

**RESOURCES GLOBAL DEVELOPMENT LIMITED**

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

**MINUTES OF THE ANNUAL GENERAL MEETING**

**PLACE** : Seminar Room 1  
160 Robinson Road, #06-01 SBF Centre,  
Singapore 068914

**DATE** : Monday, 28 April 2025

**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

**QUORUM**

As a quorum was present, the Chairperson declared the Annual General Meeting (“**AGM**” or the “**Meeting**”) open at 2:00 p.m.

**INTRODUCTION**

Before proceeding with the matters stated in the Notice of the Meeting (the “**Notice**”), the Chairperson introduced the following individuals who were present at the Meeting in person, and welcomed all those in attendance:

- (a) the Board of Directors of the Company (“**Board**” or “**Directors**”);
- (b) the Chief Financial Officer;
- (c) representatives from ZICO Capital Pte. Ltd., the Company’s Sponsor;
- (d) the Company Secretary and representatives from the Company Secretary’s office;
- (e) representatives from B.A.C.S Private Limited, the Company’s Share Registrar and Polling Agent appointed for the Meeting;
- (f) representatives from CACS Corporate Advisory Pte. Ltd, the Scrutineer appointed for the Meeting;
- (g) representatives from Messrs Baker Tilly TFW LLP, the Company’s auditors;
- (h) representatives from Han Kun Law and BR Law Corporation, the Company’s legal advisers; and
- (i) representatives from Xandar Capital Pte. Ltd., the independent financial adviser.

**NOTICE**

The Notice convening the Meeting was taken as read.

**QUESTIONS FROM SHAREHOLDERS**

The Chairperson informed that the Company had invited shareholders of the Company (“**Shareholders**”) to submit their questions pertaining to the agenda of the Meeting, 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 raise questions during the course of the Meeting.

#### **VOTING BY WAY OF A POLL**

The Chairperson informed the Shareholders that she had been appointed as proxy by some Shareholders and she would be voting in accordance with their instructions.

Shareholders were informed that CACS Corporate Advisory Pte. Ltd. and B.A.C.S Private Limited had been appointed as the Scrutineer and the Polling Agent respectively.

The Chairperson further informed Shareholders that the validity of the proxy forms submitted by Shareholders, as of the cut-off date on 25 April 2025 at 2:00 p.m., had been reviewed, and all valid votes were counted and verified by both the Polling Agent and the Scrutineer.

Before dealing with the business of the Meeting, a representative from CACS Corporate Advisory Pte. Ltd. provided an explanation of the poll voting procedure to the Shareholders.

As the polling process would require time to complete, the Chairperson directed that the poll for each motion be conducted after all the motions had been formally proposed and seconded.

#### **ORDINARY BUSINESS:**

##### **1. ORDINARY RESOLUTION 1 – ADOPTION OF DIRECTORS’ STATEMENT AND AUDITED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2024**

The Meeting was informed that Resolution 1 was to receive and adopt the Audited Financial Statements of the Company for the financial year ended 31 December 2024, together with the Directors’ Statement and the Auditors’ Report thereon.

Resolution 1, as set out in the Notice of the Meeting, was taken as read.

As there were no questions from Shareholders, the motion was proposed by the Chairperson and seconded by Ms. Vinny Sia.

The Chairperson proceeded to the next motion.

##### **2. ORDINARY RESOLUTION 2 - RE-ELECTION OF MR. FRANCIS LEE AS A DIRECTOR OF THE COMPANY**

The Meeting was informed that Resolution 2 dealt with the re-election of Mr. Francis Lee, who was retiring as a Director of the Company pursuant to Regulation 103 of the Company’s Constitution, and who had consented to continue in office.

It was noted that Mr. Francis Lee would, upon re-election, continued in his position as a Director of the Company.

Resolution 2, as set out in the Notice of the Meeting, was taken as read.

As there were no questions from Shareholders, the motion was proposed by the Chairperson and seconded by Ms. Lai Pheck Yeen.

The Chairperson proceeded to the next motion.

**3. ORDINARY RESOLUTION 3 - RE-ELECTION OF MS. ALICE YAN AS A DIRECTOR OF THE COMPANY**

The Chairperson informed Shareholders that Resolution 3 related to her own re-election as a Director of the Company. Mr. Hew Koon Chan took over the Chairpersonship for this motion.

The Meeting was informed that Resolution 3 pertained to the re-election of Ms. Alice Yan, who was retiring as a Director of the Company pursuant to Regulation 103 of the Company's Constitution, and who had signified her consent to continue in office.

It was noted that Ms. Alice Yan would, upon re-election as a Director of the Company, remain as the Chairperson of the Board and the Nominating Committee, as well as a member of the Audit Committee and the Remuneration Committee. The Board considers Ms. Alice Yan to be independent for the purposes of Rule 704(7) of the Catalist Rules.

Resolution 3, as set out in the Notice of the Meeting, was taken as read.

As there were no questions from Shareholders, the motion was proposed by the Chairperson and seconded by Mr. Adrian Hartanto.

Following the conclusion of this motion, Mr. Hew Koon Chan returned the Chairpersonship to Ms. Alice Yan, who resumed her role to continue with the remaining items on the agenda of the Meeting.

**4. ORDINARY RESOLUTION 4 - APPROVAL FOR PAYMENT OF DIRECTORS' FEES**

The Meeting was informed that Resolution 4 dealt with the approval of Directors' fees of S\$150,000 for the financial year ending 31 December 2025, payable quarterly in arrears.

Resolution 4 as set out in the Notice of the Meeting was taken as read.

As there were no questions from Shareholders, the motion was proposed by the Chairperson and seconded by Ms. Vinny Sia.

The Chairperson proceeded to the next motion.

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

The Meeting was informed that Resolution 5 dealt with the approval of the payment of a final tax-exempt (one-tier) dividend of S\$0.0072 per ordinary share for the financial year ended 31 December 2024.

Resolution 5, as set out in the Notice of the Meeting, was taken as read.

As there were no questions from Shareholders, the motion was proposed by the Chairperson and seconded by Ms. Lai Pheck Yeen.

The Chairperson proceeded to the next motion.

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

The Meeting was informed that Resolution 6 dealt with the re-appointment of Messrs Baker Tilly TFW LLP as Auditors of the Company, and to authorise the Directors to fix their remuneration.

Resolution 6, as set out in the Notice of the Meeting, was taken as read.

As there were no questions from Shareholders, the motion was proposed by the Chairperson and seconded by Mr. Adrian Hartanto.

The Chairperson proceeded to the next motion.

**ANY OTHER BUSINESS**

As no notice of any other ordinary business has been received, the Meeting proceeded to deal with the special business of the Meeting.

**SPECIAL BUSINESS:**

**7. ORDINARY RESOLUTION 7 - AUTHORITY TO ALLOT AND ISSUE SHARES IN THE CAPITAL OF THE COMPANY**

The Meeting was informed 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 Shareholders were informed that the full text of the resolution is set out in the Notice of the Meeting. Resolution 7 as set out in the Notice of the Meeting was taken as read.

As there were no questions from Shareholders, the motion was proposed by the Chairperson and seconded by Ms. Vinny Sia.

The Chairperson proceeded to the next motion.

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

The Meeting was informed that Resolution 8 dealt with the renewal of the Shareholders' General Mandate for Interested Person Transactions.

The Shareholders were informed that the full text of the resolution was set out in the Notice of the Meeting. Resolution 8, as set out in the Notice of the Meeting, was taken as read.

As there were no questions from Shareholders, the motion was proposed by the Chairperson and seconded by Ms. Lai Pheck Yeen.

The Chairperson proceeded to the next motion.

**9. ORDINARY RESOLUTION 9 – AUTHORITY TO ALLOT AND ISSUE SHARES UNDER THE RESOURCES GLOBAL DEVELOPMENT LIMITED EMPLOYEE SHARE OPTION SCHEME**

The Meeting was informed that Resolution 9 dealt with the authority to be granted to the Directors to allot and issue shares under the Resources Global Development Limited Employee Share Option Scheme.

Shareholders were informed that the full text of the resolution was set out in the Notice of the Meeting. Resolution 9, as set out in the Notice of the Meeting, was taken as read.

As there were no questions from Shareholders, the motion was proposed by the Chairperson and seconded by Mr. Adrian Hartanto.

The Chairperson proceeded to the next motion.

**10. ORDINARY RESOLUTION 10 – AUTHORITY TO ALLOT AND ISSUE SHARES UNDER THE RESOURCES GLOBAL DEVELOPMENT LIMITED PERFORMANCE SHARE PLAN**

The Meeting was informed that Resolution 10 dealt with the authority to be granted to the Directors to allot and issue shares under the Resources Global Development Limited Performance Share Plan.

Shareholders were informed that the full text of the resolution was set out in the Notice of the Meeting. Resolution 10, as set out in the Notice of the Meeting, was taken as read.

As there were no questions from Shareholders, the motion was proposed by the Chairperson and seconded by Ms. Vinny Sia.

The Chairperson proceeded to the next motion.

**11. ORDINARY RESOLUTION 11 – AUTHORITY TO ALLOT AND ISSUE SHARES UNDER THE RESOURCES GLOBAL DEVELOPMENT LIMITED SCRIP DIVIDEND SCHEME**

The Meeting was informed that Resolution 11 dealt with the authority to be granted to the Directors to allot and issue shares under the Resources Global Development Limited Scrip Dividend Scheme.

Shareholders were informed that the full text of the resolution was set out in the Notice of the Meeting. Resolution 11, as set out in the Notice of the Meeting, was taken as read.

As there were no questions from Shareholders, the motion was proposed by the Chairperson and seconded by Ms. Lai Pheck Yeen.

Following the formal proposal and seconding of all motions, the Chairperson proceeded with the formalities of conducting the poll for each resolution.

#### **CONDUCT OF POLL**

The poll on the motions were duly conducted.

#### **ADJOURNMENT OF AGM**

The AGM was adjourned at 2:15 p.m. for the counting of votes.

The Meeting resumed at 2:30 p.m. for the declaration of the results of the poll.

#### **RESULTS OF POLL**

Following the tabulation of votes, the results of the poll were announced as follows:

##### **Ordinary Resolution 1: Adoption of Directors' Statement and Audited Financial Statements for the financial year ended 31 December 2024**

	<b>Votes</b>	<b>%</b>
No. of votes for:	432,885,000	100
No. of votes against:	0	0
<b>Total no. of votes casted:</b>	<b>432,885,000</b>	<b>100.00</b>

Based on the result of the poll, the Chairperson declared Ordinary Resolution 1 carried by way of a poll:

**"IT WAS RESOLVED** that the the Audited Financial Statements of the Company for the financial year ended 31 December 2024, together with the Directors' Statement and the Independent Auditor's Report thereon be and are hereby adopted."

##### **Ordinary Resolution 2: Re-election of Mr. Francis Lee as a Director of the Company**

	<b>Votes</b>	<b>%</b>
No. of votes for:	432,885,000	100
No. of votes against:	0	0
<b>Total no. of votes casted:</b>	<b>432,885,000</b>	<b>100.00</b>

Based on the result of the poll, the Chairperson declared Ordinary Resolution 2 carried by way of a poll:

**“IT WAS RESOLVED** that Mr. Francis Lee be and is hereby re-elected as a Director of the Company.”

**Ordinary Resolution 3: Re-election of Ms. Alice Yan as a Director of the Company**

	Votes	%
No. of votes for:	432,885,000	100
No. of votes against:	0	0
<b>Total no. of votes casted:</b>	<b>432,885,000</b>	<b>100.00</b>

Based on the result of the poll, the Chairperson declared Ordinary Resolution 3 carried by way of a poll:

**“IT WAS RESOLVED** that Ms. Alice Yan be and is hereby re-elected as a Director of the Company.”

**Ordinary Resolution 4: Approval for payment of Directors’ fees**

	Votes	%
No. of votes for:	432,885,000	100
No. of votes against:	0	0
<b>Total no. of votes casted:</b>	<b>432,885,000</b>	<b>100.00</b>

Based on the result of the poll, the Chairperson declared Ordinary Resolution 4 carried by way of a poll:

**“IT WAS RESOLVED** that the payment of Directors’ fees of S\$150,000 for the financial year ending 31 December 2025, payable quarterly in arrears be and is hereby approved.”

**Ordinary Resolution 5: Approval of the payment of a final tax-exempt (one-tier) dividend**

	Votes	%
No. of votes for:	432,885,000	100
No. of votes against:	0	0
<b>Total no. of votes casted:</b>	<b>432,885,000</b>	<b>100.00</b>

Based on the result of the poll, the Chairperson declared Ordinary Resolution 5 carried by way of a poll:

**“IT WAS RESOLVED** that the payment of a final tax-exempt (one-tier) dividend of S\$0.0072 per ordinary share for the financial year ended 31 December 2024 be and is hereby approved.”

**Ordinary Resolution 6: Re-appointment of Messrs Baker Tilly TFW LLP as Auditors of the Company**

	Votes	%
No. of votes for:	432,885,000	100
No. of votes against:	0	0
<b>Total no. of votes casted:</b>	<b>432,885,000</b>	<b>100.00</b>

Based on the result of the poll, the Chairperson declared Ordinary Resolution 6 carried by way of a poll:

**“IT WAS RESOLVED** that Messrs Baker Tilly TFW LLP, be and are hereby re-appointed as Auditors of the Company and that the Directors be and are hereby authorise to fix their remuneration.”

**SPECIAL BUSINESS:**

**Ordinary Resolution 7: Authority to allot and issue shares in the capital of the Company**

	<b>Votes</b>	<b>%</b>
No. of votes for:	432,885,000	100
No. of votes against:	0	0
<b>Total no. of votes casted:</b>	<b>432,885,000</b>	<b>100.00</b>

Based on the result of the poll, the Chairperson declared Ordinary Resolution 7 carried by way of a poll:

**“IT WAS RESOLVED** that pursuant to Section 161 of the Companies Act 1967 of Singapore (the “**Companies Act**”) and Rule 806 of the Listing Manual Section B: Rules of Catalist (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 that 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 (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 SGXST) 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 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,

and provided also that 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."

**Ordinary Resolution 8: Renewal of the Shareholders' General Mandate for Interested Person Transactions**

	Votes	%
No. of votes for:	57,885,000	100
No. of votes against:	0	0
<b>Total no. of votes casted:</b>	<b>57,885,000</b>	<b>100.00</b>

Based on the result of the poll, the Chairperson declared Ordinary Resolution 8 carried by way of a poll:

**"IT WAS RESOLVED** 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 11 April 2025 (“**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.”

**Ordinary Resolution 9: Authority to allot and issue shares under the Resources Global Development Limited Employee Share Option Scheme (“RGD ESOS”)**

	Votes	%
No. of votes for:	432,885,000	100
No. of votes against:	0	0
<b>Total no. of votes casted:</b>	<b>432,885,000</b>	<b>100.00</b>

Based on the result of the poll, the Chairperson declared Ordinary Resolution 9 carried by way of a poll:

**“IT WAS RESOLVED** 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.”

**Ordinary Resolution 10: Authority to allot and issue shares under the Resources Global Development Limited Performance Share Plan (“RGD PSP”)**

	<b>Votes</b>	<b>%</b>
No. of votes for:	432,885,000	100
No. of votes against:	0	0
<b>Total no. of votes casted:</b>	<b>432,885,000</b>	<b>100.00</b>

Based on the result of the poll, the Chairperson declared Ordinary Resolution 10 carried by way of a poll:

**“IT WAS RESOLVED** 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.”

**Ordinary Resolution 11: Authority to allot and issue shares under the Resources Global Development Limited Scrip Dividend Scheme (“RGD Scrip Dividend Scheme”)**

	<b>Votes</b>	<b>%</b>
No. of votes for:	432,885,000	100
No. of votes against:	0	0
<b>Total no. of votes casted:</b>	<b>432,885,000</b>	<b>100.00</b>

Based on the result of the poll, the Chairperson declared Ordinary Resolution 11 carried by way of a poll:

**“IT WAS RESOLVED** that pursuant to Rule 805 of the Catalist Rules, the Directors of the Company be and are hereby authorised and empowered to allot and issue such number of shares in the Company as may be required to be issued pursuant to the RGD Scrip Dividend Scheme from time to time and that such authority shall, unless revoked or varied by the Company in a general meeting, continue in force until the conclusion of the next 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.”

#### **CONCLUSION**

There being no other business to transact, the Chairperson declared the Annual General Meeting of the Company closed at 2:35 p.m. and thanked everyone for their attendance.

Confirmed as True Record of Proceedings Held

Alice Yan  
Chairperson of the Meeting