

OSL GROUP LIMITED

OSL 集團有限公司

(incorporated in Cayman Islands with limited liability)

Unaudited Pro Forma Financial Information

<u>CONTENTS</u>	<u>PAGE(S)</u>
UNAUDITED PRO FORMA FINANCIAL INFORMATION OF THE ENLARGED GROUP	IV-1
UNAUDITED PRO FORMA CONSOLIDATED STATEMENT OF FINANCIAL POSITION	IV-2
NOTES TO THE UNAUDITED PRO FORMA FINANCIAL INFORMATION	IV-3 - IV-5
INDEPENDENT REPORTING ACCOUNTANTS' ASSURANCE REPORT ON THE COMPILATION OF PRO FORMA FINANCIAL INFORMATION	IV-6 - IV-8

A. UNAUDITED PRO FORMA FINANCIAL INFORMATION OF THE ENLARGED GROUP

In connection with the proposed acquisition (the "**Proposed Acquisition**") of Banxa Holdings Inc. ("**Banxa**" or "**Target Company**") and its subsidiaries (the "**Target Group**") by OSL BNXA Acquisition Inc., an indirect wholly owned subsidiary of the OSL Group Limited (the "**Company**"), the unaudited pro forma consolidated statement of financial position of the Company and its subsidiaries (the "**Group**") and the Target Group (the "**Enlarged Group**") as at 30 June 2025 has been prepared by the directors of the Company (the "**Directors**") in accordance with paragraph 4.29 of the Listing Rules to illustrate the effect of the Proposed Acquisition on the Group's financial position as at 30 June 2025 as if the Proposed Acquisition had taken place on 30 June 2025.

The unaudited pro forma consolidated statement of financial position of the Enlarged Group as at 30 June 2025 and related notes (hereinafter collectively referred to as the "**Unaudited Pro Forma Financial Information**") has been prepared based on (i) the unaudited condensed consolidated statement of financial position of the Group as at 30 June 2025 as extracted from the published interim report of the Company for the six months ended 30 June 2025; (ii) the consolidated statements of financial position of the Target Group as at 31 March 2025; and (iii) the pro forma adjustment described in the accompanying notes that are directly attributable to the Proposed Acquisition and factually supportable.

The Unaudited Pro Forma Financial Information has been prepared by the Directors based on certain assumptions, estimates and uncertainties for illustrative purposes only and because of its hypothetical nature, the Unaudited Pro Forma Financial Information may not purport to predict what the financial position of the Enlarged Group would have been if the Proposed Acquisition had been completed on 30 June 2025 nor in any future period or on any future dates.

The Unaudited Pro forma Financial Information should be read in conjunction with other financial information contained in this circular.

UNAUDITED PRO FORMA CONSOLIDATED STATEMENT OF FINANCIAL POSITION
As at 30 June 2025

	Pro forma adjustments					
	The Group as at 30 June 2025 HK\$'000 (Note 1)	The Target Group as at 31 March 2025 AUD'000 (Note 2)	The Target Group as at 31 March 2025 HK\$'000 (Note 3)	Other adjustments HK\$'000 HK\$'000 (Note 4) (Note 5)		The Enlarged Group HK\$'000
ASSETS						
Non-current assets						
Property, plant and equipment	25,450	134	687	-	-	26,137
Intangible assets	262,555	152	779	621,675	-	885,009
Prepayments, deposits and other receivables	5,625	487	2,495	-	-	8,120
Investment accounted for using equity method	9,454	-	-	-	-	9,454
Financial assets at fair value through profit or loss	40,866	-	-	-	-	40,866
Deferred tax assets	-	152	779	-	-	779
Other investment	-	713	3,654	-	-	3,654
Total non-current assets	343,950	1,638	8,394	621,675	-	974,019
Current assets						
Digital assets	728,447	3,014	15,444	-	-	743,891
Trade receivables	51,375	5,599	28,690	-	-	80,065
Collateral receivables	13,900	-	-	-	-	13,900
Prepayments, deposits and other receivables	29,518	1,021	5,232	-	-	34,750
Cash held on behalf of licensed entities' customers	492,351	-	-	-	-	492,351
Cash and cash equivalents	459,214	2,857	14,640	(486,700)	(50,000)	(62,846)
Total current assets	1,774,805	12,491	64,006	(486,700)	(50,000)	1,302,111
Total assets	2,118,755	14,129	72,400	134,985	(50,000)	2,276,130
LIABILITIES						
Non-current liabilities						
Provision	4,222	87	446	-	-	4,668
Lease liabilities	2,491	-	-	-	-	2,491
Deferred tax liability	-	36	184	117,871	-	118,055
Convertible note	-	5,899	30,228	(30,228)	-	-
Total non-current liabilities	6,713	6,022	30,858	87,643	-	125,214
Current liabilities						
Trade payables	116,333	2,210	11,324	-	-	127,657
Contract liabilities	4,835	-	-	-	-	4,835
Accruals, other payables and provision	73,104	5,795	29,695	-	-	102,799
Liabilities due to customers	621,101	-	-	-	-	621,101
Lease liabilities	12,587	110	564	-	-	13,151
Borrowings	142,811	8,872	45,462	-	-	188,273
Current income tax liabilities	123	357	1,829	-	-	1,952
Total current liabilities	970,894	17,344	88,874	-	-	1,059,768
Total liabilities	977,607	23,366	119,732	87,643	-	1,184,982
EQUITY						
Equity attributable to owners of the Company						
Share capital	6,264	23,140	118,574	(118,574)	-	6,264
Other reserves	3,108,053	13,622	69,802	(69,802)	-	3,108,053
Accumulated losses	(1,961,715)	(45,999)	(235,708)	235,708	(50,000)	(2,011,715)
	1,152,602	(9,237)	(47,332)	47,332	(50,000)	1,102,602
Non-controlling interests	(11,454)	-	-	-	-	(11,454)
Total equity	1,141,148	(9,237)	(47,332)	47,332	(50,000)	1,091,148

Notes:

1. The balances are extracted from the unaudited condensed consolidated statement of financial position of the Group as at 30 June 2025, as set out in the published interim report of the Company for the six months ended 30 June 2025.
2. The balances are extracted from the audited consolidated statement of financial position of the Target Group as at 31 March 2025, which is prepared by the Directors in accordance with the Group's accounting policies under IFRS Accounting Standards. Set out in Appendix II to this circular is a reconciliation between the Target Group's financial information as of 30 June 2022, 2023, 2024 and 31 March 2025 and for each of the years ended 30 June 2022, 2023, 2024 and for the nine months ended 31 March 2025 (the "**Reporting Periods**") as extracted from the Target Group's consolidated financial statements prepared in accordance with IFRS Accounting Standards, and the adjusted financial information for the Reporting Periods had it been prepared in accordance with the accounting policies adopted by the Group.
3. For the purpose of the Unaudited Pro Forma Financial Information, the consolidated statement of financial position of the Target Group is translated from Australian dollars ("**AUD**") to Hong Kong dollars ("**HK\$**") at the exchange rate of AUD1 to HK\$5.1242. Such translation is for illustrative purpose only, and does not constitute a representation that any amount has been, could have been, or may otherwise be exchanged or converted, or vice versa, at that rate.
4. Pursuant to the arrangement agreement dated on 27 June 2025, the maximum consideration for the Proposed Acquisition is approximately Canadian Dollar ("**CAD**") 85.18 million (approximately HK\$486.7 million translated at the exchange rate of CAD1 to HK\$5.714) which is payable in cash. Upon the completion of the Proposed Acquisition, the Target Company will become an indirect wholly-owned subsidiary of the Company.

The Directors considered that it is appropriate to apply acquisition accounting under IFRS 3 "Business Combinations" ("**IFRS 3**") in respect of the Proposed Acquisition. The identifiable assets and liabilities of the Target Group will be accounted for in the consolidated financial statements of the Group at their fair values under the acquisition method of accounting in accordance with IFRS 3. For the purpose of the Unaudited Pro Forma Financial Information, the allocation of the purchase consideration is determined based on the estimates of the fair values of the identifiable assets and liabilities of the Target Group as at 31 March 2025 prepared by the Directors and assumed as the fair value on 30 June 2025.

The adjustments represent the fair value adjustments of the identifiable assets and liabilities assumed and the elimination of the convertible note, share capital and pre-acquisition reserves of the Target Group. Calculation of pro forma goodwill arising from the Proposed Acquisition is as follows:

OSL GROUP LIMITED

OSL 集團有限公司

4. - continued

	HK\$'000
Cash consideration (note 5)	<u>486,700</u>
Carrying amount of the net liabilities of the Target Group as at 31 March 2025 (note (ii))	(47,332)
Fair value adjustments:	
Add: Acquisition of Banxa's shares to be issued on conversion of Banxa's convertible notes outstanding made by the Group (note (iii))	30,228
Less: Goodwill within the Target Group previously recognised (included within intangible assets) (note (iv))	(779)
Add: Fair value of intangible assets identified through the Proposed Acquisition (note (ii))	392,903
Less: Deferred tax liabilities arising from the pro forma fair value adjustment on intangible assets (note (ii))	<u>(117,871)</u>
Net assets acquired	<u>257,149</u>
Cash consideration	486,700
Less: Net assets acquired	<u>(257,149)</u>
Pro forma goodwill arising from the Proposed Acquisition (included within intangible assets)	<u>229,551</u>
The pro forma adjustment on intangible assets represents:	HK\$'000
Fair value of intangible assets identified through the Proposed Acquisition (note (ii))	392,903
Add: Pro forma goodwill arising from the Proposed Acquisition	229,551
Less: Goodwill within the Target Group previously recognised	<u>(779)</u>
	<u>621,675</u>

- (i) For the purpose of preparing the Unaudited Pro Forma Financial Information, the Directors assumed the pro forma fair value of assets and liabilities of the Target Group as at 30 June 2025 are the same as their respective carrying amounts as at 31 March 2025, except for the adjustments detailed in notes (ii) to (iv) below.
- (ii) The unaudited pro forma fair value adjustment on intangible assets is related to license of the Target Group not recognised as in its consolidated statement of financial position as at 31 March 2025. The fair value of the licenses is estimated based on the independent valuation report prepared by ValQuest Advisory (Hong Kong) Limited as at 30 June 2025. The unaudited pro forma fair value of intangible assets is estimated at approximately AUD76,676,000 (equivalent to approximately HK\$392,903,000, at the exchange rate of AUD1 to HK\$5.1242) as at 30 June 2025 based on discounted cash flow method. Deferred tax liabilities of approximately AUD23,003,000 (equivalent to approximately HK\$117,871,000, at the exchange rate of AUD1 to HK\$5.1242) relating to these intangible assets is calculated at the applicable income tax rate.

4. - continued

- (iii) Pursuant to the arrangement agreement dated on 27 June 2025, the Group would acquire all of the Banxa's shares (including Banxa's shares to be issued on conversion of Banxa's outstanding convertible note). Upon the completion of the Proposed Acquisition, Banxa's outstanding convertible notes would be derecognised.
- (iv) The goodwill previously recognised within the Target Group should not be recognised separately from the goodwill arising from the Proposed Acquisition.

For the purpose of the Unaudited Pro Forma Financial Information of the Enlarged Group, the Group's management has performed an impairment assessment on the goodwill arising from the Proposed Acquisition in accordance with IAS 36 *Impairment of Assets* ("IAS 36") and considers that there would have been no impairment of the goodwill if the Proposed Acquisition had been completed on 30 June 2025. The recoverable amount of the goodwill under impairment assessment was derived based on the higher of its fair value less cost of disposal and its value in use according to IAS 36, and this approach will be adopted by the Group in the preparation of consolidated financial statements in the subsequent accounting periods.

The pro forma fair value of the identifiable assets and liabilities of the Target Group used in the preparation of this Unaudited Pro Forma Financial Information may be substantially different from the final amounts of identifiable assets and liabilities recognised upon the completion of Proposed Acquisition, accordingly, the identifiable assets and liabilities of the Target Company, and the goodwill to be recognised in connection with the Proposed Acquisition at the completion date could be materially different from the estimated amounts stated herein.

5. The adjustment represents the estimated transaction costs attributable to the Proposed Acquisition of approximately HK\$50 million expected to be settled by cash.

For the purpose of preparing the Unaudited Pro Forma Financial Information, the consideration and the estimated transaction costs in respect of the Proposed Acquisition of approximately HK\$486.7 million (as detailed in note 4 above) and HK\$50 million, respectively, are assumed to be settled in cash. The balance of cash and cash equivalent of the Group as at 30 June 2025 were not sufficient for the settlement in full amounts and therefore, negative balance is presented for illustrative purpose. In the opinion of the Directors, having considered the current cash on hand and external financing prior to the completion date, the Group will have sufficient bank balances and cash for the payment of the consideration and the estimated transaction costs, and for the Enlarged Group's working capital for at least twelve months from the date of this circular in the absence of unforeseen circumstances as stated in section headed "Working Capital Sufficiency" in Appendix I to this circular.

6. Apart from the above, no other adjustment has been made to reflect any trading results or other transactions of the Enlarged Group entered into subsequent to 30 June 2025.

B. ACCOUNTANTS' REPORT FROM THE REPORTING ACCOUNTANTS ON THE UNAUDITED PRO FORMA FINANCIAL INFORMATION

The following is the text of the independent reporting accountants' assurance report received from Deloitte Touche Tohmatsu, Certified Public Accountants, Hong Kong, the reporting accountants of the Company, in respect of the Group's unaudited pro forma financial information prepared for the purpose of incorporation in this circular.



INDEPENDENT REPORTING ACCOUNTANTS' ASSURANCE REPORT ON THE COMPILATION OF UNAUDITED PRO FORMA FINANCIAL INFORMATION

To the Directors of OSL Group Limited

We have completed our assurance engagement to report on the compilation of unaudited pro forma financial information of OSL Group Limited (the "**Company**") and its subsidiaries (hereinafter collectively referred to as the "**Group**") by the directors of the Company (the "**Directors**") for illustrative purposes only. The unaudited pro forma financial information consists of the unaudited pro forma consolidated statement of financial position as at 30 June 2025 and related notes as set out on pages IV-1 to IV-5 of the circular issued by the Company dated 30 September 2025 (the "**Circular**"). The applicable criteria on the basis of which the Directors have compiled the unaudited pro forma financial information are described on pages IV-1 to IV-5 of the Circular.

The unaudited pro forma financial information has been compiled by the Directors to illustrate the impact of the proposed acquisition of Banxa Holdings Inc. ("**Banxa**") on the Group's financial position as at 30 June 2025 as if the proposed acquisition of Banxa had taken place on 30 June 2025. As part of this process, information about the Group's financial position has been extracted by the Directors from the Group's condensed consolidated financial statements for the six months ended 30 June 2025, on which no auditor's report or review report has been published.

Directors' Responsibilities for the Unaudited Pro Forma Financial Information

The Directors are responsible for compiling the unaudited pro forma financial information in accordance with paragraph 4.29 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "**Listing Rules**") and with reference to Accounting Guideline 7 "Preparation of Pro Forma Financial Information for Inclusion in Investment Circulars" ("**AG 7**") issued by the Hong Kong Institute of Certified Public Accountants (the "**HKICPA**").

Our Independence and Quality Management

We have complied with the independence and other ethical requirements of the "Code of Ethics for Professional Accountants" issued by the HKICPA, which is founded on fundamental principles of integrity, objectivity, professional competence and due care, confidentiality and professional behavior.

Our firm applies Hong Kong Standard on Quality Management (HKSQM) 1 "Quality Management for Firms that Perform Audits or Reviews of Financial Statements, or Other Assurance or Related Services Engagements" issued by the HKICPA, which requires the firm to design, implement and operate a system of quality management including policies and procedures regarding compliance with ethical requirements, professional standards and applicable legal and regulatory requirements.

Reporting Accountants' Responsibilities

Our responsibility is to express an opinion, as required by paragraph 4.29(7) of the Listing Rules, on the unaudited pro forma financial information and to report our opinion to you. We do not accept any responsibility for any reports previously given by us on any financial information used in the compilation of the unaudited pro forma financial information beyond that owed to those to whom those reports were addressed by us at the dates of their issue.

We conducted our engagement in accordance with Hong Kong Standard on Assurance Engagements 3420 "Assurance Engagements to Report on the Compilation of Pro Forma Financial Information Included in a Prospectus" issued by the HKICPA. This standard requires that the reporting accountants plan and perform procedures to obtain reasonable assurance about whether the Directors have compiled the unaudited pro forma financial information in accordance with paragraph 4.29 of the Listing Rules and with reference to AG 7 issued by the HKICPA.

For purposes of this engagement, we are not responsible for updating or reissuing any reports or opinions on any historical financial information used in compiling the unaudited pro forma financial information, nor have we, in the course of this engagement, performed an audit or review of the financial information used in compiling the unaudited pro forma financial information.

The purpose of unaudited pro forma financial information included in an investment circular is solely to illustrate the impact of a significant event or transaction on unadjusted financial information of the Group as if the event had occurred or the transaction had been undertaken at an earlier date selected for purposes of the illustration. Accordingly, we do not provide any assurance that the actual outcome of the event or transaction at 30 June 2025 would have been as presented.

A reasonable assurance engagement to report on whether the unaudited pro forma financial information has been properly compiled on the basis of the applicable criteria involves performing procedures to assess whether the applicable criteria used by the Directors in the compilation of the unaudited pro forma financial information provide a reasonable basis for presenting the significant effects directly attributable to the event or transaction, and to obtain sufficient appropriate evidence about whether:

- the related pro forma adjustments give appropriate effect to those criteria; and
- the unaudited pro forma financial information reflects the proper application of those adjustments to the unadjusted financial information.

The procedures selected depend on the reporting accountants' judgment, having regard to the reporting accountants' understanding of the nature of the Group, the event or transaction in respect of which the unaudited pro forma financial information has been compiled, and other relevant engagement circumstances.

The engagement also involves evaluating the overall presentation of the unaudited pro forma financial information.

We believe that the evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Opinion

In our opinion:

- (a) the unaudited pro forma financial information has been properly compiled on the basis stated;
- (b) such basis is consistent with the accounting policies of the Group; and
- (c) the adjustments are appropriate for the purposes of the unaudited pro forma financial information as disclosed pursuant to paragraph 4.29(1) of the Listing Rules.

A handwritten signature in black ink, appearing to read "Deloitte Touche Tohmatsu", with a long horizontal flourish extending to the right.

Deloitte Touche Tohmatsu
Certified Public Accountants
Hong Kong, 30 September 2025