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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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**If you are in any doubt** as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

**If you have sold or transferred** all your shares in **Endurance RP Limited**, you should, without delay, hand this circular, together with the accompanying proxy form, to the purchaser or to the stockbroker, bank manager or other agent through whom the sale was effected for transmission to the purchaser.

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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)**

**PROPOSALS FOR GENERAL MANDATES  
TO ISSUE SHARES AND TO REPURCHASE SHARES,  
RE-ELECTION OF DIRECTORS  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

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A notice convening the AGM of Endurance RP Limited to be held at Units 1603-1604, 16th Floor, Causeway Bay Plaza One, 489 Hennessy Road, Causeway Bay, Hong Kong on Thursday, 26 May 2022 at 3:00 p.m. is set out on pages 12 to 15 of this circular. Whether or not you intend to attend and vote at the AGM in person, please complete the accompanying proxy form in accordance with the instructions printed thereon and return it to 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 AGM or any adjournment thereof. Completion and return of the proxy form will not preclude you from attending and voting in person at the AGM or any adjournment thereof (as the case may be) if you so wish.

\* For identification purposes only

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## PRECAUTIONARY MEASURES FOR THE AGM

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To safeguard the health and safety of attendees at the AGM and to prevent the spreading of the COVID-19, the following precautionary measures will be implemented at the AGM:

- (1) There will be compulsory body temperature screenings/checks for all attendees at the entrance of the venue. Any person with a body temperature of over 37.3°C shall not be permitted to enter the venue.
- (2) All attendees will be required to (a) complete and submit health declaration forms and (b) scan the “LeaveHomeSafe” venue QR code or register contact details in written form.
- (3) All attendees will be required to wear a surgical face mask and maintain a safe distance between seats inside the AGM venue at all times.
- (4) No corporate gift, refreshments or drinks will be provided.

To the extent permitted under the laws, regulations and Listing Rules, the Company reserves the rights to deny entry into the AGM venue. Any attendee who does not comply with the precautionary measures or is subject to quarantine, who has had close contact with any person under quarantine, shall not be permitted to enter the venue.

The Company reminds Shareholders that physical attendance in person at the AGM is not necessary for the purpose of exercising voting rights and encourages Shareholders to appoint the Chairman of the AGM as their proxies to vote on the relevant resolutions at the AGM instead of attending the AGM or any adjourned meeting in person.

The Company is closely monitoring the constantly evolving COVID-19 pandemic situation in Hong Kong. Should any changes be made to the AGM arrangements, we will notify Shareholders via an announcement posted on the websites of the Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)) and the Company ([www.endurancecorp.com](http://www.endurancecorp.com)).

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## DEFINITIONS

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*In this circular, the following expressions shall have the following meanings unless the context requires otherwise:*

<b>“2021 Annual Report”</b>	annual report of the Company for the year ended 31 December 2021
<b>“AGM Notice”</b>	notice convening the AGM as set out on pages 12 to 15 of this circular
<b>“AGM”</b>	the annual general meeting of the Company to be held at Units 1603-1604, 16th Floor, Causeway Bay Plaza One, 489 Hennessy Road, Causeway Bay, Hong Kong on Thursday, 26 May 2022 at 3:00 p.m. to consider and, if appropriate, to approve the resolutions contained in the AGM Notice or any adjournment thereof
<b>“Articles of Association”</b>	articles of association of the Company currently in force
<b>“associate(s)”</b>	shall have the meaning defined in the Listing Rules
<b>“Board”</b>	board of Directors
<b>“close associate(s)”</b>	shall have the meaning defined in the Listing Rules
<b>“Company”</b>	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
<b>“connected person(s)”</b>	shall have the meaning defined in the Listing Rules
<b>“Convertible Note(s)”</b>	the 4% coupon unlisted convertible notes due 2022 issued by the Company on 23 August 2019 which are convertible into new Shares, details are set out in the announcement of the Company dated 23 August 2019 and the 2021 Annual Report
<b>“core connected person(s)”</b>	shall have the meaning defined in the Listing Rules
<b>“COVID-19”</b>	novel coronavirus disease of 2019
<b>“Director(s)”</b>	director(s) of the Company
<b>“Group”</b>	the Company and its subsidiaries
<b>“HK\$”</b>	Hong Kong dollars, the lawful currency in Hong Kong
<b>“Latest Practicable Date”</b>	21 April 2022, being the latest practicable date prior to the printing of this circular for ascertaining certain information for inclusion in this circular

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## DEFINITIONS

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<b>“Listing Rules”</b>	Rules Governing the Listing of Securities on the Stock Exchange
<b>“Nomination Committee”</b>	Nomination Committee of the Company established on 13 March 2012
<b>“Option(s)”</b>	options granted and exercisable under the Share Option Scheme (2016)
<b>“Remuneration Committee”</b>	Remuneration Committee of the Company established on 5 November 2004
<b>“Repurchase Mandate”</b>	an unconditional general mandate to be granted to the Directors, authorising them to repurchase, on the Stock Exchange, up to a maximum of 10% of the total number of issued and fully paid-up Shares as at the date of the AGM or otherwise as at the date when the relevant resolution is passed
<b>“SFO”</b>	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended and supplemented from time to time
<b>“Share(s)”</b>	ordinary share(s), with voting rights, of US\$0.01 each in the capital of the Company, which are listed on the Stock Exchange and are also traded on the Open Market (Freiverkehr) of the Frankfurt Stock Exchange
<b>“Share Option Scheme (2016)”</b>	share option scheme of the Company named the “Share Option Scheme (2016)” adopted on 10 June 2016, with Shareholders’ approval at the Company’s extraordinary general meeting held on 8 June 2016, which was followed by the grant by the Listing Committee of the Stock Exchange on 10 June 2016 of the listing of, and permission to deal in, the Shares to be issued pursuant to the exercise of the Options to be granted under the scheme
<b>“Shareholder(s)”</b>	holder(s) of the Share(s)
<b>“Stock Exchange”</b>	The Stock Exchange of Hong Kong Limited
<b>“Takeovers Code”</b>	The Code on Takeovers and Mergers issued by the Securities and Futures Commission of Hong Kong
<b>“US\$”</b>	United States dollars, the lawful currency in the United States
<b>“%”</b>	per cent.

Note: Unless otherwise specified herein, amounts denominated in US\$ have been translated, for the purpose of illustration only, into HK\$ using the exchange rate of US\$1.00 = HK\$7.80.

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## LETTER FROM THE BOARD

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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)

*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

*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

27 April 2022

*To the Shareholders*

Dear Sir or Madam

**PROPOSALS FOR GENERAL MANDATES  
TO ISSUE SHARES AND TO REPURCHASE SHARES,  
RE-ELECTION OF DIRECTORS  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

**1 INTRODUCTION**

The purpose of this circular is to provide you with the information in connection with the proposals to (i) grant the general mandates to issue Shares and to repurchase Shares; and (ii) re-elect the retiring Directors at the AGM.

**2 GENERAL MANDATES TO ISSUE AND TO REPURCHASE SHARES**

The existing general mandates to issue and to repurchase Shares will lapse at the conclusion of the AGM. Accordingly, the following ordinary resolutions will be proposed at the AGM to seek the approval from the Shareholders for the granting to the Directors of general mandates authorising them to:

- (i) exercise the powers of the Company to allot, issue and otherwise deal with new Shares not exceeding 20% of the total number of Shares in issue as at the date of passing of such resolution (the “**Issue Mandate**”);
- (ii) repurchase Shares on the Stock Exchange not exceeding 10% of the total number of Shares in issue as at the date of passing of such resolution (the “**Repurchase Mandate**”); and

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## LETTER FROM THE BOARD

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- (iii) subject to the passing of the ordinary resolutions to approve the Issue Mandate and the Repurchase Mandate at the AGM, extend the Issue Mandate by an amount representing the total number of Shares repurchased under the Repurchase Mandate.

As at the Latest Practicable Date, the Company had 2,399,421,215 Shares in issue. Subject to the passing of the ordinary resolutions to approve the Issue Mandate and the Repurchase Mandate at the AGM and on the basis that there is no change in the total number of Shares in issue between the Latest Practicable Date and the date of the AGM, the Company would be allowed to issue up to a maximum of 479,884,243 Shares under the Issue Mandate, and to repurchase up to a maximum of 239,942,121 Shares under the Repurchase Mandate.

The Issue Mandate and the Repurchase Mandate, if approved by the Shareholders at the AGM, will continue 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 Articles of Association or any applicable laws of the Cayman Islands to be held; and
- (iii) the revocation or variation of such authority by ordinary resolution of the Shareholders in a general meeting.

Reference is made to the announcement and the supplementary announcement of the Company made on 14 July 2021 and 26 July 2021 respectively (collectively, the “**Announcements**”). Deep Longevity Limited, a wholly owned subsidiary of the Company entered into a set of consulting agreements (collectively, the “**Consulting Agreements**”) with each of Dr Eric Verdin, MD (“**Dr Verdin**”) and Dr Vadim N. Gladyshev, PhD (“**Dr Gladyshev**”) on 14 July 2021. By way of consideration for their services under the Consulting Agreements for the entire term of services, the Company will award 1,670,000 Shares and 1,110,000 Shares (collectively, the “**Consultant Shares**”) to Dr Verdin and Dr Gladyshev respectively. Pursuant to the Consulting Agreements, one third (1/3) of the Consultant Shares will vest and become issuable to each of Dr Verdin and Dr Gladyshev on the first, second and third anniversaries of the date of the relevant Consulting Agreements. The Consultant Shares, upon vesting, will be issued under and in reliance upon the existing general mandate as approved by the Shareholders at the annual general meeting of the Company held on 28 May 2021. Application will be made to the Listing Committee of the Stock Exchange for the listing of, and permission to deal in, the Consultant Shares on the Stock Exchange at or prior to their vesting. Details of the Consultant Shares and the conditions of vesting and issuance are set out in the Announcements.

Save as disclosed above, with reference to the Issue Mandate and the Repurchase Mandate, the Directors wish to state that they have no immediate plan to issue any new Shares or repurchase any Shares pursuant thereto. The Directors will not exercise the Repurchase Mandate to such an extent that the public holding of Shares would be reduced below 25% of the total number of Shares in issue.

The explanatory statement providing the requisite information regarding the Repurchase Mandate as required to be sent to the Shareholders under the Listing Rules is set out in Appendix I to this circular.

### 3 RE-ELECTION OF DIRECTORS

In accordance with Article 87 of the Articles of Association, one-third of the Directors shall retire from office by rotation at least once every three years and a retiring Director is eligible for re-election. Mr Jamie Gibson and Mrs Jayne Sutcliffe shall retire from office by rotation and, being eligible, offer themselves for re-election at the AGM.

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## LETTER FROM THE BOARD

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The Nomination Committee has considered the skills, regional and industry experience, background, race, gender and other qualities of Mr Jamie Gibson and Mrs Jayne Sutcliffe in accordance with the Board Diversity Policy of the Company. Also, they attended all the Board meetings of the Company held during the year 2021 and have made valuable contributions to the business of the Company. In view of the above and their extensive knowledge, experience, skills, expertise, etc, the Nomination Committee has recommended to the Board the re-election of Mr Jamie Gibson and Mrs Jayne Sutcliffe as Directors at the AGM.

In view of the above, the Board has considered the opinion of the Nomination Committee and agreed with the Nomination Committee's recommendation for re-election of Mr Jamie Gibson and Mrs Jayne Sutcliffe at the AGM. Accordingly, the Board has recommended all retiring Directors to stand for re-election as Directors, subject to a separate resolution to be approved at the AGM.

Details of the retiring Directors who are proposed to be re-elected at the AGM are set out in Appendix II to this circular.

#### **4 THE 2022 ANNUAL GENERAL MEETING**

The AGM will be convened at Units 1603-1604, 16th Floor, Causeway Bay Plaza One, 489 Hennessy Road, Causeway Bay, Hong Kong on Thursday, 26 May 2022 at 3:00 p.m. for the purposes of considering and, if thought fit, approving, the proposed ordinary resolutions set out in the AGM Notice on pages 12 to 15 of this circular.

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of Shareholders at a general meeting must be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. The chairman of the AGM will demand, pursuant to Article 66 of the Article of Associations, that all resolutions set out in the AGM Notice be voted by poll. On a poll, every Shareholder presents in person or by proxy shall have one vote for every Share held by that Shareholder. An explanation of the detailed procedures of voting by poll will be provided to the Shareholders at the AGM. Announcement on the poll results will be published by the Company after the AGM in the manner prescribed under Rule 13.39(5) of the Listing Rules.

A form of proxy for use in connection with the AGM is enclosed with this circular. Whether or not you intend to attend and vote at the AGM in person, please complete the accompanying 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 in accordance with the instructions printed thereon and return it to 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 AGM or any adjournment thereof. Completion and return of the proxy form will not preclude you from attending and voting in person at the AGM or any adjournment thereof (as the case may be) if you so wish.

Shareholders can submit questions relevant to the business of the AGM by email to [is-enquiries@hk.tricorglobal.com](mailto:is-enquiries@hk.tricorglobal.com) in advance. The Board will arrange for as many of the questions asked to be answered as possible at the AGM.

The Company is closely monitoring the constantly evolving COVID-19 pandemic situation in Hong Kong. Should any changes be made to the AGM arrangements, we will notify Shareholders via an announcement posted on the websites of the Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)) and the Company ([www.endurancecorp.com](http://www.endurancecorp.com)).



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## LETTER FROM THE BOARD

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### 5 RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

### 6 RECOMMENDATION

The Directors believes that the proposed granting of the Issue Mandate and the Repurchase Mandate, the proposed extension of the Issue Mandate and the proposed re-election of the retiring Directors are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of all the proposed resolutions set out in the AGM Notice.

To the best of the Directors' knowledge, information and belief and having made all reasonable enquiries, no Shareholder has a material interest in the proposed resolutions. Accordingly, it is expected that no Shareholder is required to abstain from voting on the proposed resolutions at the AGM.

### 7 GENERAL INFORMATION

Your attention is also drawn to the additional information set out in the appendices to this circular. The English text of this circular shall prevail over the Chinese text.

Yours faithfully  
On behalf of the Board of  
**Endurance RP Limited**  
**James Mellon**  
*Chairman*

\* For identification purposes only

This explanatory statement contains the information required under Rule 10.06(1)(b) of the Listing Rules. Its purpose is to provide Shareholders with all the information reasonably necessary for them to make an informed decision as to whether or not to vote in favour of the resolution in relation to the Repurchase Mandate.

## **1 SHARE CAPITAL**

As at the Latest Practicable Date, the total number of issued Shares of the Company was 2,399,421,215 Shares.

Subject to the passing of the ordinary resolution to approve the Repurchase Mandate at the AGM and on the basis that there is no change in the total number of Shares in issue between the Latest Practicable Date and the date of the AGM, the Company would be allowed to repurchase up to a maximum of 239,942,121 Shares under the Repurchase Mandate.

The Repurchase Mandate, if approved by the Shareholders at the AGM, will continue 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 Articles of Association or any applicable laws of the Cayman Islands to be held; and
- (iii) the revocation or variation of such authority by ordinary resolution of the Shareholders in a general meeting.

## **2 REASONS FOR REPURCHASES**

The Directors believe that it is in the best interests of the Company and the Shareholders for the Directors to have a general authority from Shareholders to enable the Company to repurchase its Shares. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or its earnings per Share and will only be made when the Directors believe that such repurchases will benefit the Company and the Shareholders as a whole.

## **3 FUNDING OF REPURCHASES**

In repurchasing Shares, the Company will only apply funds legally available for such purpose in accordance with the Company's constitutive documents, including the amended and restated memorandum and articles of association of the Company, the Listing Rules and the applicable laws and regulations of the Cayman Islands. Such funds may include capital paid up on the purchased Shares, profits otherwise available for dividends or the proceeds of a new issue of Shares.

## **4 STATUS OF REPURCHASED SHARES**

The listing of all Shares which are repurchased by the Company (whether on the Stock Exchange or otherwise) shall be automatically cancelled upon repurchase. The Company shall ensure that the documents of title of the repurchased Shares are cancelled and destroyed as soon as reasonably practicable following settlement of any such repurchase.

## **5 IMPACT ON WORKING CAPITAL POSITION OR GEARING LEVELS**

In the event that the Repurchase Mandate is exercised in full, there might be a material adverse impact on the Company's working capital position or the gearing levels (as compared with the position disclosed in the audited financial statements as at 31 December 2021). However, the Directors do not propose to exercise the Repurchase Mandate to such an extent as would, in the circumstances, have a material adverse effect on the Company's working capital position or the gearing levels which, in the opinion of the Directors, are from time to time appropriate for the Company.

## 6 DIRECTORS' UNDERTAKING

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the Repurchase Mandate in accordance with the Listing Rules and the applicable laws and regulations of the Cayman Islands.

## 7 GENERAL

To the best knowledge of the Directors having made all reasonable enquiries, none of the Directors nor their respective close associates (as defined in the Listing Rules) have any present intention to sell any Shares to the Company if the Repurchase Mandate is approved by the Shareholders.

No core connected persons (as defined in the Listing Rules) of the Company have notified the Company that they have a present intention to sell Shares to the Company, or have undertaken not to do so, in the event that the Repurchase Mandate is approved by the Shareholders.

## 8 THE TAKEOVERS CODE

If, as a result of a share repurchase by the Company, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purpose of the Takeovers Code. Accordingly, a Shareholder, or groups of Shareholders acting in concert could, depending upon the level of increase of Shareholders' interest, obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, according to the Register of Interests in Shares and Short Positions of Substantial Shareholders being kept by the Company pursuant to Part XV of the SFO, Mr James Mellon (and his associates) held an approximately 21.12% interest in the existing issued voting shares of the Company. Further: (i) Mr Mellon and his associate also held Convertible Notes in a principal amount, in aggregate, of US\$1,400,000, which, assuming that these Convertible Notes were converted on the maturity date and that any and all interest that would accrue was capitalised, are convertible into an aggregate of 52,717,318 Shares<sup>#</sup>; and (ii) Mr Mellon held an outstanding Option, which was granted on 14 October 2020, entitling him to subscribe, in stages, for an aggregate of 1,837,000 Shares at the exercise price of HK\$0.149 per Share, of which the first one-third of the Options (being 612,333 Shares) had been vested on 14 October 2021 and the second one-third of the Options (being 612,333 Shares) will be vested on 14 October 2022 (before the expiry of the Repurchase Mandate). Upon full conversion of the said Convertible Notes and full exercise of his vested Option, Mr Mellon (and his associates) would hold an approximately 22.85% interest in the enlarged issued voting shares of the Company.

In addition, Mr James Mellon (being a substantial Shareholder and a Director), Mrs Jayne Sutcliffe (being a Director) and Mr Anderson Whamond (a former Director but not being a Director as at the Latest Practicable Date) (the "**Concert Party Group**") are regarded as acting in concert for the purpose of the Takeovers Code and had registered their aggregate holding as at 19 October 2001 pursuant to Rule 26.6 of the Takeovers Code. In this respect, as at the Latest Practicable Date:

- according to the Register of Directors' and Chief Executive's Interests and Short Positions being kept by the Company pursuant to Part XV of the SFO, Mrs Jayne Sutcliffe held: (i) an approximately 0.07% personal interest in the existing issued voting shares of the Company; and (ii) an outstanding Option, which was granted on 14 October 2020, entitling her to subscribe, in stages, for an aggregate of 1,837,000 Shares at the exercise price of HK\$0.149 per Share, of which the first one-third of the Options (being 612,333 Shares) had been vested on 14 October 2021 and the second one-third of the Options (being 612,333 Shares) will be vested on 14 October 2022 (before the expiry of the Repurchase Mandate); and

- Mr Anderson Whamond, through the trustee of a pension fund, of which he is the sole beneficiary, held: (i) an approximately 0.06% interest in the existing issued voting shares of the Company; and (ii) a Convertible Note in the principal amount of US\$200,000, which, assuming that the Convertible Note were converted on the maturity date and that any and all interest that would accrue were capitalised, is convertible into an aggregate of 7,531,056 Shares<sup>#</sup>

<sup>#</sup> The actual numbers of Shares to be issued and allotted upon conversion of the Convertible Notes may be lesser, as these numbers assume that these Convertible Notes were converted on the maturity date and that any and all interest that would accrue were capitalised.

To the best knowledge of the Directors having made all reasonable enquiries, upon full conversion of the Convertible Notes by Mr James Mellon and Mr Anderson Whamond (and their associates) and full exercise of the vested Options by Mr James Mellon and Mrs Jayne Sutcliffe, the Concert Party Group would hold an approximately 23.25% interest in the enlarged issued voting shares of the Company.

However, even if the Conversion Notes were fully converted and vested Options were fully exercised by Mr James Mellon, Mrs Jayne Sutcliffe and Mr Anderson Whamond (and their associates) into Shares and the Repurchase Mandate were exercised in full, no substantial Shareholder or any groups of shareholders acting in concert (including the Concert Party Group) would hold more than 30% of the Company's total issued voting shares and become obliged to make a mandatory offer under the Takeovers Code.

The Directors have no present intention to exercise the Repurchase Mandate to such an extent that would result in the number of Shares in the hands of public falling below the prescribed minimum percentage of 25%.

## 9 SHARES REPURCHASE MADE BY THE COMPANY

No Shares were repurchased by the Company or any of its subsidiaries, either on the Stock Exchange or otherwise, during the six months immediately preceding the Latest Practicable Date.

## 10 SHARE PRICES

The highest and lowest closing prices at which the Shares were traded on the Stock Exchange during each of the previous 12 months preceding the Latest Practicable Date were as follows:

Month	Price Per Share	
	Highest (HK\$)	Lowest (HK\$)
<b>2021</b>		
April	0.205	0.175
May	0.197	0.178
June	0.188	0.170
July	0.179	0.145
August	0.182	0.150
September	0.196	0.155
October	0.167	0.156
November	0.155	0.140
December	0.154	0.136
<b>2022</b>		
January	0.150	0.138
February	0.141	0.127
March	0.130	0.110
April (up to the Latest Practicable Date)	0.153	0.115

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## APPENDIX II      DETAILS OF RETIRING DIRECTORS PROPOSED FOR RE-ELECTION

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Details of the Directors who will retire from office at the AGM and, being eligible, offer themselves for re-election at the AGM, are set out below:

1. **Jamie Alexander Gibson**, Executive Director and Chief Executive Officer, aged 56, British, joined the Group in April 1996 and was appointed as an Executive Director and Chief Operating Officer of the Company in January 2002. In May 2002, he became Chief Executive Officer of the Company. Mr Gibson has spent most of his professional career with the Company specialising in corporate finance, direct equity investments and structuring emerging market investment products. Prior to joining the Company, he worked at Clifford Chance, Coopers & Lybrand and KPMG. Mr Gibson has a law degree from Edinburgh University. He is also a director of a number of subsidiaries of the Company, including: (i) Amerinvest Coal Industry Holding Company Limited, which in turn holds a 25% equity interest in West China Coking & Gas Company Limited; (ii) Plethora Solutions Holdings plc; and (iii) Deep Longevity, Inc. Mr Gibson is a non-executive director and chairman of Compedica Holdings Limited (formerly known as DBC Medical IOM Limited), a private company of which he holds approximately 8.1% interest and Galloway Limited is the major shareholder.

Save as disclosed above, Mr Gibson did not hold any directorships in other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years immediately preceding the Latest Practicable Date.

Mr Gibson is subject to retirement and re-election at annual general meetings in accordance with the Articles of Association and relevant laws and regulations. Pursuant to his letter of appointment, Mr Gibson is entitled to a Director's fee for serving the Board and additional fee(s) for serving Board committee(s), the amounts of which are determined by the Board upon the recommendation of the Remuneration Committee. Details of Mr Gibson's Director emoluments are set out in the 2021 Annual Report.

As at the Latest Practicable Date, Mr Gibson had interested, within the meaning of Part XV of the SFO, in (i) 89,396,748 Shares representing approximately 3.73% of the total number of Shares in issue; (ii) an Option for an aggregate of 18,370,000 Shares at the exercise price of HK\$0.149 per Share which was granted on 14 October 2020, of which Option for 6,123,333 Shares was vested on 14 October 2021; and (iii) Convertible Notes which are convertible to 11,296,565 Shares.

Save as disclosed above, Mr Gibson did not have any relationship with any Directors, senior management or substantial or controlling Shareholder, nor did he have any interest in the Shares within the meaning of Part XV of the SFO as at the Latest Practicable Date. There are no other matters or information in relation to Mr Gibson that need to be brought to the attention of the Shareholders or to be disclosed pursuant to Rule 13.51(2) of the Listing Rules.

2. **Jayne Allison Sutcliffe (maiden name: Jayne Allison Wigley)**, Non-Executive Director, aged 58, British, was appointed as the Group Corporate Finance Director in August 1991 and was re-designated as a Non-Executive Director in June 2000. Mrs Sutcliffe has spent most of her professional career in the fund management industry specialising in sales and marketing initially at Thornton Management and then at Tyndall Holdings Plc. Mrs Sutcliffe co-founded the Group in 1990 where she established, and was responsible for, the Group's corporate finance activities. She has a Master's degree in Theology from Oxford University. Mrs Sutcliffe is a non-executive director and chairperson of WHEB Asset Management LLP, which is a boutique asset management company. She was formerly the Group Chief Executive of Charlemagne Capital Limited ("CCL", which was de-listed from the London Stock Exchange AIM on 15 December 2016 upon completion of the 100% acquisition of CCL by Fiera Capital Corporation (which is listed on the Toronto Stock Exchange) by a scheme of arrangement on 14 December 2016).

Save as disclosed above, Mrs Sutcliffe did not hold any directorships in other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years immediately preceding the Latest Practicable Date.

Mrs Sutcliffe is subject to retirement and re-election at annual general meetings in accordance with the Articles of Association and relevant laws and regulations. Pursuant to her letter of appointment, Mrs Sutcliffe is entitled to a Director's fee for serving the Board and additional fee(s) for serving Board committee(s), the amounts of which are determined by the Board upon the recommendation of the Remuneration Committee. Details of Mrs Sutcliffe's Director emoluments are set out in the 2021 Annual Report.

As at the Latest Practicable Date, Mrs Sutcliffe had interested, within the meaning of Part XV of the SFO, in (i) 1,716,046 Shares representing approximately 0.07% of the total number of Shares in issue; and (ii) an Option for an aggregate of 1,837,000 Shares at the exercise price of HK\$0.149 per Share which was granted on 14 October 2020, of which Option for 612,333 Shares was vested on 14 October 2021.

Save as disclosed above, Mrs Sutcliffe did not have any relationship with any Directors, senior management or substantial or controlling Shareholder, nor did she have any interest in the Shares within the meaning of Part XV of the SFO as at the Latest Practicable Date. There are no other matters or information in relation to Mrs Sutcliffe that need to be brought to the attention of the Shareholders or to be disclosed pursuant to Rule 13.51(2) of the Listing Rules.

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## NOTICE OF ANNUAL GENERAL MEETING

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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 ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN THAT** the Annual General Meeting of Endurance RP Limited (the “Company”) will be held at Units 1603-1604, 16th Floor, Causeway Bay Plaza One, 489 Hennessy Road, Causeway Bay, Hong Kong on Thursday, 26 May 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 ordinary resolutions of the Company:

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 2021.
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, each as a separate Ordinary Resolution, the following Directors who retire by rotation pursuant to Article 87 of the Articles of Association and to authorise the Board to fix the remuneration of the Directors:
  - (a) To re-elect Mr Jamie Gibson as a Director; and
  - (b) To re-elect Mrs Jayne Sutcliffe as a 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 pursuant to the Articles of Association from time to time; or

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## NOTICE OF ANNUAL GENERAL MEETING

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- (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 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 defined below);
- (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



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## NOTICE OF ANNUAL GENERAL MEETING

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- (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 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.”

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

Hong Kong, 27 April 2022

Notes:

1. Shareholders are recommended to read the Shareholders’ circular dated 27 April 2022 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. 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. In light of COVID-19, Shareholders are encouraged to appoint the chairman of the AGM as his/her proxy to vote on the resolutions, instead of attending the AGM in person.
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 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.
4. In order to ascertain the entitlements to vote at the AGM, 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 Friday, 20 May 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.

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## NOTICE OF ANNUAL GENERAL MEETING

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6. The general mandate granted to the Directors at its last annual general meeting held on 28 May 2021 (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 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. In the case of any discrepancy, the English version of this notice shall prevail over the Chinese version.

12. References to time and dates in this notice are to Hong Kong time and dates.

As at the date of this notice, the Board 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