



## MANHATTAN RESOURCES LIMITED

(Incorporated in the Republic of Singapore)

(Company Registration Number: 199006289K)

### NOTICE OF EXTRAORDINARY GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that an Extraordinary General Meeting of Manhattan Resources Limited ("**Company**") will be held at MND Auditorium, 9 Maxwell Road, Annexe A, MND Complex, Singapore 069112 on Monday, 13 June 2016 at 10.30 a.m. for the purpose of considering and, if thought fit, passing with or without modifications, the following ordinary resolutions:

Capitalised terms used in this Notice of Extraordinary General Meeting which are not defined herein shall, unless the context requires otherwise, have the same meanings ascribed to them in the Company's circular to Shareholders dated 28 May 2016.

#### Ordinary Resolution 1

##### The Proposed Share Swap

That:

- (a) approval be and is hereby given for the proposed share swap between the Company and Xu Yuan Xing in respect of 2,500 ordinary shares of GiantMiner Pte. Ltd. ("**GiantMiner**"), representing 25% of the issued share capital of GiantMiner held by Xu Yuan Xing and 375,000 ordinary shares of Starsmind Capital Pte. Ltd. ("**SCPL**"), representing 60% of the issued share capital of SCPL held by the Company, on the terms and conditions of the legally binding memorandum of understanding dated 8 January 2016, entered into between the Company and Xu Yuan Xing ("**Proposed Share Swap**"); and
- (b) the Directors of the Company and each of them be authorised to complete and to do all acts and things (including without limitation to making such arrangements, entering into all such transactions, arrangements and agreements and executing all such documents as may be required or as they (or he) may from time to time consider necessary, desirable or expedient, or in the interests of the Company), to give effect to the Proposed Share Swap and/or this resolution as they (or he) may in their absolute discretion deem fit (including without limitation to the foregoing, to affix the Common Seal of the Company to any such documents, if required).

#### Ordinary Resolution 2

##### The Joint Venture

That:

- (a) approval, ratification and confirmation be and is hereby given in respect of the Joint Venture between the Company (being the Entity at Risk) and Singxin Resources Pte. Ltd. (being an Interested Person) in GiantMiner as a result of the completion of the Proposed Share Swap, which constitutes an Interested Person Transaction under the Listing Manual; and
- (b) the Directors of the Company and each of them be authorised to complete and to do all acts and things (including without limitation to making such arrangements, entering into all such transactions, arrangements and agreements and executing all such documents as may be required or as they (or he) may from time to time consider necessary, desirable or expedient, or in the interests of the Company), to give effect to the Joint Venture, this resolution and the transactions contemplated by the Joint Venture and/or authorised by this resolution.

By Order of  
the Board of Directors of  
**Manhattan Resources Limited**

Liow Keng Teck  
Board Chairman  
28 May 2016

#### Notes:

1. A member of the Company entitled to attend and vote at the Extraordinary General Meeting (other than a member who is a relevant intermediary) is entitled to appoint not more than two proxies to attend and vote in his/her stead. A proxy need not be a member of the Company.
2. Pursuant to section 181 of the Companies Act, Chapter 50, a member of the Company who is a relevant intermediary is entitled to appoint more than two proxies to attend and vote at the Extraordinary General Meeting instead of such member. Where such member appoints more than two proxies, the appointments shall be invalid unless the member specifies the number of Shares in relation to which each proxy has been appointed.

"relevant intermediary" means:

- (a) a banking corporation licensed under the Banking Act, Chapter 19 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;
  - (b) a person holding a capital markets services licence to provide custodial services for securities under the Securities and Futures Act, Chapter 289 of Singapore, and who holds shares in that capacity; or
  - (c) the Central Provident Fund Board established by the Central Provident Fund Act, Chapter 36 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.
3. The instrument or form appointing a proxy or proxies in the case of an individual shall be signed by the appointor or his/her attorney, and in the case of a corporation, either under its common seal or under the hand of an officer or attorney duly authorised.
  4. The instrument or form appointing a proxy or proxies, duly executed, must be deposited at the registered office of the Company at 133 New Bridge Road, #18-09 Chinatown Point, Singapore 059413 not less than 48 hours before the time appointed for the Extraordinary General Meeting in order for the proxy to be entitled to attend and vote at the Extraordinary General Meeting.
  5. A Depositor's name must appear on the Depository Register maintained by The Central Depository (Pte) Limited 72 hours before the time appointed for the Extraordinary General Meeting in order for the Depositor to be entitled to attend and vote at the Extraordinary General Meeting.

#### 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 of the Company (i) consents to the collection, use and disclosure of the member's personal data by the Company (or its agents) for the purpose of the processing and administration by the Company (or its agents) 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) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, "**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), 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) 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.