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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 an extraordinary general meeting (the “**Meeting**”) of Endurance RP Limited (the “**Company**”) will be held at 14/F, Fairmont House, 8 Cotton Tree Drive, Central, Hong Kong on Thursday, 24 November 2022 at 3:00 p.m. to consider and, if thought fit, pass with or without amendments, the following resolutions of the Company (unless otherwise indicated, capitalised terms used in this notice have the same meanings as those defined in the circular of the Company dated 31 October 2022 (the “**Circular**”)):

ORDINARY RESOLUTIONS

1. “**THAT** subject to and conditional upon fulfillment of the conditions of the Underwriting Agreement (as defined below), the Rights Issue (as defined below) and the transactions contemplated thereunder be and are hereby approved:
 - (a) for the purpose of these resolutions, “Rights Issue” means the proposed issue by way of rights issue of up to 2,468,728,881 shares (the “**Rights Share(s)**”) of US\$0.01 each in the capital of the Company at the subscription price of HK\$0.0785 per Rights Share to the qualifying shareholders (the “**Qualifying Shareholders**”) of the Company whose names appear in the register of members of the Company on the date by reference to which entitlement under the Rights Issue will be determined (other than those shareholders (the “**Non-Qualifying Shareholders**”) with registered addresses outside Hong Kong whom the directors (the “**Directors**”) of the Company, after making relevant enquiry, consider their exclusion from the Rights Issue to be necessary or expedient on account either of the legal restrictions under the laws of the relevant place or the requirements of the

- relevant regulatory body or stock exchange in that place) in the proportion of one (1) Rights Share for every one share (the “**Share(s)**”) of the Company held on the Record Date subject to the fulfilment of the conditions and terms set out in the Underwriting Agreement (as defined below);
- (b) the placing agreement dated 26 September 2022 (the “**Placing Agreement**”) (copy of which, signed by the Chairman of the Meeting for the purposes of identification, has been produced to the Meeting marked “**A**”) entered into between the Company and Eddid Securities and Futures Limited in relation to the placing of the Rights Shares on a best effort basis and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified;
 - (c) the Directors be and are hereby authorised to allot and issue the Rights Shares pursuant to the Rights Issue notwithstanding the same may be offered, allotted or issued otherwise than pro rata to the Qualifying Shareholders and, in particular, the Directors may make such exclusions or other arrangements in relation to the Non-Qualifying Shareholders as they may deem necessary, desirable or expedient to having regard to any restrictions or obligations under the articles of association of the Company or the laws of, or the rules and regulations of any recognised regulatory body or any stock exchange in, any territory outside Hong Kong; and
 - (d) the Directors be and are hereby authorised to do all such things and acts and execute all documents which they consider necessary, desirable or expedient to implement or to give effect to any matters relating to the Rights Issue, the Placing Agreement, and the transactions contemplated thereunder.”

2. “**THAT:**

- (a) the entering into of the underwriting agreement dated 26 September 2022 (the “**Underwriting Agreement**”) (copy of which, signed by the Chairman of the Meeting for the purposes of identification, has been produced to the Meeting marked “**B**”) entered into between the Company and the Underwriter in relation to the Rights Issue and the transactions contemplated thereunder (including but not limited to the arrangements for taking up of the Underwritten Rights Shares, if any, by the Underwriter) be and are hereby approved, confirmed and ratified and the Directors be and are hereby authorised to do all such things and acts and execute all documents which they consider necessary, desirable or expedient to implement or to give effect to any matters relating to the Underwriting Agreement; and

(b) the Subscription Price payable by Galloway Limited for the Rights Shares to which he is entitled under the Rights Issue and the Underwritten Shares to be taken up by Galloway Limited as underwriter in the Rights Issue to be settled by way of (i) the set off (the “**Set Off**”) against the shareholder’s loans (the “**Shareholder’s Loans**”) in the total principal amount of approximately US\$13.40 million (or approximately HK\$105.19 million), indebted by the Company to Galloway Limited, in first place; and (ii) the remaining balance of the Subscription Price, if any, in cash and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified and the Directors be and are hereby authorised to do all such things and acts and execute all documents which they consider necessary, desirable or expedient to implement or to give effect to any matters relating to the Set Off.”

SPECIAL RESOLUTION

3. “**THAT** the terms of the application for a waiver (the “**Whitewash Waiver**”) granted or to be granted by the Executive to the Underwriter pursuant to Note 1 on the Dispensations from Rule 26 of the Takeovers Code from an obligation to make a mandatory general offer for all the issued Shares not already owned by Galloway Limited and the parties acting in concert with it/him as a result of the underwriting of the Rights Shares by Galloway Limited pursuant to the Underwriting Agreement be and are hereby approved and the Directors be and are hereby authorised to do all such things and acts and execute all documents which they consider necessary, desirable or expedient to implement or to give effect to any matters relating to the Whitewash Waiver.”

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

Hong Kong, 31 October 2022

Registered office:
P.O. Box 309, Ugland House, Grand Cayman
KY1-1104, Cayman Islands

*Principal place of business in
Hong Kong:*
8th Floor, Henley Building
5 Queen’s Road Central, Hong Kong

Notes:

1. Shareholders are recommended to read the Shareholders' circular dated 31 October 2022 issued by the Company (the "**Circular**"), which contains important information concerning the resolutions 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 "Precautionary Measures 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 17/F, Far East Finance Centre, 16 Harcourt Road, 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. Completion and return of the proxy form will not preclude a Shareholder from attending and voting in person at the EGM or at any adjournment thereof (as the case may be) if he/she so wishes.
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 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, for registration not later than 4:30 p.m. on Thursday, 17 November 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 resolutions 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.endurancerp.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 purposes only*