

**THIS DOCUMENT AND THE ACCOMPANYING FORM OF PROXY ARE IMPORTANT  
AND REQUIRE YOUR IMMEDIATE ATTENTION**

If you are in any doubt about the contents of this document or as to what action you should take, you are recommended to seek your own independent financial advice from your stockbroker, bank manager, solicitor, accountant or other independent financial adviser duly authorised under the Financial Services and Markets Act 2000, as amended, if you are in the UK or, if not, another appropriately authorised independent financial adviser.

If you have sold or otherwise transferred all your ordinary shares in RC365 Holding Plc (the **Company**), please forward this document, together with the accompanying Form of Proxy, as soon as possible to the purchaser or transferee or to the stockbroker, bank or other agent through or by whom the sale or transfer was effected for onward transmission to the purchaser or transferee. However, such documents should not be forwarded or transmitted in or into the United States, Canada, Australia, the Republic of South Africa or Japan or any other jurisdiction if to do so would constitute a violation of the laws of such jurisdiction. If you have sold or transferred only part of your holding of shares in the Company, please retain this document and the accompanying Form of Proxy and contact the stockbroker, bank or other agent who arranged the sale or transfer as soon as possible.

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**RC365 Holding Plc**

*(incorporated in England and Wales with company number 13289422)*

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**Notice of Annual General Meeting**

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This document should be read in its entirety. Your attention is drawn to the letter from the Chairman of the Company, which sets out the directors' recommendations.

Notice of the Annual General Meeting of RC365 Holding Plc to be held at 5:00 p.m. (Hong Kong Time)/ 10:00 a.m. (GMT) on Friday 9 December 2022 at 19/F, IFC Tower 2, 8 Finance Street, Central, Hong Kong is set out at the end of this document. Shareholders are requested to complete, sign and return the Form of Proxy accompanying this document to the Company's registrar, Share Registrars Limited, 3 The Millennium Centre, Crosby Way, Farnham, Surrey, GU9 7XX as soon as possible but in any event so as to be received by no later than 5:00 p.m. (Hong Kong Time) /10:00 a.m. (GMT) on 7 December 2022 or, in the event of an adjournment of the meeting, 48 hours before the adjourned meeting (excluding non-working days). The return of a proxy appointment will not preclude a Shareholder from attending and voting at the Annual General Meeting in person should he or she subsequently decide to do so.

## LETTER FROM THE CEO

### RC365 Holding Plc

*(Incorporated and Registered in England and Wales, with company number 13289422)*

#### **Directors:**

Chi Kit LAW (Chief Executive Officer)  
Timothy Wai Yiu TANG (Executive Director)  
Kwai Wah Sunny NG (Non-Executive Director)  
Ajay Kumar Rajpal (Non-Executive Director)  
Robert Alan Cairns (Non-Executive Director)

#### **Registered office:**

Cannon Place  
18 Cannon Street  
London EC4N 6AF  
United Kingdom

15<sup>th</sup> November 2022

**Dear Shareholder,**

### **Annual Report 2022 and Annual General Meeting**

I am pleased to enclose the 2022 Annual Report and the formal Notice of the 2022 Annual General Meeting (the "**AGM**") of RC365 Holding Plc (the "**Company**"). This year's AGM will be held at 19/F, IFC Tower 2, 8 Finance Street, Central, Hong Kong on Friday 9 December 2022 at 5:00 p.m. (Hong Kong Time)/10:00 a.m. (GMT)

Enclosed with this Circular is a Form of Proxy for use by Shareholders. Information on the completion and return of Forms of Proxy, Instructions are set out below and in the notes to the Notice of Meeting.

The purpose of the Annual General Meeting is to consider and, if thought fit, pass the Resolutions, in each case as set out in full in the notice of AGM.

### **Resolutions**

Resolutions 1 to 9 inclusive will be proposed as ordinary resolutions and Resolution 10 will be proposed as a special resolution of the Company.

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|----------------------|---|
| <b>Resolution 1</b>  | To receive and adopt the audited financial statements for the period ended 31 March 2022 and the reports of the Directors' and Auditors' thereon.                                 |
| <b>Resolution 2</b>  | To approve the Remuneration Committee Report, as set out on pages 21 and 22 of the Annual Report.   |
| <b>Resolution 3</b>  | To reappoint Shipleys LLP as auditors of the Company, having been appointed by the Directors on 14 November 2022, and to authorise the Directors to determine their remuneration. |
| <b>Resolution 4</b>  | To reappoint Chi Kit Law as a Director of the Company   |
| <b>Resolution 5</b>  | To reappoint Robert Alan Cairns as a Director of the Company.   |
| <b>Resolution 6</b>  | To reappoint Kwai Wah Sunny Ng as the Director of the Company.  |
| <b>Resolution 7</b>  | To reappoint Ajay Kumar Rajpal as a Director of the Company.  |
| <b>Resolution 8</b>  | To reappoint Timothy Wai Yiu Tang as a Director of the Company  |
| <b>Resolution 9</b>  | To authorise the directors to allot ordinary shares   |
| <b>Resolution 10</b> | To disapply statutory pre-emption provisions to enable the directors in certain circumstances to allot ordinary shares for cash other than on a pre-emptive basis.                |

### **Action to be taken**

You can register your vote(s) for the Annual General either:

- by logging on to [www.shareregistrars.uk.com](http://www.shareregistrars.uk.com), clicking on the “Proxy Vote” button and then following the on-screen instructions;
- by post or by hand to Share Registrars Limited, 3 The Millennium Centre, Crosby Way, Farnham, Surrey GU9 7XX using the proxy form accompanying this notice;
- in the case of CREST members, by utilising the CREST electronic proxy appointment service in accordance with the procedures set out in notes attached to this notice.

In order for a proxy appointment to be valid the proxy must be received by Share Registrars Limited by 5:00 p.m. (Hong Kong Time)/10:00 a.m. (GMT) on 7 December 2022.

### **Recommendation**

The Directors believe that the Resolutions to be proposed are in the best interests of the Company and its Shareholders as a whole. Accordingly, they unanimously recommend you vote in favour of the Resolutions to be proposed at the Annual General Meeting, as they intend to do in respect of their own beneficial holdings.

Yours sincerely,

Chi Kit LAW  
**Chief Executive Officer**

## **RC365 Holding Plc**

*(Registered in England and Wales with company number 13289422)*

### **NOTICE OF ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the Annual General Meeting of RC365 Holding Plc (the "**Company**") will be held on Friday 9 December 2022 at 5:00 p.m. (Hong Kong Time)/10:00 a.m. (GMT) at 19/F, IFC Tower 2, 8 Finance Street, Central, Hong Kong. The business of the meeting will be to consider and, if thought appropriate, passing the following resolutions, of which Resolutions 1 to 9 inclusive will be proposed as ordinary resolutions and Resolution 10 will be proposed as a special resolution of the Company.

#### **ORDINARY RESOLUTIONS**

1. To receive and adopt the audited financial statements for the period ended 31 March 2022 and the reports of the Directors' and Auditors' thereon.
2. To approve the Remuneration Committee Report, as set out on pages 21 and 22 of the Annual Report.
3. To reappoint Shipleys LLP as auditors of the Company and to authorise the directors to determine their remuneration.
4. To reappoint Chi Kit Law as a Director of the Company.
5. To reappoint Robert Alan Cairns as a Director of the Company.
6. To reappoint Kwai Wah Sunny Ng as the Director of the Company.
7. To reappoint Ajay Kumar Rajpal as a Director of the Company.
8. To reappoint Timothy Wai Yiu Tang as a Director of the Company.
9. THAT the directors be and they are hereby generally and unconditionally authorised pursuant to section 551 of the Companies Act 2006 (the "**Act**"), in substitution for all previous powers granted to them, to exercise all the powers of the Company to allot shares in the Company or grant rights to subscribe for or convert any security into shares in the Company ("**Rights**") up to an aggregate nominal amount of £358,449, being approximately one third of the issued ordinary share capital of the Company and such authority shall, unless previously revoked, varied or renewed by the Company in general meeting, expire at the conclusion of the Annual General Meeting of the Company to be held in 2023, but, in each case, provided that the Company may, at any time before such expiry, make an offer or enter into an agreement which would or might require shares to be allotted or Rights to be granted after such expiry and the directors may allot shares or grant Rights pursuant to any such offer or agreement as if the authority conferred hereby had not expired.

## **SPECIAL RESOLUTION**

10. THAT, conditional on the passing of Resolution 9, the directors be, and they are hereby authorised pursuant to section 570 of the Act to allot equity securities (as defined in section 560 of the Act) for cash pursuant to the authority conferred by Resolution 9 above as if section 561 of the Act did not apply to any such allotment, provided that this authority shall be limited to:
- (a) the allotment of equity securities in connection with an issue in favour of shareholders where the equity securities respectively attributable to the interests of all such shareholders are proportionate (or as nearly as may be practicable) to the respective number of ordinary shares in the capital of the Company held by them on the record date for such allotment, but subject to such exclusions or other arrangements as the directors may deem necessary or expedient in relation to fractional entitlements or legal or practical problems under the laws of, or the requirements of, any recognised regulatory body or any stock exchange, in any territory; and
  - (b) the allotment (otherwise than pursuant to sub-paragraph (a) above) of equity securities up to an aggregate nominal amount of £53,767, being approximately 5% of the current issued share capital of the Company

such authority to expire (unless previously renewed, varied or revoked by special resolution of the Company in general meeting) at the conclusion of the Annual General Meeting of the Company to be held in 2023. The Company may, before such expiry, make offers or enter into agreements, which would or might require equity securities to be allotted after such expiry and the directors are hereby authorised to allot equity securities in pursuance of such offers or agreements as if the authority conferred hereby had not expired.

BY ORDER OF THE BOARD

Timothy Wai Yiu TANG  
**Company Secretary**

**Registered office:**

Cannon Place  
18 Cannon Street  
London  
EC4N 6AF

15 November 2022

## **Notes to the Notice of Annual General Meeting**

1. Shareholders will only be entitled to attend and vote at the Annual General Meeting if they are registered as the holders of Ordinary Shares at 5:00 p.m. (Hong Kong Time)/10:00 a.m. (GMT) on Wednesday 7 December 2022. If the Annual General Meeting is adjourned, the time by which a person must be entered on the register of members of the Company in order to have the right to vote at the adjourned meeting is 48 hours (ignoring any part of a day that is not a working day) prior to the date and time fixed for the adjourned meeting. Changes to entries on the register of members of the Company later than the time and date falling 48 hours (ignoring any part of a day that is not a working day) prior to the meeting (or any adjournment thereof) will be disregarded in determining the rights of any person to vote at the meeting.
2. A shareholder entitled to attend and vote at the meeting is entitled to appoint one or more proxies to attend, vote and speak at the meeting provided each proxy is appointed to exercise rights attached to different shares. A proxy need not be a shareholder of the Company.
3. You can register your vote(s) for the Annual General Meeting either:
  - by logging on to [www.shareregistrars.uk.com](http://www.shareregistrars.uk.com), clicking on the "Proxy Vote" button and then following the on-screen instructions (you can locate your user name and access code on the top of the proxy form);
  - by post or by hand to Share Registrars Limited, 3 The Millennium Centre, Crosby Way, Farnham, Surrey, GU9 7XX using the proxy form accompanying this notice;
  - in the case of CREST members, by utilising the CREST electronic proxy appointment service in accordance with the procedures set out in notes 6 to 9 below.

In order for a proxy appointment to be valid the proxy must be received by Share Registrars Limited by 5:00 p.m. (Hong Kong Time)/10:00 a.m. (GMT) on 7 December 2022.

4. Shareholders can:
  - appoint a proxy or proxies and give proxy instructions by voting online or returning the enclosed form of proxy by post (see note 5); or
  - if a CREST member, register their proxy appointment by utilising the CREST electronic proxy appointment service (see note 6).
5. A form of proxy is enclosed for use by the shareholders of the Company. To be effective, it must be deposited with the Company's registrars, Share Registrars Limited, 3 The Millennium Centre, Crosby Way, Farnham, Surrey GU9 7XX so as to be received no later than 48 hours (ignoring any part of a day that is not a working day) before the time appointed for holding the meeting. Completion of the proxy does not preclude a shareholder from subsequently attending and voting at the meeting if he or she so wishes. In the case of a shareholder which is a company, the form of proxy must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company. Any power of attorney or any other authority under which the form of proxy is signed (or a duly certified copy of such power or authority) must be included with the form of proxy.
6. CREST members who wish to appoint a proxy or proxies by utilising the CREST electronic proxy appointment service may do so for the Annual General Meeting and any adjournment(s) of it by using the procedures described in the CREST Manual (available via [www.euroclear.com](http://www.euroclear.com)). CREST Personal Members or other CREST sponsored members, and those CREST members who have appointed a voting service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.
7. For a proxy appointment or instructions made using the CREST service to be valid, the appropriate CREST message (a "CREST Proxy Instruction") must be properly authenticated in accordance with Euroclear specifications and must contain the information required for such instructions, as described in the CREST Manual. The message, regardless of whether it constitutes the appointment of a proxy or is an amendment to the instruction given to a previously appointed proxy, must, in order to be valid, be transmitted so as to be received by the issuer's agent (ID:7RA36) no later than 5:00 p.m. (Hong Kong Time)/10:00 a.m. (GMT) on 7 December 2022, or, in the event of an adjournment of the Annual General Meeting, 48 hours (ignoring any part of a day that is not a working day) before the adjourned meeting. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Applications Host) from which the issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time, any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.

8. CREST members and, where applicable, their CREST sponsors or voting service providers should note that Euroclear does not make available special procedures in CREST for any particular message. Normal system timings and limitations will therefore apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member or sponsored member, or has appointed a voting service provider(s), to procure that his/her CREST sponsor or voting service provider(s) take(s)) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting service providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.
9. The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.
10. A vote withheld is not a vote in law, which means that the vote will not be counted in the calculation of votes for or against the resolution. If no voting indication is given, your proxy will vote or abstain from voting at his or her discretion. Your proxy will vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is put before the Annual General Meeting.
11. The notes to the form of proxy explain how to direct your proxy how to vote on each resolution or withhold their vote.
12. Any person to whom this Notice of Meeting is sent who is a person nominated under Section 146 of the Companies Act 2006 to enjoy information rights (a **Nominated Person**) may, under an agreement between him/her and the shareholder by whom he/she was nominated, have a right to be appointed (or to have someone else appointed) as a proxy for the Annual General Meeting. If a Nominated Person has no such Proxy appointment right or does not wish to exercise it, he/she may, under any such agreement, have a right to give instructions to the shareholder as to the exercise of voting rights. The statement of the rights of shareholders in relation to the appointment of Proxies in paragraphs 2 and 3 above does not apply to Nominated Persons. The rights described in those paragraphs can only be exercised by shareholders of the Company.
13. Any shareholder attending a meeting of the Company has the right to ask questions. The Company must cause to be answered any such question relating to the business being dealt with at the meeting, but no such answer need be given if:
  - a. to do so would interfere unduly with the preparation for the meeting or involve the disclosure of confidential information;
  - b. the answer has already been given on a website in the form of an answer to a question; or
  - c. it is undesirable in the interests of the Company or the good order of the meeting that the questions be answered
14. As at 14<sup>th</sup> November 2022, being the latest practicable date before publication of this notice, the Company had 107,534,591 ordinary shares in issue. Each ordinary share carries one vote, and the Company holds no ordinary shares in treasury. Therefore, the total number of voting rights in the Company as at 14<sup>th</sup> November 2022 is 107,534,591.