

RESOURCES GLOBAL DEVELOPMENT LIMITED

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

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting of Resources Global Development Limited (the "Company") will be held at 02:00 p.m. on 15 January 2024 at 160 Robinson Road, #06-01, SBF Center, Singapore 068914, Seminar Room No. 2 for the purpose of considering and, if thought fit, passing with or without modifications the following Resolutions, which will be proposed as Ordinary Resolutions:

Unless otherwise defined, all capitalised terms used herein shall bear the same meaning ascribed thereto in the Company's Circular dated 29 December 2023 to the Shareholders in respect of the resolutions herein.

Shareholders should note that:

- Ordinary Resolutions 1 and 2 are Inter-conditional Resolutions. Accordingly, in the event that any of Ordinary Resolution 1 or 2 is not approved, the other Ordinary Resolution would not be passed; and
- Ordinary Resolution 3 is independent of Ordinary Resolutions 1 and 2.

ORDINARY RESOLUTION (1) – THE PROPOSED ACQUISITION OF SHARES IN BATUBARA DEVELOPMENT PTE. LTD. AS AN INTERESTED PERSON TRANSACTION

THAT subject and contingent upon the passing of Ordinary Resolution 2:

- approval be and is hereby given for the proposed acquisition by the Company of all the issued shares in the capital of Batubara Development Pte. Ltd., on the terms and subject to the conditions of the SPA (the "Proposed Acquisition"), and any other transactions and/or ancillary documents contemplated under the SPA, as an interested person transaction under Chapter 9 of the Catalyst Rules; and
- 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 Acquisition 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.

ORDINARY RESOLUTION (2) – THE PROPOSED DIVERSIFICATION INTO THE BUSINESS OF COAL MINING

THAT subject and contingent upon the passing of Ordinary Resolution 1:

- approval be and is hereby given for the Company to expand the Group's core business to include the business of coal mining, with particular focus on coal with total average GAR of approximately 4,200 kcal/kg (the "Proposed New Business");
- subject to compliance with the Catalyst Rules requiring approval from shareholders in certain circumstances, the Company (directly and/or through its subsidiaries) be and is hereby authorised to invest in, purchase or otherwise acquire or dispose of from time to time any such assets, businesses, investments and shares/interests in any entity that is in the Proposed New Business for the purpose of or in connection with the Proposed Diversification on such terms and conditions as the Directors deem fit, and such Directors be and are hereby authorised to take such steps and exercise such discretion and do all such acts and things as they deem desirable, necessary or expedient to give effect to any such investment, purchase, acquisition or disposal or to effect the Proposed Diversification and undertaking of the Proposed New Business; and
- 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 to give effect to the matters contemplated by this Resolution as they or each of them may in their or each of their absolute discretion deem fit and in the interests of the Group.

ORDINARY RESOLUTION (3) – THE PROPOSED CASH COLLATERAL BY PT DELI NIAGA SEJAHTERA AS AN INTERESTED PERSON TRANSACTION

THAT:

- approval be and is hereby given for the Proposed Cash Collateral and any other transactions and/or ancillary documents contemplated thereunder, as an interested person transaction under Chapter 9 of the Catalyst Rules; and
- 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 Cash Collateral 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.

By Order of the Board

For and on behalf of the Board of Directors of
RESOURCES GLOBAL DEVELOPMENT LIMITED

FRANCIS LEE

Executive Director and Chief Executive Officer

29 December 2023

Notes:-

- The Extraordinary General Meeting of the Company will be held, in a wholly physical format, at 02:00 p.m. on 15 January 2024 at 160 Robinson Road, #06-01, SBF Center, Singapore 068914, Seminar Room No. 2 for the purpose of considering and, if thought fit, passing with or without modifications the resolutions set out in the Notice of Extraordinary General Meeting. There will be no option for Shareholders to participate virtually.
- Printed copies of the Company's Circular dated 29 December 2023, which contains this Notice of Extraordinary General Meeting and the attached Proxy Form, will be sent to Shareholders by post. These documents will also be published on the SGXNet at the URL <https://www.sgx.com/securities/company-announcements> and the Company's corporate website at the URL <https://rgd.sg/sgxnet-announcements/>.
- A member of the Company (a "Member") (other than a relevant intermediary*) entitled to attend and vote at the Extraordinary General Meeting is entitled to appoint not more than two proxies to attend and vote in his 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.
- Where a Member (other than a relevant intermediary*) appoints two (2) proxies, he/she/it shall specify the proportion of his/her/its or her shareholding to be represented by each proxy in the instrument appointing the proxies.
- A relevant intermediary* may appoint more than two proxies, but each proxy must be appointed to exercise the rights attached to a different share or shares held by it (which number and class shares shall be specified).
- The instrument appointing a proxy or proxies must be deposited at the office of the Share Registrar of the Company, B.A.C.S Private Limited, at 77 Robinson Road #06-03 Robinson 77, Singapore 068896, not less than 72 hours before the time of the Extraordinary General Meeting.
- The instrument appointing a proxy or proxies must be signed by the appointor or of his attorney duly authorised in writing. Where the instrument appointing a proxy or proxies is executed by a corporation, it must be executed either under its seal or under the hand of any officer or attorney duly authorised.
- Where a Member appoints the Chairman of the Extraordinary General Meeting as their proxy, he/she/it must give specific instructions as to voting, or abstentions from voting, in respect of the resolutions in the instrument appointing a proxy or proxies, failing which the appointment of the Chairman of the Extraordinary General Meeting as proxy for the resolutions will be treated as invalid.
- An investor who buys shares using SRS monies ("SRS Investor") (as may be applicable) may attend and cast his/her vote(s) at the Extraordinary General Meeting in person. SRS Investors who are unable to attend the Extraordinary General Meeting but would like to vote, may inform their SRS Approved Nominees to appoint the Chairman of the Extraordinary General Meeting to act as their proxy, in which case, the SRS Investors shall be precluded from attending the Extraordinary General Meeting. SRS Investors who wish to appoint the Chairman of the Extraordinary General Meeting as proxy should approach their respective agent banks or SRS operators to submit their votes by 05:30 p.m. Singapore time on 03 January 2024.
- Submission of Questions in Advance

Shareholders may submit substantial and relevant questions relating to the resolutions to be tabled for approval at the Extraordinary General Meeting, in advance of the Extraordinary General Meeting, in the following manner:

- All substantial and relevant questions must be submitted by 02:00 p.m. on 08 January 2024 ("Cut-Off Time") via one of the following means:
 - by post, to be deposited at the office of the Company's Share Registrar, B.A.C.S Private Limited, at 77 Robinson Road #06-03 Robinson 77, Singapore 068896; or
 - by email to info@rgd.sg.
- When submitting substantial and relevant questions electronically via email or by post, Shareholders must provide the Company with the following details to enable the Company to verify their status as Shareholders: (a) status: individual shareholder or corporate representative; (b) full name/full company name (as per CDP/Scrip-based records); (c) NRIC/FIN/Passport No./UEN; (d) email address; and (e) contact number (optional).
- Persons who hold Shares through relevant intermediaries (as defined under Section 181(6) of the Companies Act 1967 of Singapore) should contact their respective relevant intermediaries through which they hold such Shares to submit their questions relating to the resolutions to be tabled for approval at the Extraordinary General Meeting based on the abovementioned instructions.
- The Company will endeavour to address all substantial and relevant questions received from Shareholders prior to the Extraordinary General Meeting, before or during the Extraordinary General Meeting. The responses to substantial and relevant questions received from Shareholders by the Cut-Off Time will be posted on the SGXNET and the Company's corporate website at the URL <https://rgd.sg/sgxnet-announcements/> before 02:00 p.m. on 10 January 2024, being at least 48 hours prior to the closing date and time for the lodgement of the proxy form. The Company will address any subsequent clarifications sought, or substantial and relevant follow-up questions (relating to the resolutions to be tabled for approval at the Extraordinary General Meeting) received after the Cut-Off Time which have not already been addressed prior to the Extraordinary General Meeting, as well as those substantial and relevant questions received at the Extraordinary General Meeting, during the Extraordinary General Meeting. Where substantially similar questions are received, the Company will consolidate such questions and consequently not all questions may be individually addressed.

* A relevant intermediary is:

- a banking corporation licensed under the Banking Act 1970 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;
- a person holding a capital markets services licence to provide custodial services under the Securities and Futures Act 2001 and who holds shares in that capacity; or
- the Central Provident Fund Board established by the Central Provident Fund Act 1953, 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.

PERSONAL DATA PRIVACY:

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the Extraordinary General Meeting and/or any adjournment thereof, a Member (i) consents to the collection, use and disclosure of the Member's personal data by the Company (or its agents or service providers) for the purpose of the processing, administration and analysis by the Company (or its agents or service providers) of proxies and representatives appointed for the Extraordinary General Meeting (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the Extraordinary General Meeting (including any adjournment thereof), and in order for the Company (or its agents or service providers) to comply with any applicable laws, listing rules, take-over rules, regulations and/or guidelines (collectively, the "Purposes"), (ii) warrants that where the Member discloses the personal data of the Member's proxy(ies) and/or representative(s) to the Company (or its agents or service providers), the Member has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agents or service providers) of the personal data of such proxy(ies) and/or representative(s) for the Purposes, and (iii) agrees that the Member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the Member's breach of warranty.

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) of the Singapore Exchange Securities Trading Limited ("SGX-ST") Listing Manual Section B: Rules of Catalyst.

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.