



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 One Farrer Hotel & Spa, Napier Room, Level 6, 1 Farrer Park Station Road, Singapore 217562 on 18 October 2014 at 9:30 a.m. for the purpose of considering and, if thought fit, passing with or without modifications, the following ordinary resolutions:

Ordinary Resolution 1

The Proposed Diversification into the Property Business

That:

- (a) approval be and is hereby given for the proposed diversification of the Group's business to include the Property Business ("**Proposed Diversification into the Property Business**") ; 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 Diversification into the Property Business 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 Proposed Diversification into the Mineral Resource Business

That:

- (a) approval be and is hereby given for the proposed diversification of the Group's business to include the Mineral Resource Business ("**Proposed Diversification into the Mineral Resource Business**") ; 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 Diversification into the Mineral Resource Business 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 3

The Proposed Starsmind Acquisition

That:

- (a) approval be and is hereby given for the acquisition by the Company of up to 60% of the issued share capital of Starsmind Capital Pte. Ltd. ("**SCPL**"), on the terms and conditions of the Call Option Agreement dated 21 April 2014, entered into between the Company and SCPL ("**Proposed Starsmind Acquisition**") ;
- (b) approval be and is hereby given for the allotment and issue of an aggregate of up to 62,000,000 new ordinary shares to Mr Ho Sing Ming (who will hold such shares for himself as well as on trust for Mr Xu Yuan Xing in accordance with the Mineriver Vendor Proportion);
- (c) the Directors of the Company be authorised to allot and issue an aggregate of up to 62,000,000 new ordinary shares to Mr Ho Sing Ming (who will hold such shares for himself as well as on trust for Mr Xu Yuan Xing in accordance with the Mineriver Vendor Proportion) in satisfaction of the investment amount in accordance with the terms of the Call Option Agreement; and
- (d) 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 Starsmind Acquisition 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).

By Order of
the Board of Directors of
Manhattan Resources Limited

Liow Keng Teck
Independent Chairman
3 October 2014

Notes:–

1. A member of the Company 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/her stead. A proxy need not be a member of the Company.
2. Notwithstanding the above but subject otherwise to the Articles of Association of the Company, a member who is a Depository Agent shall be entitled to appoint any Sub-Account Holder as proxy to attend and vote at the Extraordinary General Meeting of the Company in respect of such number of shares as are held by each Sub-Account Holder in an account maintained with that Depository Agent. If the Depositor is a Depository Agent, the instrument of proxy is to be accompanied by a confirmation in writing in the common form, signed by, or on behalf of, the Depository Agent confirming that such Sub-Account Holder is the holder of an account maintained with that Depository Agent in respect of the number of shares specified in the proxy form.
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 office of the Company's Share Registrar, B.A.C.S. Private Limited, at 63 Cantonment Road, Singapore 089758 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's Register maintained by The Central Depository (Pte) Limited 48 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.