

RESOURCES GLOBAL DEVELOPMENT LIMITED

(Company Registration Number: 201841763M)

(Incorporated in the Republic of Singapore)

(the "**Company**")

MINUTES OF ANNUAL GENERAL MEETING

VENUE	:	21 Collyer Quay, Singapore 049320, Wework Level 1 Auditorium
DATE	:	Monday, 29 April 2024
TIME	:	2.00 p.m.
PRESENT	:	As set out in the attendance records maintained by the Company
CHAIRPERSON	:	Ms Alice Yan, Independent Non-Executive Chairperson

A. WELCOME ADDRESS AND INTRODUCTION

Ms Alice Yan, Independent Non-Executive Chairperson (the "**Chairperson**"), chaired the Annual General Meeting of the Company ("**Meeting**" or "**AGM**").

The Chairperson introduced the board of directors of the Company ("**Board**" or "**Directors**") (namely Mr Francis Lee, Executive Director and Chief Executive Officer, Mr Hew Koon Chan, Independent Non-Executive Director and Mr Simon Cheong Hock Wee, Independent Non-Executive Director) and Mr Thomas Yeo, Chief Financial Officer, who were present at the Meeting in person. The Chairperson also introduced Mr Salim Limanto, Executive Director and Chief Operating Officer, who attended the Meeting via Zoom. The Chairperson then introduced the following attendees attending the Meeting in person, namely:

Professionals

1. Representatives of ZICO Capital Pte. Ltd., the Company's Sponsor;
2. Company Secretary and Representatives of KWCA Pte. Ltd.;
3. Representative of B.A.C.S. Private Limited, the Company's Share Registrar and the Polling Agent appointed for the Meeting;
4. Representative of CACS Corporate Advisory Pte. Ltd., the Scrutineer appointed for the Meeting; and
5. Representatives of Messrs Baker Tilly TFW LLP, the Company's Auditors;

B. QUORUM

After having ascertained that a quorum was present, the Chairperson called the Meeting to order at 2.00 p.m. and proceeded with the formal business of the Meeting.

C. NOTICE OF AGM

The Notice of the Meeting dated 12 April 2024 convening the Meeting was taken as read. The Chairperson informed shareholders of the Company ("**Shareholders**") that, in her capacity as Chairperson, she had been appointed as proxy by several Shareholders, who have directed her to vote on their behalf. She has therefore voted in accordance with their instructions. The Chairperson further informed that voting on all resolutions set out in the Notice of the Meeting would be conducted by way of poll. The Chairperson informed Shareholders that B.A.C.S. Private Limited and CACS Corporate Advisory Pte. Ltd. have been appointed as Polling Agent and Scrutineer, respectively, for the Meeting.

The Chairperson further informed Shareholders that the validity of the proxies submitted by the Shareholders as at the cut-off date on 26 April 2024 at 2.00 p.m. have been reviewed and all valid votes have been counted and verified by both the Polling Agent and the Scrutineer.

D. QUESTIONS FROM SHAREHOLDERS

The Chairperson informed that the Company had requested Shareholders who wish to ask questions pertaining to the agenda of the Meeting may submit their questions in advance of the Meeting. No questions were received from Shareholders as of the cut-off date and time for submission of questions.

The Chairperson further informed that Shareholders may also ask questions during the course of the Meeting.

E. ORDINARY BUSINESS

1. RESOLUTION 1 – DIRECTORS' STATEMENT AND FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023

The Chairperson informed the Shareholders that the first item on the agenda of the AGM was to receive and adopt the Directors' Statement and the Audited Financial Statements of the Company for the financial year ended 31 December 2023, together with the Auditors' Report thereon.

Resolution 1 as set out in the Notice of the Meeting was duly proposed by the Chairperson, being the proxy of several Shareholders, and was seconded by Ms Vinny Sia, a Shareholder who has agreed to have her name to be recorded.

2. RESOLUTION 2 – RE-ELECTION OF MR SALIM LIMANTO AS A DIRECTOR OF THE COMPANY

The Chairperson informed the Shareholders that Resolution 2 dealt with the re-election of Mr Salim Limanto ("**Mr Limanto**"), a Director retiring pursuant to Regulation 103 of the Constitution of the Company. It was noted that Mr Limanto is also the Chief Operating Officer of the Company and that Mr Limanto will continue in this capacity if he is re-elected as a Director of the Company.

Resolution 2 as set out in the Notice of the Meeting was duly proposed by the Chairperson, being the proxy of several Shareholders, and was seconded by Ms Irene Lai, a Shareholder who has agreed to have her name to be recorded.

3. RESOLUTION 3 – RE-ELECTION OF MR CHEONG HOCK WEE AS A DIRECTOR OF THE COMPANY

The Chairperson informed Shareholders that Resolution 3 dealt with the re-election of Mr Cheong Hock Wee ("**Mr Cheong**"), a Director retiring pursuant to Regulation 103 of the Constitution of the Company. It was noted that Mr Cheong is also the Chairperson of the Remuneration Committee and a Member of the Audit Committee and the Nominating Committee of the Company and that Mr Cheong will continue in these capacities if he is re-elected as a Director of the Company.

Resolution 3 as set out in the Notice of the Meeting was duly proposed by the Chairperson, being the proxy of several Shareholders, and was seconded by Ms Vinny Sia, a Shareholder who has agreed to have her name to be recorded.

4. RESOLUTION 4 – APPROVAL FOR PAYMENT OF DIRECTORS' FEES

The Chairperson informed Shareholders that Resolution 4 dealt with the approval of Directors' fees for the financial year ending 31 December 2024. The Board has recommended the payment of Directors' fees of S\$150,000 for the financial year ending 31 December 2024, payable quarterly in arrears.

Resolution 4 as set out in the Notice of the Meeting was duly proposed by the Chairperson, being the proxy of several Shareholders, and was seconded by Ms Irene Lai, a Shareholder who has agreed to have her name to be recorded.

5. RESOLUTION 5 – APPROVAL OF THE PAYMENT OF A FINAL TAX-EXEMPT DIVIDEND

The Chairperson informed Shareholders that Resolution 5 dealt with the approval of the payment of a final tax-exempt (one-tier) dividend of S\$0.035 per ordinary share of the Company for the financial year ended 31 December 2023.

Resolution 5 as set out in the Notice of the Meeting was duly proposed by the Chairperson, being the proxy of several Shareholders, and was seconded by Ms Vinny Sia, a Shareholder who has agreed to have her name to be recorded.

6. RESOLUTION 6 – RE-APPOINTMENT OF MESSRS BAKER TILLY TFW LLP AS AUDITORS OF THE COMPANY

The Chairperson informed Shareholders that Resolution 6 dealt with the re-appointment of Messrs Baker Tilly TFW LLP as Auditors of the Company and the authorisation of the Directors to fix their remuneration.

Resolution 6 as set out in the Notice of the Meeting was duly proposed by the Chairperson, being the proxy of several Shareholders, and was seconded by Ms Irene Lai, a Shareholder who has agreed to have her name to be recorded.

F. SPECIAL BUSINESS

7. RESOLUTION 7 – AUTHORITY TO ALLOT AND ISSUE SHARES IN THE CAPITAL OF THE COMPANY

The Chairperson informed Shareholders that Resolution 7 dealt with the authority to be given to the Directors to allot and issue shares in the capital of the Company. The Chairperson explained that Resolution 7, if passed, will empower the Directors, from the date of this Meeting until the date of the next Annual General Meeting of the Company, to issue shares and convertible securities in the Company. The maximum number of shares which the Company may issue under Resolution 7 shall not exceed the quantum set out in the resolution.

Resolution 7 as set out in the Notice of the Meeting was duly proposed by the Chairperson, being the proxy of several Shareholders, and was seconded by Ms Vinny Sia, a Shareholder who has agreed to have her name to be recorded.

8. RESOLUTION 8 – RENEWAL OF THE SHAREHOLDERS' GENERAL MANDATE FOR INTERESTED PERSON TRANSACTIONS

The Chairperson informed Shareholders that Resolution 8 dealt with the renewal of the Shareholders' General Mandate for Interested Person Transactions. It was noted that Deli International Resources Pte. Ltd. and persons acting in concert with them will abstain from voting on the resolution.

Resolution 8 as set out in the Notice of the Meeting was duly proposed by the Chairperson, being the proxy of several Shareholders, and was seconded by Ms Irene Lai, a Shareholder who has agreed to have her name to be recorded.

9. RESOLUTION 9 – PROPOSED SHARE SPLIT OF EVERY ONE (1) EXISTING ORDINARY SHARE IN THE CAPITAL OF THE COMPANY INTO FIVE (5) ORDINARY SHARES

The Chairperson informed Shareholders that Resolution 9 dealt with the proposed share split of every one (1) existing ordinary share in the capital of the Company into five (5) ordinary shares. The Chairperson explained that Resolution 9 if passed and subject to the completion of the proposed share split, the proposed final dividend of the Company of S\$0.035 per ordinary share shall be adjusted to S\$0.007 per ordinary share.

Resolution 9 as set out in the Notice of the Meeting was duly proposed by the Chairperson, being the proxy of several Shareholders, and was seconded by Ms Vinny Sia, a Shareholder who has agreed to have her name to be recorded.

10. RESOLUTION 10 – AUTHORITY TO ALLOT AND ISSUE SHARES UNDER THE RESOURCES GLOBAL DEVELOPMENT LIMITED EMPLOYEE SHARE OPTION SCHEME ("RGD ESOS")

The Chairperson informed Shareholders that Resolution 10 dealt with the authority to be given to the Directors to allot and issue shares under the RGD ESOS. The Chairperson explained that Resolution 10, if passed, will empower the Directors, from the date of this Meeting until the date of the next Annual General Meeting of the Company, to 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 options under the RGD ESOS.

Resolution 10 as set out in the Notice of the Meeting was duly proposed by the Chairperson, being the proxy of several Shareholders, and was seconded by Ms Irene Lai, a Shareholder who has agreed to have her name to be recorded.

11. RESOLUTION 11 – AUTHORITY TO ALLOT AND ISSUE SHARES UNDER THE RESOURCES GLOBAL DEVELOPMENT LIMITED PERFORMANCE SHARE PLAN ("RGD PSP")

The Chairperson informed Shareholders that Resolution 11 dealt with the authority to be given to the Directors to allot and issue shares under the RGD PSP. The Chairperson explained that Resolution 11, if passed, will empower the Directors, from the date of this Meeting until the date of the next Annual General Meeting of the Company, to 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.

Resolution 11 as set out in the Notice of the Meeting was duly proposed by the Chairperson, being the proxy of several Shareholders, and was seconded by Ms Vinny Sia, a Shareholder who has agreed to have her name to be recorded.

G. POLL RESULTS

As there were no questions, the Chairperson reminded Shareholders to cast their votes and to sign on the voting slip before submitting to the Scrutineers for counting and verification. The Meeting was paused at 2.20 p.m. for votes counting and resumed at 2.34 p.m. after all votes had been verified and counted.

The results of the poll for all the resolutions were as follows:-

Resolution	Total number of shares represented by votes for and against Resolution	For		Against	
		Number of shares	As a percentage of total number of votes cast for and against the resolution	Number of shares	As a percentage of total number of votes cast for and against the resolution
Resolution 1	84,440,500	84,440,500	100%	0	0%
Resolution 2	9,440,500 *	9,440,500	100%	0	0%
Resolution 3	84,440,500	84,440,500	100%	0	0%
Resolution 4	84,440,500	84,440,500	100%	0	0%
Resolution 5	84,440,500	84,440,500	100%	0	0%
Resolution 6	84,440,500	84,440,500	100%	0	0%

Resolution	Total number of shares represented by votes for and against Resolution	For		Against	
		Number of shares	As a percentage of total number of votes cast for and against the resolution	Number of shares	As a percentage of total number of votes cast for and against the resolution
Resolution 7	84,440,500	84,440,500	100%	0	0%
Resolution 8	9,440,500 *	9,440,500	100%	0	0%
Resolution 9	84,440,500	84,440,500	100%	0	0%
Resolution 10	84,440,500	84,440,500	100%	0	0%
Resolution 11	84,440,500	84,440,500	100%	0	0%

* Deli International Resources Pte. Ltd., who owns 75,000,000 of the shares of the Company, had voluntarily abstained from voting on Resolution 2 (as Mr Limanto is associated with Deli International Resources Pte. Ltd.), and were required to abstain from voting on Resolution 8.

Based on the results of the poll, the number of votes cast in favour for each of the resolutions is 100% of the total votes cast. Accordingly, the Chairperson declared all the resolutions carried.

H. CONCLUSION

There being no other business, the Chairperson declared the Meeting closed at 2.37 p.m. and thanked everyone for their attendance.

CERTIFIED AS A TRUE AND CORRECT RECORD OF THE PROCEEDINGS OF THE MEETING

ALICE YAN
Chairperson