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**OSL Group Limited**  
**OSL集團有限公司**

*(incorporated in the Cayman Islands with limited liability)*  
**(Stock Code: 863)**

**SUPPLEMENTAL ANNOUNCEMENT ON DISCLOSEABLE TRANSACTION  
IN RELATION TO THE EUROPE ACQUISITION INVOLVING THE ISSUE  
OF CONSIDERATION SHARES UNDER GENERAL MANDATE**

References are made to the announcements of OSL Group Limited (the “**Company**”, and together with its subsidiaries, the “**Group**”) dated 9 December 2024 and 3 January 2025 in relation to, among other things, the Europe Acquisition (collectively, the “**Announcements**”). Capitalised terms used herein shall have the same meanings as those defined in the Announcements unless otherwise defined.

As stated in the Announcements, the Company intends to acquire the New Target Company and its Subsidiaries, including Lithuanian Subsidiary 1, the Lithuanian Subsidiary 2, the Hong Kong Subsidiary and the Canadian Subsidiary under the Europe Acquisition.

On 1 January 2025, the Commission for Coordination of Protection of Objects of Importance to Ensuring National Security of the Republic of Lithuania has launched a new requirement to require share transactions involving entities that operate in the digital assets and blockchain platform business to obtain prior clearance from such authority and therefore the completion of the Europe Acquisition as contemplated in the Europe SPA to acquire the Lithuanian Subsidiary 1 (MultiExchange UAB) is expected to be delayed.

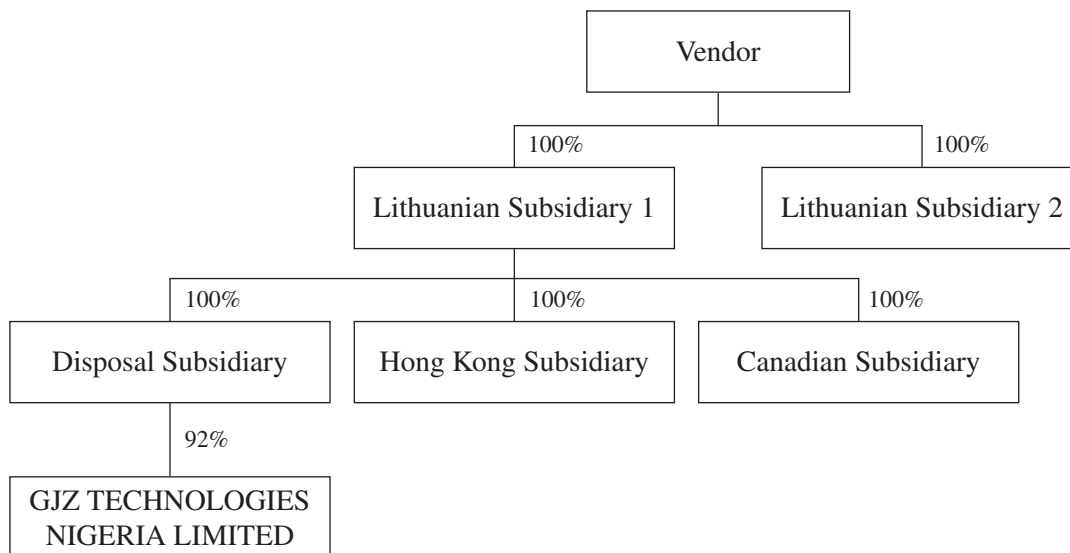
In order to expedite the planned business development for the Lithuania Subsidiary 2 (MTrinity UAB), the Canadian Subsidiary (MultiExchange Canada Limited) and Hong Kong Subsidiary (MultiX HK Limited), on 22 January 2025 (after trading hours), OSL Midaspay Limited (the “**Purchaser**”), OSL Lithuania Holding, UAB (the “**New Purchaser**”) (both being a direct wholly-owned subsidiary of the Company) and the Vendor entered into an amended and restated Europe SPA (“**Amended and Restated Europe SPA**”).

Pursuant to the Amended and Restated Europe SPA, the New Purchaser shall proceed to acquire the Lithuanian Subsidiary 2, the Hong Kong Subsidiary and the Canadian Subsidiary directly from the Vendor first (“**First Completion**”) and shall proceed to acquire Lithuanian Subsidiary 1 subject to the clearance from the authority as stated above is obtained and other conditions precedent are satisfied or waived (“**Second Completion**”). The New Purchaser is not required to pay any consideration at the First Completion and shall pay the Europe Acquisition Consideration in full upon the Second Completion. The principal terms of the Europe SPA as summarised in the Announcements shall remain applicable. It is expected that the First Completion shall take place in January 2025.

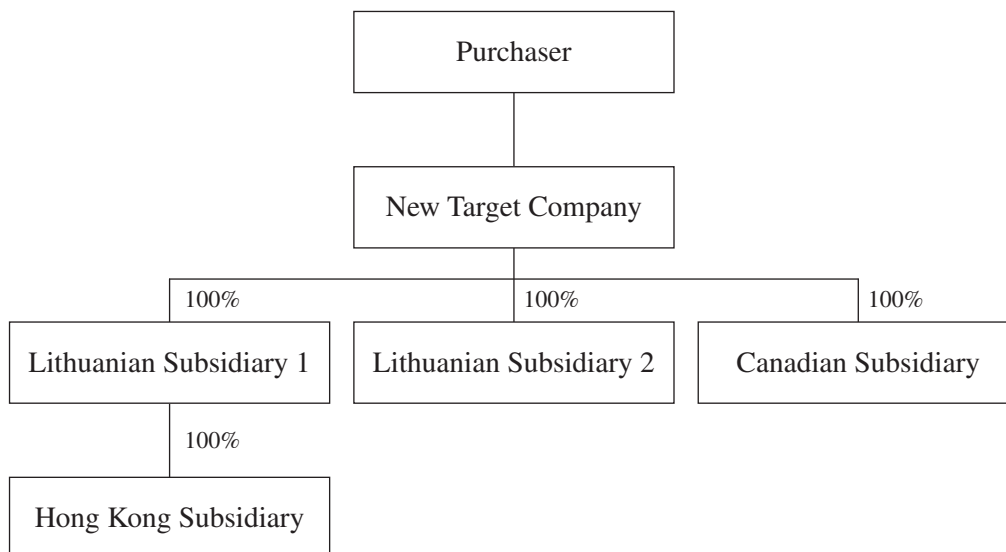
## THE REVISED TRANSACTION STRUCTURE

Set out below is a simplified shareholding structure of the Target Companies (i) as at the date of the Amended and Restated Europe SPA; (ii) immediately after the completion of the Europe Acquisition as originally contemplated in the Europe SPA and disclosed in the announcement of the Company dated 9 December 2024; and (iii) immediately after the First Completion and Second Completion based on the revised transaction structure pursuant to the Amended and Restated Europe SPA:

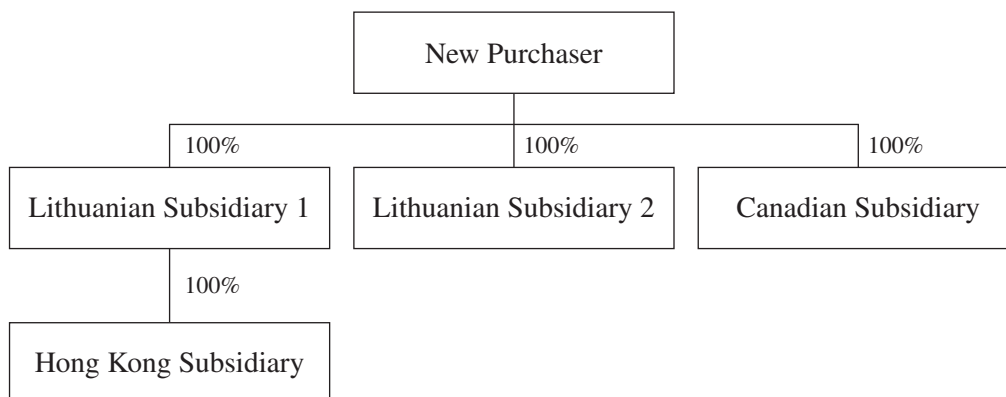
(i) As at the date of the Amended and Restated Europe SPA:



(ii) Immediately after the completion of the Europe Acquisition as originally contemplated in the Europe SPA and disclosed in the announcement of the Company dated 9 December 2024:



(iii) Immediately after the First Completion and Second Completion based on the revised transaction structure pursuant to the Amended and Restated Europe SPA:



The Board consider that the terms of the Amended and Restated Europe SPA are in the interests of the Company and its Shareholders as a whole.

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

Hong Kong, 23 January 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. Xu Biao and Mr. Yang Huan.*