



**MANHATTAN**

MANHATTAN CORPORATION LIMITED

NOTICE OF ANNUAL GENERAL MEETING

PROXY FORM

AND

EXPLANATORY MEMORANDUM

TO ASSIST SHAREHOLDERS IN THEIR CONSIDERATION OF RESOLUTIONS TO BE PUT AT  
THE ANNUAL GENERAL MEETING OF THE COMPANY  
TO BE HELD AT THE CELTIC CLUB, 48 ORD STREET, WEST PERTH WA 6005  
ON FRIDAY, 20 NOVEMBER 2009 AT 1630 (4:30pm WST)

**THIS DOCUMENT IS IMPORTANT**

*This Notice should be read in its entirety. If you do not understand this document or are in any doubt as to how to deal with this document or how you should vote, you should consult your stockbroker, solicitor, accountant or other professional adviser immediately*

ABN 61 123 156 089

[www.manhattancorp.com.au](http://www.manhattancorp.com.au)



**NOTICE OF ANNUAL GENERAL MEETING**

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Notice is hereby given that the Annual General Meeting of Shareholders of Manhattan Corporation Limited ("**Manhattan**") will be held at the Celtic Club, 48 Ord Street, West Perth WA 6005 on Friday, 20 November 2009 at 1630 (4:30pm WST) for the purpose of transacting the following business:

**AGENDA****ORDINARY BUSINESS****2009 FINANCIAL REPORT**

To receive and consider the Directors' Report, Auditor's Report, Financial Statements and Directors' Statement for the year ended 30 June 2009.

**REMUNERATION REPORT****Non Binding Resolution 1: Adoption of Remuneration Report**

To consider and if thought fit to pass, with or without amendment, the following resolution as an ordinary resolution:

***"That in accordance with section 250R(2) of the Corporations Act 2001 the Remuneration Report for the Financial Year ended 30 June 2009 be adopted."***

*The vote on this Resolution is advisory only and non binding.*

**ELECTION OF DIRECTOR****Resolution 2: Election of Mr Marcello Cardaci as a Director**

To consider and if thought fit to pass, with or without amendment, the following resolution as an ordinary resolution:

***"To elect Mr Marcello Cardaci, who retires by rotation in accordance with Manhattan's Constitution and, being eligible, offers himself for re election"***

**CHANGE OF AUDITOR****Resolution 3: Appointment of Rothsay Chartered Accountants as Auditors**

To consider and if thought fit to pass, with or without amendment, the following resolution as an ordinary resolution:

***"That pursuant to section 327B(1) of the Corporations Act 2001 Rothsay Chartered Accountants, being qualified and having consented to act under section 328A of the Corporation Act 2001, be appointed as Auditors of Manhattan."***

**By order of the Board**

**Mr Sam Middlemas**  
Company Secretary  
Dated: 12 October 2009

**PROXIES**

A shareholder entitled to attend and vote at the Meeting may appoint not more than two Proxies to attend and vote at this Meeting. Where more than one Proxy is appointed each Proxy must be appointed to represent a specific proportion of the shareholder's voting rights. A Proxy may, but need not be, a shareholder of Manhattan. Proxy Forms must reach the Registered Office of Manhattan at least 48 hours prior to the Meeting.

***For the convenience of shareholders, a Proxy Form is enclosed***

**PROXY FORM**

**APPOINTMENT OF PROXY**  
**MANHATTAN CORPORATION LIMITED**  
 ABN 61 123 156 089

**2009 ANNUAL GENERAL MEETING**

I/WE.....  
*Name of Shareholder*

OF.....  
*Address of Shareholder*

being a member/s of Manhattan Corporation Limited and entitled to attend and vote hereby appoint:

APPOINT.....  
*Name of Proxy*

Or failing the person named or, if no person is named, the Chairman of the Annual General Meeting to vote in accordance with the following directions, or if no directions have been given, as the Proxy sees fit on my/our behalf at the Meeting of Manhattan to be held on Friday 20 November 2009 at 1630 (4:30pm WST) at the Celtic Club, 48 Ord Street, West Perth WA 6005, and at any adjournment of the Meeting.

**APPOINTING A SECOND PROXY:** If appointing a second Proxy, state the percentage of your voting rights applicable to the Proxy appointed by this Proxy Form: %

**ANNUAL GENERAL MEETING BUSINESS**

**VOTING DIRECTIONS TO YOUR PROXY**  
 Please mark the appropriate box to indicate your directions

	For	Against	Abstain
<b>Resolution 1:</b> Directors' Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>Resolution 2:</b> Election of Mr Marcello Cardaci as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>Resolution 3:</b> Appointment of Rothsay Chartered Accountants as Auditors	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the Meeting intends to vote in favour of each Resolution.

Dated this                      day of                      2009

Signatures of Individual Member, Joint Member, Attorney or Company Member:

Member, Attorney or Joint Member		
Sole Director and Sole Company Secretary	Director	Director/Company Secretary
Contact Name	Contact Telephone	Contact Email

## INSTRUCTIONS FOR APPOINTMENT OF PROXY

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### Appointment of Proxy

If you are entitled to vote at the Meeting you have a right to appoint a Proxy and should use this Proxy Form. The Proxy need not be a member of the Company and can be an individual or a body corporate.

If you wish to appoint someone other than the Chairman of the Meeting as your Proxy, please write the name of that person in the appropriate box. Members cannot appoint themselves. If you leave the box blank, or your named Proxy does not attend the Meeting, the Chairman of the Meeting will be your Proxy and vote on your behalf.

Your Proxy's authority to speak and vote for you at the Meeting is suspended if you are present at the Meeting.

As permitted by the *Corporations Act 2001*, the Company has determined that, for the purposes of the Meeting, all securities of the Company will be taken to be held by the persons who held them as registered members at 1630 (4:30pm WST) on 18 November 2009. Accordingly, transactions registered after that time will be disregarded in determining entitlements to attend and vote at the Meeting.

### Voting Directions to Your Proxy

You may direct your Proxy how to vote by *marking one* of the appropriate boxes opposite each item of Business. All your votes will be cast in accordance with your direction, unless you indicate only a portion of votes are to be cast on any item by inserting the percentage of your voting rights applicable to the Proxy appointed by this Proxy Form in the appropriate box. If you mark more than one box relating to the same item of business any vote by your Proxy on that item will be invalid.

### Appointing a Second Proxy

If you are entitled to cast two or more votes you may appoint two Proxies and may specify the proportion or number of votes each Proxy is appointed to exercise. If you wish to appoint a second Proxy, an additional Proxy Form may be obtained by telephoning Manhattan at +61 8 9322 6677 or you may copy this Proxy Form. Both Proxy Forms should be lodged together.

If you appoint two Proxies and the appointment does not specify the proportion or number of your votes each Proxy may exercise, section 249X of the *Corporations Act 200* will take effect so that each Proxy may exercise half of the votes (ignoring fractions).

If you appoint two Proxies, neither Proxy will have a right to vote on a show of hands.

If you appoint another Member as your Proxy, that person will have only one vote on a show of hands and does not have to vote on a show of hands in accordance with any direction by you.

### Signing Instructions

This Proxy Form must be signed and dated by the Member or the Member's attorney. Any Joint Member may sign.

If this Proxy Form is signed by an attorney, and you have not previously lodged the power of attorney with the Registered Office of the Company for notation, please attach a certified copy of the power of attorney to this Proxy Form when you lodge it with Manhattan.

If a Member is a company that has a sole director or a sole director who is also the sole company secretary, this Proxy Form must be signed by that person. Otherwise, this Proxy Form must be signed by two directors or one director and a company secretary. Please indicate the office held by signing in the appropriate place.

### Lodgement of Proxy Form

Proxy Forms and Proxy Appointment Authorities, for example the original or a certified copy of the power of attorney (if the Proxy Form is signed by an attorney), must be lodged with Manhattan at its registered office, by post or by facsimile to:

**Manhattan Corporation Limited**  
Ground Floor  
15 Rheola Street  
West Perth WA 6005

**or by Post:**

**Manhattan Corporation Limited**  
PO Box 1038  
West Perth WA 6872

**or by Facsimile to:**

**Manhattan Corporation Limited**  
Facsimile: +61 8 9322 1961

***Proxy Forms must be received no later than 48 hours prior to the Meeting being Wednesday 18 November 2009 at 1630 (4:30pm WST).***  
Documents received after that time will not be valid for the scheduled meeting.

### Privacy

Chapter 2C of the *Corporations Act 2001* requires information about you (including your name, address and details of the shares you hold) to be included in the Manhattan's public register of members. This information must continue to be included in the public register if you cease to hold shares. These statutory obligations are not altered by the *Privacy Amendment (Private Sector) Act 2000* (Cth). Information is collected to administer your shareholding which may not be possible if some or all of the information is not collected. Your information is collected by Computershare Investor Services on behalf of Manhattan.

## EXPLANATORY MEMORANDUM

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This Explanatory Memorandum is intended to provide shareholders with sufficient information to assess the merits of the three Resolutions contained in the accompanying Notice of Annual General Meeting of Manhattan Corporation Limited ("**Manhattan**").

The Directors recommend that shareholders read this Explanatory Memorandum in full before making any decision on voting in relation to the Resolutions.

### **RESOLUTION 1: Adoption of Remuneration Report**

Pursuant to section 250R(2) of the *Corporations Act 2001* a resolution adopting the Remuneration Report contained within the Directors' Report must be put to vote.

Shareholders are advised that pursuant to section 250R(3) of the *Corporations Act 2001* this resolution is advisory only and does not bind the Directors of Manhattan.

The Remuneration Report is set out within the Directors' Report. The report;

- Explains the Board's policy for determining the nature and amount of remuneration of Executive and Non Executive Directors and senior executives of Manhattan;
- Sets out remuneration details for each Director and the four most highly remunerated senior executives of Manhattan;
- Details and explains any performance conditions applicable to the remuneration of Executive and Non Executive Directors and senior executives of Manhattan; and
- Provides an explanation of share based compensation payments for each Executive and Non Executive Director and senior executives of Manhattan.

A reasonable opportunity will be provided for discussion of the Remuneration Report at the Meeting.

The Directors of Manhattan unanimously recommend that shareholders vote in favour of adopting the Remuneration Report.

### **RESOLUTION 2: Election of Mr Marcello Cardaci as a Director**

Manhattan's Constitution provides that at every Annual General Meeting of shareholders one third of the Directors (other than the Managing Director) shall retire from office provided always that no Director shall hold office for a period in excess of three years without submitting himself for re election. The Directors to retire at the Annual General Meeting are those who have been longest in office since their last election. A retiring Director is eligible for re election.

Accordingly, pursuant to Rule 13.2 of Manhattan's Constitution, Mr Marcello Cardaci being a Director of Manhattan retires by rotation, and being eligible, offers himself for re election as a Director of Manhattan. Details of Mr Cardaci's qualifications and experience are included in the 2009 Annual report of the Company.

The Directors of Manhattan recommend that shareholders vote in favour of the election of Mr Marcello Cardaci as a Director.

### **RESOLUTION 3: Appointment of Rothsay Chartered Accountants as Auditors**

The Resolution seeks shareholder approval to appoint Rothsay Chartered Accountants ("**Rothsay**") as replacement Auditors for BDO Kendalls Audit & Assurance Services (WA) Pty Ltd ("**BDO Kendalls**"). This follows the successful merger with Manhattan Resources Pty Ltd and seeks to appoint Rothsay as the Auditor for both companies.

A shareholder's letter nominating Rothsay Chartered Accountants as Auditors of Manhattan Corporation Limited is appended to this Notice of Annual General Meeting. Rothsay is a registered company auditor and has previous experience in conducting audits of publicly listed companies. Rothsay has consented to the appointment as Auditor pursuant to section 328A of the *Corporations Act 2001* in the event this resolution is approved by shareholders at the meeting.

Manhattan's current Auditors, BDO Kendalls, have given notice to the Board of their intention to resign and have applied to ASIC to seek their consent to resign as Auditors at the Annual General Meeting pursuant to section 329(5) of the *Corporations Act 2001*.

The Directors of Manhattan unanimously recommend that shareholders vote in favour of appointing Rothsay as the Company's Auditors.





**ABN 61 123 156 089**

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**NICHOLAS P S OLISOFF**

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New Zealand

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Mobile: +64 2 163 6363

24 September 2009

The Company Secretary  
Manhattan Corporation Limited  
Ground Floor  
15 Rheola Street  
Perth WA 6005

Dear Sir,

**Nomination of Rothsay Chartered Accountants  
as Auditors of Manhattan Corporation Limited**

I, Nicholas P S Olisoff, being a Member of Manhattan Corporation Limited hereby nominated Rothsay Chartered Accountants of Level 18, 6 to 10 O'Connell Street, Sydney NSW 2000 for the appointment of Auditors of Manhattan Corporation Limited at the next Annual General Meeting of shareholders or any adjournment thereof.

Yours sincerely

  
Nicholas P S Olisoff  
Auckland