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Endurance RP Limited

壽康集團有限公司*

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 575)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Extraordinary General Meeting (the “**EGM**”) of Endurance RP Limited (the “**Company**”) will be held at 8th Floor, Henley Building, 5 Queen’s Road Central, Hong Kong on Monday, 14 March 2022 at 3:00 p.m. or any adjournment thereof, for the purpose of considering and, if thought fit, passing with or without modification, the following resolution as an ordinary resolution of the Company:

ORDINARY RESOLUTION

1. “**THAT:**

- (a) the disposal (the “**Future Disposal**”) by the Company of up to 4,133,993 shares, which includes those shares issuable upon exercise of the DEVELOP Global Limited’s options, (together, the “**DVP Share(s)**”) in the share capital of DEVELOP Global Limited, a limited liability company incorporated in Australia, whose securities are listed on ASX Limited (“**ASX**”) during the period of 12 months from the date of passing of this Resolution (unless revoked or varied by an ordinary resolution passed by the shareholders in a general meeting of the Company) (the “**Mandate Period**”) on the following conditions:
- (i) apart from disposal in the open market on ASX, the Company may also dispose of its holding of DVP Shares during the Mandate Period through block trade(s) by entering into sale and purchase or placing agreement(s) with reputable investment banks or brokers as placing agents, with such block trade(s) to be negotiated on normal commercial terms and on an arms’ length basis and to be fair and reasonable and in the interests of the Company and the Shareholders as a whole;
- (ii) (1) the selling price per DVP Share that is to be sold through block trade(s) shall represent no more than a 7% discount to the average closing price of DVP Shares on ASX in the five (5) trading days immediately prior to the date of the relevant sale and purchase or placing agreement; and
- (2) whether the disposal is made in the open market or through block trade(s), the minimum selling price per DVP Share shall not be less than A\$3.25,

be and is hereby approved; and

- (b) the board of directors of the Company (the “**Board**”) be and is hereby authorised for and on behalf of the Company (the “**Disposal Mandate**”) to exercise all the powers of the Company to effect the Future Disposal from time to time during the Mandate Period and any one Director be and is hereby authorised to do all such acts and things, including but not limited to execution of all documents, which the Director deem necessary, appropriate or desirable to implement and give effect to the Future Disposal and the transactions contemplated thereunder or in connection with the exercise of the Disposal Mandate.”

By Order of the Board
Endurance RP Limited
Jamie Gibson
Executive Director

Hong Kong, 25 February 2022

Notes:

1. Shareholders are recommended to read the shareholders' circular dated 25 February 2022 issued by the Company (the "**Circular**"), which contains important information concerning the resolution proposed at the EGM being convened by this notice. Unless the context requires otherwise, capitalised terms used in this notice shall have the same meaning given to them in the Circular, of which this notice forms part.
2. Due to the recent development of the COVID-19 pandemic and in view of the latest Prevention and Control of Disease (Prohibition on Gathering) Regulation (Chapter 599G of the Laws of Hong Kong) and Prevention and Control of Disease (Requirements and Directions) (Business and Premises) Regulation (Chapter 599F of the Laws of Hong Kong), Shareholders are reminded to refer to section "Special Arrangements For the EGM" on page i of the Circular for details.
3. In order to be valid, the proxy form, accompanied by the power of attorney (if applicable) or other authority (if any) under which it is signed or a certified copy of that power or authority, must be deposited with the Company's branch share registrar in Hong Kong, Tricor Tengis Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as practicable but in any event no later than 48 hours before the time appointed for holding of the EGM or any adjournment thereof. The Company reminds Shareholders who wish to exercise his/her/its voting rights that they must appoint the Chairman of the EGM as their proxy to vote on the relevant resolution at the EGM.
4. In order to ascertain the entitlements to vote at the EGM, all relevant transfer document(s) and share certificate(s) must be lodged with the Company's branch share registrar in Hong Kong, Tricor Tengis Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong, for registration not later than 4:30 p.m. on Tuesday, 8 March 2022.
5. In the case of joint registered holders, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint registered holder(s). For this purpose, seniority shall be determined by the order in which the names of the joint holders stand in the register of members of the Company in respect of the relevant holding.
6. The voting on the proposed resolution as set out in this notice will be taken by poll at the EGM.
7. If at any time after 7:00 a.m. on the date of the EGM, Typhoon Signal Number 8 or above or a Black Rainstorm Warning is hoisted or remains hoisted, the EGM will be postponed or adjourned. The Company will post an announcement on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.enduranceerp.com) to notify Shareholders of the date, time and place of the re-scheduled meeting. At least seven clear days' notice shall be given of the re-scheduled meeting.
8. In the case of any discrepancy, the English version of this notice shall prevail over the Chinese version.
9. References to time and dates in this notice are to Hong Kong time and dates.

As at the date of this notice, the Board of Directors comprises of six Directors:

Executive Director:

Jamie Gibson (*Chief Executive Officer*)

Non-Executive Directors:

James Mellon (*Chairman*)

Jayne Sutcliffe

Independent Non-Executive Directors:

David Comba

Julie Oates

Mark Searle

* For identification purpose only