

14 February 2023

RC365 Holding Plc

(“RC365” or the “Company”)

Share Subscription Agreement and Memorandum of Understanding with Hatcher Group Limited

RC365 Holding Plc (“**RC365**”), a company focusing on payment gateway solutions and IT support and security services is pleased to announce that it has conditionally entered into a Share Subscription Agreement with Hatcher Group Limited (“**Hatcher**”), a company listed on the Growth Enterprise Market (“**GEM**”) of the Hong Kong Stock Exchange. Hatcher is a financial services provider which provides corporate finance advisory services, placing and underwriting services and business consultancy services based in Hong Kong and has a market capitalisation of HK\$976m.

RC365 has also signed a Memorandum of Understanding (“**MOU**”) with Hatcher to leverage on the combined expertise and resources of the two companies to collaborate on the research and development of smart algorithm technology and to provide intuitive asset recommendations and other potential fintech-based solutions.

Under the Share Subscription Agreement, which is conditional on FCA approval, RC365 will issue 18,000,000 new Ordinary Shares of 0.1p each (“**Subscription Shares**”) to Hatcher and in consideration, RC365 will receive 38,640,000 new Ordinary Shares of HK\$0.90 each in Hatcher. The Subscription Shares to be issued, based on the current share price of 19p per share, have an aggregate value of £3.42m. The Consideration Shares have an aggregate value of HK\$34.8m (GBP £3.66m based on the prevailing exchange rate) equivalent to HK\$0.9 per share being a 10% discount to the latest price per share of HK\$0.99 on GEM.

Under the MOU, which is for an initial period of 24 months and can be extended upon both parties approval, both RC365 and Hatcher will collaborate in the research and development of smart algorithm technology to provide intuitive asset recommendations and other potential fintech-based solutions.

Admission

Upon receiving FCA approval, application will be made for the Subscription Shares to be issued and allotted to Hatcher. Following Admission, the total number of Ordinary Shares in issue will be 125,534,591. There are no Ordinary Shares held in treasury. Accordingly, the total number of voting rights in the Company on Admission will be 125,534,591. This figure may be used by Shareholders as the denominator for the calculations to determine if they are required to notify their interest in, or a change to their interest in, the Company under the FCA's Disclosure Guidance and Transparency Rules.

The Company has the authority to issue and allot the new Ordinary Shares pursuant to certain existing shareholder authorities granting such powers to the directors at the Company's Annual General Meeting held on 9 December 2022.

Upon admission of the Subscription Shares the standard segment of the Official List, Hatcher will hold 14.34% of the total shares and voting rights in RC365. Following admission of the Consideration Shares to GEM, RC365 will hold 4.63% of the total shares and voting rights in Hatcher.

The Subscription Shares and the Consideration Shares will, when issued, be credited as fully paid and will rank pari passu in all respects with the existing Ordinary Shares already in issue, including the right to receive all dividends and other distributions declared, made or paid in respect of such shares after the date of their issue.

Chi Kit Law (Michael), Executive Director and Chief Executive Officer, said:

“We are delighted to have entered into these agreements with Hatcher and I would like to welcome our new shareholder who clearly appreciates our achievements to date and importantly shares our vision for the future.”

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Market Abuse Regulation (MAR) Disclosure

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