



RESOURCES GLOBAL DEVELOPMENT LIMITED

(Company Registration Number: 201841763M)
(Incorporated in the Republic of Singapore)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting of **RESOURCES GLOBAL DEVELOPMENT LIMITED** (the "**Company**") will be held by way of electronic means on Friday, 28 April 2023 at 2.00 p.m., for the following purposes:

AS ORDINARY BUSINESS

1. To receive and adopt the Audited Financial Statements of the Company for the financial year ended 31 December 2022, together with the Directors' Statement and the Independent Auditor's Report thereon. **(Resolution 1)**
2. To re-elect the following directors of the Company ("**Directors**") retiring pursuant to Regulation 103 of the Company's Constitution and who, being eligible, offered themselves for re-election as a Director:
 - i. Mr Francis Lee [See Explanatory Note (1)] **(Resolution 2)**
 - ii. Mr Hew Koon Chan [See Explanatory Note (2)] **(Resolution 3)**
3. To approve the payment of Directors' fees of S\$150,000 for the financial year ending 31 December 2023 (31 December 2022: S\$150,000), payable quarterly in arrears. **(Resolution 4)**
4. To declare and approve a final tax-exempt dividend of S\$0.03 per ordinary share for the financial year ended 31 December 2022. **(Resolution 5)**
5. To re-appoint Messrs Baker Tilly TFW LLP as the Auditors of the Company and to authorise the Directors to fix their remuneration. **(Resolution 6)**
6. To transact any other ordinary business which may properly be transacted at an annual general meeting of the Company.

AS SPECIAL BUSINESS

To consider and, if thought fit, to pass the following resolutions as Ordinary Resolutions, with or without any modifications:

7. **Authority to allot and issue shares in the capital of the Company**

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 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 ("**Shareholders**") (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 SGX-ST) 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.

[See Explanatory Note (3)]

(Resolution 7)

8. **Renewal of the Shareholders' General Mandate for Interested Person Transactions**

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 13 April 2023 ("**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.

[See Explanatory Note (4)]

(Resolution 8)

9. **Authority to allot and issue shares under the Resources Global Development Limited Employee Share Option Scheme ("RGD ESOS")**

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.

[See Explanatory Note (5)]

(Resolution 9)

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

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.

[See Explanatory Note (6)]

(Resolution 10)

BY ORDER OF THE BOARD

Leong Chuo Ming
Company Secretary
13 April 2023

EXPLANATORY NOTES:

- (1) Mr Francis Lee will, upon re-election as a Director, remain as an Executive Director and the Chief Executive Officer of the Company. Further detailed information on Mr Francis Lee can be found under the sections entitled “Board of Directors and Key Management” and “Corporate Governance Report - Information on Directors nominated for re-election - Appendix 7F of the Catalist Rules” of the 2022 Annual Report.
- (2) Mr Hew Koon Chan will, upon re-election as a Director, remain as Independent Non-Executive Director, Chairman of the Audit Committee, as well as a member of the Nominating Committee and the Remuneration Committee. There are no relationships (including family relationships) between Mr Hew Koon Chan and the other Directors, the Company, its related corporation, its officer or its substantial shareholders, which may affect his independence. The Board considers Mr Hew Koon Chan to be independent for the purpose of Rule 704(7) of the Catalist Rules. Further detailed information on Mr Hew Koon Chan can be found under the sections entitled “Board of Directors and Key Management” and “Corporate Governance Report - Information on Directors nominated for re-election - Appendix 7F of the Catalist Rules” of the 2022 Annual Report.
- (3) Ordinary Resolution 7 proposed in item 7 above, if passed, will empower the Directors from the date of this Annual General Meeting until the date 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, or such authority is varied or revoked by the Company in a general meeting, whichever is the earlier, to allot and issue shares, make or grant Instruments convertible into shares and to issue shares pursuant to such Instruments. The aggregate number of shares (including shares to be made in pursuance of Instruments made or granted pursuant to this Resolution) which the Directors may allot and issue, shall not exceed, in total, one hundred per cent. (100%) of the total number of issued shares (excluding treasury shares and subsidiary holdings, if any), of which the total number of shares issued other than on a pro-rata basis to existing shareholders of the Company, shall not exceed fifty per cent. (50%) of the total number of issued shares (excluding treasury shares and subsidiary holdings, if any).

For the purpose of determining the aggregate number of shares that may be issued, the percentage of issued shares and Instruments will be calculated based on the total number of issued shares (excluding treasury shares subsidiary holdings, if any) at the time Resolution 7 is passed after adjusting for new shares arising from the conversion or exercise of any convertible securities, the exercise of share options or the vesting of share awards outstanding or subsisting at the time when Resolution 7 is passed and any subsequent bonus issue, consolidation or subdivision of shares.

- (4) Pursuant to Rule 920(1)(b)(vii) of the Catalyst Rules, Deli International Resources Pte. Ltd. will abstain, and has undertaken to ensure that its associates will abstain from voting, and shall decline appointment to act as proxies to vote, on Ordinary Resolution 8 proposed in item 8 above, in relation to the proposed renewal of the IPT General Mandate, unless specific instructions have been given in the Proxy Form by the relevant Shareholder appointing them on how he/she wishes his/her votes to cast. Further detailed information on the proposed renewal of the IPT General Mandate will be set out in the Appendix.
- (5) Ordinary Resolution 9 proposed in item 9 above, if passed, will empower the Directors of the Company, from the date of this Annual General Meeting until 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, or such authority is varied or revoked by the Company in a general meeting, whichever is the earlier, to issue shares in the Company pursuant to the exercise of share options granted under the RGD ESOS and all other share based incentive schemes of the Company up to a number not exceeding in aggregate (for the entire duration of the scheme) fifteen per cent. (15%) of the total number of issued shares (excluding treasury shares and subsidiary holdings, if any) in the capital of the Company from time to time.
- (6) Ordinary Resolution 10 proposed in item 10 above, if passed, will empower the Directors of the Company, from the date of this Annual General Meeting until the date 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, or such authority is varied or revoked by the Company in a general meeting, whichever is the earlier, to grant share awards under the RGD PSP in accordance with the provisions of the RGD PSP and to issue from time to time such number of fully paid shares as may be required to be issued pursuant to the vesting of the share awards subject to the maximum number of shares prescribed under the terms and conditions of the RGD PSP. The aggregate number of shares which may be issued pursuant to the RGD PSP and any other share-based schemes (if applicable) shall not exceed in aggregate (for the entire duration of the scheme) fifteen per cent. (15%) of the total number of issued shares (excluding treasury shares and subsidiary holdings, if any) in the capital of the Company from time to time.

Notes:

1. The annual general meeting of the Company (the “**Meeting**” or “**AGM**”) is being convened, and will be held, by way of electronic means pursuant to the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020. The Company will **NOT** be arranging for a physical meeting, and shareholders of the Company (“**Shareholders**” or “**Members**”) will not be able to attend the AGM in person.

The Company will arrange for (i) a “live” audio-visual webcast of the AGM, which allows shareholders to participate in the proceedings of the AGM contemporaneously (“**live audio-visual webcast**”) and (ii) a “live” audio-only stream, which allows shareholders to listen to the proceedings of the AGM contemporaneously (“**live audio-only stream**”). Shareholders can ONLY participate in the AGM via LIVE AUDIO-VISUAL WEBCAST or LIVE AUDIO-ONLY STREAM (collectively, the “**electronic means**”). The Company will implement real-time electronic voting (“live” voting) and real-time electronic communication (“live” Q&A) at the AGM.

2. Alternative arrangements relating to attendance at the AGM via electronic means, submission of questions in advance of the AGM, addressing of substantial and relevant questions before or at the AGM, and voting at the AGM (i) “live” by the member or by his/her/its duly appointed proxy(ies) (other than the Chairman of the AGM) via electronic means; or (ii) by appointing the Chairman of the Meeting as proxy at the AGM, are set out in this Notice of AGM dated 13 April 2023.
3. Printed copies of this Notice of AGM will **NOT** be sent to Shareholders. Instead, this Notice of AGM, together with the Proxy Form (as defined below) and the Annual Report for the financial year ended 31 December 2022, will be sent to Shareholders by electronic means via publication on (i) the SGX-ST’s website at <https://www.sgx.com/securities/company-announcements>; and (ii) the Company’s corporate website at <https://rgd.sg/newsroom-press-release-4/>

PRE-REGISTRATION OF AGM

4. Members who wish to attend the AGM via live audio-visual webcast or live audio-only stream, must pre-register online at <https://globalmeeting.bigbangdesign.co/rgd2023> no later than 2.00 p.m. on 25 April 2023 to enable the Company to verify their status as members.
5. Authenticated members will receive a confirmation email by 2.00 p.m. on 27 April 2023 which will contain login details to access the live audio-visual webcast or a telephone number with details to access the live audio-only stream of the AGM proceedings.
6. Members should not disclose such login details to persons who are not entitled to attend the AGM. Members who do not receive the confirmation email by 2.00 p.m. on 27 April 2023 may contact the Company by email at info@rgd.sg.
7. Shareholders, who would have been able to be appointed as proxies by relevant intermediaries under Section 181(1C) of the Companies Act 1967 of Singapore, such as SRS investors, should approach their respective agents, such as SRS Operators, to participate in the AGM via electronic means.

VOTING

8. Members (including depositors registered and holding shares through CDP) who wish to vote on any or all of the resolutions at the AGM may:
- (a) (where such shareholders are individuals) vote “live” via the live audio-visual webcast at the AGM or (whether such shareholders are individuals or corporates) appoint a proxy(ies) (other than the Chairman of the Meeting) to vote “live” via the live audio-visual webcast at the AGM on their behalf; or
 - (b) (whether such shareholders are individuals or corporates) appoint the Chairman of the Meeting as their proxy to vote on their behalf at the AGM.

Shareholders and, where applicable, appointed proxy(ies), who wish to vote “live” at the AGM must first pre-register at the pre-registration website at <https://globalmeeting.bigbangdesign.co/rgd2023>, by 2.00 p.m. on 25 April 2023. At the pre-registration website, Members who have selected the option for a telephone number with details to access the live audio-only stream of the AGM proceedings will not be able to vote “live” via electronic means at the AGM.

9. The instrument appointing a proxy(ies) (“**Proxy Form**”) must be submitted to the Company in the following manner:
- (a) if submitted by post or personally, be lodged with the Company’s registered address at 144 Robinson Road, #11-02 Robinson Square, Singapore 068908; or
 - (b) if submitted electronically, be submitted via email to the Company at info@rgd.sg,

in each case, by 2.00 p.m. on 25 April 2023. A member must give specific instructions as to voting, or abstentions from voting, in respect of a resolution in the Proxy Form, failing which the appointment will be treated as invalid. A member who wishes to submit a Proxy Form must complete and sign the Proxy Form, before submitting it by post, or before scanning and sending it by email.

10. A Member (other than a Relevant Intermediary*) is entitled to attend and vote at the AGM, and may appoint not more than two (2) proxies to attend and vote “live” via electronic means at the AGM in his/her/its stead. A Member which is a corporation is entitled to appoint its authorised representative or proxy to vote on its behalf. A proxy need not be a member of the Company.
11. Where a Member (other than a Relevant Intermediary*) appoints two (2) proxies, he/she/it shall specify the proportion of his or her shareholding to be represented by each proxy in the instrument appointing the proxies.
12. A Relevant Intermediary* may appoint more than two (2) proxies, but each proxy must be appointed to exercise the rights attached to a different share or shares held by him (which number and class of shares shall be specified).
13. SRS Investors who wish to vote at the AGM should approach their SRS operators to submit their votes at least seven (7) working days before the date of the AGM (i.e. by 2.00 p.m. on 19 April 2023).

* A Relevant Intermediary is:

- (a) a banking corporation licensed under the Banking Act 1970 of Singapore or a wholly-owned subsidiary of such a banking corporation, whose business includes the provision of nominee services and who holds shares in that capacity; or
- (b) a person holding a capital markets services licence to provide custodial services for securities under the Securities and Futures Act 2001 of Singapore and who holds shares in that capacity; or
- (c) the Central Provident Fund Board established by the Central Provident Fund Act 1953 of Singapore, in respect of shares purchased under the subsidiary legislation made under that Act providing for the making of investments from the contributions and interest standing to the credit of members of the Central Provident Fund, if the Board holds those shares in the capacity of an intermediary pursuant to or in accordance with that subsidiary legislation.

SUBMISSION OF QUESTIONS

14. Members (including depositors registered and holding shares through CDP) may submit any questions they may have in advance in relation to any resolution set out in the Notice of AGM **by 2.00 p.m. on 21 April 2023 (“Cut-Off Deadline”)** via the pre-registration website at <https://globalmeeting.bigbangdesign.co/rgd2023> when they register for the AGM, or via email to info@rgd.sg, or by post to the Company at 144 Robinson Road, #11-02 Robinson Square, Singapore 068908 stating their questions and provide their particulars as follows:
- (a) Full name (for individuals)/Company name (for corporates) as per scrip/CDP account records;
 - (b) NRIC or passport number (for individuals) / Company registration number (for corporates);
 - (c) the manner in which you hold shares in the Company (e.g., via CDP, CPF or SRS); and
 - (d) Contact number or email address

15. Members and, where applicable, appointed proxy(ies) can also ask questions related to the resolutions to be tabled for approval at the AGM, “live” at the AGM, by typing in and submitting their questions via the online platform hosting the live audio-visual webcast or the live audio-only stream of the AGM proceedings. Members and, where applicable, appointed proxy(ies), who wish to ask questions “live” at the AGM must first pre-register at the pre-registration website <https://globalmeeting.bigbangdesign.co/rgd2023>, by 2.00 p.m. on 25 April 2023.

At the pre-registration website, Members who have selected the option for a telephone number with details to access the live audio-only stream of the AGM proceedings will not be able to ask questions “live” via electronic means at the AGM.

16. The Company will provide responses to substantial and relevant questions received from shareholders by the Cut-Off Deadline by publishing the responses to such questions via SGXNet and the Company’s website at <https://rgd.sg/newsroom-press-release-4/>, by 2.00 p.m. on 23 April 2023. The Company will address any subsequent clarifications sought, or follow-up questions received after the Cut-Off Deadline for the submission of questions in advance of the AGM which have not already been addressed prior to the AGM, as well as substantial and relevant questions received “live” at the AGM itself, during the AGM through the live audio-visual webcast. Where substantially similar questions are received, the Company will consolidate such questions and consequently, not all questions may be individually addressed.
17. The Company will publish the minutes of the AGM on SGXNet and the Company’s website at <https://rgd.sg/newsroom-press-release-4/> within one month from the date of the AGM, and the minutes will include the responses to substantial and relevant questions from shareholders which are addressed during the AGM.
18. SRS Investors should approach their SRS operators to submit their questions in relation to any resolution set out in the Notice of AGM prior to the AGM and have their substantial queries and relevant comments answered.

Personal Data Privacy

By (a) submitting details for the registration to observe the proceedings of the AGM via the live audio-visual webcast or the live audio-only stream, or (b) submitting the Proxy Form appointing the proxy(ies), speak and vote at the AGM and/or any adjournment thereof, or (c) submitting any question prior to the AGM in accordance with this notice, a member of the Company consents to the collection, use and disclosure of the member’s personal data by the Company (or its agents or service providers) for the following purposes:

- (a) processing and administration by the Company (or its agents or service providers) of the appointment of the proxy(ies) for the AGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, proxy lists, minutes and other documents relating to the AGM (including any adjournment thereof);
- (b) processing of the registration for purpose of granting access to members (or their corporate representatives in the case of members which are legal entities) to observe the proceedings of the AGM and providing them with any technical assistance where necessary;
- (c) addressing relevant and substantial questions from members received before the AGM and if necessary, following up with the relevant members in relation to such questions; and
- (d) enabling the Company (or its agents or service providers) to comply with any applicable laws, listing rules, take-over rules, regulations and/or guidelines by the relevant authorities.

Photographic, sound and/or video recordings of the AGM may be made by the Company for record keeping and to ensure the accuracy of the minutes prepared for the AGM. Accordingly, the member’s personal data and its proxy’s and/or representative’s personal data may be disclosed or transferred by the Company to its subsidiaries, its share registrar and/or other agents or bodies for any of the abovementioned purposes and retained for such period as may be necessary for the Company’s verification and record purposes.

This notice has been prepared by the Company and its contents have been reviewed by the Company’s sponsor (“Sponsor”), ZICO Capital Pte. Ltd., in accordance with Rule 226(2)(b) the Singapore Exchange Securities Trading Limited (“SGX-ST”) Listing Manual Section B: Rules of Catalist.

This notice has not been examined or approved by the SGX-ST and the SGX-ST assumes no responsibility for the contents of this notice, including the correctness of any of the statements or opinions made, or reports contained in this notice.

The contact person for the Sponsor is Ms Karen Soh, Managing Director, ZICO Capital Pte. Ltd. at 77 Robinson Road, #06-03 Robinson 77, Singapore 068896, telephone (65) 6636 4201.