

*Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.*



## **Endurance RP Limited**

**壽康集團有限公司\***

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 575)**

### **NOTICE OF ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN THAT** the Annual General Meeting of Endurance RP Limited (the “**Company**”) will be held at 14/F, Fairmont House, 8 Cotton Tree Drive, Central, Hong Kong, on Thursday, 1 June 2023 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 resolutions of the Company:

#### **ORDINARY RESOLUTIONS**

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. To re-appoint BDO Limited as the independent auditor of the Company and to authorise the Board to fix their remuneration.
3. To re-elect the following Directors, each as a separate ordinary resolution, and to authorise the Board to fix the remuneration of the Directors for the year ending 31 December 2023:
  - (a) Mr James Mellon as a Non-executive Director; and
  - (b) Mr Adrian Chan as an Independent Non-executive Director.

4. To consider and, if thought fit, pass (with or without amendments) the following resolution as an ordinary resolution:

**“THAT** there be granted to the Directors an unconditional general mandate to issue, allot and otherwise deal with additional Shares and to make or grant offers, agreements and options (including warrants, bonds, debentures, notes and any securities which carry rights to subscribe for and are convertible into Shares) in respect thereof, subject to the following conditions:

- (a) such mandate shall not extend beyond the Relevant Period (as hereinafter defined) save that the Directors may, during the Relevant Period, make or grant offers, agreements and options (including warrants, bonds, debentures, notes and any securities which carry rights to subscribe for and are convertible into Shares) which would or might require the exercise of such powers after the end of the Relevant Period;
- (b) the aggregate number of Shares to be allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the Directors pursuant to this Resolution, otherwise than pursuant to:
  - (i) a Rights Issue (as hereinafter defined); or
  - (ii) an issue of Shares upon the exercise of rights of subscription or conversion under the terms of any securities issued by the Company carrying rights to subscribe for or purchase or convert into Shares; or
  - (iii) an issue of Shares as scrip dividends or similar arrangement pursuant to the Memorandum and Articles of Association from time to time; or
  - (iv) an issue of Shares upon the exercise of share options under any share option scheme or similar arrangement for the time being adopted for the grant or issue to officers and/or employees of the Company and/or any of its subsidiaries and/or other eligible participants of Shares or rights to acquire Shares,

shall not exceed 20% of the issued Shares as at the date of the passing of this Resolution, and if any subsequent consolidation or sub-division of Shares is conducted, the maximum number of Shares that may be issued under this mandate as a percentage of the total number of issued Shares at the date immediately before and after such consolidation or sub-division shall be the same; and

(c) for the purposes of this Resolution:

**“Relevant Period”** means the period from the date of the passing of this Resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Memorandum and Articles of Association or any applicable law of the Cayman Islands to be held; and
- (iii) the revocation or variation of this Resolution by an ordinary resolution of the Shareholders at a general meeting.

**“Rights Issue”** means the allotment, issue or grant of Shares pursuant to an offer (open for a period fixed by the Directors) made to holders of the Shares or any class thereof on the Register of Members of the Company on a fixed record date pro rata to their then holdings of such Shares or class thereof (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of, any recognised regulatory body or any stock exchange in, or in any territory outside, Hong Kong).”

5. To consider and, if thought fit, pass (with or without amendments) the following resolution as an ordinary resolution:

**“THAT** there be granted to the Directors an unconditional general mandate to repurchase the Shares on The Stock Exchange of Hong Kong Limited, subject to and in accordance with all applicable laws, rules and regulations and the following conditions:

- (a) such mandate shall not extend beyond the Relevant Period (as hereinafter defined);
- (b) such mandate shall authorise the Directors to procure the Company to repurchase Shares at such prices as the Directors may at their discretion determine;

- (c) the aggregate number of Shares to be repurchased by the Company pursuant to this Resolution during the Relevant Period shall not exceed 10% of the number of issued and fully paid-up Shares as at the date of the passing of this Resolution, and if any subsequent consolidation or sub-division of Shares is conducted, the maximum number of Shares that may be repurchased under this mandate as a percentage of the total number of issued Shares at the date immediately before and after such consolidation or sub-division shall be the same; and
  - (d) for the purposes of this Resolution, “**Relevant Period**” means the period from the date of the passing of this Resolution until whichever is the earliest of:
    - (i) the conclusion of the next annual general meeting of the Company;
    - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Existing Memorandum and Articles of Association or any applicable law of the Cayman Islands to be held; and
    - (iii) the revocation or variation of this Resolution by an ordinary resolution of the Shareholders at a general meeting.”
6. To consider and, if thought fit, pass (with or without amendments) the following resolution as an ordinary resolution:
- “**THAT**, conditional upon the passing of ordinary resolutions numbered 4 and 5 above, the aggregate number of Shares which may from time to time be repurchased by the Company pursuant to, and in accordance with, the general mandate granted under ordinary resolution numbered 5 shall be added to the aggregate number of Shares that may be allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to, and in accordance with, the general mandate granted under ordinary resolution numbered 4.”
7. To consider and, if thought fit, pass (with or without amendments) the following resolution as an ordinary resolution:
- “**THAT**, subject to and conditional upon (i) the Listing Committee of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) granting the listing of, and permission to deal in, the Consolidated Shares (as defined below) upon the Share Consolidation (as defined below) becoming effective; and (ii) the compliance with the relevant procedures and requirements under the applicable

laws of the Cayman Islands and the Rules Governing the Listing of Securities on the Stock Exchange to effect the Share Consolidation, with effect from the second business day (as defined in the Amended and Restated Articles of Association (as defined below)) immediately following the date on which this resolution is passed or these conditions are fulfilled (whichever is the later):

- (a) every twenty (20) issued and unissued shares with a par value of US\$0.01 each (the “**Shares**”) in the share capital of the Company be consolidated into one (1) share with a par value of US\$0.20 (the “**Consolidated Share(s)**”) in the share capital of the Company (the “**Share Consolidation**”), such Consolidated Shares shall rank *pari passu* in all respects with each other and have the rights and privileges and be subject to the restrictions as contained in the Amended and Restated Memorandum and Articles of Association (as defined below);
- (b) the total number of Consolidated Shares in the issued share capital of the Company immediately following the Share Consolidation be and is hereby rounded down to a whole number by cancelling any fraction in the issued share capital of the Company arising from the Share Consolidation (if applicable);
- (c) immediately following the Share Consolidation, the authorised share capital of the Company be changed from US\$143,550,000.00 divided into (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 to US\$143,550,000.00 divided into (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; and
- (d) the directors of the Company (the “**Directors**”) (or, where affixing of common seal is required, any two Directors or any one Director and the Company Secretary) be and are hereby authorised 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.”

## SPECIAL RESOLUTIONS

8. To consider and, if thought fit, pass (with or without amendments) the following resolution as a special resolution:

**“THAT:**

- (a) Subject to and conditional upon the necessary approval of the Registrar of Companies of the Cayman Islands, the name of the Company be changed 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; and
- (b) any Directors, the Company Secretary or the Chief Financial Officer of the Company be and is hereby authorised to do all such acts and things, including, but not limited to, the execution of all documents, for and on behalf of the Company, which he/she deems necessary, appropriate or desirable or expedient to implement and give effect to any matters relating to or in connection with the change of the Company’s name and to attend to any necessary filings and/or registrations for and on behalf of the Company.”
9. To consider and, if thought fit, pass (with or without amendments) the following resolution as a special resolution:

**“THAT:**

- (a) the proposed amendments to the existing memorandum and articles of association of the Company (the “**Proposed Amendments**”), which are set out in Appendix III to the circular of the Company dated 27 April 2023, be and are hereby approved;
- (b) the amended and restated memorandum and articles of association of the Company (the “**Amended and Restated Memorandum and Articles of Association**”), which incorporate all of the Proposed Amendments, a copy of which has been tabled at the meeting and marked “A” and initialled by the chairman of the meeting for the purposes of identification, be and are hereby approved and adopted as the 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 with immediate effect; and

- (c) any Director, the Company Secretary or the Chief Financial Officer of the Company be and is hereby authorised and instructed to do all such acts and things as may be necessary or expedient in order to effect and implement the adoption of the new set of Amended and Restated Memorandum and Articles of Association, including but not limited to attending to any necessary registration and/or filing of the Amended and Restated Memorandum and Articles of Association and all requisite documents for and on behalf of the Company, and to make each filing in Hong Kong that is necessary in connection with this resolution, and the Company's registered office provider be and is hereby authorised and instructed to make each filing with the Registrar of Companies in the Cayman Islands that is necessary in connection with this resolution."
10. To consider and, if thought fit, pass (with or without amendments) the following resolution as a special resolution:
- "**THAT**, subject to and conditional upon (i) the Share Consolidation becoming effective; (ii) an order being made by the Grand Court of the Cayman Islands ("**Court**") confirming the Capital Reduction (as defined below); (iii) compliance with any condition which the Court may impose in relation to the Capital Reduction; (iv) 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 minute approved by the Court containing the particulars required under the Companies Act (Revised) of the Cayman Islands in respect of the Capital Reduction; and (v) the Listing Committee of the Stock Exchange granting approval for the listing of, and permission to deal in, the Adjusted Shares (as defined below), with effect from the date on which these conditions are fulfilled (the "**Effective Date**"):
- (a) the par value of each issued Consolidated Share 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 (the "**Capital Reduction**");
- (b) 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 ordinary shares with par value of US\$0.001 each in the share capital of the Company (the "**Adjusted Shares**") (the "**Share Subdivision**"). 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;

- (c) the credit arising from the Capital Reduction be transferred to a distributable reserve account of the Company which may be utilised by the Directors in accordance with the Amended and Restated Memorandum and Articles of Association and all applicable laws, including, without limitation, eliminating or setting off any accumulated losses of the Company from time to time;
- (d) each of the Adjusted Shares arising from the Capital Reduction and the Share Subdivision shall rank *pari passu* in all respects with each other and shall have the rights and privileges and be subject to the restrictions as contained in the Amended and Restated Memorandum and Articles of Association; and
- (e) the Directors (or, where affixing of common seal is required, any two Directors or any one Director and the Company Secretary) be and are hereby authorised to do all such acts and things and execute all such 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 and (where applicable) to aggregate all fractional Adjusted Shares and sell them for the benefits of the Company.”

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

Hong Kong, 27 April 2023

*Notes:*

1. Shareholders are recommended to read the Shareholders' circular dated 27 April 2023 issued by the Company (the “**Circular**”), which contains important information concerning the resolutions proposed at the AGM 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. The transfer books and the register of members of the Company will be closed from Monday, 29 May 2023 to Thursday, 1 June 2023 (both days inclusive). During such period, no share transfers will be effected. In order to qualify for attending and voting at the AGM, all duly completed share transfer documents, accompanied by the relevant share certificates, 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, 25 May 2023.



3. Any Shareholder entitled to attend and vote at the AGM is entitled to appoint one or more proxies to attend and vote in his/her stead. A proxy need not be a Shareholder. If more than one proxy is appointed, the relevant proxy form(s) must specify the number of Shares in respect of which each such proxy is appointed.
4. 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 AGM or any adjournment thereof. Completion and return of the proxy will not preclude a Shareholder from attending and voting in person at the AGM or at any adjournment thereof (as the case may be) if he/she so wishes.
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 general mandate granted to the Directors at its last annual general meeting held on 26 May 2022 (the "**Last AGM**") to issue, allot and otherwise deal with additional shares up to a maximum of 20% of the then issued Shares will expire at the conclusion of the AGM. Accordingly, the Directors propose ordinary resolution numbered 4 to renew the share issue mandate.

The Issue Mandate, if approved at the AGM, will expire at the conclusion of the next annual general meeting of the Company unless it is revoked or varied by a Shareholders' resolution before then. Shareholders are recommended to read the Circular, which contains important information concerning ordinary resolution numbered 4 in respect of the Issue Mandate.

7. The general mandate granted to the Directors at the Last AGM to repurchase, on the Stock Exchange, the Shares up to a maximum of 10% of the then issued Shares will expire at the conclusion of the AGM. Accordingly, the Directors propose ordinary resolution numbered 5 to renew the repurchase mandate.

The Repurchase Mandate, if approved at the AGM, will expire at the conclusion of the next annual general meeting of the Company unless it is revoked or varied by a Shareholders' resolution before then. Shareholders are recommended to read the Circular, which contains important information concerning ordinary resolution numbered 5 in respect of the Repurchase Mandate.

8. The proposed ordinary resolution numbered 6 is to seek Shareholders' approval to extend the general mandate to issue Shares by adding repurchased Shares to the Issue Mandate.
9. The voting on the proposed ordinary resolutions and special resolutions as set out in this notice will be taken by poll at the AGM.
10. If at any time after 7:00 a.m. on the date of the AGM, Typhoon Signal Number 8 or above or a Black Rainstorm Warning is hoisted or remains hoisted, the AGM will be postponed or adjourned. The Company will post an announcement on the websites of the Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)) and the Company ([www.endurancerp.com](http://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.
11. Shareholders are reminded that physical attendance is not necessary for the purpose of exercising Shareholders' rights. To minimise the risk of spreading COVID-19 and for the safety of Shareholders and other stakeholders, Shareholders are strongly encouraged to exercise their rights and indicate how they would like the proxy to vote on their behalf by submitting a proxy form to appoint the chairman of the AGM as their proxy for voting, instead of attending the AGM or any adjourned meeting in person. No corporate gifts or refreshments will be provided at the AGM to reduce close contact between attendees.
12. In the case of any discrepancy, the English version of this notice shall prevail over the Chinese version.
13. 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 seven 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

Adrian Chan

\* For identification purposes only