

Mencast

PARTNER PERFECT

MENCAST HOLDINGS LTD.

(Incorporated in the Republic of Singapore)

(Company registration no.: 200802235C)

NOTICE IS HEREBY GIVEN THAT an Extraordinary General Meeting ("**EGM**") of the Company will be held at 42B Penjuru Road, Level 2 Auditorium, Singapore 609163, on Monday, 16 September 2019 at 10.30a.m., for the purpose of considering and, if thought fit, passing with or without any modifications, the following ordinary resolution:

*Unless otherwise defined, all capitalised terms herein shall have the same meanings as defined in the circular to shareholders of the Company dated 31 August 2019 (the "**Circular**").*

ORDINARY RESOLUTION

THE PROPOSED DISPOSAL

THAT:

- (a) approval be and is hereby given to Mencast Marine Pte Ltd, a wholly-owned subsidiary of the Company, for the disposal of the Property to Techniques Air-Conditioning & Engineering Pte Ltd for the Sale Price and on such terms and conditions of the Option; and
- (b) any Director of the Company be and is hereby authorised to complete and do all such acts and things (including executing all such documents and ancillary agreements and to make all such amendments thereto as may be required in connection with the Proposed Disposal) as he may in his absolute discretion consider necessary, desirable or expedient in the interests of the Company to give full effect to the Proposed Disposal and/or this ordinary resolution.

BY ORDER OF THE BOARD

Sim Soon Ngee Glennde

Executive Chairman & Chief Executive Officer

31 August 2019

Notes:

1. A member of the Company entitled to attend and vote at the EGM is entitled to appoint not more than two (2) proxies to attend and vote in his stead and a proxy need not be a member of the Company.
2. The instrument appointing a proxy or proxies must be signed by the appointor or his attorney duly authorised in writing. Where the instrument appointing a proxy is executed by a corporation, it must be executed either under its common seal or under the hand of any officer or attorney duly authorised.
3. The instrument appointing a proxy must be lodged at the Company's registered office at 42E Penjuru Road, Mencast Central, Singapore 609161, not less than forty-eight (48) hours before the time appointed for the EGM. The completion and lodgement of the proxy form by a member will not prevent him from attending and voting in person at the EGM if he so wishes. In such event, the relevant proxy form will be deemed to be revoked.

Personal data privacy

By submitting an instrument appointing a proxy(ies) and/or representative(s) 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, the "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.