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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)**

## **EXTENSION OF OUTSIDE DATE OF THE ARRANGEMENT AGREEMENT IN RELATION TO THE PROPOSED ACQUISITION OF BANXA**

Reference is made to (i) the announcement of OSL Group Limited (the “**Company**”) dated 27 June 2025 in relation to the Proposed Acquisition of Banxa (the “**Announcement**”); (ii) the circular and EGM notice dated 30 September 2025; and (iii) the poll results announcement of the EGM dated 22 October 2025. Unless otherwise defined, capitalised terms used herein shall have the same meanings as defined in the Announcement.

Pursuant to the Arrangement Agreement, any party has the right to extend the Outside Date for successive periods of not less than thirty (30) days (but not in excess of 180 days from 29 December 2025) if certain regulatory approvals are not received, provided that the failure to obtain any of such regulatory approvals is not primarily the result of such party’s wilful breach of its covenants under the Arrangement Agreement. As additional time is required for the satisfaction and/or waiver (as the case may be) of the Conditions set out in the Arrangement Agreement, on 17 December 2025, Banxa gave a written notice to the Company and the Purchaser to extend the Outside Date from 29 December 2025 to 29 January 2026 pursuant to the Arrangement Agreement.

**Shareholders and potential investors should note that the Proposed Acquisition is subject to various Conditions which may or may not be fulfilled or waived (as applicable). There is therefore no assurance that the Proposed Acquisition will proceed upon the terms proposed, or at all. Shareholders and potential investors are reminded to exercise caution when dealing in the Shares of the Company.**

By Order of the Board

**OSL Group Limited**

**Cui Song**

*Executive Director and Chief Executive Officer*

Hong Kong, 18 December 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.*