

OSL

OSL Group Limited

OSL集團有限公司

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 863)

PROXY FORM FOR THE EXTRAORDINARY GENERAL MEETING TO BE HELD ON 21 JANUARY 2026 (AND ANY ADJOURNMENT THEREOF)

Number of shares to which this proxy form relates ^(Note 1)	
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I/We^(Note 2) _____

of _____

being the registered holder(s) in the share capital of OSL Group Limited (the “**Company**”) hereby appoint^(Note 3) _____

of _____

or failing him/her the chairperson of the Meeting as my/our proxy to attend on my/our behalf at the extraordinary general meeting of the Company (the “**Meeting**”) to be held at 39/F, Lee Garden One, 33 Hysan Avenue, Causeway Bay, Hong Kong on Wednesday, 21 January 2026 at 10:30 a.m. and at any adjournment thereof for the purpose of considering and, if thought fit, passing the resolution as set out in the notice (the “**Notice**”) convening the Meeting and at such Meeting (and any adjournment thereof) to vote for me/us and on my/our behalf in respect of the resolution as hereunder indicated or, if no such indication is given, as my/our proxy thinks fit. Unless otherwise indicated, capitalised terms use herein shall have the same meaning as those defined in the circular of the Company dated 31 December 2025.

ORDINARY RESOLUTION		FOR ^(Note 4)	AGAINST ^(Note 4)
1.	To consider and, if thought fit, pass with or without modification the following resolution as an ordinary resolution: “THAT (a) the general mandate (the “Existing General Mandate”) granted to the directors of the Company (the “Directors”) to allot, issue and deal with the unissued shares of the Company pursuant to an ordinary resolution passed at the annual general meeting of the Company held on 27 June 2025 (the “AGM”) be and is hereby revoked (without prejudice to any valid exercise of the Existing General Mandate prior to the passing of this resolution); (b) subject to paragraph (d) 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 (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; (c) the approval in paragraph (b) 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; (d) 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 (b) and (c) 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		

ORDINARY RESOLUTION		FOR ^(Note 4)	AGAINST ^(Note 4)
(e) for the purpose of this resolution: “Relevant Period” means the period from the date of passing of this resolution until whichever is the earliest of: (i) the conclusion of the next annual general meeting of the Company; (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 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).”			

Dated this _____ day of _____ 2026 Signature(s)^(Note 5): _____

Notes:

- Please insert the number of shares registered in your name(s). If no number is inserted, this proxy form will be deemed to relate to all the shares in the capital of the Company registered in your name(s).
- Full name(s) and address to be inserted in **BLOCK CAPITALS**.
- A proxy need not be a member of the Company. A member is entitled to appoint a proxy/proxies to attend and vote in his stead. If such an appointment is made, you may delete the words “**or failing him/her the chairperson of the Meeting**” and insert the name and address of the person appointed as proxy in the space provided. **ANY ALTERATION MADE TO THIS PROXY FORM MUST BE INITIALLED BY THE PERSON(S) WHO SIGN(S) IT.**
- PLEASE INDICATE WITH a “✓” in the appropriate space beside each item how you wish the proxy to vote on your behalf.** If this form is returned duly signed, but without any such indication, the proxy will vote or abstain at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the Meeting other than those referred to in the Notice.
- This proxy form must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must be under its seal or under the hand of an officer or attorney duly authorised. The signature must match the records maintained by the Company’s branch share registrar and transfer office in Hong Kong.
- In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy or by representative, will be accepted to the exclusion of the votes of the other joint holder(s). For this purpose, seniority is determined by the order in which the names stand in the Register of Members in respect of the joint holding.
- To be valid, this proxy form, together with any power of attorney or other authority, if any, under which it is signed or a notarially certified copy thereof must be deposited 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 less than 48 hours (i.e., 10:30 a.m. on Monday, 19 January 2026) before the time appointed for holding the Meeting and any adjournment (as the case may be) thereof.
- Completion and delivery of the proxy form will not preclude you from attending and voting at the Meeting if you so wish and, in such event, the proxy form shall be deemed to be revoked.

PERSONAL INFORMATION COLLECTION STATEMENT

Your supply of your and your proxy’s (or proxies’) name(s) and address(es) is on a voluntary basis for the purpose of processing your request for the appointment of a proxy (or proxies) and your voting instructions for the Meeting (the “**Purposes**”). We may transfer your and your proxy’s (or proxies’) name(s) and address(es) to our agent, contractor, or third party service provider who provides administrative, computer and other services to us and to such parties who are authorised by law to request the information or are otherwise relevant for the Purposes and need to receive the information. Your and your proxy’s (or proxies’) name(s) and address(es) will be retained for such period as may be necessary to fulfil the Purposes. You/your proxy (or proxies) has/have the right to request access to and/or correction of the relevant personal data in accordance with the provisions of the Personal Data (Privacy) Ordinance and any such request should be in writing by mail to Tricor Investor Services Limited at the above address.