

## **NOT FOR DISTRIBUTION IN THE UNITED STATES**

*Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, 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 announcement.*

*This announcement is for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for any securities of the Company.*

*This announcement does not constitute or form a part of any offer or solicitation of an offer to purchase or subscribe for any securities in the United States or any other jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such jurisdiction. No securities may be offered or sold in the United States absent registration or an applicable exemption from registration requirements. The Shares mentioned in this announcement have not been and will not be registered under the United States Securities Act of 1933, as amended and may not be offered or sold in the United States except pursuant to registration or an exemption from the registration requirements of the United States Securities Act of 1933, as amended. No public offering of the Shares will be made by the Company, the Vendor or the Sole Placing Agent in the United States. This announcement and the information contained herein are not for distribution, directly or indirectly, in or into the United States.*

# **OSL**

**OSL Group Limited**

**OSL集團有限公司**

*(incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 863)**

## **COMPLETION OF PLACING OF EXISTING SHARES AND TOP-UP SUBSCRIPTION OF NEW SHARES UNDER GENERAL MANDATE**

**Overall Coordinator, Sole Placing Agent and Capital Market Intermediary**

## **Morgan Stanley**

Reference is made to the announcement of the Company dated 28 January 2026 (the “**Announcement**”) in respect of, among others, the Placing and the Top-up Subscription. Unless defined otherwise, capitalized terms used herein shall have the same meanings as those defined in the Announcement.

## **COMPLETION OF THE PLACING AND THE TOP-UP SUBSCRIPTION**

The Board is pleased to announce that the completion of the Placing took place on 2 February 2026 in accordance with the terms and conditions of the Placing and Subscription Agreement, where an aggregate of 104,698,000 Placing Shares were successfully placed by the Sole Placing Agent, on a best effort basis, to not less than six Placees, at the Placing Price of HK\$14.90 per Placing Share. To the best of the knowledge, information and belief of the Directors, the Placees and their ultimate beneficial owners are Independent Third Parties. None of the Placees became a substantial shareholder of the Company immediately after the completion of the Placing.

As all conditions for the completion of the Top-up Subscription had been fulfilled, the Company allotted and issued 104,698,000 Top-up Subscription Shares to the Vendor at HK\$14.90 per Top-up Subscription Share on 4 February 2026 in accordance with the terms and conditions of the Placing and Subscription Agreement.

The net proceeds from the Top-up Subscription, after deducting all relevant fees, costs and expenses (including but not limited to legal expenses and disbursements) incidental to the Placing and the Top-up Subscription, amounted to approximately HK\$1,549.9 million.

The Company intends to use the net proceeds of the Top-up Subscription for (i) strategic acquisitions initiatives; (ii) developments of global business initiatives, including payment services and stablecoin business; (iii) product and technology infrastructure development; and (iv) general working capital and other general corporate purpose to support the growth of the Group's global operations. Further details of the proposed use of net proceeds are set out in the Announcement.

## EFFECT ON THE SHAREHOLDING OF THE COMPANY FOLLOWING COMPLETION OF THE PLACING AND THE TOP-UP SUBSCRIPTION

Set out below is the shareholding structure of the Company (i) immediately before the completion of the Placing and the Top-up Subscription; (ii) immediately following the completion of the Placing but before the completion of the Top-up Subscription; and (iii) immediately following the completion of the Placing and the Top-up Subscription:

| Directors (Note 1)             | Note | Immediately before completion of the Placing and the Top-up Subscription |               | Immediately following the completion of the Placing but before the completion of the Top-up Subscription |               | Immediately following the completion of the Placing and the Top-up Subscription |               |
|--------------------------------|------|--------------------------------------------------------------------------|---------------|----------------------------------------------------------------------------------------------------------|---------------|---------------------------------------------------------------------------------|---------------|
|                                |      | Number of Shares                                                         | Approximate % | Number of Shares                                                                                         | Approximate % | Number of Shares                                                                | Approximate % |
| Mr. Tiu Ka Chun, Gary          | 1    | 285,000                                                                  | 0.036%        | 285,000                                                                                                  | 0.036%        | 285,000                                                                         | 0.032%        |
| Mr. Chau Shing Yim, David      | 1    | 20,000                                                                   | 0.003%        | 20,000                                                                                                   | 0.003%        | 20,000                                                                          | 0.002%        |
| Mr. Jia Hang                   |      | 250,000                                                                  | 0.031%        | 250,000                                                                                                  | 0.031%        | 250,000                                                                         | 0.028%        |
| <b>Sub-total</b>               |      | <b>555,000</b>                                                           | <b>0.070%</b> | <b>555,000</b>                                                                                           | <b>0.070%</b> | <b>555,000</b>                                                                  | <b>0.062%</b> |
| <b>Substantial Shareholder</b> |      |                                                                          |               |                                                                                                          |               |                                                                                 |               |
| Mr. Liu                        | 2    | 235,118,000                                                              | 29.589%       | 130,420,000                                                                                              | 16.413%       | 235,118,000                                                                     | 26.145%       |
| <b>Public Shareholders</b>     |      |                                                                          |               |                                                                                                          |               |                                                                                 |               |
| The Placees                    |      | —                                                                        | —             | 104,698,000                                                                                              | 13.176%       | 104,698,000                                                                     | 11.642%       |
| Other public Shareholders      |      | 558,922,352                                                              | 70.341%       | 558,922,352                                                                                              | 70.341%       | 558,922,352                                                                     | 62.151%       |
| <b>Total</b>                   |      | <b>794,595,352</b>                                                       | <b>100%</b>   | <b>794,595,352</b>                                                                                       | <b>100%</b>   | <b>899,293,352</b>                                                              | <b>100%</b>   |

Notes:

- (1) As at the date of this announcement, each of Mr. Tiu Ka Chun, Gary and Mr. Chau Shing Yim, David was a holder of share options and/or awarded shares of the Company under the Company's share schemes. As such share options and awarded shares had not been exercised or vested as at the date of this announcement, the above table does not include any interests in the underlying Shares to be issued to the Directors in respect of the share options or awarded shares granted to them.
- (2) As at the date of this announcement, Mr. Liu is indirectly interested in 235,118,000 Shares through his controlled corporations, the Vendor and DeltaByte Holdings Limited, whereas the Vendor is a wholly-owned subsidiary of DeltaByte Holdings Limited which in turn is wholly owned by Mr. Liu.
- (3) Certain percentage figures in the above table are subject to rounding adjustments. Accordingly, figures shown as totals may not be an arithmetic aggregation of the figures preceding them.

By Order of the Board  
**OSL Group Limited**  
**Cui Song**  
*Executive Director and Chief Executive Officer*

Hong Kong, 4 February 2026

*As at the date of this announcement, 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. Jia Hang and Ms. Ko Kit Man Liza.*