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.

The distribution of this document in jurisdictions other than the UK may be restricted by law and therefore persons into whose possession this document comes should inform themselves about and observe any such restrictions. Any failure to comply with such restrictions may constitute a violation of the securities laws of any such jurisdictions.

RC365 HOLDING PLC

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

Notice of Annual General Meeting

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. (UK Time) on Thursday 10 September 2026 at Room I, 17/F, MG Tower, 133 Hoi Bun Road, Kwun Tong, 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. (UK Time) on 8 September 2026 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 CHAIRMAN

RC365 HOLDING PLC

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

Directors:	**Registered office:**
Iain Andrew Muir (Non-Executive Chairman)	Cannon Place
Chi Kit Law (Chief Executive Officer)	78 Cannon Street
King Lun Alan Leung (Executive Director)	London
Ajay Kumar Rajpal (Non-Executive Director)	EC4N 6AF
	United Kingdom

13 August 2026

Dear Shareholder,

Annual Report 2025 and Annual General Meeting

I am pleased to enclose the 2025 Annual Report and Accounts and the formal Notice of the 2026 Annual General Meeting (the "**AGM**") of RC365 Holding Plc (the "**Company**") to be held at Room I, 17/F, MG Tower, 133 Hoi Bun Road, Kwun Tong, Hong Kong on Thursday 10 September 2026 at 5:00 p.m. (Hong Kong Time)/10:00 a.m. (UK Time).

Annual General Meeting

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

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 8 inclusive will be proposed as ordinary resolutions. For each ordinary resolution to be passed, more than half of the votes cast must be in favour of the resolution. Resolutions 9 and 10 are proposed as special resolutions. For each special resolution to be passed, at least three quarters of the votes cast must be in favour of the resolution.

Resolution 1	To receive and adopt the audited financial statements for the year ended 31 March 2026 and the Reports of the Directors' and Auditors' thereon.
Resolution 2	To approve the Remuneration Committee Report, as set out on pages 35 to 39 of the Annual Report.
Resolution 3	To re-appoint Johnson Financial Management Limited as auditors of the Company.
Resolution 4	To authorise the directors to determine the remuneration of the auditors.
Resolution 5	To re-appoint Chi Kit Law as a Director of the Company.
Resolution 6	To re-appoint Iain Andrew Muir as a Director of the Company.
Resolution 7	To re-appoint Ajay Kumar Rajpal as a Director of the Company.
Resolution 8	To authorise the directors to allot ordinary shares.
Resolution 9	To dis-apply statutory pre-emption provisions to enable the directors in certain circumstances to allot ordinary shares for cash other than on a pre-emptive basis.
Resolution 10	To dis-apply statutory pre-emption provisions to enable the directors in certain circumstances to allot ordinary shares for cash other than on a pre-

emptive basis for the purposes of financing a transaction or capital investment.

Form of Proxy

Your proxy may be submitted online by visiting 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), or by post by completing the enclosed Form of Proxy and returning it to the Company's Registrar, Share Registrars Limited at 3 The Millennium Centre, Crosby Way, Farnham, Surrey GU9 7XX not less than 48 hours (ignoring any part of the day that is not a working day) before the time appointed for the meeting, being 5:00 p.m. (Hong Kong Time)/10:00 a.m. (UK Time) on 10 September 2026, or any adjournment thereof together with, if appropriate, the power of attorney or other authority (if any) under which it is signed or a certified copy of such power of attorney. CREST members who wish to appoint a proxy or proxies via the CREST electronic proxy appointment service should refer to the Notes of the Notice of AGM and Form of Proxy.

Recommendation

The Board considers that the Resolutions set out in the Notice of AGM are in the best interests of the Company and of its Shareholders as a whole and unanimously recommend shareholders to vote in favour of the Resolutions, as each of the directors intends to do in respect of their own beneficial holdings.

Yours sincerely,

Iain Muir
Non-Executive Chairman

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 at Room I, 17/F, MG Tower, 133 Hoi Bun Road, Kwun Tong, Hong Kong on Thursday 10 September 2026 at 5:00 p.m. (Hong Kong Time) / 10:00 a.m. (UK Time). The business of the meeting will be to consider and, if thought fit, pass the following resolutions, of which Resolutions 1 to 8 inclusive will be proposed as ordinary resolutions and Resolutions 9 and 10 will be proposed as special resolutions of the Company.

ORDINARY RESOLUTIONS

1. To receive and adopt the audited financial statements for the year ended 31 March 2026 and the Reports of the Directors' and Auditors' thereon.

2. To approve the Remuneration Committee Report, as set out on pages 35 to 39 of the Annual Report.

3. To re-appoint Johnson Financial Management Limited as auditors of the Company.

4. To authorise the Directors to determine the remuneration of the auditors.

5. To reappoint Chi Kit Law as a Director of the Company.

6. To reappoint Iain Andrew Muir as a Director of the Company.

7. To re-appoint Ajay Kumar Rajpal as a Director of the Company.

8. That in accordance with Section 551 of the Companies Act 2006 (the "Act"), the Directors be generally and unconditionally authorised to exercise all the powers of the Company to allot shares in the Company and to grant rights to subscribe for or to convert any security into shares in the Company:

   (a) up to an aggregate nominal amount of £703,337.77, being approximately one-third of the current issued share capital of the Company (such amount to be reduced by the nominal amount of any shares allotted or rights granted under paragraph (b) below in excess of such sum); and

   (b) comprising equity securities (as defined in Section 560(1) of the Act) up to an aggregate nominal amount of £1,406,675.53 (such amount to be reduced by the nominal amount of any shares allotted or rights granted under paragraph (a) above) in connection with an offer by way of a rights issue:

   1. to holders of ordinary shares in proportion (as nearly as may be practicable) to their existing holdings; and

   2. to holders of other equity securities as required by the rights of those securities or as the Directors otherwise consider necessary,

subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to treasury shares, fractional entitlements, record dates, legal or practical problems in or under the laws of any territory or the requirements of any regulatory body or stock exchange.

This authority shall expire (unless previously renewed, varied or revoked by the Company in general meeting) at the conclusion of the next Annual General Meeting of the Company or 15 months after passing this resolution, whichever is the earlier, save that the Company may, before such expiry, make any offer or 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 in pursuance of any such offer or agreement as if the authority conferred hereby had not expired.

SPECIAL RESOLUTIONS

9. That, subject to the passing of Resolution 8 above, the Directors be empowered pursuant to section 570(1) of the Act to allot equity securities (within the meaning of section 560 of the Act) for cash pursuant to the authority of the Directors under Section 551 of the Act conferred by Resolution 8(a) above and/or by way of a sale of treasury shares (by virtue of Section 573 of the Act) as if Section 561(1) of the Act did not apply to such allotment, provided that the power conferred by this Resolution shall be limited to:

   (a) the allotment of equity securities in connection with any offer by way of rights or an open offer of relevant equity securities where the equity securities respectively attributed to the interests of all holders of relevant equity securities are proportionate (as nearly as may be) to the respective numbers of relevant equity securities held by them but subject to such exclusions or other arrangements as the Directors may deem necessary or expedient to deal with equity securities which represent fractional entitlements or on account of either legal or practical problems arising in connection with the laws or requirements of any regulatory or other authority in any jurisdiction; and

   (b) otherwise than pursuant to paragraph (a) above, up to an aggregate nominal amount of £703,337.77 being approximately one-third of the current issued share capital of the Company.

   The authority granted by this Resolution will expire (unless previously renewed, varied or revoked by the Company in general meeting) at the conclusion of the Company's next Annual General Meeting after the passing of this Resolution or, if earlier, on a date 15 months after passing this Resolution, save that the Company may, before such expiry make offers or agreements which would or might require equity securities to be allotted (or treasury shares to be sold) after the authority expires and the Directors may allot equity securities (or sell treasury shares) in pursuance of any such offer or agreement as if the authority had not expired.

10. That, subject to the passing of Resolution 8 above, the Directors be empowered pursuant to Section 571 of the Act and in addition to any authority granted under Resolution 9 above, to allot equity securities (within the meaning of Section 560 of the Act) for cash pursuant to the authority conferred by Resolution 8(a) above as if Section 561 of the Act did not apply to such allotment, provided that this power shall be limited to the allotment of equity securities as follows:

    (a) up to an aggregate nominal amount of £703,337.77 being approximately one-third of the current issued share capital of the Company; and

    (b) used only for the purposes of financing (or refinancing, if the authority is to be used within six months after the original transaction) a transaction which Directors determine to be an acquisition or other capital investment and which is announced contemporaneously with the issue, or which has taken place in the preceding six-month period and is disclosed in the announcement of the issue.

The authority granted by this Resolution will expire (unless previously renewed, varied or revoked by the Company in general meeting) at the conclusion of the Company's next Annual General Meeting after the passing of this Resolution or, if earlier, on a date 15 months after passing this Resolution, save that the Company may, before such expiry make offers or agreements which would or might require equity securities to be allotted (or treasury shares to be sold) after the authority expires and the Directors may allot equity securities (or sell treasury shares) in pursuance of any such offer or agreement as if the authority had not expired.

BY ORDER OF THE BOARD

MSP Corporate Services Limited
Company Secretary
13 August 2026

Registered office:

Cannon Place
78 Cannon Street
London
EC4N 6AF

__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. (UK Time) on Tuesday 8 September 2026. 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 visiting 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. (UK Time) on 8 September 2026.

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). 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. (UK Time) on 8 September 2026, 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. To change your proxy instructions, simply submit a new proxy appointment using one of the methods set out above. Note that the cut-off time for receipt of proxy appointments also applies in relation to amended instructions; any amended proxy appointment received after the relevant cut-off time will be disregarded. If the Company receives more than one appointment of a proxy in respect of any one share, the appointment received last revokes each earlier appointment and the Company's decision as to which appointment was received last is final.

13. In order to revoke a proxy appointment, you will need to inform the Company by sending a signed hard copy notice clearly stating your intention to revoke your proxy appointment to Share Registrars Limited at 3 The Millennium Centre, Crosby Way, Farnham, Surrey GU9 7XX. In the case of a member which is a company, the revocation notice 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 revocation notice is signed (or a duly certified copy of such power or authority) must be included with the revocation notice. The revocation notice must be received by Share Registrars Limited no later than 5:00 p.m. (Hong Kong Time) / 10:00 a.m. (UK Time) on 8 September 2026, or 48 hours (ignoring any part of a day that is not a working day) before any adjourned meeting.

14. In the case of joint holders, where more than one of the joint holders purports to appoint a proxy, only the appointment submitted by the most senior holder will be accepted. Seniority is determined by the order in which the names of the joint holders appear in the Company's register of members in respect of the joint holding (the first-named being the most senior).

15. A corporation which is a member can appoint one or more corporate representatives who may exercise, on its behalf, all its powers as a member provided that no more than one corporate representative exercises powers over the same share.

16. 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.

17. 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.

18. As at 12 August 2026, being the latest practicable date before publication of this notice, the Company had 211,001,330 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 12 August 2026 is 211,001,330.