

MANHATTAN RESOURCES LIMITED

(Incorporated In the Republic of Singapore)

(Company Registration No. 199006289K)

ANNOUNCEMENT PURSUANT TO RULE 706A OF SGX-ST LISTING MANUAL

The Board of Directors of Manhattan Resources Limited (the "**Company**" and together with its subsidiaries, the "**Group**") wishes to announce the following transactions which occurred during the period from 1 July 2021 to 31 December 2021, pursuant to Rule 706A of the SGX-ST Listing Manual:

(1) INCREASE IN SHARE CAPITAL OF MANHATTAN PROPERTY DEVELOPMENT PTE. LTD. ON 9 JULY 2021

Manhattan Property Development Pte. Ltd. ("**MPDPL**"), an associate of the Company, had on 9 July 2021 increased its paid-up share capital by the issuance and allotment of 14,000,000 ordinary shares to Kaiyi Investment Pte. Ltd. ("**Kaiyi**") for a total consideration of US\$14,000,000.

Changes to the number of shares and share capital of MPDPL are as follows:

	Before				After			
	No. of shares	Percentage shareholding previously announced on 4 May 2021	Revised Percentage shareholding (note 1)	Share capital fully paid	No. of shares	Percentage shareholding previously announced on 9 July 2021	Revised Percentage shareholding (note 1)	Share capital fully paid
Manhattan Resources Limited	42,177,051	48.09%	48.40%	US\$42,177,051	42,177,051	41.47%	42.53%	US\$42,177,051
Kaiyi Investment Pte. Ltd.	45,523,049	51.91%	51.60%	US\$45,523,049	59,523,049	58.53%	57.47%	US\$59,523,049
TOTAL	87,700,100	100%	100%	US\$87,700,100	101,700,100	100%	100%	US\$101,700,100

Accordingly, the Company's shareholding interest in MPDPL has been diluted from 48.40% to 42.53%. Consequently, the effective shareholding interest in Manhattan Resources (Ningbo) Property Limited ("**MRN**") held by the Company through MPDPL will also be diluted from 48.40% to 42.53%.

(2) INCREASE IN SHARE CAPITAL OF MANHATTAN PROPERTY DEVELOPMENT PTE. LTD. ON 29 OCTOBER 2021

MPDPL had on 29 October 2021 increased its paid-up share capital by the issuance and allotment of 9,000,000 ordinary shares to Kaiyi for a total consideration of US\$9,000,000.

Changes to the number of shares and share capital of MPDPL are as follows:

	Before				After			
	No. of shares	Percentage shareholding previously announced on 9 July 2021	Revised Percentage shareholding (note 1)	Share capital fully paid	No. of shares	Percentage shareholding previously announced on 29 Oct 2021	Revised Percentage shareholding (note 1)	Share capital fully paid
Manhattan Resources Limited	42,177,051	41.47%	42.53%	US\$42,177,051	42,177,051	38.10%	38.49%	US\$42,177,051
Kaiyi Investment Pte. Ltd.	59,523,049	58.53%	57.47%	US\$59,523,049	68,523,049	61.90%	61.51%	US\$68,523,049
TOTAL	101,700,100	100%	100%	US\$101,700,100	110,700,100	100%	100%	US\$110,700,100

Accordingly, the Company's shareholding interest in MPDPL has been diluted from 42.53% to 38.49%. Consequently, the effective shareholding interest in Manhattan Resources (Ningbo) Property Limited held by the Company through MPDPL will also be diluted from 42.53% to 38.49%.

(3) INCREASE IN SHARE CAPITAL OF MANHATTAN PROPERTY DEVELOPMENT PTE. LTD. ON 29 DECEMBER 2021

MPDPL had on 29 December 2021 increased its paid-up share capital by the issuance and allotment of 10,000,000 ordinary shares to Kaiyi for a total consideration of US\$10,000,000.

Changes to the number of shares and share capital of MPDPL are as follows:

	Before				After			
	No. of shares	Percentage shareholding previously announced on 29 Oct 2021	Revised Percentage shareholding (note 1)	Share capital fully paid	No. of shares	Percentage shareholding previously announced on 29 Dec 2021	Revised Percentage shareholding (note 1)	Share capital fully paid
Manhattan Resources Limited	42,177,051	38.10%	38.49%	US\$42,177,051	42,177,051	34.94%	35.44%	US\$42,177,051
Kaiyi Investment Pte. Ltd.	68,523,049	61.90%	61.51%	US\$68,523,049	78,523,049	65.06%	64.56%	US\$78,523,049
TOTAL	110,700,100	100%	100%	US\$110,700,100	120,700,100	100%	100%	US\$120,700,100

Accordingly, the Company's shareholding interest in MPDPL has been diluted from 38.49% to 35.44%. Consequently, the effective shareholding interest in Manhattan Resources (Ningbo) Property Limited held by the Company through MPDPL will also be diluted from 38.49% to 35.44%.

Note 1:

Management engaged an external valuer to assist the Company with the purchase price allocations exercise ("**PPA exercise**") to determine the fair values of the identifiable assets and liabilities as at 4 May 2021 ("**Dilution Date**"). As at 31 December 2021, the valuation had been completed and the resulting fair value uplift of S\$12,991,000 arising from the gain on fair value adjustment on the property under development and investment property under construction have been recognized in profit or loss as gain on changes arising from dilution of interest in subsidiary in accordance to the Company's relative shareholding portion of 48.40% amounting to S\$6,288,000. As MRN's Adjusted NAV is higher than its share capital as at Dilution Date, the relative shareholding proportions of Kaiyi and MRL have been adjusted to take into account the increase in the Adjusted NAV in accordance with the adjustment formula set out in the 17 April 2020 Circular.

As set out in the circular dated 17 April 2020, in the event that MRN's net asset value (excluding unrealised foreign exchange differences) ("**Adjusted NAV**") is higher than its share capital, the relative shareholding proportions of Kaiyi and the Company would be adjusted to take into account the increase in the Adjusted NAV. Where the share capital of MRN is not less than its Adjusted NAV, the further capitalisation will take place based on a dollar-to-dollar contribution basis, such that the relative shareholding percentages of the Company and Kaiyi in MRN will be proportionate to their respective aggregate share capital contribution amount.

(4) ACQUISITION OF ATHENA ENERGY HOLDINGS PTE. LTD.

The Company completed the acquisition of Athena Energy Holdings Pte. Ltd. on 28 October 2021 and it is now a wholly-owned subsidiary of the Company.

Announcements in relation to the above were made on 20 October 2021, 28 October 2021, 7 December 2021 and 13 December 2021.

BY ORDER OF THE BOARD

Low Yi Ngo
Chief Executive Officer and Managing Director
25 February 2022