the following resolutions:

ORDINARY RESOLUTIONS

1. To receive and adopt the audited financial statements of the Company and its subsidiaries and the reports of the directors of the Company (the “**Directors**”) and the auditors of the Company for the year ended 31 December 2024;
2.
 - (a) To re-elect Mr. Lee Kam Hung Lawrence as a non-executive Director;
 - (b) To re-elect Mr. Cui Song as an executive Director;
 - (c) To re-elect Mr. Tiu Ka Chun, Gary as an executive Director;
 - (d) To re-elect Mr. Chau Shing Yim, David as an independent non-executive Director;
 - (e) To re-elect Mr. Yang Huan as an independent non-executive Director; and
 - (f) To authorise the board of Directors to fix the Directors’ remuneration.
3. To appoint Messrs. Deloitte Touche Tohmatsu as independent auditor of the Company to hold office until the conclusion of the next annual general meeting of the Company, and to authorise the board of Directors to fix their remuneration;
4. To consider as special business and, if thought fit, pass with or without amendments the following resolution as an ordinary resolution:

“THAT:

- (a) subject to paragraph (c) of this resolution, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional shares of HK\$0.01 (the “**Share**”) each in the share capital of the Company or securities convertible into such shares or options, warrants, or similar right to subscribe for any Shares or convertible securities of the Company and to make or grant offers, agreements and options

NOTICE OF AGM

(including bonds, warrants and debentures convertible into shares of the Company) which would or might require the exercise of such power be and is hereby generally and unconditionally approved;

- (b) the approval in paragraph (a) of this resolution shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options (including bonds, warrants and debentures convertible into shares of the Company) which would or might require the exercise of such powers (including but not limited to the power to allot, issue and deal with additional Shares) during or after the end of the Relevant Period;
- (c) the total number of shares of the Company allotted or agreed conditionally or unconditionally to be allotted and issued (whether pursuant to an option or otherwise) by the Directors pursuant to the approval in paragraphs (a) and (b) of this resolution, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined); (ii) the exercise of any options granted under any share option scheme adopted by the Company or similar arrangement for the time being adopted for the grant or issue to officers and/or employees of the Company and/or any of its subsidiaries and/or any eligible persons thereunder of shares or rights to subscribe for Shares; or (iii) any scrip dividend scheme or similar arrangement providing for the allotment of Shares in lieu of the whole or part a dividend pursuant to the articles of association of the Company (the “**Articles of Association**”) from time to time; or (iv) an issue of Shares upon the exercise of rights of subscription or conversion under the terms of any warrants of the Company or any securities which are convertible into Shares, shall not exceed 20% of the number of the issued shares of the Company as at the time of passing this resolution, and the said approval shall be limited accordingly; and
- (d) for the purpose of this Resolution, “Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:
 - (i) the conclusion of the next annual general meeting of the Company; or
 - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association or any applicable laws of the Cayman Islands to be held; or
 - (iii) the date on which the authority given under this resolution is revoked or varied by an ordinary resolution of the shareholders of the Company in general meeting.

“Rights Issue” means an offer of Shares open for a period fixed by the Company or the Directors to holders of Shares whose names appear on the register of members of the Company on a fixed record date in proportion to their then holdings of such Shares as at that date (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in

NOTICE OF AGM

relation to fractional entitlements or having regard to any restrictions or obligations under the laws of any relevant jurisdiction, or the requirements of any recognised regulatory body or any stock exchange).”

By Order of the Board
OSL Group Limited
Cui Song

Executive Director and Chief Executive Officer

Hong Kong, 5 June 2025

Notes:

1. Any member of the Company entitled to attend and vote at the AGM is entitled to appoint one or (in respect of a member who is the holder of two or more shares) more proxies to attend and vote in his stead. A proxy need not be a member of the Company.
2. A proxy form of the AGM is enclosed. If the appointer is a corporation, the proxy form must be made under its seal or under the hand of an officer or attorney duly authorized on its behalf.
3. Where there are joint registered holders of any shares, any one of such persons may vote at the AGM (or any adjournment thereof), either personally or by proxy, in respect of such Share as if he were solely entitled thereto; but if more than one of such joint holders be present at the AGM personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such share shall alone be entitled to vote in respect thereof.
4. In order to be valid, the proxy form, together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy thereof, must be deposited at the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited at 17/F, Far East Centre, 16 Harcourt Road, Hong Kong not less than 48 hours (i.e. 10:30 a.m. on Wednesday, 25 June 2025) before the time appointed for holding the AGM or any adjournment thereof. Delivery of an instrument appointing a proxy shall not preclude a shareholder from attending and voting in person at the AGM and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
5. For the purpose of ascertaining shareholders' entitlement to attend and vote at the AGM, the register of members of the Company will be closed from Tuesday, 24 June 2025 to Friday, 27 June 2025, both days inclusive, during which period no transfer of shares will be registered. In order to be eligible to attend and vote at the AGM, shareholders must lodge all transfer documents accompanied by the relevant share certificates for Registration with the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, not later than 4:30 p.m. on Monday, 23 June 2025.
6. As at the date of this notice, the executive Directors are Mr. Cui Song, Mr. Tiu Ka Chun, Gary, Ms. Xu Kang and Mr. Yang Chao, the non-executive Director is Mr. Lee Kam Hung Lawrence and the independent non-executive Directors are Mr. Chau Shing Yim, David, Mr. Xu Biao and Mr. Yang Huan.
7. If tropical cyclone warning signal no. 8 or above, "extreme conditions" caused by super typhoons or a black rainstorm warning is in effect at any time after 7:00 a.m. on Friday, 27 June 2025 the meeting will be adjourned and further announcement for details of alternative meeting arrangements will be made. The meeting will be held as scheduled even when tropical cyclone warning signal no. 3 or below is hoisted, or an amber or red rainstorm warning signal is in force. You should make your own decision as to whether you would attend the meeting under bad weather conditions and if you should choose to do so, you are advised to exercise care and caution.