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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)

**(1) PROPOSED CHANGE OF COMPANY NAME;
(2) PROPOSED AMENDMENTS TO THE MEMORANDUM AND ARTICLES OF
ASSOCIATION AND ADOPTION OF THE NEW SET OF AMENDED AND RESTATED
MEMORANDUM AND ARTICLES OF ASSOCIATION; AND
(3) PROPOSED CAPITAL REORGANISATION**

PROPOSED CHANGE OF COMPANY NAME

The Board proposes:

- (i) to change the name of the Company from “Endurance RP Limited” back to “Regent Pacific Group Limited”; and
- (ii) to adopt a foreign name in Chinese of “勵晶太平洋集團有限公司” to replace the existing Chinese name of the Company, “壽康集團有限公司”, which is currently used for identification purposes only.

The Change of Company Name is subject to (i) the passing of a special resolution by the Shareholders approving the Change of Company Name at the AGM; and (ii) the approval of the Registrar of Companies in the Cayman Islands having been obtained for the Change of Company Name.

PROPOSED AMENDMENTS TO THE MEMORANDUM AND ARTICLES OF ASSOCIATION AND ADOPTION OF THE NEW SET OF AMENDED AND RESTATED MEMORANDUM AND ARTICLES OF ASSOCIATION

The Board proposes to make certain amendments to the Memorandum and Articles of Association in order to, among other things, (i) align them with the core standards for shareholder protections as set out in Appendix 3 to the Listing Rules and the applicable laws and regulations of the Cayman Islands; (ii) allow general meetings of the Company to be held as electronic meetings or hybrid meetings where Shareholders may attend and vote by electronic means in addition to or in place of attending physical meetings in person; and (iii) incorporate various housekeeping amendments and corresponding consequential changes (collectively, the “**Amendments**”). The Board also proposes to adopt the new set of Amended and Restated Memorandum and Articles of Association incorporating the Amendments in substitution for, and to the exclusion of, the existing Memorandum and Articles of Association.

PROPOSED CAPITAL REORGANISATION

The Board proposes to implement the Capital Reorganisation, which will involve the following:

- (i) the Share Consolidation whereby every twenty (20) issued and unissued Shares of par value of US\$0.01 each will be consolidated into one (1) Consolidated Share of par value of US\$0.20 each;
- (ii) the Capital Reduction whereby the par value of each issued Consolidated Share will be reduced from US\$0.20 to US\$0.001 by cancelling the paid-up capital to the extent of US\$0.199 on each issued Consolidated Share;
- (iii) the Share Subdivision whereby immediately following the Capital Reduction, each of the authorised but unissued Consolidated Shares with par value of US\$0.20 each be subdivided into 200 Adjusted Shares with par value of US\$0.001 each. Forthwith the Share Subdivision becoming effective, the authorised share capital of the Company be increased to US\$143,550,000.00 by the creation of such number of additional Adjusted Shares as shall be sufficient to increase the authorised share capital of the Company to US\$143,550,000.00 divided into (a) 143,000,000,000 ordinary Adjusted Shares and (b) 550,000,000 unclassified Adjusted Shares; and
- (iv) the credit arising from the Capital Reduction will be applied towards offsetting the Accumulated Losses in a manner as permitted by all applicable laws and the Amended and Restated Memorandum and Articles of Association and as the Board considers appropriate. The balance of the credit (if any) of the Share Premium Account after offsetting the Accumulated Losses will be applied by the Company in any manner as permitted by all applicable laws and the Amended and Restated Memorandum and Articles of Association.

Shareholders and potential investors should note that the Capital Reorganisation is conditional upon satisfaction of the conditions as set out in the paragraph headed “Conditions of the Capital Reorganisation” in this announcement. Accordingly, the Capital Reorganisation may or may not proceed. Shareholders and potential investors are advised to exercise caution when dealing in the securities of the Company. If they are in any doubt, they should consult their professional advisers.

GENERAL

The AGM will be convened and held for the Shareholders to consider and, if thought fit, to approve, among others, (i) the Change of Company Name; (ii) the Amendments and the adoption of the new set of Amended and Restated Memorandum and Articles of Association; and (iii) the Capital Reorganisation.

As no Shareholders have a material interest in (i) the Change of Company Name; (ii) the Amendments and the adoption of the new set of Amended and Restated Memorandum and Articles of Association; and (iii) the Capital Reorganisation, which is materially different from the other Shareholders, no Shareholders are required to abstain from voting in respect of the proposed resolutions to approve (i) the Change of Company Name; (ii) the Amendments

and the adoption of the new set of Amended and Restated Memorandum and Articles of Association; and (iii) the Capital Reorganisation.

The Circular containing, among other things, further details of (i) the Change of Company Name; (ii) the Amendments and the adoption of the new set of Amended and Restated Memorandum and Articles of Association; and (iii) the Capital Reorganisation together with a notice convening the AGM will be despatched to the Shareholders in accordance with the requirements of the Listing Rules.

PROPOSED CHANGE OF COMPANY NAME

The Board proposes, subject to certain conditions as set out below:

- (i) to change the name of the Company from “Endurance RP Limited” back to “Regent Pacific Group Limited”; and
- (ii) to adopt a foreign name in Chinese of “勵晶太平洋集團有限公司” to replace the existing Chinese name of the Company, “壽康集團有限公司”, which is currently used for identification purposes only.

Conditions of the Change of Company Name

The Change of Company Name is subject to the fulfilment of the following conditions:

- (i) the passing of a special resolution by the Shareholders approving the Change of Company Name at the AGM; and
- (ii) the approval of the Registrar of Companies in the Cayman Islands having been obtained for the Change of Company Name.

Subject to the satisfaction of the conditions set out above, the Change of Company Name will take effect upon the date of the issue of a certificate of incorporation on change of name by the Registrar of Companies in the Cayman Islands confirming that the new names, in English and Chinese, have been registered. The Company will then carry out the necessary filing and registration procedures with the Companies Registry in Hong Kong pursuant to Part 16 of the Companies Ordinance (Chapter 622 of the Laws of Hong Kong). A further announcement will be made by the Company subsequent to the Change of Company Name becomes effective.

Reasons for the Change of Company Name

The Board considers that the change of Company name back to “Regent Pacific Group Limited” is more appropriate as the current name has led to confusion of the Company’s image and brand among its key stakeholders, and furthermore the current name is failing to stand out. The Board, therefore, considers that reverting back to its original name will more accurately reflect its business and future direction.

Effects of the Change of Company Name

The Change of Company Name will not affect the rights of any Shareholder or the Company's daily business operation and its financial position. Once the Change of Company Name becomes effective, all new share certificates to be issued for the Shares will bear the new name of the Company and the Shares will be traded on the Stock Exchange under the new name. However, all existing share certificates of the Company for the Shares in issue bearing the existing name of the Company will, upon the Change of Company Name becoming effective, continue to be valid evidence of legal title to the Shares and will continue to be valid for trading, settlement, registration and delivery purposes.

Accordingly, there will not be any arrangement for the free exchange of the existing share certificates for the Shares for new share certificates bearing the new name of the Company.

In addition, subject to the confirmation of the Stock Exchange, the English and Chinese stock short names of the Company for trading in the Shares will also be changed after the Change of Company Name becomes effective.

PROPOSED AMENDMENTS TO THE MEMORANDUM AND ARTICLES OF ASSOCIATION AND ADOPTION OF THE NEW SET OF AMENDED AND RESTATED MEMORANDUM AND ARTICLES OF ASSOCIATION

The Board proposes to make certain amendments to the Memorandum and Articles of Association in order to, among other things, (i) align them with the core standards for shareholder protections as set out in Appendix 3 to the Listing Rules and the applicable laws and regulations of the Cayman Islands; (ii) allow general meetings of the Company to be held as electronic meetings or hybrid meetings where Shareholders may attend and vote by electronic means in addition to or in place of attending physical meetings in person; and (iii) incorporate various housekeeping amendments and corresponding consequential changes (collectively, the "**Amendments**"). The Board also proposes to adopt the new set of Amended and Restated Memorandum and Articles of Association incorporating the Amendments in substitution for, and to the exclusion of, the existing Memorandum and Articles of Association.

The Amendments and the adoption of the new set of Amended and Restated Memorandum and Articles of Association incorporating the Amendments shall be subject to the passing of a special resolution by the Shareholders at the forthcoming AGM.

PROPOSED CAPITAL REORGANISATION

The Board proposes to implement the Capital Reorganisation, which will involve the following:

- (i) the Share Consolidation whereby every twenty (20) issued and unissued Shares of par value of US\$0.01 each will be consolidated into one (1) Consolidated Share of par value of US\$0.20 each;
- (ii) the Capital Reduction whereby the par value of each issued Consolidated Share will be reduced from US\$0.20 to US\$0.001 by cancelling the paid-up capital to the extent of US\$0.199 on each issued Consolidated Share;

- (iii) the Share Subdivision whereby immediately following the Capital Reduction, each of the authorised but unissued Consolidated Shares with par value of US\$0.20 each be sub-divided into 200 Adjusted Shares with par value of US\$0.001 each. Forthwith the Share Subdivision becoming effective, the authorised share capital of the Company be increased to US\$143,550,000.00 by the creation of such number of additional Adjusted Shares as shall be sufficient to increase the authorised share capital of the Company to US\$143,550,000.00 divided into (a) 143,000,000,000 ordinary Adjusted Shares and (b) 550,000,000 unclassified Adjusted Shares; and
- (iv) the credit arising from the Capital Reduction will be applied towards offsetting the Accumulated Losses in a manner as permitted by all applicable laws and the Amended and Restated Memorandum and Articles of Association and as the Board considers appropriate. The balance of the credit (if any) of the Share Premium Account after offsetting the Accumulated Losses will be applied by the Company in any manner as permitted by all applicable laws and the Amended and Restated Memorandum and Articles of Association.

Effects of the Capital Reorganisation

As at the date of this announcement, the authorised share capital of the Company is US\$143,550,000.00 comprising: (a) 14,300,000,000 ordinary Shares of a par value of US\$0.01 each; and (b) 55,000,000 unclassified Shares of a par value of US\$0.01 each which may be issued as ordinary Shares or as non-voting convertible deferred Shares of a par value of US\$0.01 each, of which 4,566,919,075 ordinary Shares have been issued and are fully paid or credited as fully paid.

Immediately upon the Capital Reorganisation becoming effective and assuming no further changes in the issued share capital of the Company from the date of this announcement until the date of the Capital Reorganisation becoming effective, the authorised share capital of the Company shall be US\$143,550,000.00 comprising: (a) 143,000,000,000 ordinary Adjusted Shares of a par value of US\$0.001 each; and (b) 550,000,000 unclassified Adjusted Shares of a par value of US\$0.001 each which may be issued as ordinary Adjusted Shares or as non-voting convertible deferred Adjusted Shares of a par value of US\$0.001 each, of which 228,345,953 ordinary Adjusted Shares would have been issued as fully paid or credited as fully paid.

Based on 4,566,919,075 ordinary Shares in issue as at the date of this announcement, and assuming no further changes in the issued share capital of the Company prior to the Capital Reduction becoming effective, a credit amounting to approximately US\$45,440,844.65 will arise as a result of the Capital Reduction.

It is proposed that the credit arising from the Capital Reduction will be applied towards offsetting the Accumulated Losses in a manner as permitted by all applicable laws and the Amended and Restated Memorandum and Articles of Association and as the Board considers appropriate. The balance of the credit (if any) of the Share Premium Account after offsetting the Accumulated Losses will be applied by the Company in any manner as permitted by all applicable laws and the Amended and Restated Memorandum and Articles of Association.

The Adjusted Shares will rank pari passu in all respects with each other and will have rights and privileges and be subject to the restrictions contained in the Amended and Restated Memorandum and Articles of Association.

Other than the relevant expenses incurred and to be incurred, the implementation of the Capital Reorganisation will have no material effect on the consolidated net asset value of the Group, nor will it alter the underlying assets, business, operations, management or financial position of the Company.

The Capital Reorganisation will not involve any diminution of any liability in respect of any unpaid capital of the Company or the repayment to the Shareholders of any unpaid capital of the Company nor will it result in any change in the relative rights of the Shareholders.

The following table sets out the effects of the Capital Reorganisation on the share capital of the Company before and after the implementation of the Capital Reorganisation, assuming that there is no change in the issued share capital of the Company from the date of this announcement until the effective date of the Capital Reorganisation.

	As at the date of this announcement	Immediately after the Share Consolidation becoming effective but prior to the Capital Reduction and Share Subdivision becoming effective	Immediately after the Capital Reorganisation becoming effective
Par value	US\$0.01 per Share	US\$0.20 per Consolidated Share	US\$0.001 per Adjusted Share
Authorised share capital	US\$143,550,000.00 comprising: (a) 14,300,000,000 ordinary Shares of a par value of US\$0.01 each; and (b) 55,000,000 unclassified Shares of a par value of US\$0.01 each	US\$143,550,000.00 comprising: (a) 715,000,000 ordinary Consolidated Shares of a par value of US\$0.20 each; and (b) 2,750,000 unclassified Consolidated Shares of a par value of US\$0.20 each	US\$143,550,000.00 comprising: (a) 143,000,000,000 ordinary Adjusted Shares of a par value of US\$0.001 each; and (b) 550,000,000 unclassified Adjusted Shares of a par value of US\$0.001 each
Issued and fully paid up or credited as fully paid up share capital	US\$45,669,190.75 divided into 4,566,919,075 Shares of a par value of US\$0.01 each	US\$45,669,190.60 divided into 228,345,953 Consolidated Shares of a par value of US\$0.20 each	US\$228,345.95 divided into 228,345,953 Adjusted Shares of a par value of US\$0.001 each
Unissued share capital	US\$97,880,809.25 comprising: (a) 9,733,080,925 ordinary Shares of a par value of US\$0.01 each; and (b) 55,000,000 unclassified Shares of a par value of US\$0.01 each	US\$97,880,809.40 comprising: (a) 486,654,047 ordinary Consolidated Shares of a par value of US\$0.20 each; and (b) 2,750,000 unclassified Consolidated Shares of a par value of US\$0.20 each	US\$143,321,654.05 comprising: (a) 142,771,654,047 ordinary Adjusted Shares of a par value of US\$0.001 each; and (b) 550,000,000 unclassified Adjusted Shares of a par value of US\$0.001 each

Note: the figures in the above table are rounded to two decimal places.

Fractional Shares

The fractional Consolidated Shares in the issued share capital of the Company arising from the Share Consolidation, if any, will be cancelled. Any fractional Consolidated Shares to which the Shareholders are entitled shall be aggregated and sold in the market for the benefit of the Company, if a premium (net of expenses) can be obtained.

Conditions of the Capital Reorganisation

The Share Consolidation is conditional upon the following conditions:

- (i) the passing of an ordinary resolution by the Shareholders to approve the Share Consolidation at the AGM;
- (ii) the Listing Committee of the Stock Exchange granting an approval for the listing of, and permission to deal in, the Consolidated Shares upon the Share Consolidation becoming effective; and
- (iii) the compliance with the relevant procedures and requirements under the applicable laws of the Cayman Islands and the Listing Rules to effect the Share Consolidation.

Subject to the fulfilment of the conditions of the Share Consolidation, the effective date of the Share Consolidation is expected to be on the second Business Day immediately following the fulfillment of the above conditions.

The Capital Reduction and the Share Subdivision are conditional upon:

- (i) the Share Consolidation having become effective;
- (ii) the passing of a special resolution to approve the Capital Reduction and the Share Subdivision by the Shareholders at the AGM;
- (iii) an order being made by the Court confirming the Capital Reduction;
- (iv) compliance with any condition which the Court may impose in relation to the Capital Reduction;
- (v) registration by the Registrar of Companies of the Cayman Islands of a copy of the order of the Court confirming the Capital Reduction and the minutes approved by the Court containing the particulars required under the Companies Act with respect to the Capital Reduction; and
- (vi) the Listing Committee granting an approval for the listing of, and permission to deal in, the Adjusted Shares arising from the Capital Reduction and the Share Subdivision.

The Capital Reduction and the Share Subdivision will become effective when the conditions mentioned above are fulfilled. Upon the approval by the Shareholders of the Capital Reorganisation at the AGM, the legal advisors to the Company (as to the Cayman Islands law) will apply to the Court for hearing date(s) to confirm the Capital Reduction and a further

announcement will be made by the Company as soon as practicable after the Court hearing date(s) is confirmed.

As at the date of this announcement, none of the above conditions have been fulfilled.

Shareholders and potential investors should note that the Capital Reorganisation is conditional upon satisfaction of the conditions as set out in the paragraph headed “Conditions of the Capital Reorganisation” in this announcement. Accordingly, the Capital Reorganisation may or may not proceed. Shareholders and potential investors are advised to exercise caution when dealing in the securities of the Company. If they are in any doubt, they should consult their professional advisers.

Listing and Dealings

An application will be made by the Company to the Listing Committee for the granting of the listing of, and permission to deal in, the Consolidated Shares and the Adjusted Shares arising from the Capital Reorganisation.

Subject to the granting of the listing of, and permission to deal in, the Consolidated Shares and the Adjusted Shares on the Stock Exchange, as well as compliance with the stock admission requirements of the HKSCC, the Consolidated Shares and the Adjusted Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the commencement date of dealing in the Consolidated Shares and the Adjusted Shares on the Stock Exchange or such other date as determined by HKSCC. Settlement of transactions between participants of the Stock Exchange on any trading day is required to take place in CCASS on the second trading day thereafter. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time. All necessary arrangements will be made for the Consolidated Shares and the Adjusted Shares to be admitted into CCASS established and operated by HKSCC.

The Shares are not listed or dealt in on any other stock exchange other than the Stock Exchange and the Open Market (Freiverkehr) of the Frankfurt Stock Exchange, and at the time the Share Consolidation becomes effective, the Consolidated Shares in issue will not be listed or dealt in on any stock exchange other than the Stock Exchange and the Open Market (Freiverkehr) of the Frankfurt Stock Exchange, and no such listing or permission to deal is being or is proposed to be sought.

Reasons of the Capital Reorganisation

Pursuant to Rule 13.64 of the Listing Rules, where the market price of the securities of an issuer approaches the extremities of HK\$0.01 or HK\$9,995.00, the Stock Exchange reserves the right to require the issuer to either change the trading method or to proceed with a consolidation or splitting of its securities. Further, pursuant to the requirements set out in “Guide on Trading Arrangements for Selected Types of Corporate Actions” issued by Hong Kong Exchanges and Clearing Limited on 28 November 2008 (and updated on 1 October 2020), (i) market price of the Shares at a level less than HK\$0.10 will be considered as trading at extremity as referred to under Rule 13.64 of the Listing Rules; and (ii) taking into account that the minimum transaction costs for a securities trade, the expected value per board lot should be greater than HK\$2,000.

In view of the fact that the Shares had been traded below HK\$0.10 on average and the value per board lot being less than HK\$2,000 during the past 6 months (based on the closing price per Share as quoted on the Stock Exchange), the Board proposes to implement the Share Consolidation in order to comply with the trading requirements of the Listing Rules. The Share Consolidation will reduce the total number of Shares currently in issue. As such, it is expected that the Share Consolidation will bring about a corresponding upward adjustment in the trading price per board lot of the Consolidated Shares on the Stock Exchange, which will reduce the overall transaction and handling costs of dealing in the Consolidated Shares. As a result, the Share Consolidation would not only enable the Company to comply with the trading requirements under the Listing Rules, but would also attract more investors and broaden the Shareholder base. The Board considers that the Share Consolidation is beneficial to and in the interests of the Company and the Shareholders as a whole.

Under the Companies Act, a company may not issue shares at a discount to the nominal value of such shares. Immediately after completion of the Share Consolidation but before implementation of the Capital Reduction and the Share Subdivision, the nominal value of the Consolidated Shares will be US\$0.20 per Consolidated Share. The Capital Reduction and the Share Subdivision will keep the nominal value of the Adjusted Shares at a lower level of US\$0.001 per Adjusted Share, which allows greater flexibility in the pricing for any issue of new Shares in the future.

The credit arising from the Capital Reduction will enable the Company to set off its accumulated loss and may be applied in future for distribution to the Shareholders or in any manner permitted by applicable laws and the memorandum and articles of association of the Company then in effect. It will give greater flexibility to the Company to declare dividends and/or to undertake any corporate exercise which requires the use of distributable reserves in the future, subject to the Company's performance and when the Board considers that it is appropriate to do so in the future.

The Board has taken into account any corporate actions to be carried out in the next 12 months when proposing the Capital Reorganisation and considers that the Capital Reorganisation is beneficial to and in the interests of the Company and the Shareholders as a whole.

As at the date of this announcement, the Company has no intention to carry out other corporate actions in the next 12 months which may have an effect of undermining or negating the intended purpose of the Capital Reorganisation. The Company does not have any intention and/or concrete plan to conduct any fundraising activities in the next 12 months, although the Board cannot rule out the possibility that the Company will conduct debt and/or equity fundraising exercises during such period when suitable fundraising opportunities arise. In the event that such corporate action and/or fundraising activities will be carried out, the Company will make further announcement(s) in this regard in accordance with the Listing Rules as and when appropriate.

OTHER ARRANGEMENTS

Free exchange of share certificates

Subject to the Share Consolidation becoming effective, the Shareholders may, on or after Monday, 5 June 2023 until Wednesday, 12 July 2023 (both days inclusive), submit share certificates for the Shares (in yellow colour) to the Share Registrar at 17/F, Far East Finance

Centre, 16 Harcourt Road, Hong Kong, to exchange, at the expense of the Company, for new share certificates for the Consolidated Shares (in green colour (in the existing name of the Company) or grey colour (in the new name of the Company after the Change of Company Name)) (on the basis of 20 Shares for one Consolidated Share).

Shareholders should note that after the prescribed time for free exchange of share certificates, a fee of HK\$2.50 each (or such higher amount as may from time to time be allowed by the Stock Exchange) will be payable by the Shareholders to the Share Registrar for each share certificate for the Shares submitted for cancellation or each new share certificate issued for the Consolidated Shares, whichever the number of share certificates involved is higher.

After 4:10 p.m. on Monday, 10 July 2023, trading will only be in the Consolidated Shares which share certificates will be issued in green or grey colour. Existing share certificates in yellow colour for the Shares will cease to be valid for trading and settlement purpose, but will remain valid and effective as documents of title.

As the Court hearing dates have yet to be fixed, the effective date of the Capital Reduction and the Share Subdivision is not ascertainable at present. Should the Capital Reduction and the Share Subdivision becoming effective, Shareholders may submit share certificates for the Consolidated Shares (in green or grey colour) to the Share Registrar at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, to exchange for new share certificates for the Adjusted Shares (in blue colour) at the expense of the Company within the relevant free exchange period from the effective date of the Capital Reduction and the Share Subdivision. Details of such free exchange of share certificates will be announced as soon as the effective date of the Capital Reduction and the Share Subdivision is ascertained.

The Company will publish announcement(s) to update the Shareholders when the Court hearing dates, the effective date of the Capital Reduction and the Share Subdivision, and the period when the Shareholders can submit share certificates for the Consolidated Shares to exchange for new share certificates for the Adjusted Shares is/are ascertained and/or updated. All existing certificates of the Consolidated Shares or (as the case may be) the Shares will continue to be evidence of title to such shares but all existing certificate of Shares will cease to be valid for trading and settlement purpose.

Arrangement on odd lot trading and matching services

In order to alleviate the difficulties arising from the existence of odd lots of the Consolidated Shares arising from the Share Consolidation, the Company will appoint an agent to provide matching services, on a best-effort basis, to those Shareholders who wish to acquire odd lots of the Consolidated Shares to make up a full board lot, or to dispose of their holding of odd lots of the Consolidated Shares.

Holders of odd lots of the Consolidated Shares should note that the matching of the sale and purchase of odd lots of the Consolidated Shares is not guaranteed. Shareholders who are in any doubt about the odd lots matching arrangement are recommended to consult their own professional advisers. Further details of the odd lot arrangement will be set out in the Circular to be despatched to the Shareholders.

Adjustments in relation to other securities of the Company

As at the date of this announcement, there are outstanding Share Options for subscription of 66,006,441 Shares under the Share Option Scheme. The Capital Reorganisation may lead to adjustments to the exercise price and/or the number of Shares falling to be issued upon exercise of the outstanding Share Options pursuant to the terms and conditions of the Share Option Scheme and the Listing Rules. The Company will make further announcements regarding the adjustments in accordance with the Listing Rules in due course. Save as disclosed above, as at the date of this announcement, the Company has no other derivatives, options, warrants or other securities in issue which are convertible or exchangeable into any Shares, Consolidated Shares or Adjusted Shares, as the case may be.

The Company will appoint its auditor or independent financial advisor to review and certify the basis of such adjustments to the respective exercise prices of the outstanding Share Options and the number of new Shares to be issued upon the exercise of the Share Options in accordance with (i) the requirements set out in Rule 17.03(13) of the Listing Rules, (ii) the supplementary guideline regarding the adjustments to share options issued by the Stock Exchange on 5 September 2005 and (iii) the terms of the Share Option Scheme. The Company will make further announcement(s) regarding the adjustments in accordance with the Listing Rules in due course.

As disclosed in the announcements of the Company dated 14 July 2021 and 26 July 2021 in relation to the launch of MindAge[®] psychological aging clock, key appointments to scientific advisory board of DLL and possible issuance of Shares under general mandate and as at the date of this announcement, there is possible issuance of 1,113,334 and 740,000 Shares by the Company to Dr Verdin and Dr Gladyshev, respectively, pursuant to the general mandate as approved at the annual general meeting of the Company on 28 May 2021 as consideration for their services under the respective Consulting Agreements. The Capital Reorganisation may lead to adjustments to the number of Shares to be issued pursuant to the Consulting Agreements and the Listing Rules. The Company will make further announcement(s) regarding the adjustments in due course.

Expected timetable

The expected timetable for the Capital Reorganisation as set out below is subject to the results of the AGM and satisfaction of the conditions to the Share Consolidation, the Capital Reduction and the Share Subdivision and is therefore for indicative purpose only. Any change to the expected timetable will be announced in a separate announcement by the Company as and when appropriate. All times and dates in this announcement refer to Hong Kong local times and dates unless otherwise specified.

Events	Time and Date
Despatch date of the Circular with notice of the AGM	on or before Thursday, 27 April 2023
Latest date and time for lodging transfer documents in order to qualify for attending and voting at AGM	4:30 p.m. on Thursday, 25 May 2023

Events	Time and Date
Closure of register of members for determining the entitlement to attend and vote at the AGM (both days inclusive)	Monday, 29 May 2023 to Thursday, 1 June 2023
Latest date and time for lodging the proxy form for the AGM	3:00 p.m. on Tuesday, 30 May 2023
Date and time of the AGM	3:00 p.m. on Thursday, 1 June 2023
Announcement of the poll results of the AGM	Thursday, 1 June 2023
<i>The following events are conditional upon the results of the AGM and therefore the dates are tentative only.</i>	
Expected effective date of the Share Consolidation	Monday, 5 June 2023
Commencement of dealings in the Consolidated Shares	9:00 a.m. on Monday, 5 June 2023
First day of free exchange of existing share certificates into new share certificates for the Consolidated Shares	9:00 a.m. on Monday, 5 June 2023
Original counter for trading in Shares in board lot of 10,000 Shares (in the form of existing share certificates) temporarily closes	9:00 a.m. on Monday, 5 June 2023
Temporary counter for trading in the Consolidated Shares in temporary board lot of 500 Consolidated Shares (in the form of existing share certificates) opens	9:00 a.m. on Monday, 5 June 2023
Original counter for trading in the Consolidated Shares in board lot of 10,000 Consolidated Shares (in the form of new share certificates for the Consolidated Shares) re-opens	9:00 a.m. on Monday, 19 June 2023
Parallel trading in the Consolidated Shares (in the form of existing share certificates and new share certificates) commences	9:00 a.m. on Monday, 19 June 2023
Designated broker starts to stand in the market to provide matching services for sale and purchase of odd lots of the Consolidated Shares	9:00 a.m. on Monday, 19 June 2023
Designated broker ceases to stand in the market to provide matching services for sale and purchase of odd lots of the Consolidated Shares	4:00 p.m. on Monday, 10 July 2023

Events	Time and Date
Temporary counter for trading in the Consolidated Shares in temporary board lot of 500 Consolidated Shares (in the form of existing share certificates) closes	4:10 p.m. on Monday, 10 July 2023
Parallel trading in the Consolidated Shares (in the form of existing share certificates and new share certificates) ends	4:10 p.m. on Monday, 10 July 2023
Last day of free exchange of existing share certificates into new share certificates for the Consolidated Shares	4:30 p.m. on Wednesday, 12 July 2023

The following events are conditional upon the results of the AGM and the confirmation of the Court on the Capital Reduction and therefore the dates are tentative only.

Expected effective date of the Capital Reduction and the Share Subdivision	Before 9:00 a.m. on Thursday, 3 August 2023
Commencement of dealings in the Adjusted Shares	9:00 a.m. on Friday, 4 August 2023
First day of free exchange of existing share certificates for the Consolidated Shares into new share certificates for the Adjusted Shares	9:00 a.m. on Friday, 4 August 2023
Last day of free exchange of existing share certificates for the Consolidated Shares into new share certificates for the Adjusted Shares	4:30 p.m. on Tuesday, 12 September 2023

GENERAL

The AGM will be convened and held for the Shareholders to consider and, if thought fit, to approve, among others, (i) the Change of Company Name; (ii) the Amendments and the adoption of the new set of Amended and Restated Memorandum and Articles of Association; and (iii) the Capital Reorganisation.

As no Shareholders have a material interest in (i) the Change of Company Name; (ii) the Amendments and the adoption of the new set of Amended and Restated Memorandum and Articles of Association; and (iii) the Capital Reorganisation, which is materially different from the other Shareholders, no Shareholders are required to abstain from voting in respect of the proposed resolutions to approve (i) the Change of Company Name; (ii) the Amendments and the adoption of the new set of Amended and Restated Memorandum and Articles of Association; and (iii) the Capital Reorganisation.

The Circular containing, among other things, further details of (i) the Change of Company Name; (ii) the Amendments and the adoption of the new set of Amended and Restated Memorandum and Articles of Association; and (iii) the Capital Reorganisation together with a notice convening the AGM will be despatched to the Shareholders in accordance with the requirements of the Listing Rules.

DEFINITIONS

In this announcement, the following terms have the meanings set out below, unless the context requires otherwise:

“Accumulated Losses”	the accumulated losses of the Company as at the effective date of the Capital Reduction
“Adjusted Share(s)”	ordinary share(s) of US\$0.001 each in the share capital of the Company immediately following the Capital Reorganisation becoming effective
“AGM”	the forthcoming annual general meeting of the Company to be convened and held for approving, among others, (i) the Change of Company Name; (ii) the Amendments and the adoption of new set of Amended and Restated Memorandum and Articles of Association; and (iii) the Capital Reorganisation
“Amended and Restated Memorandum and Articles of Association”	the amended and restated memorandum and articles of association proposed to be adopted by way of a special resolution at the AGM
“Board”	the board of Directors
“Business Day(s)”	any day(s) on which the Stock Exchange generally is/are open for business of dealing in securities in Hong Kong. For the avoidance of doubt, where the Stock Exchange is closed for the business of dealing in securities in Hong Kong on a business day by reason of a Number 8 or higher typhoon signal, black rainstorm warning or other similar event, such day shall for the purposes of this announcement be counted as a business day
“Capital Reduction”	the reduction of the issued share capital of the Company by reducing the par value of each issued Consolidated Share from US\$0.20 to US\$0.001 by cancelling the paid up share capital to the extent of US\$0.199 per issued Consolidated Share
“Capital Reorganisation”	the proposed share capital reorganisation, including the Share Consolidation, the Capital Reduction and the Share Subdivision
“CCASS”	the Central Clearing and Settlement System established and operated by HKSCC

“CCASS Operational Procedures”	the Operational Procedures of HKSCC in relation to CCASS, containing the practices, procedures and administrative requirements relating to operations and functions of CCASS, as may be amended and modified from time to time
“Change of Company Name”	the proposed change of the English name of the Company from “Endurance RP Limited” to “Regent Pacific Group Limited” and to adopt a foreign name in Chinese of “勵晶太平洋集團有限公司” to replace the existing Chinese name of the Company, “壽康集團有限公司”, which is currently used for identification purposes only
“Circular”	the circular to be despatched to the Shareholders containing, among other things, details of (i) the Change of Company Name; (ii) the Amendments and the adoption of the new set of Amended and Restated Memorandum and Articles of Association; and (iii) the Capital Reorganisation and the notice of the AGM
“Companies Act”	the Companies Act (As Revised) of the Cayman Islands, as consolidated and revised
“Company”	Endurance RP Limited, a company incorporated in the Cayman Islands with limited liability, the shares of which are listed on the Stock Exchange and are also traded on the Open Market (Freiverkehr) of the Frankfurt Stock Exchange
“Consolidated Share(s)”	ordinary share(s) of US\$0.20 each in the share capital of the Company after the Share Consolidation becoming effective
“Consulting Agreements”	the consulting agreements dated 14 July 2021 entered into between DLL and each of Dr Verdin and Dr Gladyshev in respect of the provision of scientific and business advisory services to DLL
“Court”	the Grand Court of the Cayman Islands
“Director(s)”	Director(s) of the Company from time to time
“DLL”	Deep Longevity Limited, a wholly-owned subsidiary of the Company
“Dr Gladyshev”	Dr Vadim N. Gladyshev, PhD, a recognised leader in the fields of longevity biotechnology and longevity medicine
“Dr Verdin”	Dr Eric Verdin, MD, a recognised leader in the fields of longevity biotechnology and longevity medicine

“General Rules of CCASS”	the terms and conditions regulating the use of CCASS, as may be amended or modified from time to time and where the context so permits, shall include the CCASS Operational Procedures
“Group”	the Company and its subsidiaries from time to time
“HKSCC”	Hong Kong Securities Clearing Company Limited
“Hong Kong”	the Hong Kong Special Administrative Region of The People’s Republic of China
“Listing Committee”	has the same meaning ascribed thereto under the Listing Rules
“Listing Rules”	Rules Governing the Listing of Securities on the Stock Exchange, as amended and supplemented from time to time
“Memorandum and Articles of Association”	the memorandum and articles of association of the Company adopted on 6 June 2019 and currently in force
“Share(s)”	the share(s) of US\$0.01 each in the share capital of the Company as at the date of this announcement and prior to the Capital Reorganisation becoming effective
“Share Consolidation”	the proposed consolidation of every twenty (20) Shares of US\$0.01 each into one (1) Consolidated Share of US\$0.20 each
“Share Option(s)”	share option(s) granted under the share option scheme of the Company named the “Share Option Scheme (2016)” adopted on 10 June 2016 after Shareholders’ approval
“Share Option Scheme”	the share option scheme adopted by the Company on 10 June 2016
“Share Premium Account”	the share premium account of the Company
“Share Subdivision”	the proposed subdivision of one authorised but unissued Consolidated Share into 200 Adjusted Shares and forthwith the Share Subdivision becoming effective, the proposed increase of the authorised share capital of the Company to US\$143,550,000.00 by the creation of such number of additional Adjusted Shares as shall be sufficient to increase the authorised share capital of the Company to US\$143,550,000.00 divided into (a) 143,000,000,000 ordinary Adjusted Shares and (b) 550,000,000 unclassified Adjusted Shares

“Shareholder(s)”	holder(s) of the Share(s) or the Consolidated Share(s) or the Adjusted Share(s), as the case may be
“Share Registrar”	the Company’s branch share registrar and transfer office in Hong Kong, Tricor Tengis Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“substantial shareholder(s)”	has the meaning ascribed to it in the Listing Rules
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“US\$”	United States dollars, the lawful currency of the United States of America
“%”	per cent.

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

Hong Kong, 29 March 2023

As at the date of this announcement, the Board comprises 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