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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).

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OSL

OSL Group Limited

OSL集團有限公司

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 863)

**PROPOSALS FOR GRANT OF GENERAL MANDATE TO
ISSUE SHARES, RE-ELECTION OF RETIRING DIRECTORS AND
ELECTION OF A DIRECTOR
AND
NOTICE OF ANNUAL GENERAL MEETING**

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, 26 June 2026 at 10:30 a.m. is set out on pages 11 to 13 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, 24 June 2026) 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.

3 June 2026

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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:

“2025 Annual Report”	annual report for the year ended 31 December 2025 of the Company
“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, 26 June 2026 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 11 to 13 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
“Deloitte”	Deloitte Touche Tohmatsu
“Director(s)”	the directors of the Company
“Existing General Mandate”	the general mandate granted to the Directors by the Shareholders pursuant to an ordinary resolution passed at the extraordinary general meeting of the Company held on 21 January 2026 to allot, issue and deal with new Shares not exceeding 20% of the total number of issued Shares (excluding treasury shares) on the date of passing such resolution
“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 deal with new Shares not exceeding 20% of the total number of issued Shares (excluding treasury shares) as at the date of AGM
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“INED(s)”	the independent non-executive director(s) of the Company

DEFINITIONS

“Latest Practicable Date”	2 June 2026, 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
“Previous General Mandate”	the general mandate granted to the Directors by the Shareholders pursuant to an ordinary resolution passed at the annual general meeting of the Company held on 27 June 2025 to allot, issue and deal with new Shares not exceeding 20% of the total number of the issued Shares (excluding treasury shares) as at the date of the passing of such resolution
“SFO”	Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended and supplemented from time to time
“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
“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. Jia Hang

Ms. Ko Kit Man Liza

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

3 June 2026

To the Shareholders

Dear Sir/Madam,

**PROPOSALS FOR GRANT OF GENERAL MANDATE TO
ISSUE SHARES, RE-ELECTION OF RETIRING DIRECTORS AND
ELECTION OF A DIRECTOR
AND
NOTICE OF ANNUAL GENERAL MEETING**

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 change of Directors and (c) re-appointment of auditor.

LETTER FROM THE BOARD

RESOLUTION 1 — RECEIVING THE AUDITED FINANCIAL STATEMENTS

The audited financial statements of the Company for the year ended 31 December 2025 together with the Directors' Report are set out in the 2025 Annual Report, which are available in English and Chinese under the Investor Relations section of the Group website (<https://group.osl.com>) and the HKEXnews website (www.hkexnews.hk).

The financial statements were audited by Deloitte and reviewed by the Audit Committee. The report of the auditor is set out on pages 70 to 74 of the 2025 Annual Report.

RESOLUTION 2 — RE-APPOINTMENT OF AUDITOR AND FIXING OF AUDITOR'S REMUNERATION

Upon the recommendation of the Audit Committee, the Board proposed to re-appoint Deloitte as auditor of the Company with a term expiring upon the conclusion of the next annual general meeting of the Company and to authorize the Board to fix the remuneration of the auditor. The estimated annual audit fee for the year ending 31 December 2026 ranges from approximately HK\$9.5 million to HK\$12 million, which was negotiated between the Company and Deloitte having regard to, among other matters, the audit scope and timetable, and the business development of the Group on the assumption that there will be no material change in the Group's business plan.

RESOLUTION 3 — RE-ELECTION OF RETIRING DIRECTORS AND ELECTION OF A NEW DIRECTOR

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. Yang Chao and Ms. Xu Kang will retire from office as Director and being eligible, have offered themselves for re-election as Director at the AGM.

In accordance with article 112 of the Articles, Mr. Jia Hang and Ms. Ko Kit Man Liza shall retire at the annual general meeting. Mr. Jia Hang has informed the Company that he will retire after the conclusion of the AGM and will not stand for re-election, and Ms. Ko Kit Man Liza will retire from office as Director and being eligible, offer herself for re-election as Director at the AGM.

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.

Pursuant to article 111 of the Articles, the Board recommends Mr. Zhao Yichen William to be appointed as a new Director and the relevant Resolution will be proposed at the AGM. Mr. Zhao Yichen William currently does not hold 6 or more listed company directorships (including his proposed directorship with the Company) and has given to the Company his written confirmation concerning his independence as an INED of the Company in accordance

LETTER FROM THE BOARD

with Rule 3.13 of the Listing Rules. He has confirmed that he (1) meets the independence criteria as set out in Rule 3.13 (1) to (8) of the Listing Rules; (2) does not have any past or present financial or other interest in the business of the Company or any of its subsidiaries or any connection with any core connected person of the Company (as defined in the Listing Rules); and (3) is not aware of any other factors that may affect his independence to act as an INED of the Company. The Company believes that with Mr. Zhao Yichen William's extensive experience in the financial technology sector, he will be a valuable addition to the Board. The biography of Mr. Zhao Yichen William set out in Appendix 1 to this circular explains how he will contribute to the diversity of the Board. Subject to Mr. Zhao Yichen William being elected as a new Director at the AGM, he will become an INED of the Company with effect from the conclusion of the AGM.

The Nomination Committee had reviewed the annual confirmations of independence provided by each of the independent non-executive Directors, as well as the written confirmation of independence submitted by Mr. Zhao Yichen William pursuant to Rule 3.13 of the Listing Rules. The Nomination Committee was satisfied that each of them meets the independence criteria as set out in Rule 3.13 of the Listing Rules and that there are no relationships or circumstances likely to affect their independent judgement.

Having reviewed the structure, size, and composition of the Board, the Nomination Committee evaluated the confirmations given by the Directors, and the qualifications, skills, experience, time commitment, and contributions of the retiring Directors, alongside the background and potential contribution of Mr. Zhao Yichen William, with reference to the nomination principles and criteria set out in the Company's board diversity policy and nomination policy. Consequently, the Nomination Committee has recommended to the Board the re-election of all the retiring Directors who are due to retire at the AGM, and the election of Mr. Zhao Yichen William as a new Director. In addition, the Board is of the view that all the candidates will continue to, or will, 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.

RESOLUTION 4 — GENERAL MANDATE TO ISSUE SHARES

The Company's Previous General Mandate to issue Shares was approved by its then Shareholders at the annual general meeting held on 27 June 2025. Subsequently, the said mandate was refreshed and the Existing General Mandate was approved by its then Shareholders at the extraordinary general meeting held on 21 January 2026. Unless otherwise renewed, the Existing General Mandate to issue Shares will cease to be effective at the conclusion of the AGM. At the AGM, an ordinary resolution will be proposed to grant to the Directors a general mandate to allot, issue and deal with Shares not exceeding 20% of the total number of issued Shares (excluding treasury shares) as at the date of the passing of the proposed resolution.

LETTER FROM THE BOARD

The General Mandate allows the Directors to allot, issue and 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 902,268,602 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 deal with a maximum of 180,453,720 new Shares under the General Mandate, representing 20% of the number of issued shares as at the date of the AGM.

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, 26 June 2026 at 10:30 a.m. is set out on pages 11 to 13 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, 24 June 2026) 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

Executive Director and Chief Executive Officer

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

Mr. Yang Chao (“**Mr. Yang**”), aged 42, has been an executive Director, a member of each of the Nomination Committee, the Remuneration Committee and the Risk Management Committee since 12 January 2024. He is also a Director of certain subsidiaries of the Company.

Mr. Yang graduated from Huazhong University of Science and Technology with a Bachelor’s Degree in Law. He has worked in various investment institutions including Kaifu Fund, Gao Teng Wo Ying, Roho Fund, and has been engaged in the fields of investment research, risk management and private equity investment for 15 years. He has extensive experience as he has participated in many listed companies’ initial public offerings, asset restructurings and mergers and acquisitions, etc.

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 and other applicable laws, rules and regulations. Mr. Yang’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. Yang is currently entitled to an annual basic emolument of HK\$2,184,000.

As at the Latest Practicable Date, save as disclosed above, Mr. Yang has a personal interest in 208,250 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. 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 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.

Ms. Xu Kang (“**Ms. Xu**”), aged 41, has been an executive Director of the Company since 12 January 2024. She is also a Director of certain subsidiaries of the Company.

Ms. Xu has worked for Guangdong Tianjian Accounting Firm Co., Ltd. and Guangdong Everbright Enterprise Group Co.,Ltd.. She has been engaged in the fields of audit evaluation, financial management, tax risk management, etc, and has extensive experience. Ms. Xu graduated from Nanjing Normal University in Jiangsu, China with a Bachelor’s Degree in Finance. At the same time, Ms. Xu holds the professional qualifications of Chinese Certified Public Accountant and Chinese Certified Tax Agent.

There is no specific term of appointment for Ms. Xu, but she 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 and other applicable laws, rules and regulations. Ms. Xu’s remuneration is determined by reference to her 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. Ms. Xu is currently entitled to an annual basic emolument of HK\$1,716,000.

As at the Latest Practicable Date, save as disclosed above, Ms. Xu 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, Ms. Xu 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, Ms. Xu does not have any relationship with any Directors, senior management, substantial Shareholders or controlling Shareholders of the Company. She has confirmed that she 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.

Ms. Ko Kit Man Liza (“**Ms. Ko**”), aged 46, has been appointed as 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 15 January 2026.

Ms. Ko brings extensive experience in global capital markets, financial management, and listing compliance. She currently serves as the Chief Financial Officer of MingMed Biotechnology Co., Ltd. Prior to this role, Ms. Ko was the Vice President of the Listing Division at The Stock Exchange of Hong Kong Limited, where she served from 2012 to 2021. Earlier in her career, she worked at KPMG LLP from 2002 to 2012. Ms. Ko obtained a bachelor’s degree in accounting from Nanyang Technological University in Singapore in 2002. She is a certified public accountant in Singapore and Hong Kong. Additionally, Ms. Ko has been an independent non-executive Director of Brockman Mining Limited (Stock Code: 0159) since October 2024.

There is no specific term of appointment for Ms. Ko, but she 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 and other applicable laws, rules and regulations. Ms. Ko is entitled to a director’s basic remuneration of HK\$700,000 per annum, which is determined with reference to her 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, Ms. Ko 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, Ms. Ko 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, Ms. Ko does not have any relationship with any Directors, senior management, substantial Shareholders or controlling Shareholder. She has confirmed that she 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. Zhao Yichen William (“**Mr. Zhao**”), aged 36, 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.

There is no specific term of appointment for Mr. Zhao, 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 and other applicable laws, rules and regulations. Mr. Zhao 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. Zhao 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. Zhao 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. Zhao 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.

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, 26 June 2026 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 auditor of the Company for the year ended 31 December 2025;
2. To re-appoint Deloitte Touche Tohmatsu as auditor of the Company and to authorise the board of Directors to fix its remuneration;
3.
 - (a) To re-elect Mr. Yang Chao as an executive Director;
 - (b) To re-elect Ms. Xu Kang as an executive Director;
 - (c) To re-elect Ms. Ko Kit Man Liza as an independent non-executive Director;
 - (d) To elect Mr. Zhao Yichen William as an independent non-executive Director; and
 - (e) To authorise the board of Directors to fix the Directors’ 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 (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;

NOTICE OF AGM

- (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 or the vesting of any share awards granted under any share scheme (including any share option scheme and share award 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 and/or receive 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**”) 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 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

NOTICE OF AGM

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).”

By Order of the Board
OSL Group Limited
Cui Song

Executive Director and Chief Executive Officer

Hong Kong, 3 June 2026

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 by 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 Finance Centre, 16 Harcourt Road, Hong Kong not less than 48 hours (i.e. 10:30 a.m. on Wednesday, 24 June 2026) 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, 23 June 2026 to Friday, 26 June 2026, 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, 22 June 2026. The record date of the attending and voting at the AGM is Friday, 26 June 2026.
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. Jia Hang and Ms. Ko Kit Man Liza.
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, 26 June 2026 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.