

PROXY FORM

MANHATTAN RESOURCES LIMITED
(Incorporated in the Republic of Singapore)
(Company Registration Number:
199006289K)

**PROXY FORM
EXTRAORDINARY GENERAL MEETING**

This form of proxy has been made available on SGXNet and the Company's website and may be accessed at the URL <http://www.manhattan.sg>.

A printed copy of this form of proxy will NOT be despatched to members.

IMPORTANT

1. The Extraordinary General Meeting ("EGM") is being convened, and will be held, by electronic means pursuant to (i) the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020; and (ii) the Additional Guidance on the Conduct of General Meetings During Elevated Safe Distancing Period jointly issued by the Accounting and Corporate Regulatory Authority, the Monetary Authority of Singapore, and Singapore Exchange Regulation on 13 April 2020 (and subsequently updated on 27 April 2020, 22 June 2020, 1 October 2020 and 4 February 2022).
2. Alternative arrangements relating to among others, (i) pre-registration and attendance at the EGM via electronic means (including arrangements by which the meeting can be electronically accessed via "live" audio-visual webcast or "live" audio-only stream); (ii) submission of questions to the Chairman of the EGM in advance of the EGM or "live" at the EGM; (iii) addressing of substantial and relevant questions at the EGM; and (iv) voting "live" at the EGM or by appointing the Chairman of the EGM as proxy to vote at the EGM, are set out in Section 13 of the circular to shareholders of the Company dated 6 April 2022 and the Notice of EGM dated 6 April 2022, which has been uploaded on SGXNet at the URL <http://www2.sgx.com/securities/company-announcements> and the Company's website at the URL www.manhattan.sg.
3. A member will not be able to attend the EGM in person. If a member (whether individual or corporate) wishes to exercise his/her/its voting rights at the EGM, he/she/it must pre-register to vote "live" at the EGM by electronic means (excluding relevant intermediaries as defined in Section 181 of the Companies Act 1967 ("Companies Act")) or submit this Proxy Form to appoint the Chairman of the EGM as his/her/its proxy to vote on his/her/its behalf at the EGM. In appointing the Chairman of the EGM as proxy, a member (whether individual or corporate) must give specific instructions as to voting, or abstentions from voting, in the form of proxy, failing which the appointment of the Chairman of the EGM as proxy for that resolution will be treated as invalid.
4. CPFIS Investors or SRS Investors who wish to appoint the Chairman of the EGM as proxy should approach their respective CPF Agent Banks or SRS Agent Banks to submit their votes by 10:00 a.m. on 19 April 2022.
5. By submitting an instrument appointing the Chairman of the EGM as proxy, the member accepts and agrees to the personal data privacy terms set out in the Notice of EGM dated 6 April 2022.
6. **Please read the notes overleaf which contain instructions on, *inter alia*, the appointment of the Chairman of the EGM as a member's proxy to vote on his/her/its behalf at the EGM.**

I/We _____ (NRIC / Passport No./ Company Registration No.) _____

of _____ (Address)

being a member/members of Manhattan Resources Limited ("**Company**"), hereby appoint:

the **Chairman of the EGM**, as my/our proxy to vote for me/us on my/our behalf at the EGM to be held by way of electronic means on **28 April 2022 at 10:00 a.m.** (or as soon as after the conclusion or adjournment of the AGM to be held by electronic means at 9:30 a.m. on the same day) and at any adjournment thereof.

(Voting will be conducted by poll. If you wish the Chairman of the EGM as your proxy to cast all your votes for or against a resolution to be proposed at the EGM, please indicate with a "✓" in the space provided under "For" or "Against". If you wish the Chairman of the EGM as your proxy to abstain from voting on a resolution to be proposed at the EGM, please indicate with a "✓" in the space provided under "Abstain". Alternatively, please indicate the number of shares that the Chairman of the EGM as your proxy is directed to vote "For" or "Against" or to abstain from voting. **In the absence of specific directions, the appointment of the Chairman of the EGM as your proxy will be treated as invalid.**)

No.	Resolutions relating to:	For	Against	Abstain
1	Special Resolution 1: To approve the Proposed Change of Name			
2	Ordinary Resolution 2: To approve the proposed adoption of the MESOS 2022			
3	Ordinary Resolution 3: To approve the proposed grant of options at a discount under the MESOS 2022			
4	Ordinary Resolution 4: To approve the proposed adoption of the MEPSS 2022			

Dated this _____ day of _____ 2022

Signature of Shareholder(s)
or, *Common Seal of Corporate Shareholder*

Total number of Shares in:	No. of Shares
(a) CDP Register	
(b) Register of Members	

PROXY FORM

Notes:

1. Please insert the total number of Shares held by you. If you have Shares entered against your name in the Depository Register (as defined in Section 81SF of the Securities and Futures Act 2001), you should insert that number of Shares. If you have Shares registered in your name in the Register of Members, you should insert that number of Shares. If you have Shares entered against your name in the Depository Register and Shares registered in your name in the Register of Members, you should insert the aggregate number of Shares entered against your name in the Depository Register and registered in your name in the Register of Members. If no number is inserted, the instrument appointing a proxy or proxies shall be deemed to relate to all the Shares held by you.
2. **To minimise physical interactions and COVID-19 transmission risks, members will not be able to attend the EGM in person. If a member (whether individual or corporate) wishes to exercise his/her/its voting rights at the EGM, he/she/it must: (a) except in the case of a member who is a relevant intermediary as defined in Section 181 of the Companies Act, pre-register to vote "live" at the EGM by electronic means; (b) or submit this Proxy Form to appoint the Chairman of the EGM as his/her/its proxy to vote on his/her/its behalf at the EGM.** In appointing the Chairman of the EGM as proxy, a member (whether individual or corporate) must give specific instructions as to voting, or abstentions from voting, in the form of proxy, failing which the appointment of the Chairman of the EGM as proxy for that resolution will be treated as invalid.
3. The Chairman of the EGM, as a proxy, need not be a member of the Company.
4. The instrument appointing the Chairman of the EGM as proxy must be submitted to the Company in the following manner:
 - (a) if submitted in hard copy and sent by post, the Proxy Form must be lodged at the Company's registered office at 133 New Bridge Road, #18-09 Chinatown Point, Singapore 059413; or
 - (b) if submitted electronically, the Proxy Forms must be submitted via email to the Company at agm@manhattan.sg,

in either case, at least 48 hours before the time for holding the EGM, by no later than 10:00 a.m. on 26 April 2022 (the "Proxy Deadline").

Members who wish to submit an instrument of proxy must first download, complete and sign the Proxy Forms, before submitting it by post to the address provided above, or before scanning and sending it by email to the email address provided above.

In view of the current COVID-19 situation and the related safe distancing measures which may make it difficult for members to submit completed Proxy Forms by post, members are strongly encouraged to submit completed Proxy Forms electronically via email.

5. The instrument appointing the Chairman of the EGM as proxy must be under the hand of the appointor or of his attorney duly authorised in writing and where such instrument is executed by a corporation, it must be executed either under its seal or under the hand of an officer or attorney duly authorised.

Where an instrument appointing the Chairman of the EGM as proxy is submitted by email, it must be authorised in the following manner:

- (a) by way of the affixation of an electronic signature by the appointor or his duly authorised attorney or, as the case may be, an officer or duly authorised attorney of a corporation; or
- (b) by way of the appointor or his duly authorised attorney or, as the case may be, an officer or duly authorised attorney of a corporation signing the instrument under hand and submitting a scanned copy of the signed instrument by email.

Where an instrument appointing the Chairman of the EGM as proxy is signed or, as the case may be, authorised on behalf of the appointor by an attorney, the letter or power of attorney or a duly certified copy thereof must (failing previous registration with the Company) be lodged with the instrument appointing the Chairman of the EGM as proxy, failing which the instrument may be treated as invalid.

6. Investors who hold their Shares through relevant intermediaries as defined in Section 181 of the Companies Act (including CPFIS Investors and SRS Investors) and who wish to exercise their votes by appointing the Chairman of the EGM as proxy should approach their respective relevant intermediaries (including their respective CPF Agent Banks or SRS Agent Banks) to submit their voting instructions by **10:00 a.m. on 19 April 2022** in order to allow sufficient time for their respective relevant intermediaries to in turn submit the Proxy Forms to appoint the Chairman of the EGM to vote on their behalf **no later than the Proxy Deadline**.
7. The Company shall be entitled to, and will, treat any valid instrument appointing the Chairman of the EGM as proxy which was delivered before **10:00 a.m. on 26 April 2022** as a valid instrument appointing the Chairman of the EGM as the member's proxy to vote at the EGM if:
 - (a) the member had indicated how he/she/it wished to vote for or against or abstain from voting on each resolution; and
 - (b) the member has not withdrawn the appointment. A member may withdraw an instrument appointing the Chairman of the EGM as proxy by sending an email to the Company at agm@manhattan.sg to notify the Company of the withdrawal, **no later than the Proxy Deadline**.
8. Submission by a member of a valid instrument appointing the Chairman of the EGM as proxy at by **the Proxy Deadline** will supersede any previous instrument appointing a proxy(ies) submitted by that member.

PROXY FORM

9. The Company shall be entitled to reject the instrument appointing the Chairman of the EGM as proxy if it is incomplete, improperly completed or illegible or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified in the instrument appointing the Chairman of the EGM as proxy (including any related attachment) (such as in the case where the appointor submits more than one instrument appointing the Chairman of the EGM as proxy). In addition, in the case of members whose shares are entered against their names in the Depository Register, the Company may reject any instrument appointing a proxy or proxies lodged if such members are not shown to have shares entered against their names in the Depository Register as at 72 hours before the time appointed for the EGM, as certified by The Central Depository (Pte) Limited to the Company.

Personal Data Privacy

By submitting an instrument appointing the Chairman of the EGM as proxy, the member accepts and agrees to the personal data privacy terms set out in the Notice of EGM dated 6 April 2022.