OSL

OSL Group Limited
OSL集團有限公司

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 863)

COMPLETION OF SHARE TRANSACTION IN RELATION TO ACQUISITION OF THE SALE SHARES IN THE TARGET COMPANY INVOLVING THE ISSUE OF CONSIDERATION SHARES UNDER GENERAL MANDATE

References is made to the announcements of the Company dated 2 June 2025 and 20 June 2025 (the "**Announcements**") in relation to the Acquisition. Unless the context otherwise requires, capitalised terms used herein shall have the same meanings as those defined in the Announcements.

COMPLETION OF THE ACQUISITION

The Board is pleased to announce that all of the conditions precedent of the SPA have been satisfied and the Completion has taken place on 22 September 2025 in accordance with the terms and conditions of the SPA. Upon Completion and as at the date of this announcement, the Company indirectly holds 90% of the total issues shares of the Target Company, which in turn holds 95% of the issued shares of Subsidiary 1 and 99% of the issued shares of Subsidiary 2. As such, each of the Target Company and the Subsidiaries has become an indirect non-wholly-owned subsidiary of the Company, and the financial results of the Target Group will be consolidated into the consolidated financial statements of the Group.

Pursuant to the SPA, the Company has allotted and issued 9,266,168 Consideration Shares to the Vendor at the Issue Price of HK$12.68 per Consideration Share, representing approximately 1.24% of the enlarged issued share capital of the Company immediately upon the allotment and issue of the Consideration Shares.

EFFECT ON THE SHAREHOLDING STRUCTURE OF THE COMPANY

The following table sets out a summary of the shareholding structure of the Company immediately before Completion and immediately upon Completion:

Shareholders		Immediately before Completion		Immediately upon Completion	
	Note	*Number of Shares*	*Approximate %*	*Number of Shares*	*Approximate %*
Directors					
Mr. Tiu Ka Chun, Gary	*1*	285,000	0.038%	285,000	0.038%
Mr. Chau Shing Yim, David	*1*	20,000	0.003%	20,000	0.003%
Mr. Jia Hang		250,000	0.034%	250,000	0.033%
Sub-total		555,000	0.075%	555,000	0.074%
Substantial Shareholder					
Mr. Liu Shuai	*2*	187,600,000	25.427%	187,600,000	25.112%
Public Shareholders		549,646,184	74.498%	549,646,184	73.574%
Vendor		0	0.000%	9,266,168	1.240%
Total		**737,801,184**	**100%**	**747,067,352**	**100%**

Notes:

1. As at the date of this announcement, each of Mr. Tiu Ka Chun, Gary and Mr. Chau Shing Yim, David is a holder of share options of the Company under the Company's share option schemes. As disclosed in the announcement of the Company dated 13 May 2025, the Company granted to certain Directors and other grantees a total of 3,406,250 awarded shares, which will be satisfied by issuance of new Shares upon vesting. The earliest vesting date of the awarded shares will be later than the Completion. Therefore, for the purpose of this announcement, the above table does not include any interests in the underlying shares of the Company to be issued to the Directors and other grantees in respect of the awarded shares granted to them on 13 May 2025.

2. As at the date of this announcement, Mr. Liu Shuai is indirectly interested in 187,600,000 Shares through his controlled corporations, Crown Research Investments Limited ("**Crown Research**") and DeltaByte Holdings Limited ("**DeltaByte**"), whereas Crown Research is a wholly-owned subsidiary of DeltaByte which in turn is wholly owned by Mr. Liu Shuai.

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 of
OSL Group Limited
Cui Song
Executive Director and Chief Executive Officer

Hong Kong, 22 September 2025

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. Yang Huan and Mr. Jia Hang.