

8 March 2024

RC365 Holding Plc

(“RC365” or the “Company”)

Notice of General Meeting

RC365 Holding Plc (“RC365”), a company focusing on payment gateway solutions and IT support and security services, gives notice that it has sent a notice of General Meeting to shareholders to be held at Level 35, Two Pacific Place 88, Queensway, Admiralty, Hong Kong on Tuesday 27 March 2024 at 9:00am GMT and 5:00pm HKT. The principal purpose of the General Meeting will be to increase its Directors’ authorities to allot new Ordinary Shares.

On 4 March 2024, RC365 Holding Plc (the “Company”) announced that, it had entered into an unsecured Convertible Loan Note (“CLN”) with Mill End Capital Limited (the “Lender”) for up to £4 million. The net proceeds of the unsecured loan will be used for the continuing development of the Company’s existing operations with particular focus on expanding operations in Malaysia, Japan and the UK.

The First Tranche of the CLN comprises £600,000, the Second Tranche of the CLN comprises a further £1.4 million, which can be drawn at RC365’s election and subject to shareholder approval by 30 April 2024, and any Further Tranche shall be at the written request of RC365 and discretion of the Lender, provided that the aggregate amount issued pursuant to this CLN shall not exceed £4 million.

The resulting number of Ordinary Shares to be issued shall be calculated at a price per Ordinary Share (“Conversion Price”) equal to 80% of the lowest closing volume-weighted average price (“VWAP”) of an Ordinary Share over five trading days ending prior to the date of service of the Conversion Notice.

As per the announcement made on 12 September 2023, the Company currently has authority to issue and allot up to 6,276,730 Ordinary Shares free of statutory pre-emption rights. In order to enable the Company to issue any remaining new Ordinary Shares required under the First Tranche and the new Ordinary Shares required under the Second Tranche, the Company is required to increase its Directors’ authorities, which requires the approval of the shareholders of the Company at a general meeting.

A copy of this notice convening the General Meeting and proxy form will also available on the Company’s website www.rc365plc.com.

For further information please contact:

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