



18 December 2024

**RC365 Holding plc**  
**("RC365" or the "Company")**

**Repayment of Convertible Loan Amount**

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RC365 Holding plc (LSE: RCGH), an established payment solutions and fintech company, announces the repayment of outstanding amount of £400,000 as at 1 November 2024 in relation to the convertible loan note issued on 4 March 2024 (the "**Convertible Loan Note**") to Mill End Capital Limited (the "**Lender**") by way of (i) 27,500,000 ordinary shares as consideration equal to the outstanding amount of £250,000; and (ii) repayment of the remaining amount of £150,000.

**Top-up Subscription Agreement**

The Company is pleased to announce that it has entered into a top-up subscription agreement with its principal shareholder, being LYS Limited, and the Lender, pursuant to which:

- (i) LYS Limited has conditionally agreed to make available to the Company a loan of £250,000 by way of settling on behalf of the Company 27,500,000 ordinary shares to the Lender as repayment equal to the outstanding amount of £250,000 pursuant to the Convertible Loan Note; and
- (ii) LYS Limited has conditionally agreed to subscribe for, and the Company has conditionally agreed to issue to LYS Limited, 27,500,000 ordinary shares equal to the £250,000, which shall be satisfied by way of offsetting the loan in the amount of £250,000 made available by LYS Limited to the Company.

The loan made available by LYS Limited to the Company of £250,000 will bear no interest rate, and shall be repayable in full on or before the repayment date of XX December 2025.

**Disclosure and Reporting**

The Company will disclose this transaction to the Financial Conduct Authority (FCA) and the London Stock Exchange (LSE) as per the Disclosure Guidance and Transparency Rules (DTRs). A public announcement has been made to inform other shareholders and stakeholders about the transaction.

**Effective Date and Conditions Precedent**

This Top-Up Subscription Agreement shall become effective upon compliance with all rules and regulations of related regulated authorities, and the Companies Act 2006 in the United Kingdom.

**Chi Kit (Michael) LAW, Chief Executive Officer of RC365, said:** "We are delighted to repay the outstanding balance of Convertible Loan Note with the amount of £400,000 through the conversion of shares and the payment of cash. The Company has no further convertible financial instruments outstanding and will start off from afresh going forward and a better 2025."

For further information please contact:

**RC365 Holding plc**

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**About RC365 Holding plc**

RC365 Holding plc (LSE: RCGH) is an established payment solutions and fintech company. It operates primarily in East and Southeast Asia through its core subsidiaries of Regal Crown Technology and RCPAY, and the recently-established RC365 Solutions.

For over 10 years, the Company has delivered efficient and secure payment gateway solutions and IT support and development services for payment and financial systems, including ERP solutions. In 2021, it commenced providing digital remittance and payment services, which expanded to include foreign exchange and premium card solutions. These services are provided to multinational merchants, SMEs and individuals. RC365 intends to expand into the virtual banking market and geographically, including in the UK and wider Europe.

For more information, visit: <https://www.rc365plc.com>