



RESOURCES GLOBAL DEVELOPMENT LIMITED

(Company Registration No. 201841763M)
(Incorporated in the Republic of Singapore)

PROPOSED PLACEMENT OF UP TO 50,000,000 NEW ORDINARY SHARES IN THE CAPITAL OF THE COMPANY AT AN ISSUE PRICE OF S\$0.20 PER NEW ORDINARY SHARE

1. INTRODUCTION

- 1.1 The board of directors (the "**Board**" or the "**Directors**") of Resources Global Development Limited (the "**Company**", together with its subsidiaries, the "**Group**") refers to:
- (a) the Company's announcements on 17 November 2023, 28 December 2023, 15 January 2024 and 17 January 2024 ("**BBD Acquisition Announcements**"), and the Company's circular to shareholders dated 28 December 2023 ("**Circular**") in relation to, *inter alia*, the acquisition by the Company of all the issued and paid-up share capital of Batubara Development Pte Ltd (the "**BBD Acquisition**"); and
 - (b) the Company's announcements on 4 April 2024 and 20 May 2024 in relation to the split of every one (1) existing ordinary share in the issued share capital of the Company ("**Share**") into five (5) Shares ("**Proposed Share Split**") ("**Share Split Announcements**").
- 1.2 As set out in the BBD Acquisition Announcements and the Circular, the Company had proposed to carry out a placement of up to 10,000,000 new ordinary Shares at a placement price to be determined, to fund the BBD Acquisition (the "**Proposed Placement**").
- 1.3 Following the completion of the Proposed Share Split on 20 May 2024 (and as set out in the Share Split Announcements), the Board has determined that the number of new Shares for purposes of the Proposed Placement ("**Placement Shares**") be adjusted to 50,000,000 pursuant to the Proposed Share Split.

2. APPOINTMENT OF PLACEMENT AGENT

2.1 Appointment of Placement Agent

The Board wishes to announce that the Company has on 18 June 2024 entered into a placement agreement (the "**Placement Agreement**") with ZICO Capital Pte Ltd (the "**Placement Agent**") pursuant to which the Placement Agent has been appointed to procure placees (the "**Placees**") to subscribe for the Placement Shares on a best efforts basis, upon the terms and subject to the conditions set out in the Placement Agreement. Under the terms of the Placement Agreement, the Placement Agent may, at its own expense, make sub-placement arrangements in respect of its placement obligations under the Placement Agreement upon such terms and conditions as the Placement Agent deems fit. Each of the Company and the Placement Agent shall be referred to as a "**Party**" and together, the "**Parties**".

3. PRINCIPAL TERMS OF THE PROPOSED PLACEMENT

3.1 The Placement Shares

For illustration purposes only, the Placement Shares represent (a) 11.1% of the existing issued and paid-up share capital of the Company of 450,000,000 Shares, and (b) 10.0% of the enlarged issued and paid-up share capital of 500,000,000 Shares immediately after completion of the Proposed Placement assuming that the full 50,000,000 Placement Shares are placed out pursuant to the Proposed Placement and no new Shares are issued prior to the completion of the Proposed Placement. The Company does not have any treasury shares and subsidiary holdings.

The Placement Shares will be free from any and all mortgages, charges, claims, securities, pledges, liens, equities, encumbrances or any other interests whatsoever and, when issued and fully paid, shall rank *pari passu* in all respects with the existing Shares as at the time of issue, save that they shall not rank for any dividend, right, allotment or other distributions, the record date for which falls on or prior to the date of the issue of the Placement Shares. For the purposes of this paragraph 3.1, "record date" means the date fixed by the Company for the purposes of determining entitlements to dividends, rights, allotments or other distributions of holders of Shares.

None of the Placement Shares will be issued to any person who is a Director or a substantial shareholder of the Company, or any other person falling within the categories set out in Rule 812(1) of the Singapore Exchange Securities Trading Limited (the "**SGX-ST**") Listing Manual Section B: Rules of Catalyst (the "**Catalist Rules**"), unless Rule 812(3) of the Catalyst Rules applies or such subscription is otherwise agreed to by the SGX-ST.

The Proposed Placement will not result in a transfer of controlling interest of the Company and there are no share borrowing arrangements for the Proposed Placement.

The Proposed Placement is not underwritten and will be undertaken in accordance with Section 277 of the Securities and Futures Act 2001 of Singapore. An offer information statement containing further details of the Proposed Placement (the "**Offer Information Statement**") will be lodged with the SGX-ST, acting as agent on behalf of the Monetary Authority of Singapore ("**Authority**") in due course.

3.2 Placement Price

The price at which each Placement Share is proposed to be issued is S\$0.20 (the "**Placement Price**").

The Placement Price represents a discount of approximately 8.05% to the volume weighted average price of the Shares of S\$0.2175 per Share, based on the trades done on the Singapore Exchange Securities Trading Limited ("**SGX-ST**") on 14 June 2024 (being the last full market day on which the Shares were traded prior to the signing of the Placement Agreement).

3.3 Placement Commission

The Company shall pay to the Placement Agent (i) a placement commission in the range of 0.5% to 3.0% of the aggregate Placement Price for the total number of Placement Shares successfully placed out ("**Placement Proceeds**"); or (ii) a minimum commission of S\$100,000, whichever is higher.

3.4 Conditions Precedent

Completion of the Proposed Placement is conditional upon, *inter alia*, the fulfilment of all of the following conditions:

- (a) all representations and warranties and other statements of the Company in the Placement Agreement being, at and as of the Completion Date (as defined herein under paragraph 3.5) with references to the then existing circumstances, true and correct in all respects and the Company having performed all of its undertakings or obligations under the Placement Agreement to be performed on or before the Placement Completion Date
- (b) the approval in-principle for the listing and quotation for the Placement Shares on the Catalist being obtained from the SGX-ST and remaining in full force and effect and not having been revoked or amended and, where such approval is subject to conditions, such conditions being acceptable to the Placement Agent, and, to the extent that any conditions for the listing and quotation for the Placement Shares on the SGX-ST are required to be fulfilled on or before the Completion Date (as defined herein under paragraph 3.5), they are so fulfilled;
- (c) the transactions contemplated by the Placement Agreement not being prohibited by law or regulation or interpretation thereof (including without limitation, any statute, order, rule, regulation, request, judgement or directive promulgated or issued by any legislative, executive, judicial or regulatory body or authority (including without limitation, the Authority and the SGX-ST)) in Singapore or any other jurisdiction which is applicable to the Company or the Placement Agent;
- (d) the general share issue mandate approved by the Shareholders at the 2024 AGM (as defined herein under paragraph 4) remaining in full force and effect and not having been revoked prior to the Completion Date (as defined herein under paragraph 3.5);
- (e) subsequent to the execution and delivery of the Placement Agreement, there shall not have occurred:
 - (i) any material adverse change, or any development reasonably likely to involve a prospective material adverse change, in the financial condition, prospects, earnings, business, undertakings, assets or properties of the Group, whether or not arising from transactions in the ordinary course of business, subsequent to the date of the Placement Agreement which is or, in the opinion of the Placement Agent, is likely to be materially adverse in the context of the Proposed Placement or makes or is reasonably likely to make it impracticable or inexpedient to proceed therewith, or in the opinion of the Placement Agent, is likely to prejudice materially the success of the Proposed Placement or dealings in the Placement Shares in the secondary market;
 - (ii) any change in Singapore or international financial, political or economic conditions or currency exchange rates or exchange controls as would, in the reasonable judgment of the Placement Agent, be likely to prejudice materially the success of the proposed issue, sale or distribution of the Placement Shares, whether in the primary market or in respect of dealings in the secondary market;
 - (iii) any material suspension or material limitation of trading in securities generally on the SGX-ST, or any setting of minimum prices for trading on such exchange;

- (iv) any suspension of trading of any securities of the Company on any exchange or in the over-the-counter market;
 - (v) any banking moratorium declared by the Singapore authorities;
 - (vi) any major disruption of settlements of securities or clearance services in Singapore;
 - (vii) the occurrence or escalation of riot, uprising against constituted authority, civil commotion, disorder, rebellion, organised armed resistance to the government, insurrection, revolt, military or usurped power, civil war, industrial action in Singapore;
 - (viii) flood, fire, storm, lightning tempest, accident, natural disaster or other acts of God;
 - (ix) the occurrence or escalation of epidemic, explosion, disease, earthquake, hijacking, sabotage or crime which would or is likely to have an adverse effect on the financial markets in Singapore;
 - (x) any government acquisition or other occurrence of any nature whatsoever which would or is likely to have an adverse effect on the financial and operational condition or prospects of the Company in Singapore;
 - (xi) the occurrence, declaration or escalation of war, acts of warfare, hostilities, invasion, incursion by armed force, act of hostile army, nation or enemy (including any act of terrorism) or any other national or international calamity or emergency if, in the reasonable judgment of the Placement Agent, the effect of any such occurrence, declaration, escalation, attack acts, calamity or emergency in Singapore which makes it impractical or inadvisable to proceed with completion of the offering or sale of and payment for the Placement Shares; or
 - (xii) the Placement Agent becoming aware of information which in the opinion of the Placement Agent would have resulted in the Placement Agent acting as placement agent in contravention of any directives, guidelines, requirements, statutes or regulations; and
 - (xiii) all representations, warranties and other statements of the Company in the Placement Agreement remaining true and correct in all material respects as at the Completion Date (as defined herein under paragraph 3.5) and the Company having performed all of their undertakings or obligations under the Placement Agreement on or before the Completion Date (as defined herein under paragraph 3.5).
- (f) the Placement Agent having received a certificate on the Completion Date (as defined herein under paragraph 3.5) signed by a director of the Company in the form set out in the Placement Agreement;
- (g) the compliance with all applicable laws and regulations concerning (i) the Proposed Placement (ii) the listing of the Placement Shares on the Catalist, (iii) the transactions contemplated in the Placement Agreement, and no new laws, regulations and directives having been promulgated, published and/or issued and/or having taken effect or any other similar matter having occurred which, in the opinion of the Placement

Agent, has or may have an adverse effect on the Placement and the listing of the Placement Shares on the Catalist; and

- (h) the Company providing the Placement Agent with a certified true copy of the resolution approving its entry into the Placement Agreement.

3.5 Placement Completion

Completion of the Proposed Placement shall take place at 6.00 pm or such later time as the Parties may agree on a date falling no later than seven (7) market days after the conditions precedent are satisfied or, where applicable, waived in accordance with the Placement Agreement or such later date as the Parties may agree in writing (the "**Completion Date**").

The Placement Agent may, at its discretion and upon such terms as it thinks fit, waive compliance with any of the conditions set out in paragraph 3.4 of this announcement (other than the conditions stated in paragraphs 3.4(b) 3.4(c) and 3.4(d) of this announcement) provided always that any such waiver as aforesaid shall be without prejudice to its right to elect to treat any further or other breach, failure or event as releasing and discharging it from its obligations under the Placement Agreement. For the avoidance of doubt, the right of the Placement Agent to terminate the Placement Agreement may be waived only by means of an instrument in writing containing an express waiver signed by the Placement Agent.

If any of the conditions specified in paragraph 3.4 of this announcement have not been fulfilled or waived by the Placement Agent when and as required to be fulfilled or waived by the Placement Agent, the Placement Agreement may be terminated by the Placement Agent by notice to the Company at any time at or prior to the Completion Date, and such termination shall be without liability of any party to any other party except as provided in the Placement Agreement.

3.6 Additional Listing Application

The Company will make an application to the SGX-ST through its sponsor, ZICO Capital Pte Ltd, for the dealing in, listing of and quotation for the Placement Shares on the Catalist. The Company will make the necessary announcements in due course upon obtaining the listing and quotation notice in respect of the Placement Shares from the SGX-ST.

4. GENERAL MANDATE

- 4.1 The Placement Shares will be allotted and issued pursuant to the general share issue mandate (the "**General Mandate**") granted by the shareholders of the Company (the "**Shareholders**") by way of an ordinary resolution passed at the annual general meeting of the Company held on 29 April 2024 (the "**2024 AGM**").

- 4.2 Under the General Mandate, the Directors are authorised to, *inter alia*, allot and issue new Shares not exceeding 100% of the total number of issued Shares (excluding treasury shares and subsidiary holdings, if any) as at the date of the 2024 AGM, of which the aggregate number of Shares to be issued other than on a pro-rata basis to existing Shareholders shall not exceed 50% of the total number of issued Shares (excluding treasury shares and subsidiary holdings, if any) as at the date of the 2024 AGM, in each case, after adjusting for, (a) new Shares arising from the conversion or exercise of convertible securities; (b) (where applicable) new Shares arising from exercise of share options or vesting of share awards, provided that such share

options or share awards (as the case may be) were granted in compliance with Part VIII of the Catalist Rules; and (c) any subsequent bonus issue, consolidation or subdivision of Shares.

- 4.3 The total number of Shares (excluding treasury shares and subsidiary holdings, if any) in the capital of the Company as at the date of the 2024 AGM was 90,000,000. Following the completion of the Proposed Share Split on 20 May 2024 and pursuant to Rule 806(3)(c) of the Catalist Rules, the total number of Shares for purposes of calculating the number of new Shares that can be issued under the General Mandate shall be adjusted to 450,000,000 Shares. Accordingly, the Company is authorised to issue up to 450,000,000 Shares (excluding treasury shares and subsidiary holdings, if any), of which the maximum number of Shares to be issued other than on a pro-rata basis pursuant to the General Mandate is 225,000,000 Shares. As at the date of this announcement, the Company has not issued any Shares under the General Mandate. Accordingly, assuming the Placement Shares are fully subscribed, the 50,000,000 Placement Shares falls within the limit of the General Mandate.

5. RATIONALE AND USE OF PROCEEDS

5.1 Rationale

The Proposed Placement is being undertaken in connection with the BBD Acquisition in order to raise funds for payment of the purchase consideration to Deli International Resources (the "Seller"), and repayment of the shareholder's loan extended by the Seller to Batubara Development Pte Ltd. Please refer to the BBD Acquisition Announcements and the Circular for further information and details on the BBD Acquisition.

In addition, the Proposed Placement will also allow the Company to diversify its shareholder base, increase the public float of the Company and improve trading liquidity.

5.2 Use of Proceeds

Based on the Placement Price and assuming the Placement Shares will be taken up in full, the net proceeds from the Proposed Placement (after deducting estimated commission, costs and expenses of approximately S\$180,000) is approximately S\$9.8 million (the "**Net Proceeds**").

As mentioned in the BBD Acquisition Announcements and under paragraph 5.1 of this announcement, the Net Proceeds shall be fully utilised to fund the BBD Acquisition of the Group.

Shareholders should note that the actual number of Placement Shares to be issued and the actual amount of Net Proceeds, will depend on various factors such as market conditions, as well as potential subscribers' interest in the Shares, and there is no certainty or assurance that the Company will be able to place out all or any of the Placement Shares. Upon completion of the Proposed Placement, the Company will announce the actual amounts of the gross proceeds and the Net Proceeds, as well as details on the use of such Net Proceeds.

The Company will announce the use of the Net Proceeds as and when the Net Proceeds are materially disbursed and whether such use of the Net Proceeds is in accordance with the stated use and the percentage allocated. Where there is any material deviation from the stated use, the Company will announce the reasons for such deviation.

Pending the deployment of the Net Proceeds for the purposes mentioned above, the Net Proceeds may be deposited with banks and/or financial institutions, invested in short-term

money market instruments and/or marketable securities, or used for any other purposes on a short-term basis as the Directors may, in their absolute discretion, deem fit from time to time in the interest of the Company.

6. DIRECTORS' OPINION

The Directors are of the opinion that, as at the date of this announcement, after taking into consideration:

- (a) the Group's present cash and bank balances, available bank facilities as well as operating cash flow, the working capital available to the Group is sufficient to meet its present requirements; and
- (b) the Group's present cash and bank balances, available bank facilities, operating cash flow and the Net Proceeds, the working capital available to the Group is sufficient to meet its present requirements, including the BBD Acquisition. Please refer to paragraph 5 of this announcement for the rationale for the Proposed Placement.

7. FINANCIAL EFFECTS OF THE PROPOSED PLACEMENT

7.1 Assumptions

The *pro forma* financial effects of the Proposed Placement as set out below are for illustrative purposes only and do not necessarily reflect the actual future results and financial position of the Group and the Company following completion of the Proposed Placement.

The *pro forma* financial effects of the Proposed Placement have been prepared based on the latest audited consolidated financial statements of the Group for the financial year ended 31 December 2023 ("FY2023") and on the following assumptions:

- (a) the Placement Shares are fully subscribed;
- (b) the financial effects of the Proposed Placement on the net tangible assets ("NTA") per Share are computed on the assumption that the Proposed Placement had been completed on 31 December 2023;
- (c) the financial effects of the Proposed Placement on the earnings per share ("EPS") of the Company are computed on the assumption that the Proposed Placement had been completed on 1 January 2023;
- (d) the Proposed Share Split has been completed as at 31 December 2023 and the issued and paid-up share capital of the Company is 450,000,000; and
- (e) the estimated expenses to be incurred by the Company in connection with the Proposed Placement is approximately S\$180,000.

7.2 Share Capital and NTA per Share

As at 31 December 2023	Before the Proposed Placement	After the Proposed Placement
NTA attributable to Shareholders (S\$'000)	60,981	70,801
Number of issued Shares ('000)	450,000	500,000
Share capital (S\$'000)	5,701	15,701
NTA per Share (cents)	13.6	14.2

7.3 EPS

For FY2023	Before the Proposed Placement	After the Proposed Placement
Net profit attributable to Shareholders (S\$'000)	12,936	12,756
Weighted average number of Shares ('000)	450,000	500,000
EPS (cents)	2.9	2.6

8. CONFIRMATION BY THE PLACEMENT AGENT

The Placement Agent has confirmed that:

- (a) the commission payable by the Company to the Placement Agent for the Proposed Placement will not be shared with any person to whom the Placement Shares are issued;
- (b) none of the Placees will be entitled to any benefit other than by the placement of the Placement Shares to them;
- (c) the Placement Agent has obtained or will obtain (as the case may be) representations from the end-placees of the Placement Shares that such end-placee is not acting in concert (as defined under The Singapore Code on Take-overs and Mergers) with any other party in their acquisition of the Placement Shares;
- (d) the Placement Shares will not be issued to any person who is a director or a substantial shareholder of the Company, an interested person as defined in Chapter 9 of the Catalist Rules or any other person falling within the categories set out in Rule 812(1) of the Catalist Rules, unless Rule 812(3) of the Catalist Rules applies or such subscription is otherwise agreed to by the SGX-ST;
- (e) the Proposed Placement will not result in a transfer of controlling interest of the Company; and
- (f) there are no share borrowing arrangements for the Proposed Placement.

9. INTERESTS OF DIRECTORS AND SUBSTANTIAL SHAREHOLDERS

None of the Directors or substantial shareholders of the Company or their respective associates has any interest, direct or indirect, in the Proposed Placement (other than through their respective direct and indirect shareholdings and/or directorships in the Company).

10. DIRECTORS' RESPONSIBILITY STATEMENT

The Directors collectively and individually accept full responsibility for the accuracy of the information given in this announcement, and confirm after making all reasonable enquires that, to the best of their knowledge and belief, this announcement constitutes full and true disclosure of all material facts about the Proposed Placement and the Group, and the Directors are not aware of any facts the omission of which would make any statement in this announcement misleading. Where information has been extracted from published or otherwise publicly available sources or obtained from a named source, the sole responsibility of the Directors has been to ensure that such information has been accurately and correctly extracted from these sources and/or reproduced in this announcement in its proper form and context.

11. CAUTION IN TRADING

Shareholders are advised to exercise caution in trading their Shares. Completion of the Proposed Placement is subject to the fulfilment of the respective conditions set out in the Placement Agreement and there is no certainty or assurance as at the date of this announcement that the Proposed Placement will be completed or that no further changes will be made to the terms thereof. The Company will make the necessary announcements when there are further developments. Shareholders and potential investors are advised to read this announcement and any further announcements by the Company carefully, and should seek advice from their stockbrokers, bank managers, solicitors, accountants or other professional advisers if they have any doubt about the actions they should take.

12. DOCUMENTS AVAILABLE FOR INSPECTION

A copy of the Placement Agreement is available for inspection at the registered office of the Company at 144 Robinson Road, #11-02 Robinson Square, Singapore 068908 during normal business hours for a period of three (3) months commencing from the date of this announcement.

By Order of the Board

FRANCIS LEE
Executive Director and Chief Executive Officer
18 June 2024

This announcement has been prepared by the Company and its contents have been reviewed by the Company's sponsor, ZICO Capital Pte. Ltd. (the "Sponsor"), in accordance with Rule 226(2)(b) of the Singapore Exchange Securities Trading Limited ("SGX-ST") Listing Manual Section B: Rules of Catalyst.

This announcement has not been examined or approved by the SGX-ST and the SGX-ST assumes no responsibility for the contents of this announcement, including the correctness of any of the statements or opinions made or reports contained in this announcement.

The contact person for the Sponsor is Ms Karen Soh, Managing Director, ZICO Capital Pte. Ltd. at 77 Robinson Road, #06-03 Robinson 77, Singapore 068896, telephone (65) 6636 4201.

Important Notice

Notification under Section 309B of the Securities and Futures Act 2001 of Singapore: The Placement Shares are “prescribed capital markets products” (as defined in the Securities and Futures (Capital Markets Products) Regulations 2018 and “Excluded Investment Products” (as defined in MAS Notice SFA 04- N12: Notice on the Sale of Investment Products and MAS Notice FAA-N16: Notice on Recommendations on Investment Products).