



RESOURCES GLOBAL DEVELOPMENT LIMITED

(Company Registration Number: 201841763M)
(Incorporated in the Republic of Singapore)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting of **RESOURCES GLOBAL DEVELOPMENT LIMITED** (the "**Company**") will be held by way of electronic means on Thursday, 21 May 2020 at 10.00 a.m., for the following purposes:

AS ORDINARY BUSINESS

1. To receive and adopt the Audited Financial Statements of the Company for the financial year ended 31 December 2019, together with the Directors' Statement and the Auditor's Report thereon. **(Resolution 1)**
2. To re-elect the following directors of the Company ("**Directors**") retiring pursuant to Regulation 109 of the Company's Constitution and who, being eligible, offered themselves for re-election as a Director:
 - i. Mr Francis Lee [See Explanatory Note (1)] **(Resolution 2)**
 - ii. Mr Salim Limanto [See Explanatory Note (2)] **(Resolution 3)**
 - iii. Mr Gouw Eng Seng [See Explanatory Note (3)] **(Resolution 4)**
 - iv. Ms Alice Yan [See Explanatory Note (4)] **(Resolution 5)**
 - v. Mr Hew Koon Chan [See Explanatory Note (5)] **(Resolution 6)**
3. To approve the payment of Directors' fees of S\$1,302 for the financial year ended 31 December 2019. **(Resolution 7)**
4. To approve the payment of Directors' fees of S\$95,000 for the financial year ending 31 December 2020, payable quarterly in arrears. **(Resolution 8)**
5. To re-appoint Messrs Baker Tilly TFW LLP as the Auditors of the Company and to authorise the Directors to fix their remuneration. **(Resolution 9)**
6. To transact any other ordinary business which may properly be transacted at an annual general meeting of the Company.

AS SPECIAL BUSINESS

To consider and, if thought fit, to pass the following resolutions as Ordinary Resolutions, with or without any modifications:

7. **Authority to allot and issue shares in the capital of the Company**

That pursuant to Section 161 of the Companies Act, Chapter 50 of Singapore (the "**Companies Act**") and Rule 806 of the Listing Manual Section B: Rules of Catalyst (the "**Catalist Rules**") of the Singapore Exchange Securities Trading Limited (the "**SGX-ST**"), authority be and is hereby given to the Directors to:

- (a) (i) allot and issue shares in the capital of the Company ("**shares**") whether by way of rights, bonus or otherwise; and/or
- (ii) make or grant offers, agreements or options (collectively, "**Instruments**") that might or would require shares to be issued, including but not limited to the creation and issue of (as well as adjustments to) options, warrants, debentures or other instruments convertible into shares,

at any time and upon such terms and conditions and for such purposes and to such persons as the Directors may, in their absolute discretion, deem fit; and

- (b) (notwithstanding the authority conferred by this Resolution may have ceased to be in force) issue shares in pursuance of the Instruments made or granted by the Directors while this Resolution was in force,

provided that:

- (1) the aggregate number of shares to be issued pursuant to this Resolution (including shares to be issued in pursuance of the Instruments, made or granted pursuant to this Resolution) shall not exceed one hundred per cent. (100%) of the total number of issued shares (excluding treasury shares and subsidiary holdings, if any) (as calculated in accordance with sub-paragraph (2) below) or such other limit as may be prescribed by the Catalist Rules, as at the date this Resolution is passed, of which the aggregate number of shares to be issued other than on a pro-rata basis to existing shareholders of the Company ("**Shareholders**") (including shares to be issued in pursuance of the Instruments, made or granted pursuant to this Resolution) shall not exceed fifty per cent. (50%) of the total number of issued shares (excluding treasury shares and subsidiary holdings, if any) (as calculated in accordance with sub-paragraph (2) below) or any such other limit as may be prescribed by the Catalist Rules as at the date this Resolution is passed;
- (2) (subject to such manner of calculation and adjustments as may be prescribed by the SGX-ST) for the purpose of determining the aggregate number of shares (including shares to be issued pursuant to the Instruments) that may be issued under sub-paragraph (1) above, the percentage of issued shares shall be based on the total number of issued shares (excluding treasury shares and subsidiary holdings, if any) at the time this Resolution is passed, after adjusting for:
- (a) new shares arising from the conversion or exercise of the Instruments or any convertible securities outstanding at the time this Resolution is passed;
- (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,
- adjustments in accordance with sub-paragraph (2)(a) or sub-paragraph (2)(b) above are only to be made in respect of new shares arising from convertible securities, share options or share awards which were issued and outstanding or subsisting at the time of the passing of this Resolution;
- (3) in exercising the authority conferred by this Resolution, the Company shall comply with the provisions of the Catalist Rules for the time being in force (unless such compliance has been waived by the SGX-ST), all applicable legal requirements under the Companies Act, the Company's Constitution for the time being in force; and
- (4) the authority conferred by this Resolution shall, unless revoked or varied by the Company in a general meeting, continue to be in force (i) until the conclusion of the next annual general meeting of the Company or the date by which the next annual general meeting of the Company is required by law to be held, whichever is earlier, or (ii) in the case of shares to be issued in pursuance of the Instruments, made or granted pursuant to this Resolution, until the issuance of such shares in accordance with the terms of the Instruments.
- [See Explanatory Note (6)] **(Resolution 10)**

8. **Renewal of the Shareholders' General Mandate for Interested Person Transactions**

That:

- (a) approval be and is hereby given for the purposes of Chapter 9 of the Catalist Rules, for the Company, its subsidiaries and associated companies that are considered to be "entities at risk" under Chapter 9 of the Catalist Rules, or any of them, to enter into any of the transactions falling within the types of interested person transactions described in paragraph 2.6 of the Appendix to the Notice of Annual General Meeting dated 6 May 2020 ("**Appendix**"), with any party who is of the class of interested persons described in paragraph 2.5 of the Appendix, provided that such transactions are made on normal commercial terms, will not be prejudicial to the interests of the Company and its minority Shareholders, and in accordance with the guidelines and review procedures of the Company for such interested person transactions as set out in the Appendix (the "**IPT General Mandate**");

- (b) the IPT General Mandate shall, unless revoked or varied by the Company in a general meeting, continue in force until the conclusion of the next annual general meeting of the Company;
- (c) the Audit Committee of the Company be and is hereby authorised to take such action as it deems proper in respect of the procedures and/or to modify or implement such procedures as may be necessary to take into consideration any amendments to Chapter 9 of the Catalist Rules which may be prescribed by the SGX-ST from time to time; and
- (d) the Directors be and are hereby authorised to complete and do all such acts and things (including without limitation, executing all such documents as may be required) as they may consider expedient or necessary or in the interests of the Company to give effect to the IPT General Mandate and/or the transactions contemplated by this Resolution.
[See Explanatory Note (7)]

(Resolution 11)

9. **Authority to allot and issue shares under the Resources Global Development Limited Employee Share Option Scheme ("RGD ESOS")**

That pursuant to Section 161 of the Companies Act, authority be and is hereby given to the Directors to:

- (a) grant share options from time to time in accordance with the provisions of the RGD ESOS; and
- (b) allot and issue from time to time such number of shares in the capital of the Company as may be required to be issued pursuant to the exercise of the share options granted under the RGD ESOS (including but not limited to allotment and issuance of shares in the capital of the Company at any time, whether during the continuance of such authority or thereafter, pursuant to share options made or granted by the Company whether granted during the subsistence of this authority or otherwise),

provided always that the aggregate number of shares to be issued pursuant to the RGD ESOS when aggregated together with shares issued and/or issuable in respect of all share options granted under the RGD ESOS, all other existing share schemes or share plans of the Company for the time being shall not exceed fifteen per cent. (15%) of the total number of issued shares of the Company (excluding treasury shares and subsidiary holdings, if any) from time to time, and such authority shall, unless revoked or varied by the Company in a general meeting, continue in force until the conclusion of the next annual general meeting of the Company or the date by which the next annual general meeting of the Company is required by law to be held, whichever is earlier.

[See Explanatory Note (8)]

(Resolution 12)

10. **Authority to allot and issue shares under the Resources Global Development Limited Performance Share Plan ("RGD PSP")**

That pursuant to Section 161 of the Companies Act, authority be and is hereby given to the Directors to:

- (a) grant share awards from time to time in accordance with the provisions of the RGD PSP; and
- (b) allot and issue from time to time such number of shares in the capital of the Company as may be required to be issued pursuant to the vesting of share awards under the RGD PSP (including but not limited to allotment and issuance of shares in the capital of the Company at any time, whether during the continuance of such authority or thereafter, pursuant to share awards made or granted by the Company whether granted during the subsistence of this authority or otherwise),

provided always that the aggregate number of shares to be issued pursuant to the RGD PSP when aggregated together with shares issued and/or issuable in respect of all share awards granted under the RGD PSP, all other existing share schemes or share plans of the Company for the time being shall not exceed fifteen per cent. (15%) of the total number of issued shares of the Company (excluding treasury shares and subsidiary holdings, if any) from time to time, and such authority shall, unless revoked or varied by the Company in a general meeting, continue in force until the conclusion of the next annual general meeting of the Company or the date by which the next annual general meeting of the Company is required by law to be held, whichever is earlier.

[See Explanatory Note (9)]

(Resolution 13)

BY ORDER OF THE BOARD

Leong Chuo Ming
Company Secretary
6 May 2020

EXPLANATORY NOTES:

- (1) Mr Francis Lee will, upon re-election as a Director, remain as an Executive Director and Chief Executive Officer of the Company. Further detailed information on Mr Francis Lee can be found under the sections entitled "Board of Directors and Key Management" and "Corporate Governance Report - Information on Directors nominated for re-election - Appendix 7F of the Catalist Rules" of the 2019 Annual Report.
- (2) Mr Salim Limanto will, upon re-election as a Director, remain as the Executive Director and Chief Operating Officer of the Company. The substantial shareholders of Company, namely, Mr Djunaidi Hardi (father), Mr Limas Ananto (uncle), Mr Arifin Ang (uncle), Mr Juhadi (uncle), are Mr Limanto's family members. Mr Herry Limanto, a director of Deli International Resources Pte. Ltd., the controlling shareholder of the Company holding 75,000,000 shares, which represents 83.3% of the issued share capital of the Company, is Mr Limanto's brother. Further detailed information on Mr Salim Limanto can be found under the sections entitled "Board of Directors and Key Management" and "Corporate Governance Report - Information on Directors nominated for re-election - Appendix 7F of the Catalist Rules" of the 2019 Annual Report.
- (3) Mr Gouw Eng Seng will, upon re-election as a Director, remain as an Independent Non-Executive Director and an Independent Chairman, the Chairman of the Nominating Committee, and a member of the Audit Committee and the Remuneration Committee. There are no relationships (including family relationships) between Mr Gouw Eng Seng and the other Directors, the Company, its related corporation, its officer or its substantial shareholders, which may affect his independence. The board of directors ("Board") considers Mr Gouw Eng Seng to be independent for the purpose of Rule 704(7) of the Catalist Rules. Further detailed information on Mr Gouw Eng Seng can be found under the sections entitled "Board of Directors and Key Management" and "Corporate Governance Report - Information on Directors nominated for re-election - Appendix 7F of the Catalist Rules" of the 2019 Annual Report.
- (4) Ms Alice Yan will, upon re-election as a Director, remain as an Independent Non-Executive Director, the Chairman of the Remuneration Committee, and a member of the Audit Committee and the Nominating Committee. There are no relationships (including family relationships) between Ms Alice Yan and the other Directors, the Company, its related corporation, its officer or its substantial shareholders, which may affect her independence. The Board considers Ms Alice Yan to be independent for the purpose of Rule 704(7) of the Catalist Rules. Further detailed information on Ms Alice Yan can be found under the sections entitled "Board of Directors and Key Management" and "Corporate Governance Report - Information on Directors nominated for re-election - Appendix 7F of the Catalist Rules" of the 2019 Annual Report.
- (5) Mr Hew Koon Chan will, upon re-election as a Director, remain as an Independent Non-Executive Director, the Chairman of the Audit Committee, and a member of the Nominating Committee and the Remuneration Committee. There are no relationships (including family relationships) between Mr Hew Koon Chan and the other Directors, the Company, its related corporation, its officer or its substantial shareholders, which may affect his independence. The Board considers Mr Hew Koon Chan to be independent for the purpose of Rule 704(7) of the Catalist Rules. Further detailed information on Mr Hew Koon Chan can be found under the sections entitled "Board of Directors and Key Management" and "Corporate Governance Report - Information on Directors nominated for re-election - Appendix 7F of the Catalist Rules" of the 2019 Annual Report.
- (6) The Ordinary Resolution 10 proposed in item 7 above, if passed, will empower the Directors from the date of this Annual General Meeting until the date of the next annual general meeting of the Company, or the date by which the next annual general meeting of the Company is required by law to be held, or such authority is varied or revoked by the Company in a general meeting, whichever is the earlier, to allot and issue shares, make or grant Instruments convertible into shares and to issue shares pursuant to such Instruments. The aggregate number of shares (including shares to be made in pursuance of Instruments made or granted pursuant to this Resolution) which the Directors may allot and issue, shall not exceed, in total, one hundred per cent. (100%) of the total number of issued shares (excluding treasury shares and subsidiary holdings, if any), of which the total number of shares issued other than on a pro-rata basis to existing shareholders of the Company, shall not exceed fifty per cent. (50%) of the total number of issued shares (excluding treasury shares and subsidiary holdings, if any).

For the purpose of determining the aggregate number of shares that may be issued, the percentage of issued shares will be calculated based on the total number of issued shares (excluding treasury shares subsidiary holdings, if any) at the time Resolution 10 is passed after adjusting for new shares arising from the conversion or exercise of any convertible securities, the exercise of share options or the vesting of share awards outstanding or subsisting at the time when Resolution 10 is passed and any subsequent consolidation or subdivision of shares.

- (7) Pursuant to Rule 920(1)(b)(viii) of the Catalist Rules, Deli International Resources Pte. Ltd. will abstain, and has undertaken to ensure that their associates will abstain from voting, and shall decline appointment to act as proxies to vote, on Ordinary Resolution 11 proposed in item 8 above, in relation to the proposed renewal of the IPT General Mandate, unless specific instructions have been given in the Proxy Form by the relevant Shareholder appointing them on how he/she wishes his/her votes to cast. Further detailed information on the proposed renewal of the IPT General Mandate is set out in the Appendix.
- (8) The Ordinary Resolution 12 in item 9 above, if passed, will empower the Directors of the Company, from the date of this Annual General Meeting until the next annual general meeting of the Company, or the date by which the next annual general meeting of the Company is required by law to be held, or such authority is varied or revoked by the Company in a general meeting, whichever is the earlier, to issue shares in the Company pursuant to the exercise of share options granted under the RGD ESOS and all other share based incentive schemes of the Company up to a number not exceeding in aggregate (for the entire duration of the scheme) fifteen per cent. (15%) of the total number of issued shares (excluding treasury shares and subsidiary holdings, if any) in the capital of the Company from time to time.

- (9) The Ordinary Resolution 13 in item 10 above, if passed, will empower the Directors of the Company, from the date of this Annual General Meeting until the date of the next annual general meeting of the Company, or the date by which the next annual general meeting of the Company is required by law to be held, or such authority is varied or revoked by the Company in a general meeting, whichever is the earlier, to grant share awards under the RGD PSP in accordance with the provisions of the RGD PSP and to issue from time to time such number of fully paid shares as may be required to be issued pursuant to the vesting of the share awards subject to the maximum number of shares prescribed under the terms and conditions of the RGD PSP. The aggregate number of shares which may be issued pursuant to the RGD PSP and any other share-based schemes (if applicable) shall not exceed in aggregate (for the entire duration of the scheme) fifteen per cent. (15%) of the total number of issued shares (excluding treasury shares and subsidiary holdings, if any) in the capital of the Company from time to time.

Notes:

1. The AGM of the Company (the "Meeting") is being convened, and will be held, by way of electronic means pursuant to the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020. Printed copies of this Notice of AGM will not be sent to Shareholders. Instead, this Notice of AGM will be sent to Shareholders by electronic means via publication on (i) the SGX-ST's website at <https://www.sgx.com/securities/company-announcements>; and (ii) the Company's corporate website at <https://rgd.sg/newsroom-press-release/>.
2. The AGM arrangements relating to, among others, attendance, submission of questions in advance and/or voting by proxy at the Meeting are set out in the Company's announcement dated 6 May 2020 (the "**Announcement**"), which has been uploaded together with the Notice of AGM on SGXNET on the same day. The Announcement may also be accessed at <https://rgd.sg/newsroom-press-release/>. For the avoidance of doubt, the Announcement is circulated together with and forms part of the Notice of AGM in respect of the Meeting.
3. Due to the current COVID-19 restriction orders in Singapore, a member of the Company will not be able to attend the Meeting in person. If a member of the Company (whether individual or corporate) wishes to exercise his/her/its voting rights at the Meeting, he/she/it must appoint the Chairman of the Meeting as his/her/its proxy to attend, speak and vote on his/her/its behalf at the Meeting. In appointing the Chairman of the Meeting as proxy, a member of the Company (whether individual or corporate) must give specific instructions as to voting, or abstentions from voting, in the form of proxy, failing which the appointment will be treated as invalid.
4. The Chairman of the Meeting, as proxy, need not be a member of the Company.
5. The instrument appointing the Chairman of the Meeting as proxy, together with the power of attorney or other authority under which it is signed (if applicable) or a notarial certified copy thereof, must:
 - (a) if sent personally or by post, be lodged at the office of the Company at 144 Robinson Road, #07-01 Robinson Square, Singapore 068908; or
 - (b) if submitted by email, be received by the Company at info@rgd.sg.

in either case, by 10.00 a.m. on 18 May 2020 (being not less than seventy-two (72) hours before the time appointed for holding the Meeting) (or at any adjournment thereof) and in default the instrument of proxy shall not be treated as valid.

In view of the current COVID-19 situation and the related safe distancing measures which may make it difficult for members of the Company to submit completed proxy forms by post, members of the Company are strongly encouraged to submit completed proxy forms electronically via email.

6. The instrument appointing the Chairman of the Meeting as proxy must be under the hand of the appointor or on his/her attorney duly authorised in writing. Where the instrument appointing the Chairman of the Meeting as proxy is executed by a corporation, it must be executed either under its common seal or under the hand of its attorney or duly authorised officer, failing which the instrument of proxy may be treated as invalid.
7. A corporation which is a member may authorise by resolution of its director or other governing body such person as it thinks fit to act as its representative at the Meeting, in accordance with Section 179 of the Companies Act.

Personal Data Privacy

By (a) submitting an instrument appointing the Chairman of the Meeting as proxy to vote at the Meeting and/or any adjournment thereof, or (b) submitting details for the registration to observe the proceedings of the Meeting via LIVE WEBCAST or LIVE AUDIO STREAM, or (c) submitting any question prior to the Meeting in accordance with this Notice of AGM, a member of the Company consents to the collection, use and disclosure of the member's personal data by the Company (or its agents or service providers) for the following purposes:

- (i) processing and administration by the Company (or its agents) of proxy forms appointing the Chairman of the Meeting as proxy for the Meeting (including any adjournment thereof) and the preparation and compilation of the attendance lists, proxy lists, minutes and other documents relating to the Meeting (including any adjournment thereof);
- (ii) processing of the registration for purpose of granting access to members (or their corporate representatives in the case of members which are legal entities) to the LIVE WEBCAST or LIVE AUDIO STREAM to observe the proceedings of the Meeting and providing them with any technical assistance where necessary;
- (iii) addressing relevant and substantial questions from members received before the Meeting and if necessary, following up with the relevant members in relation to such questions;
- (iv) preparation and compilation of the attendance list, proxy lists, minutes and other documents relating to the Meeting (including any adjournment thereof); and
- (v) enabling the Company (or its agents or service providers) to comply with any applicable laws, listing rules, regulations and/or guidelines by the relevant authorities.

Photographic, sound and/or video recordings of the Meeting may be made by the Company for record keeping and to ensure the accuracy of the minutes prepared of the Meeting. Accordingly, the personal data of a member of the Company (such as his name, his presence at the Meeting and any questions he may raise or motions he propose/ second) may be recorded by the Company for such purpose.

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

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

The contact person for the Sponsor is Ms Alice Ng, Director of Continuing Sponsorship, ZICO Capital Pte. Ltd. at 8 Robinson Road, #09-00 ASO Building, Singapore 048544, telephone (65) 6636 4201.