OSL Group Limited
OSL集團有限公司

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 863)

POLL RESULTS OF THE 2026 ANNUAL GENERAL MEETING, CHANGE OF DIRECTORS AND COMPOSITION OF BOARD COMMITTEES AND SUPPLEMENTAL INFORMATION TO THE ANNUAL REPORT

Reference is made to the notice of annual general meeting dated 3 June 2026 (the "**AGM Notice**") and the circular dated 3 June 2026 (the "**Circular**") of OSL Group Limited (the "**Company**"). Unless otherwise defined, capitalised terms used herein shall have the same meanings as defined in the Circular.

The Board of Directors of the Company (the "**Board**") is pleased to announce that the resolutions as set out in the AGM Notice were duly passed at the Annual General Meeting held on 26 June 2026 (the "**AGM**").

With effect from the conclusion of the AGM:

a. Mr. Jia Hang ("**Mr. Jia**") retired as an Independent Non-executive Director ("**INED**") of the Company and ceased to be the member of each of Audit Committee, Nomination Committee, Remuneration Committee and Risk Management Committee of the Company; and

b. Mr. Zhao Yichen William ("**Mr. Zhao**") has become an INED of the Company and has been appointed by the Board as a member of each of Audit Committee, Nomination Committee, Remuneration Committee and Risk Management Committee of the Company.

POLL RESULTS OF THE AGM

The Board is pleased to announce that all the resolutions were duly passed by the Shareholders by way of poll at the AGM. The poll results for the resolutions are as follows:

Ordinary Resolutions		Number of votes *(Approximate %)* For	Number of votes *(Approximate %)* Against	Total votes
1.	To receive and adopt the audited financial statements of the Company and its subsidiaries and the reports of the directors of the Company and the auditor of the Company for the year ended 31 December 2025	290,506,800 (99.96%)	105,367 (0.04%)	290,612,167
2.	To re-appoint Deloitte Touche Tohmatsu as auditor of the Company and to authorise the board of Directors to fix its remuneration	283,367,779 (97.51%)	7,244,388 (2.49%)	290,612,167
3(a).	To re-elect Mr. Yang Chao as an executive Director	268,078,965 (92.25%)	22,533,202 (7.75%)	290,612,167
3(b).	To re-elect Ms. Xu Kang as an executive Director	289,567,681 (99.64%)	1,044,486 (0.36%)	290,612,167
3(c).	To re-elect Ms. Ko Kit Man Liza as an independent non-executive Director	290,515,667 (99.97%)	96,500 (0.03%)	290,612,167
3(d).	To elect Mr. Zhao Yichen William as an independent non-executive Director	289,880,898 (99.75%)	731,269 (0.25%)	290,612,167
3(e).	To authorise the board of Directors to fix the Directors' remuneration	290,546,665 (99.98%)	65,502 (0.02%)	290,612,167
4.	To grant the general mandate to the Directors to issue, allot and deal with additional shares of the Company in the manner as set out in resolution No. 4 of the AGM Notice	265,002,625 (91.19%)	25,609,542 (8.81%)	290,612,167

The description of the resolutions above is by way of summary only. The full text appears in the AGM Notice.

As more than 50% of the votes were cast in favour of each of the above ordinary resolutions numbered 1 to 4, such resolutions were duly passed as ordinary resolutions of the Company.

Tricor Investor Services Limited, the branch share registrar and transfer office of the Company in Hong Kong, was appointed as the scrutineer for the poll voting at the AGM.

All of the Directors, including the executive Directors, namely Mr. Cui Song, Mr. Tiu Ka Chun, Gary, Ms. Xu Kang and Mr. Yang Chao, the non-executive Director, being Mr. Lee Kam Hung Lawrence, and the independent non-executive Directors, being Mr. Chau Shing Yim, David, Mr. Jia Hang and Ms. Ko Kit Man Liza, attended the AGM, either in person or by electronic means.

Notes:

1. The total number of Shares in issue as at the date of the AGM is 902,268,602 Shares of HK$0.01 each, which is the total number of Shares entitling the Shareholders to attend and vote for or against the resolutions at the AGM.

2. There were no Shares entitling the Shareholders to attend and abstain from voting in favour of the resolutions at the AGM pursuant to Rule 13.40 of the Listing Rules. No Shareholder was required to abstain from voting on the resolutions at the AGM under the Listing Rules

3. There was no restriction on any Shareholder casting votes in any of the resolutions at the AGM and there were no Shares entitling the Shareholders to attend and vote only against the resolution at the AGM.

4. No person has indicated in the Circular that he/she/it intends to abstain from voting on, or vote against any of the resolutions at the AGM.

RETIREMENT OF A DIRECTOR

The Board announces that Mr. Jia Hang retired as an INED of the Company immediately after the conclusion of the AGM. Upon his retirement, Mr. Jia ceased to be the member of each of Audit Committee, Nomination Committee, Remuneration Committee and Risk Management Committee of the Company.

Mr. Jia has confirmed that he has no disagreement with the Board and that there is no matter relating to his retirement that needs to be brought to the attention of the Shareholders and the Stock Exchange.

The Board would like to express its gratitude to Mr. Jia for his valuable contributions towards the Company during his tenure of service.

ELECTION OF A NEW DIRECTOR

The Company announces that Mr. Zhao Yichen William was elected as a new member of the Board at the AGM and has become an INED of the Company immediately after the conclusion of the AGM.

The biographical details of Mr. Zhao are set out as follows:

Mr. Zhao Yichen William, aged 37, is currently Senior Partner at BAI Capital. With over 14 years of experience in global capital markets and venture capital, Mr. Zhao is a seasoned investor specializing in the fintech sector. From 2011 to 2015, he worked in the investment banking divisions of J.P. Morgan and UBS Securities, developing extensive expertise in cross-border capital markets, IPOs, M&A, and debt financing. After joining BAI Capital in 2015, he successively served as Investment Manager, Vice President, and Managing Director before being promoted to Partner in 2022. He currently oversees the fund's investment strategies and team management in global fintech space. Throughout his career, Mr. Zhao has successfully invested and guided multiple fintech portfolio companies to their IPOs, including landmark investments such as Yixin Group (Stock Code: 02858), Linklogis (Stock Code: 09959), and LexinFintech (Nasdaq: LX), and also global fintech unicorns like Opay and Stori. As a seasoned fintech investor, he empowers companies through capital, strategy, and management, actively driving strategic development while ensuring corporate governance and compliance. Recognized for his significant industry influence, he was named to the 2025 Forbes China Top 100 Outstanding Returnees and the Top 100 Youth Leaders in the Investment Industry, and Caijing Magazine's Global Chinese Venture Capitalist. Mr. Zhao holds a bachelor degree of Mathematics in Actuarial Science from the University of Waterloo, Canada.

Mr. Zhao has entered into a director's appointment letter with the Company. There is no fixed term for Mr. Zhao's appointment, and he is subject to retirement by rotation and re-election at annual general meetings of the Company in accordance with the articles of association of the Company. The total remuneration of Mr. Zhao is HK$700,000 per annum which has been approved by the Remuneration Committee and the Board (and is subject to review from time to time) and is determined by reference to his experience, duties and responsibilities within the Company and the prevailing market conditions.

As at the date of this announcement, save as disclosed above, Mr. Zhao (i) does not hold any other position in the Company or other subsidiaries; (ii) did not hold directorship in other listed companies in Hong Kong or overseas in the last three years; (iii) does not have any relationship with any Directors, senior management or substantial or controlling Shareholders of the Company; and (iv) does not have any interest in the securities of the Company and its associated corporations within the meaning under Part XV of the Securities and Futures Ordinance.

Save as disclosed above, the Board is not aware of any other matters that need to be brought to the attention of the Shareholders or the Stock Exchange and there is no information that is required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules in relation to Mr. Zhao's appointment.

Mr. Zhao has confirmed to the Company (i) his independence as regards each of the factors referred to in Rule 3.13 of the Listing Rules; (ii) his past or present financial or other interest in the business of the Group or any connection with any core connected person (as defined in the Listing Rules) of the Company, if any; and (iii) that there are no other factors that may affect his independence at the time of his appointment.

CHANGE IN COMPOSITION OF BOARD COMMITTEES

The Board further announces that, with effect from the conclusion of the AGM:

a. Mr. Jia Hang, who retired as an INED of the Company as abovementioned, has ceased to be the member of each of Audit Committee, Nomination Committee, Remuneration Committee and Risk Management Committee of the Company; and

b. Mr. Zhao Yichen William, who has become an INED of the Company as abovementioned, has been appointed by the Board as a member of each of Audit Committee, Nomination Committee, Remuneration Committee and Risk Management Committee of the Company.

SUPPLEMENTAL INFORMATION TO THE ANNUAL REPORT FOR THE YEAR ENDED 31 DECEMBER 2025

Reference is made to the annual report of the Company for the year ended 31 December 2025 published on 29 April 2026 (the "**2025 Annual Report**"). Unless otherwise defined, capitalized terms used in this part of the announcement shall have the same meanings as those defined in the 2025 Annual Report.

a. Supplemental Disclosure in relation to the Subscription of New Shares under Specific Mandate

   Pursuant to paragraph 8(1) of Appendix D2 to the Listing Rules, the Board wishes to provide supplemental details regarding the subscription of 47,518,000 new shares at the subscription price of HK$14.90 per share under a specific mandate, which was completed on 2 October 2025 (the "**Subscription**"):

   (i) The subscriber under the Subscription was Crown Research Investments Limited ("**Crown Research**"). Crown Research is an exempted company incorporated in the Cayman Islands with limited liability and is indirectly wholly-owned by Mr. Liu Shuai, who was consequently deemed to be interested in the 47,518,000 new shares;

   (ii) Prior to the completion of the Subscription, Crown Research held 187,600,000 shares of the Company, representing approximately 25.11% of the total issued share capital of the Company. Accordingly, Crown Research (together with its ultimate beneficial owner, Mr. Liu Shuai) was a substantial shareholder and a connected person of the Company under Chapter 14A of the Listing Rules; and

   (iii) As the Subscription constituted a connected transaction of the Company subject to the independent shareholders' approval requirement under Chapter 14A of the Listing Rules, it was duly considered and approved by the independent shareholders at the extraordinary general meeting of the Company held on 26 September 2025.

b. Supplemental Disclosure Regarding Service Provider Sublimit under the Share Award Scheme

In addition to the information disclosed in the 2025 Annual Report regarding the 2025 Share Award Scheme approved and adopted by the Shareholders on 8 May 2025, the Board wishes to supplement the details of the Service Provider Sublimit under the 2025 Share Award Scheme pursuant to the Listing Rules 17.07(2). As at 31 December 2025, the number of awards available for grant under the Service Provider Sublimit was 6,245,531 shares.

The above supplemental information does not affect any other information contained in the 2025 Annual Report. Save as disclosed in this announcement, all other information in the 2025 Annual Report remains unchanged.

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

Hong Kong, 26 June 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, Ms. Ko Kit Man Liza and Mr. Zhao Yichen William.