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## NOTICE OF EXTRAORDINARY GENERAL MEETING

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

**NOTICE IS HEREBY GIVEN** that an Extraordinary General Meeting (“**EGM**”) of Manhattan Resources Limited (“**Company**”) will be held by electronic means on Thursday, 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) for the purpose of considering and, if thought fit, passing Resolution 1 which will be proposed as a Special Resolution and Resolutions 2, 3 and 4 and which will be proposed as Ordinary Resolutions.

*All capitalised terms used in this Notice of EGM which are not defined herein shall have the same meanings ascribed to them in the circular to the shareholders of the Company dated 6 April 2022 (the “Circular”).*

### **SPECIAL RESOLUTION 1**

#### **THE PROPOSED CHANGE OF NAME**

**That:**

- (a) the name of the Company be changed from “Manhattan Resources Limited” to “Metis Energy Limited” and that the name “Metis Energy Limited” be substituted for “Manhattan Resources Limited” wherever the latter name appears in the Constitution of the Company; and
- (b) the Directors be and are hereby authorised to complete and do all such acts and things (including executing or amending such documents as may be required) as the Directors may consider necessary, desirable and expedient for the purposes of or to give effect to this Special Resolution as they think fit and in the interests of the Company.

### **ORDINARY RESOLUTION 2**

#### **THE PROPOSED ADOPTION OF THE MESOS 2022**

That, subject to and contingent upon the passing of Ordinary Resolution 3:

- (a) the share incentive scheme to be named the “Metis Energy Share Option Scheme 2022” (the “**MESOS 2022**”) details of which are set out in Appendix A of the Circular, be and is hereby approved and adopted;
- (b) the Directors be and are hereby authorised:
  - (i) to establish and administer the MESOS 2022;
  - (ii) to modify and/or amend the MESOS 2022 from time to time provided that such modifications and/or amendments are effected in accordance with the Rules of the MESOS 2022 and to do all such acts and to enter into all such transactions, arrangements and agreements as may be necessary or expedient in order to give full effect to the MESOS 2022;
  - (iii) to grant options (the “**Options**”) in accordance with the Rules of the MESOS 2022 and to allot and issue or deliver from time to time such number of Shares required pursuant to the exercise of the Options under the MESOS 2022; and
  - (iv) to complete and do all acts and things (including executing such documents as may be required) as they may consider necessary, desirable or expedient for the purposes of

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## NOTICE OF EXTRAORDINARY GENERAL MEETING

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or to give effect to this Ordinary Resolution as they think fit and in the interests of the Company.

### **ORDINARY RESOLUTION 3**

#### **THE PROPOSED GRANT OF OPTIONS AT A DISCOUNT UNDER THE MESOS 2022**

That, subject to and contingent upon the passing of Ordinary Resolution 2, the Directors be and are hereby authorised to grant Options in accordance with the Rules of the MESOS 2022 with exercise prices set at a discount to the Market Price, provided that such discount does not exceed the relevant limits set by the SGX-ST.

### **ORDINARY RESOLUTION 4**

#### **THE PROPOSED ADOPTION OF THE MEPSS 2022**

**That:**

- (a) the share incentive scheme to be named the “Metis Energy Performance Share Scheme 2022” (the “**MEPSS 2022**”) details of which are set out in Appendix B of the Circular, be and is hereby approved and adopted;
- (b) the Directors be and are hereby authorised:
  - (i) to establish and administer the MEPSS 2022;
  - (ii) to modify and/or amend the MEPSS 2022 from time to time provided that such modifications and/or amendments are effected in accordance with the Rules of the MEPSS 2022 and to do all such acts and to enter into all such transactions, arrangements and agreements as may be necessary or expedient in order to give full effect to the MEPSS 2022;
  - (iii) to grant awards (the “**Awards**”) in accordance with the Rules of the MEPSS 2022 and to allot and issue or deliver from time to time such number of Shares required pursuant to the vesting of the Awards under the MEPSS 2022; and
  - (iv) to complete and do all acts and things (including executing such documents as may be required) as they may consider necessary, desirable or expedient for the purposes of or to give effect to this resolution as they think fit and in the interests of the Company.

*This Notice has been made available on SGXNet and on the Company’s website. A printed copy of this Notice will NOT be despatched to members.*

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

**Low Yi Ngo**  
Chief Executive Officer and Managing Director

6 April 2022

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## NOTICE OF EXTRAORDINARY GENERAL MEETING

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### Notes:

- (1) The 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). Printed copies of this Notice will not be sent to members. Instead, this Notice will be sent to members by electronic means via publication on the Company's website at the URL <http://www.manhattan.sg>, and will also be made available on SGXNet at the URL <https://www.sgx.com/securities/company-announcements>.
- (2) Alternative arrangements relating to 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), submission of questions to the Chairman of the EGM in advance of the EGM or submitting questions "live" at the EGM, addressing of substantial and relevant questions at the EGM and 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. The Circular may be accessed together with this Notice of EGM at the Company's website at the URL <http://www.manhattan.sg>, and will also be made available on SGXNet at the URL <https://www.sgx.com/securities/company-announcements>.
- (3) To minimise physical interactions and COVID-19 transmission risks, members will not be able to attend the EGM in person. A member (whether individual or corporate) who wishes to attend the EGM must pre-register or appoint the Chairman of the EGM as his/her/its proxy to attend, speak and vote on his/her/its behalf at the EGM if such member wishes to exercise his/her/its voting rights at the EGM. The accompanying Proxy Form for the EGM may be accessed at the Company's website at the URL <http://www.manhattan.sg> and will also be made available on SGXNet at the URL <https://www.sgx.com/securities/company-announcements>.
- (4) **Pre-registration.** Members must pre-register at the pre-registration website at <https://globalmeeting.bigbangdesign.co/manhattanresources2022/> from the date of the Circular till **10:00 a.m. on 26 April 2022** (the "**Pre-Registration Deadline**") to enable the Company to verify their status as members.

Investors holding shares through relevant intermediaries (as defined in Section 181 of the Companies Act 1967 ("**Companies Act**") (other than investors who have purchased shares (a) using their Central Provident Fund contributions pursuant to the Central Provident Fund Investment Scheme ("**CPFIS Investors**") and/or (b) pursuant to the Supplementary Retirement Scheme ("**SRS Investors**")) will not be able to pre-register at the foregoing website, for the "live" audio-video webcast or "live" audio-only stream of the EGM. An investor (other than CPFIS Investors and/or SRS Investors) who wishes to participate in the "live" audio-video webcast or "live" audio-only stream of the EGM should instead approach his/her/its relevant intermediary as soon as possible in order for the relevant intermediary to make the necessary arrangements to pre-register. The relevant intermediary is required to submit a consolidated list of participants (setting out in respect of each participant, his/her/its name, email address and NRIC/Passport/UEN number) to the Share Registrar, B.A.C.S. Private Limited, via email to [main@zicoholdings.com](mailto:main@zicoholdings.com) no later than **10 a.m. on 26 April 2022**.

Following the verification, authenticated members will receive an email by **10:00 a.m. on 27 April 2022** containing login credentials and the link to access the "live" audio-video webcast or "live" audio-only stream of the EGM (the "**Confirmation Email**"). As this is a private meeting, members must not disclose such details to others. Members who have pre-registered by the Pre-Registration Deadline but have not received the Confirmation Email by **10:00 a.m. on 27 April 2022**, should contact the Company's webcast vendor, Big Bang Design Pte Ltd, by email at [webcast@bigbangdesign.co](mailto:webcast@bigbangdesign.co) for assistance. The Company advises all members to pre-register as early as possible.

Members who would have been able to be appointed as proxies by relevant intermediaries under Section 181(1C) of the Companies Act, such as CPFIS Investors and SRS Investors, should approach their CPF Agent Banks or SRS Agent Banks, to participate in the "live" audio-video webcast or "live" audio-only stream of the EGM.

- (5) **Submission of Questions.** Members, including CPFIS Investors and SRS Investors, can submit substantial and relevant questions related to the resolutions to be tabled for approval at the EGM to the Chairman of the EGM, "live" at the EGM, or in advance of the EGM in the following manner:
  - (a) **Via the pre-registration website.** Members who have pre-registered to observe and/or listen to the EGM proceedings may submit their questions via the pre-registration website at the URL <https://globalmeeting.bigbangdesign.co/manhattanresources2022/>.
  - (b) **Via email.** Members may submit their questions via email to [agm@manhattan.sg](mailto:agm@manhattan.sg).
  - (c) **By post:** Members may also submit their questions by post to the Company's registered office at 133 New Bridge Road, #18-09 Chinatown Point, Singapore 059413. When sending in your questions by post, members should provide the Company with the following details:
    - (i) their full name;
    - (ii) their address; and

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## NOTICE OF EXTRAORDINARY GENERAL MEETING

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- (iii) the manner in which they hold Shares in the Company (e.g., via CDP, CPFIS or SRS).

**Deadline to submit questions.** All questions must be submitted by the **Pre-Registration Deadline**. Members must Pre-register to ask substantial and relevant questions “live” at the EGM. Verified members (including CPFIS Investors and SRS Investors) can also ask substantial and relevant questions related to the resolutions to be tabled for approval at the EGM, “live” at the EGM, by typing in and submitting their questions via electronic means at the live-streaming platform.

- (6) **Live voting.** Members (except a relevant intermediary (as defined in Section 181 of the Companies Act)) may cast their votes for each resolution “live” at the EGM. Unique access details for “live” voting will be provided to members who have pre-registered at <https://globalmeeting.bigbangdesign.co/manhattanresources2022/> and who have been verified to attend the EGM.
- (7) **Voting via the appointment of the Chairman of the EGM.** As an alternative to “live” voting, a member (whether individual or corporate and including a relevant intermediary as defined in Section 181 of the Companies Act, which includes CPFIS Investors and/or SRS Investors) may appoint the Chairman of the EGM as his/her/its proxy to attend, speak and vote on his/her/its behalf at the EGM if such member wishes to exercise his/her/its voting rights at the EGM.
- (8) In appointing the Chairman of the EGM as proxy, a member (whether individual or corporate and including a relevant intermediary as defined in Section 181 of the Companies Act, which includes CPFIS Investors and/or the SRS Investors) must submit his/her/its instrument appointing the Chairman of the EGM (i.e. the Proxy Form) together with the power of attorney or other authority under which it is signed (if applicable) or a duly certified copy thereof, to vote on his/her/its behalf. A member must give specific instructions as to voting, or abstentions from voting, in respect of a resolution 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.
- (9) The Chairman of the EGM, as proxy, need not be a member of the Company.
- (10) 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](mailto: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.**

- (11) 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 a Proxy Form to appoint the Chairman of the EGM to vote on their behalf **no later than the Proxy Deadline**.
- (12) 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 vote against or abstain from voting on each resolution and the member has not withdrawn the appointment.
- (b) A member may withdraw an instrument appointing the Chairman of the EGM as proxy or by sending an email to the Company at [agm@manhattan.sg](mailto:agm@manhattan.sg) to notify the Company of the withdrawal, **no later than the Proxy Deadline**.
- (13) Submission by a member of a valid instrument appointing the Chairman of the EGM as proxy **by the Proxy Deadline** will supersede any previous instrument appointing a proxy(ies) submitted by that member.
- (14) The Circular has been uploaded on SGXNet on 6 April 2022 and may be accessed on SGXNet at the URL <https://www.sgx.com/securities/company-announcements> or at the Company’s website at the URL <http://www.manhattan.sg>.

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## NOTICE OF EXTRAORDINARY GENERAL MEETING

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### **Personal Data Privacy**

By submitting an instrument appointing the Chairman of the EGM as proxy to attend, speak and vote at the EGM 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 EGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the EGM (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.