

Mencast

PARTNER PERFECT MENCAST HOLDINGS LTD.

(Incorporated in Singapore on 30 January 2008)
(Company Registration No. 200802235C)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting ("EGM") of Mencast Holdings Ltd. (the "Company") will be held at 42B Penjuru Road, Level 2 Auditorium, Singapore 609163 on 21 February 2023 at 10:30 a.m., for the purpose of considering and, if thought fit, passing with or without any modifications, the following resolutions:

Unless otherwise defined, all capitalised terms used herein shall bear the same meanings as ascribed to them in the circular to shareholders of the Company dated 30 January 2023 (the "Circular").

Special Resolution: Proposed Transfer from the Mainboard of the SGX-ST to the Catalyst

It is RESOLVED that:

- approval be and is hereby given for the Company to transfer its listing from the Mainboard of the SGX-ST to the Catalyst ("**Proposed Transfer**"); and
- the Directors of the Company and each of them be and are hereby authorised and empowered to complete and do all such acts and things (including without limitation, to execute all such documents as may be required, to approve any amendments, alterations or modifications to any documents, and to sign, file and/or submit any notices, forms, documents with or to relevant authorities) as they or each of them may in their or each of their absolute discretion consider necessary, desirable or expedient to give effect to this resolution or the matters or transactions contemplated pursuant to or in connection with the Proposed Transfer.

Ordinary Resolution: The Proposed New Share Issue Mandate in accordance with Section 161 of the Companies Act 1967 and Rule 806(2) of Section B: Rules of Catalyst of the Listing Manual

Shareholders should note that this Ordinary Resolution relating to the New Share Issue Mandate is conditional upon the passing of Special Resolution relating to the Proposed Transfer. In the event that the Special Resolution is not passed, this Ordinary Resolution will also not be passed.

IT IS RESOLVED that subject to the passing of the Special Resolution above, and pursuant to Section 161 of the Companies Act 1967 ("Companies Act") and Rule 806 of the Listing Manual Section B: Rules of the Catalyst of the SGX-ST ("Catalist Rules"), authority be and is hereby given to the Directors of the Company to:

- allot and issue shares in the capital of the Company ("**Shares**") whether by way of rights, bonus or otherwise; and/or
- make or grant offers, agreements or options (collectively, "**Instruments**") that might or would require shares to be issued, including but not limited to the creation and issue of (as well as adjustments to) warrants, debentures, convertible securities or other instructions convertible into Shares,

at any time and upon such terms and conditions and for such purposes as the Directors may, in their absolute discretion deem fit and, notwithstanding the authority conferred by this ordinary resolution, issue shares in pursuance of any Instruments made or granted by the Directors of the Company while this ordinary resolution was in force, provided that:

- the aggregate number of shares (including shares to be issued in pursuance of the Instruments, made or granted pursuant to this ordinary resolution) to be issued pursuant to this ordinary resolution shall not exceed one hundred percent (100%) of the total number of issued shares (excluding treasury shares) in the capital of the Company (as calculated in accordance with sub-paragraph (d) below) ("**Issued Shares**"), of which the aggregate number of shares to be issued other than on a pro rata basis shall not exceed fifty percent (50%) of the total number of Issued Shares;
- subject to such calculation as may be prescribed by the SGX-ST, for the purpose of determining the aggregate number of shares that may be issued under sub-paragraph (1) above, the total number of issued shares (excluding treasury shares) shall be based on the total number of issued shares (excluding treasury shares) in the capital of the Company at the time of the passing of this ordinary resolution, after adjusting for:
 - new Shares arising from the conversion or exercise of any convertible securities;
 - new Shares arising from exercising of share options or vesting of share awards which are outstanding or subsisting at the time of the passing of this ordinary resolution; and
 - any subsequent bonus issue, consolidation or subdivision of shares.
- in exercising the authority conferred by this ordinary resolution, the Company shall comply with the requirements imposed by the SGX-ST from time to time and the provisions of the Catalyst Rules for the time being in force (unless such compliance has been waived by the SGX-ST), all legal requirements under the Companies Act and the Constitution of the Company; and
- unless revoked or varied by the Company in a general meeting, such authority shall continue in force until the conclusion of the next Annual General Meeting of the Company or the date by which the next Annual General Meeting of the Company is required by law to be held, whichever is earlier.

(See Explanatory Note)

By Order of the Board

Kevin Cho
Company Secretary
Singapore, 30 January 2023

Explanatory Note

The Ordinary Resolution, if passed, will empower the Directors of the Company, effective until the conclusion of the next Annual General Meeting of the Company, or the date by the next Annual General Meeting of the Company is required by law to be held or such authority is varied or revoked by the Company in general meeting, whichever is the earlier, to issue Shares, make or grant Instruments convertible into Shares and to issue Shares pursuant to such Instruments, up to a number not exceeding, in total, one hundred percent (100%) of the total number of issued Shares (excluding treasury shares) in the capital of the Company, of which the aggregate number of shares to be issued other than on a pro rata basis shall not exceed fifty percent (50%) of the total number of issued Shares (excluding treasury shares) in the capital of the Company.

Access to Documents or Information Relating to the EGM:

The EGM will be held at 42B Penjuru Road, Level 2 Auditorium, Singapore 609163 on 21 February 2023 at 10:30 a.m. in accordance with and subject to such vaccinated-differentiated safe management measures and other measures which may be prescribed by any prevailing regulations, directives, measures or guidelines that may be issued by any government and regulatory agency in light of the COVID-19 situation from time to time.

Copies of this Notice of EGM, the Circular and the Proxy Form will not be sent to members. Instead, this Notice of EGM, the Circular and the Proxy Form will be sent to members by electronic means via publication on the Company's corporate website at <https://www.mencast.com.sg>. This Notice will also be made available on the SGX-ST's website at <https://www.sgx.com/securities/company-announcements>.

Shareholders will be able to participate in the EGM in following manner set out in the paragraphs below.

Attendance at the EGM:

- Subject to the COVID-19 situation, the Company may restrict the number of in-person attendees at the EGM to such number as the Directors may determine in compliance with the prevailing Ministry of Health advisory from time-to-time.
- Shareholders (whether individual or corporate) who are appointing a proxyholder(s) to attend the EGM on his/her/its behalf should pre-register the proxyholder and specify his/her/its intention to attend the EGM as well as to submit the completed and signed Proxy Form by **10:30 a.m. on 19 February 2023**, being at least 48 hours before the time fixed for the EGM, failing which the appointment shall be invalid.
- The Directors of the Company together with senior management of the Company, will attend the EGM physically at the EGM venue.
- Please bring along your NRIC/passport so as to enable the Company to verify your identity. Members are requested to arrive early to facilitate the registration process and are advised not to attend the EGM if they are feeling unwell. Members are strongly encouraged to exercise social responsibility to rest at home and consider appointing a proxy or proxies to attend the Meeting. We encourage members to mask up when attending the EGM.

Submission of Proxy Form to Vote:

- A proxy need not be a shareholder of the Company.
- The instrument appointing a proxy or proxies, duly completed and signed, must be deposited/submitted:
 - if submitted by post, be deposited at the office of the Company's Share Registrar, Boardroom Corporate & Advisory Services Pte. Ltd., 1 Harbourfront Avenue, #14-07 Keppel Bay Tower, Singapore 098632; or
 - if submitted electronically, be received by Boardroom Corporate & Advisory Services Pte. Ltd. at srs.teame@boardroomlimited.com.

in either case, by no later than 10:30 a.m. on 19 February 2023 (the "Cut-off time"), being 48 hours before the time appointed for holding the EGM.

Members are strongly encouraged to submit completed proxy forms electronically via email.

- A Depositor's name must appear on the Depository Register maintained by The Central Depository (Pte) Limited as at 72 hours before the time fixed for holding the EGM in order for the Depositor to be entitled to attend and vote at the EGM.
- Central Provident Fund Investment Scheme members ("**CPF Investors**") and/or Supplementary Retirement Scheme investors ("**SRS Investors**") who wish to vote should approach their respective CPF Agent Banks or SRS Operators to submit their votes **at least seven (7) working days before the EGM (i.e. by 10:30 a.m. on 9 February 2023)** 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 by the cut-off date.

Submission of relevant and substantial questions in relation to the Resolutions set out in the Notice of EGM:

- Shareholders may raise questions at the EGM or submit questions related to the resolutions tabled for approval at the EGM, in advance of the EGM.

Shareholders who wish to submit questions ahead of the EGM may do so by 5:00 p.m. on 8 February 2023 via the following:

- email to srs.teame@boardroomlimited.com; or
- by mail to the Company, Mencast Holdings Ltd., at 42E Penjuru Road, Mencast Central, Singapore 609161.

When submitting questions, Shareholders are requested to provide the following details for verification purpose:

- Full name (Company name for corporates);
- Contact number;
- Address;
- NRIC, passport number or company registration number;
- Number of shares held; and
- The manner in which shares are held (i.e. CDP, CPF or SRS).

Addressing questions:

- The Company will endeavour to address all substantial and relevant questions submitted by Shareholders prior to or during the EGM. For substantial and relevant questions received by 5:00 p.m. on 8 February 2023, the Company will endeavour to provide a response on (i) the SGX-ST's website; and (ii) the Company's corporate website on or before 16 February 2023, 10:30 a.m. (at least 72 hours prior to the closing date and time for the lodgement of the proxy forms).
Where substantially similar questions are received, the Company will consolidate such questions and consequently not all questions may be individually addressed.
- The Board and Management will endeavour to address as many substantial and relevant questions raised during the EGM. However, Shareholders should note that there may not be sufficient time available at the EGM to address all questions raised. The minutes of the EGM will be published on the SGX-ST's website within one month after the date of the EGM.

Miscellaneous

Please note that all documents relating to the business of the EGM including the accompanying proxy form will be published on SGXNet together with the Notice of EGM. In view of the evolving COVID-19 situation, Shareholders are advised to continue to check SGXNet regularly for any updates relating to the EGM. Any reference to a time of day in this Notice of EGM is made by reference to Singapore time.

Personal data privacy

By submitting (a) the Proxy Form appointing a proxy or proxies to attend, speak and vote at the EGM of the Company and/or any adjournment thereof, or (b) questions in relation to the resolutions set out in the Notice of EGM, a member of the Company consents to the collection, use and disclosure of the member's personal data by the Company (or its agents or service providers) for the following purposes:

- processing and administration by the Company (or its agents or service providers) of the appointment of a proxy or proxies for the EGM (including any adjournment thereof) and the preparation and compilation of the attendance lists (including questions and answers), proxy lists, minutes and other documents relating to the EGM (including any adjournment thereof);
- addressing relevant and substantial questions from members received before the EGM and if necessary, following up with the relevant members in relation to such questions; and
- enabling the Company (or its agents or service providers) to comply with any applicable laws, listing rules, take-over rules, regulations and/or guidelines by the relevant authorities.

The member's personal data and its proxy's and/or representative's personal data may be disclosed or transferred by the Company to its subsidiaries, its share registrar and/or other agents or bodies for any of the abovementioned purposes, and retained for such period as may be necessary for the Company's verification and record purposes.

This notice has not been examined or approved by the Singapore Exchange Securities Trading Limited ("SGX-ST") and the SGX-ST assumes no responsibility for the contents of this notice, including the correctness of any of the statements or opinions made, or reports contained in this notice.