



RESOURCES GLOBAL DEVELOPMENT LIMITED

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

ADOPTION OF SCRIP DIVIDEND SCHEME

1. INTRODUCTION

- 1.1 The Board of Directors (the “**Directors**” or “**Board**”) of Resources Global Development Limited (the “**Company**”, and together with its subsidiaries, the “**Group**”) is pleased to announce the adoption of a scrip dividend scheme which will be named the Resources Global Development Limited Scrip Dividend Scheme (the “**Scrip Dividend Scheme**”). The terms and conditions of the Scrip Dividend Scheme are set out in the Scrip Dividend Scheme Statement (the “**Statement**”), a copy of which is set out in [**Appendix 1**](#) to this announcement.

Unless otherwise stated, all terms used herein shall bear the meanings ascribed thereto in the Statement.

- 1.2 Under the Scrip Dividend Scheme, if the Directors determine that the Scrip Dividend Scheme will apply to any particular cash Dividend, persons registered in the Register of Members of the Company or, as the case may be, the Depository Register as holders of fully paid ordinary shares (“**Shares**”) of the Company (the “**Shareholders**”) may elect to receive fully paid new Shares (“**New Shares**”) in lieu of the cash amount of any Dividend which is declared on the Shares held by them, subject to the terms and conditions of the Scrip Dividend Scheme (the “**Terms and Conditions**”), which are set out in the Statement.
- 1.3 General information about the Scrip Dividend Scheme is set out in paragraph 3 below. For Foreign Shareholders, attention is drawn in particular to paragraph 3.2, which describes the restrictions applicable to Foreign Shareholders.
- 1.4 The implementation of the Scrip Dividend Scheme and the issuance of the New Shares thereunder is subject to, and contingent upon, receipt of the requisite approvals mentioned in paragraph 4 below.
- 1.5 The Company will, in compliance with Rule 862 of the Singapore Exchange Securities Trading Limited (“**SGX-ST**”) Listing Manual Section B: Rules of Catalyst (“**Catalist Rules**”), announce whether the Scrip Dividend Scheme is to apply to a particular dividend promptly after the decision is taken, and in any event no later than the Market Day following the Record Date for that particular Dividend.

2. RATIONALE AND PURPOSE OF THE SCRIP DIVIDEND SCHEME

- 2.1 The Scrip Dividend Scheme, if and when applied to any particular Dividend, will provide eligible Shareholders greater flexibility in meeting their investment objectives as it would give them the opportunity to elect to receive Qualifying Dividends in the form of cash or New Shares (credited as fully paid). The Scrip Dividend Scheme will enable eligible Shareholders to reinvest in the Company and further their participation in the equity capital of the Company by receiving such Dividend in the form of New Shares (credited as fully paid) without having to incur transaction

or other related costs. There would also be greater share liquidity in the market to the extent that New Shares are issued pursuant to the Scrip Dividend Scheme.

- 2.2 The Company will also benefit from the adoption of the Scrip Dividend Scheme as, to the extent that eligible Shareholders elect to receive a Qualifying Dividend in the form of New Shares, the cash which would otherwise be payable in respect of a Dividend may be retained in the Company and used to fund the growth and expansion of the Group. The retention of cash and the issue of New Shares in lieu of cash Dividends under the Scrip Dividend Scheme will also enlarge the Company's share capital base, strengthen its working capital position and enhance its financial flexibility. This is part of the Company's continuing efforts to enhance and maximise Shareholders' value.

3. SUMMARY OF THE SCRIP DIVIDEND SCHEME

The following is a summary of the main features of the Scrip Dividend Scheme and is derived from, and should be read in conjunction with, the full text of the Statement, a copy of which is attached as **Appendix A** to this announcement.

3.1 Eligibility

All Shareholders are eligible to participate in the Scrip Dividend Scheme, subject to the restrictions on Foreign Shareholders, as more particularly described below and in the Statement, and except that participation in the Scrip Dividend Scheme shall not be available to:

- (a) such Shareholders or class of Shareholders, as the Directors may in their absolute discretion determine; and
- (b) such Shareholders whose participation in the Scrip Dividend Scheme or receipt of New Shares under the Scrip Dividend Scheme will result in a breach of any other restriction on such Shareholder's holding of Shares which may be imposed by any statute, law or regulation in force in Singapore or any other relevant jurisdiction, as the case may be, or as prescribed in the constitution of the Company (the "**Constitution**").

3.2 Foreign Shareholders

The circulation of this announcement and the Statement, and the distribution of New Shares under the Scrip Dividend Scheme, may be prohibited or restricted (either absolutely or subject to various securities requirements, whether legal or administrative, being complied with) in certain jurisdictions under the relevant securities laws of those jurisdictions.

For practical reasons and to avoid any violation of securities laws applicable in countries outside Singapore where Shareholders may have their registered mailing addresses, the Scrip Dividend Scheme may, at the absolute discretion of the Board, not be offered to Foreign Shareholders. No Foreign Shareholder shall have any claim whatsoever against the Company, the Share Registrar, CDP or any of their respective agents in connection with the Scrip Dividend Scheme not being offered to such Foreign Shareholder.

If the Board has decided not to offer the Scrip Dividend Scheme to Foreign Shareholders, such Foreign Shareholders who receive or come to have in possession a Notice of Election or any other document in connection with the Scrip Dividend Scheme may not treat the same as an invitation or offer of any securities to them, and are advised to inform themselves of, and to observe, any prohibitions and restrictions, and to comply with any applicable laws and regulations relating to the Scrip Dividend Scheme.

Without prejudice to the foregoing, the receipt of a Notice of Election or any other document in connection with the Scrip Dividend Scheme, the crediting of New Shares to any securities account and/or the receipt of New Shares howsoever by a Foreign Shareholder, will not constitute an offer or sale of Shares in those jurisdictions in which it will be illegal to make such offer or sale, or where such offer or sale will otherwise violate the securities laws of such jurisdiction or be restricted or prohibited.

The Company reserves the right, but shall not be obliged, in its absolute discretion, to treat as invalid any Notice of Election which appears to the Company or its agents to have been submitted in violation of any applicable legislation of any jurisdiction, and further reserves the right, in its absolute discretion, to reject the submission of any Notice of Election where it believes, or has reason to believe, that such submission may violate any applicable legislation of any jurisdiction.

Foreign Shareholders who wish to change their registered mailing address maintained with the Company, or in the case of Foreign Shareholders who are Depositors, their registered mailing address maintained with CDP, to a Singapore mailing address in substitution thereof, may do so by sending a notice in writing to the Company c/o the Company's Share Registrar, B.A.C.S. Private Limited, at 77 Robinson Road, #06-03, Robinson 77, Singapore 068896 (or such other address as may be announced by the Company), or, if the Foreign Shareholder is a Depositor, to CDP via email at asksgx@sgx.com or via telephone at +65 6535 7511 (or such other email address or telephone number as may be announced by the Company), at least three (3) Market Days prior to the Record Date (or such other period as the Board may determine in its absolute discretion). Such Foreign Shareholders should note that all correspondence, notices and documents will be sent to their last registered mailing address in Singapore maintained with the Company or, in the case of such Foreign Shareholders who are Depositors, their last registered mailing address in Singapore maintained with CDP.

THE DISTRIBUTION OF NEW SHARES UNDER THE SCRIP DIVIDEND SCHEME TO FOREIGN SHAREHOLDERS MAY BE SUBJECT TO LAWS OF JURISDICTIONS OUTSIDE SINGAPORE. FOREIGN SHAREHOLDERS RESIDING OR LOCATED IN A JURISDICTION OTHER THAN SINGAPORE ARE REQUIRED TO INFORM THEMSELVES OF AND SHOULD OBSERVE ALL LEGAL AND REGULATORY REQUIREMENTS APPLICABLE TO THEM. IT IS THE RESPONSIBILITY OF THE FOREIGN SHAREHOLDERS IN SUCH JURISDICTIONS TO SATISFY THEMSELVES AS TO THE FULL OBSERVANCE OF THE LAWS OF THE RELEVANT JURISDICTIONS APPLICABLE TO THEM IN CONNECTION WITH THEIR PARTICIPATION IN THE SCRIP DIVIDEND SCHEME, INCLUDING OBTAINING OF ANY GOVERNMENTAL, EXCHANGE CONTROL OR OTHER CONSENTS WHICH MAY BE REQUIRED, OR COMPLIANCE WITH ANY OTHER NECESSARY FORMALITIES AND PAYMENT OF ANY ISSUE, TRANSFER OR OTHER TAXES DUE IN SUCH JURISDICTION.

FOREIGN SHAREHOLDERS WHO ARE SUBJECT TO THE LAWS AND REGULATIONS OF JURISDICTIONS OUTSIDE SINGAPORE SHALL, BY PARTICIPATING IN THE SCRIP DIVIDEND SCHEME, BE DEEMED TO HAVE COMPLIED WITH ALL APPLICABLE LEGAL AND REGULATORY REQUIREMENTS OF THE RELEVANT JURISDICTIONS.

3.3 Election

Shareholders may elect to participate in the Scrip Dividend Scheme in respect of all, and not part only, of their holding of Shares to which each Notice of Election relates in respect of any Qualifying Dividend, except in the case of a Shareholder who is a relevant intermediary, such relevant intermediary may, at the absolute discretion of the Directors, be allowed to make an election to participate in the Scrip Dividend Scheme in respect of part only of the Shares.

Shareholders issued with more than one Notice of Election may elect to participate in respect of their holding of Shares to which one Notice of Election relates and elect not to participate in respect of their holding of Shares to which any other Notice of Election relates. Where a permanent election has been made, Participating Shareholders may cancel their participation and withdraw from the Scrip Dividend Scheme at any time, subject to giving appropriate notice in accordance with the Statement. However, the cancellation of a permanent election by a Shareholder will not preclude him from making a fresh permanent election, should he wish to do so, at a later date.

3.4 No Known Tax Advantage for Participating in the Scrip Dividend Scheme

The Company takes no responsibility for the taxation liabilities of Participating Shareholders or the tax consequences of any election made by Shareholders. As individual circumstances and laws vary considerably, specific taxation advice should be obtained by Shareholders if they are in doubt or if they otherwise require.

The Company takes no responsibility for the correctness or accuracy of any information as to taxation liability set out herein or in the Statement.

As a general indication, however, it is understood that as at the date of this announcement, under tax legislation in Singapore, a Shareholder's Singapore tax liability in relation to the Dividends received will not be altered, nor is there any tax advantage to be gained by a Shareholder, by reason of such Shareholder having elected to participate in the Scrip Dividend Scheme.

3.5 Participating Shareholders May Receive Odd Lots

As the Shares are currently traded in board lots of 100 Shares each, an eligible Shareholder who elects to receive New Shares in lieu of the cash amount of the Qualifying Dividend may receive such New Shares in odd lots. Shareholders who receive odd lots of New Shares and who wish to trade such odd lots on the Catalist of the SGX-ST should do so on the Unit Share Market of SGX-ST, which allows trading of odd lots with a minimum of one (1) share.

3.6 Fractional Entitlements

Fractional entitlements to the New Shares will be rounded up to the nearest whole number or otherwise dealt with in such manner as the Directors may deem fit in the interests of the Company, subject to the Constitution and as may be acceptable to the SGX-ST.

3.7 Obligations under the Take-over Code

The attention of Shareholders is drawn to Rule 14 of the Singapore Code on Take-overs and Mergers (the "**Take-over Code**"). In particular, a Shareholder should note that he may be under an obligation to extend a take-over for the Company if:

- (a) by participating in the Scrip Dividend Scheme in relation to any Qualifying Dividend, he acquires whether by a series of transactions over a period of time or otherwise, Shares which (together with Shares held or acquired by him or persons acting in concert with him) carry 30% or more of the voting rights of the Company; or
- (b) he, together with persons acting in concert with him, holds not less than 30% but not more than 50% of the voting rights of the Company, and he or any person acting in concert with him, by participating in the Scrip Dividend Scheme in relation to any Qualifying Dividend, acquires in any period of six (6) months additional Shares carrying more than 1% of the voting rights of the Company.

The statements herein do not purport to be a comprehensive or exhaustive description of all the relevant provisions of, or all implications that may arise under the Take-over Code. Shareholders who are in doubt as to whether they would incur any obligation to make a take-over offer under the Take-over Code as a result of any acquisition of New Shares through their participation in the Scrip Dividend Scheme are advised to consult their professional advisers and/or the Securities Industry Council of Singapore at the earliest opportunity.

3.8 Terms of Allotment

New Shares allotted and issued to Participating Shareholders under the Scrip Dividend Scheme will, upon allotment and issue, rank *pari passu* in all respects with the existing Shares then in issue, save that the New Shares will not rank for any dividend, right, allotment or other distributions for which the record date (as defined in the Catalist Rules) falls before or is contemporaneous with the date of allotment of the New Shares, unless the Directors shall otherwise specify.

Shareholders participating in the Scrip Dividend Scheme will receive, at or about each Qualifying Dividend payment date, notifications setting out, *inter alia*, the number of New Shares allotted to them under the Scrip Dividend Scheme.

4. **APPROVALS FOR THE PURPOSES OF IMPLEMENTING THE SCRIP DIVIDEND SCHEME**

4.1 Shareholders' Approval for Issuance of New Shares

Pursuant to Rule 861(1) of the Catalist Rules, an announcement must be made by an issuer if it wishes to adopt a scrip dividend scheme which enables shareholders to elect to receive shares in lieu of the cash amount of any dividend.

While there is no requirement under the Catalist Rules for Shareholders' approval for the adoption of the Scrip Dividend Scheme, the allotment and issuance of New Shares under the Scrip Dividend Scheme is subject to the approval of the Shareholders pursuant to the Companies Act 1967 ("**Companies Act**"), the Constitution and the Catalist Rules. The authority to issue New Shares under the Scrip Dividend Scheme may be in the form of specific Shareholders' approval in compliance with Regulation 10 of the Constitution and Rule 805 of the Catalist Rules, or the Company may otherwise rely on a valid general mandate granted by the Shareholders to the Board pursuant to Regulation 12 of the Constitution and Rule 806 of the Catalist Rules. In this regard, the Company intends to seek specific Shareholders' approval for the issuance of New Shares under the Scrip Dividend Scheme at the next annual general meeting of the Company to be held in April 2025. Further details of the next annual general meeting of the Company (including the date, time, and place of the meeting) will be sent to Shareholders in due course in accordance with the Companies Act, the Constitution and the Catalist Rules.

4.2 SGX-ST's Approval for Listing and Quotation of New Shares

The Company, through its sponsor, will make the necessary application(s) for the listing of and quotation for the New Shares to be issued for the purposes of, in connection with or where contemplated by the Scrip Dividend Scheme on the Catalist of the SGX-ST. Any approval in-principle from the SGX-ST for listing of such New Shares on the Catalist of the SGX-ST is not to be taken as an indication of the merits of the Scrip Dividend Scheme, the Shares, the New Shares, the Company or its subsidiaries.

5. LIABILITY OF THE COMPANY

Notwithstanding anything in this announcement, the Statement or any of the documents to be issued by the Company and/or CDP in connection with the Scrip Dividend Scheme, neither the Company nor any officer, agent or representative of the Company shall under any circumstances be liable or responsible to any Participating Shareholders for any loss, damage, cost or expense (collectively, “**Loss**”) or alleged Loss in connection with or as a result, directly or indirectly, of the establishment or operation of the Scrip Dividend Scheme or participation in the Scrip Dividend Scheme, including without limitation any delay in allotting or issuing any New Shares or applying for the listing of and quotation for any New Shares. No representation or warranty is given in respect of any Shares, any New Shares, the Company or its subsidiaries or associated companies or that listing approval for the New Shares will be obtained.

6. ENQUIRIES

Enquiries about any aspect of the Scrip Dividend Scheme should be directed to the Company:

Resources Global Development Limited
144 Robinson Road, #11-02 Robinson Square
Singapore 068908

or such other entity and/or address as may be announced by the Company from time to time.

BY ORDER OF THE BOARD

Francis Lee
Executive Director and Chief Executive Officer
10 January 2025

*This announcement has been reviewed by the Company’s sponsor, ZICO Capital Pte. Ltd. (the “**Sponsor**”).*

*This announcement has not been examined or approved by the Singapore Exchange Securities Trading Limited (“**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 Lim Hui Zheng, ZICO Capital Pte. Ltd. at 77 Robinson Road, #06-03 Robinson 77, Singapore 068896, telephone (65) 6636 4201.