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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)

Poll Results of the Annual General Meeting Held on 1 June 2023

Reference is made to the circular of Endurance RP Limited (the “**Company**”) dated 27 April 2023 (the “**Circular**”). Capitalised terms used in this announcement shall have the same meanings as those used in the Circular unless otherwise stated.

At the annual general meeting of the Company held on 1 June 2023, all the proposed ordinary resolutions and special resolutions as set out in the AGM Notice dated 27 April 2023 were duly passed by the Shareholders by way of poll. The poll results in respect of each of the resolutions are as follows:

Ordinary Resolutions		Number of votes (%)	
		For	Against
1.	To receive, consider and adopt the audited financial statements of the Company and the reports of the Directors and the independent auditor of the Company for the year ended 31 December 2022	2,717,182,297 (99.99%)	150,000 (0.01%)
2.	To re-appoint BDO Limited as the independent auditor of the Company and to authorise the Board to fix their remuneration	2,717,182,297 (99.99%)	150,000 (0.01%)
3.	(a) To re-elect Mr James Mellon as a Non-Executive Director	2,717,182,297 (99.99%)	150,000 (0.01%)
	(b) To re-elect Mr Adrian Chan as an Independent Non-Executive Director	2,717,182,297 (99.99%)	150,000 (0.01%)
	(c) To authorise the Board to fix the remuneration of the Directors for the year ending 31 December 2023	2,717,182,297 (99.99%)	150,000 (0.01%)
4.	To grant a general mandate to the Directors to issue, allot and otherwise deal with new shares of the Company up to a maximum of 20% of its existing issued Shares (the “ Issue Mandate ”)	2,714,953,725 (99.91%)	2,378,572 (0.09%)

Ordinary Resolutions		Number of votes (%)	
		For	Against
5.	To grant a general mandate to the Directors to repurchase shares of the Company up to a maximum of 10% of its existing issued Shares (the “Repurchase Mandate”)	2,717,182,297 (99.99%)	150,000 (0.01%)
6.	To extend the Issue Mandate to include the shares repurchased under the Repurchase Mandate	2,714,953,725 (99.91%)	2,378,572 (0.09%)
7.	To approve the Share Consolidation and the transactions contemplated thereunder as set out in the notice convening the Meeting and to authorise the Directors to do all such acts and things and execute all such documents, which are ancillary to the share consolidation on behalf of the Company, as they may consider necessary or expedient to give effect to, implement and complete the share consolidation	2,717,182,297 (99.99%)	180,000 (0.01%)
As more than 50% of the votes were casted in favour of each of the above ordinary resolutions, all the above ordinary resolutions were duly passed by the Shareholders at the AGM.			
Special Resolutions		Number of votes (%)	
		For	Against
8.	To approve the proposed Change of Company Name and to authorise the Directors, the Company Secretary or the Chief Financial Officer of the Company to do all such acts and things and execute all documents necessary, appropriate or desirable or expedient for implementation of the aforesaid	2,714,953,525 (99.91%)	2,378,772 (0.09%)
9.	To approve the proposed amendments to the existing memorandum and articles of association of the Company and the adoption of a new set of amended and restated memorandum and articles of association of the Company in substitution for, and to the exclusion of, the existing memorandum and articles of association of the Company and to authorise the Directors, the Company Secretary or the Chief Financial Officer of the Company to do all such acts and things necessary or expedient for implementation of the aforesaid	2,714,953,725 (99.91%)	2,378,572 (0.09%)

Special Resolutions		Number of votes (%)	
		For	Against
10.	To approve the Capital Reduction, the Share Subdivision and the transactions contemplated thereunder as set out in the notice convening the Meeting and to authorise the Directors to do all such acts and things and execute all documents, which are ancillary to the Capital Reduction and the Share Subdivision, on behalf of the Company, as they may consider necessary or expedient to give effect to, implement and complete the Capital Reduction and the Share Subdivision	2,714,953,525 (99.91%)	2,378,772 (0.09%)
As more than 75% of the votes were casted in favour of each of the above special resolutions, all the above special resolutions were duly passed by the Shareholders at the AGM.			

Notes:

1. All percentages rounded to two decimal places.
2. The full text of the above resolutions is set out in the AGM Notice.

The Company's branch share registrar in Hong Kong, Tricor Tengis Limited, acted as the scrutineers at the AGM for the purpose of vote-taking. All Directors, namely Mr James Mellon, Mr David Comba, Mrs Julie Oates, Mr Mark Searle, Mrs Jayne Sutcliffe and Mr Adrian Chan attended the AGM by video conference, and Mr Jamie Gibson attended the AGM in person.

As at the date of the AGM, the total number of Shares in issue was 4,566,919,075 Shares, which was the total number of Shares entitling the holders to attend and vote on the ordinary resolutions and special resolutions at the AGM. There were no Shares entitling the Shareholders to attend and abstain from voting in favour of the proposed resolutions at the AGM as set out in Rule 13.40 of the Listing Rules. No Shareholders were required under the Listing Rules to abstain from voting. There were no restrictions on any Shareholders to cast votes on any of the proposed resolutions at the AGM and there were no parties who had stated their intention in the Circular to vote against or abstain from voting on any of the proposed resolutions at the AGM.

RETIREMENT OF DIRECTOR

Reference is made to the announcement of the Company dated 21 April 2023 and the Circular. Mr Charles David Andrew Comba ("**Mr Comba**") did not offer himself for re-election at the AGM due to his retirement and accordingly he retired as an independent non-executive Director at the conclusion of the AGM. Mr Comba has confirmed that he has no disagreement with the Board and that he is not aware of any matters that need to be brought to the attention of the Shareholders in connection with his retirement from the Board.

The Board would like to express its sincere gratitude to Mr Comba for his dedication and invaluable contributions to the Board during his tenure of service.

UPDATE ON THE PROPOSED CHANGE OF COMPANY NAME

As the special resolution in relation to the proposed Change of Company Name was duly passed by the Shareholders at the AGM, the proposed 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.

Further announcement(s) will be made by the Company to inform the Shareholders of, among other things, the effective date of the proposed Change of Company Name, the new stock short names of the Company for trading in the Shares on the Stock Exchange, the Company logo and the Company website as and when appropriate.

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

As the special resolution in relation to the Proposed Amendments and the adoption of the Amended and Restated Memorandum and Articles of Association was duly passed by the Shareholders at the AGM, the Amended and Restated Memorandum and Articles of Association will take effect on 1 June 2023. Please refer to the Circular for further details. For the full text of the Amended and Restated Memorandum and Articles of Association of the Company, please refer to the websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.endurancerp.com).

UPDATE ON THE SHARE CONSOLIDATION BECOMING EFFECTIVE

As the ordinary resolution in relation to the Share Consolidation was duly passed by the Shareholders at the AGM, the Share Consolidation will become effective on Monday, 5 June 2023. The Share Consolidation and the dates in relation to the trading arrangement, arrangement of free exchange of share certificates and matching services for odd lots will be implemented in accordance with the timetable are set out in the section headed "Expected Timetable" in the Circular.

Shareholders should note that upon the Share Consolidation becoming effective, the colour of the share certificates of the Company will be changed from yellow colour to 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 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. Please refer to the Circular for the timetable, the trading arrangements and other details of the Share Consolidation, including the services that are available for odd lots matching and the exchange of share certificates in respect of the Share Consolidation.

UPDATE ON THE CAPITAL REDUCTION AND SHARE SUBDIVISION

Following the passing of the special resolution in relation to the Capital Reduction and the Share Subdivision and the Share Consolidation becoming effective, the Capital Reduction and the Share Subdivision are still subject to certain conditions as set out in the section headed “Letter from the Board – 6. Proposed Capital Reorganisation” in the Circular. Further announcement(s) will be made by the Company to inform the Shareholders of the effective date of the Capital Reduction and the Share Subdivision as and when appropriate.

ADJUSTMENTS TO THE OUTSTANDING SHARE OPTIONS

Reference is made to the announcement of the Company dated 4 May 2023 in relation to the grant of Options (the “**Announcement**”). Capitalised terms used herein shall have the same meanings as those used in the Announcement unless otherwise stated.

The Board would like to clarify that subsequent to the Grant, the number of Shares available for future grant under the mandate of the Share Option Scheme should be 37,299,508 Shares, instead of 113,699,508 Shares, subject to refreshment of the scheme mandate limit. Save as disclosed above, all information set out in the Announcement remains unchanged.

Upon the Share Consolidation becoming effective, the number of Shares available for future grant under the mandate of the Share Option Scheme will be 1,864,975 Consolidated Shares.

Maxa Capital Limited, the independent financial adviser of the Company, has confirmed in writing that the adjustments in respect of the exercise prices of the outstanding Options and the number of the Consolidated Shares issuable upon full exercise of the outstanding Options (the “**Adjustments**”) are in accordance with the terms and conditions under the Share Option Scheme upon completion of the Share Consolidation and appropriate, and satisfy the requirements of Rule 17.03(13) of the Listing Rules and the Supplementary Guidance on the Listing Rule 17.03(13) and the Note Immediately After the Rule attached to the Frequently Asked Question No. 072–2020 issued by the Stock Exchange on 6 November 2020 and updated in January 2023 in relation to adjustments to share options. Save for the Adjustments, all other terms and conditions of the outstanding Options remain unchanged.

The Adjustments to the outstanding Options to be made upon the Share Consolidation becoming effective on Monday, 5 June 2023 are as follows:

Date of grant	Expiry date	Immediately prior to the Adjustments		Immediately after the Adjustments	
		Number of Shares to be issued upon exercise of the Options	Exercise price per Share	Number of Consolidated Shares to be issued upon exercise of the Options	Exercise price per Consolidated Share
14 October 2020	13 October 2030	39,591,105	HK\$0.150	1,979,554	HK\$3.000
17 December 2020	16 December 2030	17,942,492	HK\$0.184	897,125	HK\$3.680
7 June 2021	6 June 2031	2,492,013	HK\$0.186	124,601	HK\$3.720
3 May 2023	2 May 2033	76,400,000	HK\$0.078	3,820,000	HK\$1.560
		<u>136,425,610</u>		<u>6,821,280</u>	

ADJUSTMENTS TO THE ISSUANCE OF AWARDED SHARES

As disclosed in the Circular, the Capital Reorganisation may lead to adjustments to the number of Shares to be issued pursuant to the Consulting Agreements entered into between the Company and each of Dr Verdin and Dr Gladyshev respectively and under the general mandate as approved at the annual general meeting of the Company on 28 May 2021. Upon the Share Consolidation becoming effective on Monday, 5 June 2023, the possible issuance of Shares on or around 14 July 2023 and 14 July 2024 in aggregate to Dr Verdin will be changed from 1,113,334 Shares to 55,666 Shares and to Dr Gladyshev will be changed from 740,000 Shares to 37,000 Shares respectively.

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

Hong Kong, 1 June 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:

Julie Oates

Mark Searle

Adrian Chan

* For identification purposes only