14 January 2020

RESOURCES GLOBAL DEVELOPMENT LIMITED
(Incorporated in Singapore on 12 December 2018)
(Company Registration No. 201841763M)

PLACEMENT IN RESPECT OF 15,000,000 PLACEMENT SHARES IN RESOURCES GLOBAL DEVELOPMENT LIMITED AT S$0.20 EACH, PAYABLE IN FULL ON APPLICATION

Prior to making a decision to subscribe for the Placement Shares, you should carefully consider all the information contained in the Offer Document dated 14 January 2020 issued by Resources Global Development Limited in respect of the Placement (the "**Offer Document**"). This Product Highlights Sheet should be read in conjunction with the Offer Document. Capitalised terms used in this Product Highlights Sheet, unless otherwise defined, shall bear the meanings as defined in the Offer Document. You will be subject to various risks and uncertainties, including the potential loss of your entire principal amount invested. You should also consider whether an investment in the Placement Shares is suitable for you taking into account your investment objectives and risk appetite. If you are in doubt as to investing in the Placement Shares, you should consult your legal, financial, tax or other professional adviser(s). You are responsible for your own investment choices.

This Product Highlights Sheet[1] is an important document:

- It highlights the key information and risks relating to the offer of the Placement Shares contained in the Offer Document. It complements the Offer Document[2].
- You should not subscribe for the Placement Shares if you do not understand the nature of an investment in equity securities, our business or are not comfortable with the accompanying risks.
- If you wish to subscribe for the Placement Shares, you will need to make an application in the manner set out in the Offer Document. If you do not have a copy of the Offer Document, please contact us, the Sponsor and Issue Manager or the Placement Agent to ask for one.

Company	Resources Global Development Limited	**Place of incorporation**	Singapore
Details of this Placement	15,000,000 Placement Shares	**Total amount to be raised in this Placement**	Gross proceeds of approximately S$3.0 million and net proceeds of approximately S$1.6 million
Placement Price	S$0.20 for each Placement Share	**Listing status of Issuer and the Securities**	An application has been made to the SGX-ST for permission to deal in, and the listing and quotation of, all existing Shares, the Placement Shares, the Option Shares and the Award Shares on Catalist. The Shares are expected to be listed on 31 January 2020.
Sponsor and Issue Manager	ZICO Capital Pte. Ltd.	**Placement Agent**	UOB Kay Hian Private Limited

[1] This Product Highlights Sheet does not constitute, or form any part of any offer for sale or subscription of, or solicitation of any offer to buy or subscribe for, any securities nor shall it or any part of it form the basis of, or be relied on in connection with, any contract or commitment whatsoever. Any decision to subscribe for securities must be made solely on the basis of information contained in the Offer Document.
[2] The Offer Document, registered by the SGX-ST, acting as agent on behalf of the Monetary Authority of Singapore on 14 January 2020, may be obtained on request, subject to availability, during office hours from ZICO Capital Pte. Ltd. and UOB Kay Hian Private Limited, or accessible at the SGX-ST website: http://www.sgx.com.

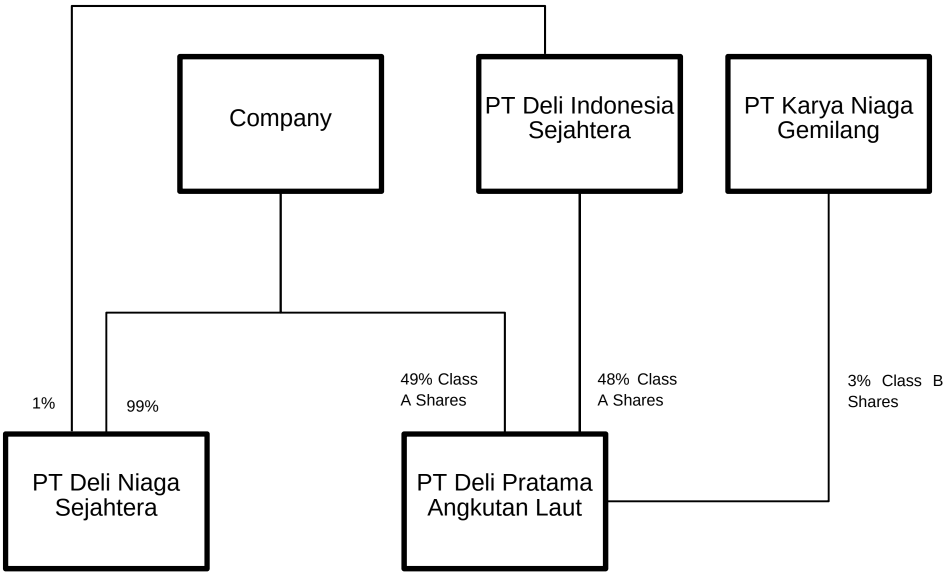
PRODUCT HIGHLIGHTS SHEET

OVERVIEW

WHO ARE WE AND WHAT DO WE DO?

Our Group

Our Company (Company Registration Number 201841763M) was incorporated in Singapore on 12 December 2018 under the Companies Act as a private company limited by shares under the name "Resources Global Development Pte. Ltd.". On 23 December 2019, our Company was converted into a public company and consequentially changed our name to "Resources Global Development Limited". Following the completion of the corporate restructuring exercise undertaken in connection with the Placement, our Company became the holding company of our Group. Our Group structure as at date of the Offer Document is as follows:



Business Overview

We are principally engaged in (i) the procurement and sale of coal within Indonesia ("**Coal Trading Business**"); and (ii) the provision of chartering services of tugboats, barges and bulk carrier to our customers to transport coal within the Indonesian territories ("**Coal Shipping Services**").

Coal Trading Business

Our Coal Trading Business is carried out through our subsidiary, PT Deli Niaga Sejahtera ("**PT DNS**"). We procure our supply of thermal coal from coal mines located in South Kalimantan, Indonesia, for domestic sales. For the Period Under Review, our customers for our Coal Trading Business are mainly coal traders, who procure coal for domestic end-users operating in various industries, including nickel smelting and cement manufacturing.

Coal Shipping Services

We operate our Coal Shipping Services through our subsidiary, PT Deli Pratama Angkutan Laut ("**PT DPAL**"), which covers domestic shipping routes mainly between coal mines located in South Kalimantan to the Java and Sulawesi islands in Indonesia. Our Coal Shipping Services comprise (i) chartering services; and (ii) transshipment services. As at the Latest Practicable Date, PT DPAL owns a fleet of nine (9) Indonesian-flagged vessels, comprising eight (8) tugboats (and including eight (8) accompanying barges) as well as one (1) bulk carrier, with an aggregate estimated fleet capacity of 116,000 metric tonnes.

<u>Further Information</u>

Please refer to:

- the section entitled "General Information on our Group – History" on pages 104 to 106 of the Offer Document for more information on our history.
- the section entitled "Restructuring Exercise" on pages 66 to 71 of the Offer Document for more information on our corporate restructuring exercise.
- the section entitled "General Information on our Group – Our Business" on pages 106 to 108 of the Offer Document for more information on our business.

WHO ARE OUR DIRECTORS AND KEY EXECUTIVES?

Our Board of Directors comprise:

(a) Mr Gouw Eng Seng (Independent Non-Executive Director and Independent Chairman)
(b) Ms Alice Yan (Independent Non-Executive Director)
(c) Mr Hew Koon Chan (Independent Non-Executive Director)
(d) Mr Lee Yaw Loong Francis (Executive Director and Chief Executive Officer)
(e) Mr Salim Limanto (Executive Director and Chief Operating Officer)

Our Executive Officer is:

(a) Mr Yeo Tze Khern (Chief Financial Officer)

Please refer to the sections entitled "Directors, Executive Officers and Employees – Directors" and "Directors, Executive Officers and Employees – Executive Officers" on pages 158 to 162 and 162 to 163 of the Offer Document respectively, for more information on our Directors and Executive Officer.

WHO ARE OUR CONTROLLING SHAREHOLDERS?

Details of our Controlling Shareholders and their respective shareholding interests in our Company are set out in the table below:

	Before the Placement				After the Placement			
	Direct Interest		Deemed Interest		Direct Interest		Deemed Interest	
	Number of Shares	%	Number of Shares	%	Number of Shares	%	Number of Shares	%
Deli International Resources Pte. Ltd. ("**DIR**")	75,000,000	100.0	-	-	75,000,000	83.3	-	-
Juhadi[2][3]	-	-	75,000,000	100.0	-	-	75,000,000	83.3
Arifin Tan[2]	-	-	75,000,000	100.0	-	-	75,000,000	83.3
Djunaidi Hardi[1][2][3]	-	-	75,000,000	100.0	-	-	75,000,000	83.3
Public	-	-	-	-	15,000,000	16.7	-	-
Total	75,000,000	100.0	-	-	90,000,000	100.0	-	-

Notes:
(1) Mr Salim Limanto, our Executive Director and Chief Operating Officer, is the son of Mr Djunaidi Hardi.
(2) DIR is the controlling shareholder of our Company. DIR is a private limited company incorporated in Singapore on 5 September 2006. The shareholders of DIR are Arifin Tan (25.0%), Djunaidi Hardi (25.0%), Juhadi (20.0%), Limas Ananto (15.0%) and Arifin Ang (15.0%). Mr Juhadi, Mr Arifin Tan and Mr Djunaidi Hardi are deemed to be interested in the Shares owned by DIR by virtue of Section 4 of the SFA.
(3) Mr Juhadi, Mr Djunaidi Hadi, Mr Limas Ananto and Mr Arifin Ang are siblings.

Please refer to the section entitled "Shareholders – Ownership Structure" on page 62 of the Offer Document for more information on our Controlling Shareholders.

HOW WAS OUR HISTORICAL FINANCIAL PERFORMANCE AND WHAT IS OUR CURRENT FINANCIAL POSITION?

Selected items from the Combined Statements of Comprehensive Income

	Audited			Unaudited			
(S$'000)	FY2016	FY2017	FY2018	Pro forma FY2018	1H2018	1H2019	Pro forma 1H2019
Revenue	18,660	19,205	44,757	44,757	18,092	40,923	40,923
Profit before tax	4,507	2,615	4,052	3,292	2,625	576	252
Profit for the financial year/period attributable to equity holders of the Company	2,099	1,203	2,242	1,869	1,529	367	208
Profit/(loss) for the financial year/period attributable to non-controlling interests	2,184	1,185	1,211	824	775	(184)	(349)
EPS immediately before the Placement (cents)[1]	2.8	1.6	3.0	2.5	2.0	0.5	0.3
EPS immediately after the Placement (cents)[2]	2.3	1.3	2.5	2.1	1.7	0.4	0.2

Please refer to the sections entitled "Offer Document Summary – Summary of Financial Information", "Summary of Financial Information" and "Management's Discussion and Analysis of Results of Operations and Financial Position" on pages 25 to 26, 74 to 76 and 77 to 101 of the Offer Document respectively, for more information on our financial position and financial performance.

Notes:

(1) For comparative purposes, the EPS immediately before the Placement for the Period Under Review has been computed based on the profit attributable to equity holders of the Company and our share capital of 75,000,000 Shares immediately before the Placement.

(2) For comparative purposes, the EPS immediately after the completion of the Placement for the Period Under Review has been computed based on the profit attributable to equity holders of the Company and our share capital of 90,000,000 Shares immediately after the Placement.

Selected items from the Combined Statements of Financial Position

	Audited			Unaudited		
(S$'000)	As at 31 December 2016	As at 31 December 2017	As at 31 December 2018	Pro Forma as at 31 December 2018	As at 30 June 2019	Pro Forma as at 30 June 2019
Non-Current Assets	16,925	14,987	14,528	35,988	33,630	36,005
Current Assets	12,805	12,826	18,628	4,825	15,223	12,848
Total Assets	29,730	27,813	33,156	40,813	48,853	48,853
Non-Current Liabilities	1,486	776	284	7,106	7,227	7,227
Current Liabilities	3,838	2,429	4,935	4,935	12,261	12,261
Total Liabilities	5,324	3,205	5,219	12,041	19,488	19,488
Equity	12,018	12,143	15,499	15,908	16,498	16,498
NAV per Share immediately before the Placement (cents)[(1)]	16.0	16.2	20.7	21.2	22.0	22.0
NAV per Share immediately after the Placement (cents)[(2)]	13.4	13.5	17.2	17.7	18.3	18.3

Notes:

(1) For comparative purposes, the NAV per Share has been computed based on NAV attributable to owners of the Company and our share capital of 75,000,000 Shares immediately before the Placement.

(2) For comparative purposes, the NAV per Share has been computed based on NAV attributable to owners of the Company and our share capital of 90,000,000 Shares immediately after the Placement.

Selected items from the Combined Statements of Cash Flows

	Audited			Unaudited
(S$'000)	FY2016	FY2017	FY2018	1H2019
Net cash generated from operating activities	9,125	4,156	4,836	7,096
Net cash (used in)/ generated from investing activities	(6,308)	(1,423)	3,459	(16,338)
Net cash (used in)/generated from financing activities	(2,199)	(2,226)	848	7,291
Net increase/(decrease) in cash and cash equivalents	618	507	9,143	(1,951)
Effect of exchange rate changes on cash and cash equivalents	(10)	(21)	-	-
Cash and cash equivalents at beginning of financial year/period	1,090	1,698	2,184	11,327
Cash and cash equivalents at end of year/period	1,698	2,184	11,327	9,376

The most significant factors contributing to our financial performance in FY2017 compared to FY2016 are as follows:

- Our revenue increased by S$0.5 million from S$18.7 million in FY2016 to S$19.2 million in FY2017, mainly due to the commencement of our Group's Coal Trading Business in FY2017 and was partially offset by a decrease in revenue from our Coal Shipping Services in FY2017. Revenue from our Coal Trading Business, which commenced in FY2017, amounted to S$2.5 million, which arose from the sale of approximately 40,000 metric tonnes of coal at an average selling price of S$62.50 per metric tonne. Revenue from our Coal Shipping Services decreased from S$18.7 million in FY2016 to S$16.7 million in FY2017, mainly due to (i) the overall reduction in shipping capacities arising from the reduction in the charter of vessels and barges from third party fleet operators and owners; and (ii) unfavourable charter rates quoted for the aforementioned parties.

- Our cost of sales and services increased by S$2.8 million from S$12.9 million in FY2016 to S$15.7 million in FY2017. The increase was mainly due to coal purchases amounting to S$1.4 million in FY2017 following the commencement of our Coal Trading Business, and the increase in (i) freight charter expenses of S$0.8 million resulting from higher freight charter rates of third party vessels and barges; (ii) depreciation expenses of S$0.1 million mainly in relation to our vessels and barges; (iii) loading and discharging expenses of S$0.2 million; and (iv) staff costs of S$0.1 million due to the increased number of transshipment services provided in FY2017.

- Our gross profit decreased by S$2.2 million from S$5.7 million in FY2016 to S$3.5 million in FY2017 while our gross profit margin decreased by 12.4 percentage points from 30.8% in FY2016 to 18.4% in FY2017. The gross profit of our Coal Shipping Services decreased by S$2.4 million from S$5.7 million in FY2016 to S$3.3 million in FY2017 while the gross profit margin decreased by 11.2 percentage points from 30.8% in FY2016 to 19.6% in FY2017. Our Coal Trading Business, which commenced in FY2017, recorded a gross profit of S$0.3 million and a gross profit margin of 10.6% in FY2017.

- Profit before tax decreased by S$1.9 million from S$4.5 million in FY2016 to S$2.6 million in FY2017, mainly due to the increase in cost of sales and services, and lower gross profit margin registered in FY2017.

- As a result of the above, net profit decreased by S$1.9 million from S$4.3 million in FY2016 to S$2.4 million in FY2017.

The most significant factors contributing to our financial performance in FY2018 compared to FY2017 are as follows:

- Our revenue increased by S$25.6 million from S$19.2 million in FY2017 to S$44.8 million in FY2018, due to the increase in revenue from our Coal Trading Business, partially offset by a decrease in the revenue from our Coal Shipping Services in FY2018. Revenue from our Coal Trading Business amounted to S$36.4 million in FY2018, as compared to S$2.5 million in FY2017, as we expanded our operations and network. Revenue from our Coal Shipping Services decreased from S$16.7 million in FY2017 to S$8.3 million in FY2018, mainly due to lower average charter rates as our Group provided more transshipment services as compared to chartering services.

- Our costs of sales increased by S$23.6 million from S$15.7 million in FY2017 to S$39.3 million in FY2018. The increase was mainly due to the increase in (i) coal purchases by S$28.9 million due to the higher volume of coal purchased to support the growing Coal Trading Business; (ii) repair and maintenance expenses of S$0.2 million; and (iii) depreciation expenses of S$0.2 million in relation to capitalised dry-docking costs in relation to our vessels and barges.

- Our gross profit increased by S$2.0 million from S$3.5 million in FY2017 to S$5.5 million in FY2018 while our gross profit margin decreased by 6.1 percentage points from 18.4% in FY2017 to 12.3% in FY2018. The gross profit of our Coal Shipping Services decreased by S$0.1 million from S$3.3 million in FY2017 to S$3.2 million in FY2018. However, the gross profit margin of our Coal Shipping Services increased by 18.5 percentage points from 19.6% in FY2017 to 38.1% in FY2018, mainly due to the significant decrease in fuel expenses. The gross profit of our Coal Trading Business increased by S$2.0 million from S$0.3 million in FY2017 to S$2.3 million in FY2018. However, the gross profit margin of our Coal Trading Business decreased by 4.2 percentage points from 10.6% in FY2017 to 6.4% in FY2018, mainly due to increased market competition and a corresponding decrease in trading spreads.

- Profit before tax increased by S$1.5 million from S$2.6 million in FY2017 to S$4.1 million in FY2018. This was largely due to the increase in our Group's revenue in FY2018, largely driven by the growth of our Coal Trading Business, coupled with a reduction in finance costs as a result of our loan repayments, and an increase in interest income in FY2018.

- As a result of the above, net profit increased by S$1.1 million from S$2.4 million in FY2017 to S$3.5 million in FY2018.

The most significant factors contributing to our financial performance in 1H2019 compared to 1H2018 are as follows:

- Our revenue increased by S$22.8 million from S$18.1 million in 1H2018 to S$40.9 million in 1H2019, due to the increase in revenue from our Coal Trading Business, partially offset by a decrease in revenue from our Coal

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Shipping Services in 1H2019. Revenue from our Coal Trading Business amounted to S$37.8 million in 1H2019, as compared to S$12.9 million in 1H2018, mainly due to the higher volume of coal traded pursuant to the fixed term contracts entered with two customers in 1H2019. Revenue from our Coal Shipping Services decreased from S$5.2 million in 1H2018 to S$3.1 million in 1H2019, mainly due to (i) lower average charter rates for chartering services as a result of increased price competition; and (ii) reduced number of voyages undertaken by our tugboats and barges due to longer turnaround time as a result of vessel congestion at the various anchorages. • Our costs of sales increased by S$23.9 million from S$14.9 million in 1H2018 to S$38.8 million in 1H2019. The increase was mainly due to the increase in (i) coal purchases by S$23.5 million due to the higher volume of coal purchased to support the increased sale of coal in our Coal Trading Business; and (ii) loading and discharging expenses of S$0.5 million. • Our gross profit decreased by S$1.1 million from S$3.2 million in 1H2018 to S$2.1 million in 1H2019 while gross profit margin decreased by 12.6 percentage points from 17.8% in 1H2018 to 5.2% in 1H2019. The gross profit of our Coal Shipping Services decreased by S$1.8 million from S$2.1 million in 1H2018 to S$0.3 million in 1H2019 while gross profit margin decreased by 30.6 percentage points from 40.3% in 1H2018 to 9.7% in 1H2019. The gross profit of our Coal Trading Business increased by S$0.7 million from S$1.1 million in 1H2018 to S$1.8 million in 1H2019, which was in line with the increase in revenue contributed by the said segment. However, the gross profit margin decreased by 3.9 percentage points from 8.8% in 1H2018 to 4.9% in 1H2019. • Profit before tax decreased by S$2.0 million from S$2.6 million in 1H2018 to S$0.6 million in 1H2019. This was largely due to the decrease in our Group's gross profit and higher administrative expenses in 1H2019. • As a result of the above, net profit decreased by S$2.1 million from S$2.3 million in 1H2018 to S$0.2 million in 1H2019. **The above factors are not the only factors contributing to our financial performance in FY2016, FY2017, FY2018 and 1H2019. Please refer to the other factors set out in the section entitled "Management's Discussion and Analysis of Results of Operations and Financial Position" of the Offer Document.**	
INVESTMENT HIGHLIGHTS	
WHAT ARE OUR BUSINESS STRATEGIES AND FUTURE PLANS?	
Our business strategies and future plans for the growth and expansion of our businesses are: • ***Expand customer base and establish direct client sale channels*** In addition to maintaining good relationships with our existing customers, we intend to expand our network of customers and establish direct client sales channels both domestically and regionally. In particular, we intend to work towards targeting direct end-users of coal by participating in international coal industry conferences to keep abreast with the latest developments in the coal industry and to further establish our network. • ***Optimise, expand and vertically integrate our service offerings*** We intend to offer greater value to our customers and further capitalise on growth opportunities by optimising and expanding our fleet capacity, which will involve the acquisition of additional vessels and barges, as well as through regular vessel and barge maintenance and refurbishment initiatives. This will also allow us to capitalise on the growing demand of our Coal Shipping Services.	Please refer to the section entitled "General Information on our Group – Our Business Strategies and Future Plans" on pages 134 to 135 of the Offer Document for more information on our business strategies and future plans respectively.

We may also consider opportunities and synergistic initiatives to vertically integrate our Coal Trading Business, by offering complementary logistics support solutions (which may include the development of coal loading infrastructure), as well as establishing better access to reliable sources of coal. • ***Expand the range of sectors and geographical coverage of our Coal Shipping Services*** As at the Latest Practicable Date, our Coal Shipping Services include voyages mainly within the Kalimantan and Java regions of Indonesia. We intend to expand our routes and broaden our geographical coverage by expanding our customer network and increasing our marketing efforts. We may also consider diversifying our Coal Shipping Services, and offer marine transportation services for other commodities. • ***Expand our business through acquisitions, joint ventures and/or strategic alliances*** We may expand our business, whether in Singapore, Indonesia or overseas, through acquisitions, joint ventures or strategic alliances with parties which can strengthen our market position, add value, as well as enable us to expand into new businesses, which are synergistic and allow for effective integration with our existing Coal Trading Business and Coal Shipping Services. Such acquisitions, joint ventures or strategic alliances, could also bring about greater economies of scale and provide an impetus for future growth. We also intend to identify expansion and collaboration initiatives which are synergistic and allow for effective integration with our existing business operations and activities. Presently, our Group does not have any specific initiatives or plans with regard to any investments through acquisitions, joint ventures and/or strategic alliances, and we have not identified any potential acquisition targets or joint venture and/or strategic alliance opportunities. Should such opportunities arise, we will seek approval, where necessary, from our Shareholders and the relevant authorities as required by applicable laws, rules and regulations.	
WHAT ARE THE KEY TRENDS, UNCERTANTIES, DEMANDS, COMMITMENTS OR EVENTS WHICH ARE REASONABLY LIKELY TO HAVE A MATERIAL EFFECT ON US?	
Based on the operations of our Group as at the Latest Practicable Date and barring any unforeseen circumstances, our Directors observe the following trends for the next 12 months from the Latest Practicable Date: (a) we expect revenue to remain stable, on the back of continued domestic demand for coal and our Coal Shipping Services; (b) we have purchased new vessels and barges in 1H2019 comprising 2 tugboats, 3 barges and *Pacific Bulk*. Such additions are expected to result in increased capital expenditures, operating and employee costs and depreciation expenses; (c) we expect operating costs, specifically fuel and labour costs, to increase gradually with the increasing inflation rate in Indonesia and in line with the increase of our business activities; (d) we expect to incur one-off professional fees and related expenses in connection with the Listing. Only a portion of such expenses may be capitalised against share capital, while the remaining balance will impact our statement of profit or loss and other comprehensive income; (e) we expect an increase in interest expenses, mainly arising from the PT DBS Loan; and (f) in view of the overall declining profit trend of our Group for the Period Under Review, we expect to record lower overall gross profit margins for the next 12 months from the Latest Practicable Date, as compared to the Period Under Review, as a result of the increasing competition faced.	Please refer to the section entitled "General Information on our Group – Trend Information" on pages 133 to 134 of the Offer Document for more information on the relevant trend information.

As a result of the above factors, our financial performance may not be at levels comparable to that of the Period Under Review. Having considered, *inter alia*, the above trends and prospects of our Group and barring unforeseeable circumstances, our Directors expect our Group to remain profitable for the next 12 months from the Latest Practicable Date, based on our core earnings after excluding one-off professional fees and related expenses in connection with the Placement (despite an expectation that our Group shall record a loss for FY2019 largely as a result of the foregoing one-off professional fees and related expenses in connection with the Placement). **The above are not the only trends, uncertainties, demands, commitments or events that could affect us. Please refer to the other factors set out in the sections entitled "Risk Factors", "Management's Discussion and Analysis of Results of Operations and Financial Position" and "General Information on our Group – Trend Information" of the Offer Document.**	
WHAT ARE THE KEY RISKS WHICH HAD MATERIALLY AFFECTED OR COULD MATERIALLY AFFECT US AND YOUR INVESTMENT IN OUR SECURITIES?	
We consider the following to be the five most important key risks which could materially affect our business, our operations, and ownership of our Shares: • ***Our operations may be affected should we fail to obtain, maintain and renew our licences, permits or approvals*** We are required to maintain relevant licences, permits and approvals from the Indonesian authorities to carry on our business. These licences, permits and approvals include general corporate, commodities trading, manpower, environmental and other licences, permits and approvals. Our licences, permits and approvals are subject to periodic renewals as they expire, and we will be required to obtain new licences, permits and approvals as and when required. The maintenance and validity of such licences, permits or approvals may be subject to our compliance with the stipulated conditions and our premises and operations are also subject to random inspections by the respective competent authorities. In the event of a breach of any restriction or condition subject to which the licence, permit or approval was granted, the licence, permit or approval may not be renewed or extended as they expire and/or we may be subject to, amongst others, administrative penalties in the form of warnings, suspension or revocation of our licences, permits or approvals, where we will not be able to carry out our operations. All of these will have an adverse effect on our business, financial performance, financial condition and results of operations and prospects. The requirements imposed by the authorities are also subject to change and new requirements may be imposed from time to time. As such, we will have to continuously monitor and ensure compliance with all these existing conditions and ensure that we keep abreast of any new developments and requirements. There is no assurance that the requirements set by the authorities will be met at all times. Accordingly, should our licenses, permits or approvals be suspended, revoked or not renewed or extended when it expires, we will not be able to continue our operations, which will have a material and adverse impact on our business, financial performance, financial condition and results of operations and prospects. • ***Our historical financial and operating results are not indicative of our future performance*** Our revenue, cost of sales, operating expenses and results of operations may vary from period-to-period and from year-to-year in response to a variety of factors beyond our control, including general business and economic conditions, labour costs, fuel prices, coal prices and ship charter rates. Our Coal Trading Business had historically entered into purchase and sale contracts with our suppliers and customers on "spot" market prices prior to 1H2019. Such "spot" market prices may afford more favourable gross profit margins, but may also work against our Group in events of significant	Please refer to the section entitled "Risk Factors" on pages 29 to 51 of the Offer Document for more information on our risk factors.

fluctuations in coal prices over a short period. Since 1H2019, our Coal Trading Business entered into fixed term coal purchase and sale contracts with certain of our major suppliers and customer, which generally attract lower but stable margins.

Owing to these factors, amongst others, we believe that from year-to-year or even from period-to-period comparisons of our historical results of operations may not be indicative of our future performance and undue reliance should not be placed on these comparisons to predict our future financial performance or the future performance of our Shares.

During the Period Under Review, we recorded declining revenues from our Coal Shipping Services, as we faced increased competition which resulted in pressures on domestic charter rates.

- ***We may be adversely affected by the uncertain global economic outlook and social and political conditions***

  The demand for coal and our Coal Shipping Services are highly dependent on the performance of the global economy. Uncertainties in global markets and a prolonged economic downturn could potentially present risks to our Group, including but not limited to decrease in prices of coal and ship charter rates, increase in interest expenses on future bank borrowings or restrictions in the amount of banking facilities available to us, thereby materially and adversely affecting our business operations and future financial performance.

  In particular, general weak global economic conditions or unfavourable social and political conditions such as political and social unrests and riots, trade sanctions and embargoes may result in a downturn in the shipping industry or affect the price of coal, or weak global economic conditions may affect demand of coal, which in turn may affect both our Coal Trading Business and Coal Shipping Services.

  Given the uncertainties as to the future economic and political outlook, we cannot give any assurance that we will be able to maintain or continue to grow our revenue and profits, or that we will be able to react promptly to any changes in economic and political conditions. In the event that we fail to react promptly and appropriately to the changes in economic and political conditions in the markets we operate in, our prospects and financial performance could be adversely affected.

- ***We are exposed to market fluctuations in the demand and supply for coal***

  Our revenue is highly dependent on the demand and supply for coal. A reduced demand for coal could materially and adversely affect our revenue streams which in turn, affect our business, financial condition, results of operations and prospects.

  Fluctuations in the demand for coal may be caused by numerous factors beyond our control, such as consumer preference, competition from alternative energy sources, global economic and political developments or other factors which may have a material adverse effect on our business, financial performance, financial condition and results of operations.

  Likewise, in the event of a significant increase in the availability of coal and the demand for coal is insufficient to meet such increased supply, our business, financial condition, results of operations and prospects may also be adversely affected by the decrease in prices of coal resulting from an over-supply.

- ***There is no assurance that we may continue to maintain our shareholding and/or control over our operating subsidiaries***

  In certain protected industries (including the vessel chartering industry), foreigners are prohibited from owning 100 per cent (100%) of Indonesian-incorporated companies. Pursuant to such foreign ownership restriction, our Company is prohibited from owning more than 49% of the total issued and paid-up share capital of PT DPAL. As at Latest Practicable Date, our Company owns 99% of the issued and paid-up share capital of PT DNS and 49% of the issued and paid-up share capital of PT DPAL. Accordingly, our Company relies on contractual arrangements (such as the PT DPAL Shareholders' Agreement) to maintain control over the management and operations of PT DPAL.

There is no assurance that the applicable laws will remain unchanged or be enforced differently. In the event that the Indonesian government introduces new laws or regulations or changes or strictly enforces certain existing laws or regulations which may restrict coal trading and/or shipping activities in Indonesia or further restricts foreign ownership or control requirements, our Company may be required to divest its stake in its Indonesian subsidiaries and the business and financial condition of our Group will be adversely affected.

The above are not the only risk factors that had a material effect or could have a material effect on our business, our operations and ownership of our Shares. Please refer to the section entitled "Risk Factors" of the Offer Document for a discussion on other risk factors and for more information on the above risk factors. Prior to making a decision to invest in our Shares, you should consider all the information contained in the Offer Document.

WHAT ARE THE RIGHTS ATTACHED TO THE SECURITIES OFFERED?

As of the date of the Offer Document, the total issued and paid-up share capital of our Company is S$3,000,000 comprising 75,000,000 Shares.

We have only one (1) class of shares in the capital of our Company, being ordinary shares. The Placement Shares will have the same rights as our other existing issued and paid-up shares, including voting rights. Subject to the Constitution, Shareholders will be entitled to all rights attached to their Shares in proportion to their shareholding, such as any cash dividends declared by our Company and any distribution of assets upon liquidation of our Company.

There is no restriction on the transfer of fully paid Shares except where required by law or the Catalist Rules of the SGX-ST or the Constitution and save as disclosed in the section entitled "Shareholders – Moratorium" on page 63 of the Offer Document.

Please refer to Appendix D entitled "Description of Ordinary Shares" on pages D-1 to D-5 of the Offer Document, for more information on our Placement Shares offered in the Placement.

HOW WILL PROCEEDS OF THE OFFER BE USED?

The estimated net proceeds to be raised by our Company from the Placement (after deducting estimated expenses incurred in relation to the Placement) will be approximately S$1.6 million. We intend to utilise our net proceeds from the issue of the Placement Shares as follows:

Intended use	Estimated amount (S$'000)	Estimated amount allocated for each dollar of gross proceeds raised from the Placement (cents)
Use of proceeds from the issue of the Placement Shares		
General working capital	1,600	53.3
Net proceeds	1,600	53.3
Listing expenses[(1)]		
Professional fees[(2)]	1,100	36.7
Placement commission[(3)]	200	6.7
Listing and application fees	100	3.3
Gross proceeds	3,000	100.0

Notes:
(1) Of the total unpaid balance of the listing expenses of approximately S$1.4 million, approximately S$0.4 million will be capitalised against share capital and the remaining balance will be charged to profit or loss.
(2) This reflects the unpaid balance of the professional fees (including the Sponsor and Issue Manager's fees, audit fees, legal fees and other professional fees) as at the date of the Offer Document.
(3) Please refer to the section entitled "Management, Sponsorship and Placement Arrangements" of the Offer Document for more details.

Please refer to the section entitled "Use of Proceeds and Listing Expenses" on pages 52 to 53 of the Offer Document for more information on our use of proceeds.

WILL WE BE PAYING DIVIDENDS AFTER THE OFFER?

We currently do not have a fixed dividend policy. Our Directors may, without the approval of our Shareholders, also declare an interim dividend. Any final dividend paid by us must be approved by an ordinary resolution of our Shareholders at a general meeting and must not exceed the amount recommended by our Board. We must pay all dividends out of profits or otherwise in accordance with the Companies Act. The form, frequency and amount of future dividends on our Shares will depend on our earnings, financial performance, investment plans, working capital requirements, financing arrangements, cash flow and other factors which our Directors may deem appropriate.	Please refer to the section entitled "Dividend Policy" on page 57 of the Offer Document for more information on our dividend policy.

DEFINITIONS

"1H"	:	Half year ended or ending 30 June, as the case may be
"Award Shares"	:	The Shares which may be issued or transferred upon the vesting of the share awards granted pursuant to the RGD Performance Share Plan
"Company"	:	Resources Global Development Limited
"EPS"	:	Earnings per Share
"FY"	:	Financial year ended or ending 31 December, as the case may be
"Group"	:	Our Company, PT DNS and PT DPAL
"Latest Practicable Date"	:	17 December 2019, being the latest practicable date prior to the lodgement of the Offer Document with the SGX-ST acting as agent on behalf of the Authority
"NAV"	:	Net asset value
"Option Shares"	:	The new Shares which may be allotted and issued and/or transferred upon the exercise of the Options granted pursuant to the RGD Employee Share Option Scheme
"Period Under Review"	:	The period which comprises FY2016, FY2017, FY2018 and 1H2019
"Placement"	:	The placement of the Placement Shares by the Placement Agent on behalf of our Company for subscription at the Placement Price, subject to and on the terms and conditions set out in the Offer Document
"Placement Shares"	:	The 15,000,000 Shares which are the subject of the Placement
"PT DBS Loan"	:	The IDR80.0 billion loan facility extended from PT Bank DBS Indonesia, pursuant to a loan agreement dated 17 September 2019. The PT DBS Loan has a 3-year tenure, is unsecured and carries an interest of 8.0% per annum.
"Share(s)"	:	Ordinary share(s) in the capital of our Company

CONTACT INFORMATION	
WHO CAN YOU CONTACT IF YOU HAVE ENQUIRIES RELATING TO OUR OFFER?	
The Issuer	Resources Global Development Limited
Registered Office Address	80 Raffles Place, #25-01, UOB Plaza 1, Singapore 048624
Telephone No. / Facsimile No. (Registered Office)	+65 6535 6844 / +65 6534 4892
Principal Place of Business Address - Singapore	144 Robinson Road #07-01 Robinson Square Singapore 068908
Telephone No. / Facsimile No. (Principal Place of Business - Singapore)	+65 6289 6588 / +65 6385 7756
Internet address	http://www.rgd.sg/ *(Information contained in our website does not constitute part of the Offer Document or the Product Highlights Sheet)*
Sponsor and Issue Manager	ZICO Capital Pte. Ltd.
Address	8 Robinson Road #09-00 ASO Building, Singapore 048544
Telephone No.	+65 6636 4201
Placement Agent	UOB Kay Hian Private Limited
Address	8 Anthony Road #01-01, Singapore 229957
Telephone No.	+65 6535 6868