

# RESOURCES GLOBAL DEVELOPMENT LIMITED

(Company Registration Number: 201841763M)

(Incorporated in the Republic of Singapore)

(the "**Company**")

## MINUTES OF EXTRAORDINARY GENERAL MEETING

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<b>VENUE</b>	:	160 Robinson Road, #06-01 SBF Center, Singapore 068914, Seminar Room No. 3
<b>DATE</b>	:	Monday, 15 July 2024
<b>TIME</b>	:	2.00 p.m.
<b>PRESENT</b>	:	As set out in the attendance records maintained by the Company
<b>CHAIRPERSON</b>	:	Ms Alice Yan, Independent Non-Executive Chairperson

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### **A. WELCOME ADDRESS AND INTRODUCTION**

Ms Alice Yan, Independent Non-Executive Chairperson (the "**Chairperson**"), chaired the Extraordinary General Meeting ("**Meeting**").

The Chairperson introduced the following directors and management of the Company who were present at the Meeting in person:

1. Mr Francis Lee, Executive Director and Chief Executive Officer;
2. Mr Salim Limanto, Executive Director and Chief Operating Officer;
3. Mr Hew Koon Chan, Independent Non-Executive Director;
4. Mr Simon Cheong, Independent Non-Executive Director; and
5. Mr Thomas Yeo, Group Chief Financial Officer.

The Chairperson then introduced the following professionals who were present at the Meeting in person, namely:

#### *Professionals*

1. Representatives of ZICO Capital Pte. Ltd., the Company's Sponsor;
2. Representatives of Xandar Capital Pte Ltd, the independent financial advisor;
3. Representatives of KWCA Pte. Ltd., the Company Secretary's office;
4. Representatives of Withers KhattarWong LLP, the Company's Singapore legal advisor;

5. Representative of B.A.C.S. Private Limited, the Company's Share Registrar and the Polling Agent appointed for the Meeting; and
6. Representative of CACS Corporate Advisory Pte. Ltd., the Scrutineer appointed for the Meeting.

## **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 EGM**

The Notice of the Meeting dated 28 June 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 Meeting would be conducted by way of poll in accordance with the listing rule. 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 12 July 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 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.

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

## **E. ORDINARY BUSINESS**

### **1. RESOLUTION 1 – THE PROPOSED SUBSCRIPTION OF SHARES IN PT DELI PRATAMA BATUBARA AS AN INTERESTED PERSON TRANSACTION**

The Chairperson informed the Shareholders that the first item on the agenda of the Meeting dealt with an ordinary resolution pertaining to the proposed subscription of shares in PT Deli Pratama Batubara as an interested person transaction.

Resolution 1 as set out in the Notice of the Meeting was taken as read. As there was no question from Shareholders, the Chairperson being the proxy of several Shareholders proposed the following motion, which was seconded by Ms Vinny Sia, a Shareholder who has agreed to have her name to be recorded, and subsequently put to vote by way of poll: -

"THAT:

- (a) approval be and is hereby given for the proposed subscription by PT Deli Niaga Sejahtera, a 99% subsidiary of the Company, of 58% of the enlarged issued and paid up shares in the capital of PT Deli Pratama Batubara, on the terms and subject to the conditions of the SSA (the "**Proposed DNS Subscription**"), and any other transactions and/or ancillary documents contemplated under the SSA, as an interested person transaction under Chapter 9 of the Catalist Rules; and
- (b) the Directors and each of them be and are hereby authorised to complete and do and/or procure to be done all such acts and things as they or each of them may from time to time deem desirable, expedient or necessary in connection with the Proposed DNS Subscription and to give effect to the matters contemplated by this Resolution including, without limitation, executing all such documents and approving any amendments, alterations or modifications to any documents as they or each of them may in their or each of their absolute discretion deem fit and in the interests of the Group."

As there was no question from Shareholders, the Chairperson proceeded to the next agenda.

## **2. RESOLUTION 2 – THE PROPOSED MODIFICATIONS OF THE IPT GENERAL MANDATE**

The Chairperson informed the Shareholders that Resolution 2 dealt with an ordinary resolution pertaining to the proposed modifications of the IPT General Mandate.

Resolution 2 as set out in the Notice of the Meeting was taken as read. As there was no question from Shareholders, the Chairperson being the proxy of several Shareholders proposed the following motion, which was seconded by Ms Irene Lai, a Shareholder who has agreed to have her name to be recorded, and subsequently put to vote by way of poll: -

"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 or any of them to enter into any of the transactions within the categories of interested person transactions set out in Appendix 3 to the Circular with interested persons set out in the Circular, provided that such interested person transactions are carried out on normal commercial terms and in accordance with the review procedures for the interested person transactions as set out in the Circular ("**Modified IPT General Mandate**");

- (b) the Modified IPT General Mandate shall, unless revoked or varied by the Company in a general meeting, shall continue to be in force until the conclusion of the next general meeting of the Company, or when the next annual general meeting is required by law to be held, whichever is earlier;
- (c) the Audit Committee be and is hereby authorised to take such actions as it deems proper in respect of the methods and procedures as may be necessary to take into consideration any amendments to Chapter 9 of the Catalist Rules which may be prescribed by SGX-ST from time to time; and
- (d) the Directors of the Company and each of them be and are hereby authorised to complete and do all such acts and things including executing all such documents as may be required as they or he may consider expedient or necessary of in the interest of the Company to give effect to the Modified IPT General Mandate and/or this Resolution."

As there was no question from Shareholders, the Chairperson proceeded to the conduct of the polls.

#### **F. CONDUCT OF POLL**

The Chairperson requested the Shareholders to cast their vote for the resolutions in the poll voting slip, sign, and return the poll voting slips to the Polling Agent. The Polling Agent collected the poll voting slips and the following poll results, which were duly verified by the Scrutineers, were announced by the Chairperson:

Resolution details	Total number of shares represented by votes cast for and against the relevant 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
<b>Ordinary Resolution 1</b> The Proposed Subscription of Shares in PT Deli Pratama Batubara as an Interested Person Transaction	53,064,500	53,064,500	100%	0	0%

Resolution details	Total number of shares represented by votes cast for and against the relevant 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
<b>Ordinary Resolution 2</b> The Proposed Modifications of the IPT General Mandate	53,064,500	53,064,500	100%	0	0%

Based on the poll results, the Chairperson declared that all the resolutions tabled at the Meeting were approved and carried.

#### **G. CONCLUSION**

There being no other business, the Chairperson declared the Meeting closed at 2.18 p.m. and thanked everyone for their attendance.

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

**ALICE YAN**  
Chairperson