

14 March 2023

RC365 Holding Plc

("RC365" or the "Company")

Convertible Loan and Put Option Agreement

RC365 Holding Plc ('**RC365**'), a company focusing on payment gateway solutions and IT support, is pleased to announce that its subsidiary Regal Crown Technology Limited ('**Regal Crown**') (the "Subscriber"), has entered into a Convertible Loan Facility ('**Facility**') with Hong Kong Easy Charge Limited ('**HK Easy Charge**') (the "Issuer"). The Facility is in relation to 10% Convertible Loan due 30 April 2024 for an aggregated principle amount of HK\$5,000,000 and convertible into new ordinary shares in HK Easy Charge. In addition, Regal Crown has entered into a Put Option and Deed of Guarantee in respect of the Facility.

HK Easy Charge provides shared wireless power bank rental stations for users in Hong Kong that can be found in restaurants, hotels, shopping malls, and retail stores, enabling users to charge their phone in an effective and convenient way. HK Easy Charge intends to list its Ordinary Shares on the Hong Kong Stock Exchange.

Facility

The Key terms of the Facility:

- The Convertible Loan Facility is for an aggregated principle amount of HK\$5,000,000
- HK\$1,000,000 loan paid on or before 31 March 2023 by Regal Crown
- The remaining HK\$4,000,000, to be paid on or before 30th April 2023 by Regal Crown
- Loan Facility is convertible into ordinary shares in HK Easy Charge
- Completion shall take place on the 30th day following the date of this Facility
- The Issuer shall use its best endeavours to procure the fulfilment of the Conditions no later than 30 days from the date of this Facility, and if any of the Conditions is not fulfilled or, if applicable, waived on or before such date, no Party shall be obliged to proceed to Completion.

Completion shall be conditional upon:

- (i) all necessary authorisations pursuant to applicable Law for the consummation of the transactions having been obtained by the Issuer; and
- (ii) all Issuer's Warranties remaining true and accurate in all material respects and not misleading in any material respect, and all undertakings made by the Issuer not having been breached in any material aspect.

Each of the Conditions provided can be fully or partly waived in writing by the Subscriber.

Put Option

HK Easy Charge has granted Regal Crown a Put Option to require HK Easy Charge to, subject to applicable laws and the terms, purchase all but not part of the Facility held by Regal Crown at the time of exercise of the Put Option at the Purchase Price of the Facility.

The Put Option shall only be exercisable by Regal Crown on one occasion within the period; upon HK Easy Charge's Ordinary Shares being listed on the Hong Kong Stock exchange on or before 13 March 2024.

The Facility sold by Regal Crown to Easy Charge, pursuant to the exercise of the Put Option, shall be transferred by Regal Crown to Easy Charge free from all encumbrances and with any and all rights attached thereto at the date of such transfer.

Deed of Guarantee ("Deed")

In respect of the Facility and Put Option entered into between HK Easy Charge and Regal Crown, Regal Crown has entered into a Deed with Mr Chan Kwo Li (the "Guarantor"). As at 13 March 2023, Guarantor holds 8,400 shares at HK\$1 each, representing 84% issued share capital in HK Easy Charge.

In consideration of Regal Crown agreeing to enter into the Facility and Put Option Agreement, the Guarantor unconditionally and irrevocably guarantees, as a continuing obligation in favour of the Regal Crown:

- (i) the due and punctual payment of all or any sums (whether principal, interest, fees or otherwise) which are or at any time may become due and payable by HK Easy Charge to Regal Crown under the Facility or Put Option; and
- (ii) the due and punctual performance and observance by HK Easy Charge of their respective obligations to Regal Crown under the Facility or Put Option (collectively, the "Guaranteed Obligations")

In order to protect the interests of the Regal Crown in respect of the Guaranteed Obligations, Regal Crown shall be entitled to retain this Deed and any security it has in respect of the Guaranteed Obligations shall remain in force from the date of this Deed until the Guaranteed Obligations have been unconditionally and irrevocably satisfied and discharged in full to the full satisfaction of Regal Crown in accordance with the Facility and Put Option.

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

"We are delighted to enter into this opportunity with HK Easy Charge and we strongly believe this could lead to new opportunities to collaborate together in order to provide new IT support services to customers."

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