

RESOURCES GLOBAL DEVELOPMENT LIMITED

(Company Registration Number: 201841763M)

(Incorporated in the Republic of Singapore)

(the "**Company**")

MINUTES OF ANNUAL GENERAL MEETING

MODE OF MEETING : By electronic means

DATE : Friday, 28 April 2023

TIME : 2.00 p.m.

PRESENT : As per the attendance list maintained by the Company

CHAIRMAN : Ms Alice Yan, Independent Non-Executive Chairman of the Company

A. WELCOME ADDRESS AND INTRODUCTION

Ms Alice Yan, Independent Non-Executive Chairman of the Company (the "**Chairman**"), chaired the Annual General Meeting ("**Meeting**"). She informed that the Meeting was conducted by electronic means pursuant to the First Schedule of the COVID-19 Order, and the Company has arranged for a live audio-and-video webcast for shareholders of the Company ("**Shareholders**") to attend the Meeting.

The Chairman introduced the directors of the Company ("**Directors**") who were present at the Meeting in person, namely Mr Francis Lee, Executive Director and Chief Executive Officer, Mr Salim Limanto, Executive Director and Chief Operating Officer, Mr Hew Koon Chan, Independent Non-Executive Director and Mr Simon Cheong, Independent Non-Executive Director. The Chairman then introduced the following attendees attending the Meeting via video conferencing, namely:

Professionals

1. Representatives of ZICO Capital Pte. Ltd., the Company's Sponsor;
2. Representatives of Messrs Baker Tilly TFW LLP, the Company's Auditors;
3. Company Secretary, Mr Leong Chuo Ming and KWCA Pte. Ltd.;
4. Representatives of B.A.C.S. Private Limited, the Company's Share Registrar and the Polling Agent appointed for the Meeting; and
5. Representatives of Insights Laws LLC, the Scrutineer appointed for the Meeting.

B. QUORUM

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

C. NOTICE OF MEETING

The Notice of the Meeting dated 13 April 2023 convening the Meeting, which was released via SGXNet in accordance with the statutory period, was taken as read. The Chairman informed Shareholders that, in her capacity as Chairman, 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 Chairman further informed that voting on all resolutions set out in the Notice of Meeting would be conducted by way of poll. The Chairman informed Shareholders that B.A.C.S. Private Limited and Insights Laws LLC have been appointed as Polling Agent and Scrutineer, respectively, for the Meeting.

The Chairman further informed Shareholders that the validity of the proxies submitted by the Shareholders as at the cut-off date on 25 April 2023 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.

The Chairman also informed that all Shareholders may (i) vote by appointing the Chairman as proxy to vote on their behalf at the Meeting; or (ii) vote "Live" by casting the votes in real time for the resolutions to be tabled at the Meeting.

D. QUESTIONS FROM SHAREHOLDERS

The Chairman informed that the Company had requested Shareholders who wished to ask questions pertaining to the agenda of the Meeting to 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 in advance of the Meeting.

The Chairman further informed that Shareholders who are electronically present at the Meeting may submit their questions "live" at the Meeting.

E. ORDINARY BUSINESS**1. RESOLUTION 1 – DIRECTORS' STATEMENT AND FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2022**

The Chairman informed Shareholders that the first item on the agenda of the Meeting was to receive and adopt the Directors' Statement and the Audited Financial Statements of the Company for the financial year ended 31 December 2022, together with the Auditors' Report thereon.

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

2. RESOLUTION 2 – RE-ELECTION OF MR FRANCIS LEE AS A DIRECTOR OF THE COMPANY

The Chairman informed Shareholders that Resolution 2 dealt with the re-election of Mr Francis Lee ("**Mr Lee**"), a Director retiring pursuant to Regulation 103 of the Constitution of the Company. It was noted that Mr Lee is also the Chief Executive Officer of the Company and that Mr Lee 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 Chairman, being the proxy of several Shareholders, and was seconded by Ms Vinny Sia, a Shareholder who has agreed to have her name recorded.

3. RESOLUTION 3 – RE-ELECTION OF MR HEW KOON CHAN AS A DIRECTOR OF THE COMPANY

The Chairman informed Shareholders that Resolution 3 dealt with the re-election of Mr Hew Koon Chan ("**Mr Hew**"), a Director retiring pursuant to Regulation 103 of the Constitution of the Company. It was noted that Mr Hew is also the Chairman of the Audit Committee and Member of the Remuneration Committee and Nominating Committee of the Company and that Mr Hew 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 Chairman, being the proxy of several Shareholders, and was seconded by Mr Thomas Yeo, a Shareholder who has agreed to have his name recorded.

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

The Chairman informed Shareholders that Resolution 4 dealt with the approval of Directors' fees for the financial year ending 31 December 2023. The Board has recommended the payment of Directors' fees of S\$150,000 for the financial year ending 31 December 2023, payable quarterly in arrears.

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

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

The Chairman informed Shareholders that Resolution 5 dealt with the approval of the payment of a final tax-exempt (one-tier) dividend of S\$0.03 per one ordinary share for the financial year ended 31 December 2022.

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

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

The Chairman 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 Chairman, being the proxy of several Shareholders, and was seconded by Mr Thomas Yeo, a Shareholder who has agreed to have his name recorded.

F. SPECIAL BUSINESS

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

The Chairman 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 Chairman explained that Resolution 7, if passed, will empower the Directors from the date of the Meeting until the date of the next Annual General Meeting 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 Chairman, being the proxy of several Shareholders, and was seconded by Ms Vinny Sia, a Shareholder who has agreed to have her name recorded.

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

The Chairman 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 it will abstain from voting on Resolution 8.

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

9. RESOLUTION 9 – AUTHORITY TO ALLOT AND ISSUE SHARES UNDER THE RESOURCES GLOBAL DEVELOPMENT LIMITED EMPLOYEE SHARE OPTION SCHEME ("RGD ESOS")

The Chairman informed Shareholders that Resolution 9 dealt with the authority to be given to the Directors to allot and issue shares under the RGD ESOS. The Chairman explained that Resolution 9, if passed, will empower the Directors from the date of the Meeting until the date of the next Annual General Meeting to issue shares 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 9 as set out in the Notice of the Meeting was duly proposed by the Chairman, being the proxy of several Shareholders, and was seconded by Mr Thomas Yeo, a Shareholder who has agreed to have his name recorded.

10. RESOLUTION 10 – AUTHORITY TO ALLOT AND ISSUE SHARES UNDER THE RESOURCES GLOBAL DEVELOPMENT LIMITED PERFORMANCE SHARE PLAN ("RGD PSP")

The Chairman informed Shareholders that Resolution 10 dealt with the authority to be given to the Directors to allot and issue shares under the RGD PSP. The Chairman explained that Resolution 10, if passed, will empower the Directors from the date of the Meeting until the date of the next Annual General Meeting to issue shares 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 10 as set out in the Notice of the Meeting was duly proposed by the Chairman, being the proxy of several Shareholders, and was seconded by Ms Vinny Sia, a Shareholder who has agreed to have her name recorded.

G. QUESTIONS AND POLL RESULTS

The Chairman invited questions and reminded Shareholders to submit the questions via the Q&A function of the webcast platform.

As there were no questions, the Chairman reminded Shareholders to cast their votes and the voting be closed in 2 minutes.

After the 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	84,618,000	84,618,000	100%	0	0%
Resolution 2	84,618,000	84,618,000	100%	0	0%
Resolution 3	84,618,000	84,618,000	100%	0	0%
Resolution 4	84,618,000	84,618,000	100%	0	0%
Resolution 5	84,618,000	84,618,000	100%	0	0%
Resolution 6	84,618,000	84,618,000	100%	0	0%
Resolution 7	84,618,000	84,618,000	100%	0	0%
Resolution 8	9,618,000 *	9,618,000	100%	0	0%
Resolution 9	84,618,000	84,618,000	100%	0	0%
Resolution 10	84,618,000	84,618,000	100%	0	0%

* 75,000,000 of the shares owned by Deli International Resources Pte. Ltd. were abstained from voting on Resolution 8.

The number of votes cast in favour for each of the resolution is more than 50% of the total votes cast. Based on the results of the poll, the Chairman declared all the resolutions carried.

H. CONCLUSION

There being no other business, the Chairman declared the Meeting closed at 2.19 p.m. and thanked everyone for their attendance.

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

ALICE YAN
Chairman