

CIRCULAR DATED 31 AUGUST 2019

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.

If you are in any doubt as to the action that you should take, you should consult your stockbroker, bank manager, solicitor, accountant or other professional adviser immediately.

If you have sold or transferred all your shares in the capital of Mencast Holdings Ltd. (the "Company"), you should forward this Circular, the Notice of Extraordinary General Meeting and the attached Proxy Form immediately to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for onward transmission to the purchaser or transferee.

This Circular has not been examined or approved by the SGX-ST and the SGX-ST assumes no responsibility for the contents of this Circular, including the correctness of any of the statements or opinions made or reports contained in this Circular.

Mencast

PARTNER PERFECT

MENCAST HOLDINGS LTD.
(Incorporated in the Republic of Singapore)
(Company registration no.: 200802235C)

CIRCULAR TO SHAREHOLDERS

IN RELATION TO

**THE PROPOSED DISPOSAL OF THE PROPERTY SITUATED AT 7 TUAS VIEW CIRCUIT SINGAPORE 637642
BY MENCAST MARINE PTE LTD**

IMPORTANT DATES AND TIMES

Last date and time for lodgement of Proxy Form	:	14 September 2019 at 10.30a.m.
Date and time of Extraordinary General Meeting	:	16 September 2019 at 10.30a.m.
Place of Extraordinary General Meeting	:	42B Penjuru Road, Level 2 Auditorium Singapore 609163

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DEFINITIONS

In this Circular, the following definitions shall apply throughout unless the context otherwise requires or unless otherwise stated:

“Act”	: The Companies Act (Chapter 50) of Singapore, as amended, supplemented or modified from time to time.
“Balance Deposit”	: Has the meaning ascribed to it in Paragraph 2.2(a)(ii) of this Circular.
“Board of Directors” or “Board”	: The board of directors of the Company as at the date of this Circular.
“CDP”	: The Central Depository (Pte) Limited.
“Company”	: Mencast Holdings Ltd.
“Conditions Precedent”	: Has the meaning ascribed to it in Paragraph 2.2(b) of this Circular.
“Controlling Shareholder”	: A person who: (a) holds directly or indirectly 15% or more of the total number of issued shares excluding treasury shares in the Company. The Exchange may determine that a person who satisfies this paragraph is not a controlling shareholder; or (b) in fact exercises control over the Company.
“Director”	: The directors of the Company as at the date of this Circular.
“DRA Announcement”	: Has the meaning ascribed to it in Paragraph 3 of this Circular.
“EGM”	: The extraordinary general meeting of the Company to be held on 16 September 2019, notice of which is set out in the Notice of EGM on page 9 of this Circular.
“EPS”	: Earnings per Share.
“Further Leasehold Term”	: Has the meaning ascribed to it in Paragraph 2.1 of this Circular.
“Group”	: The Company and its subsidiaries.
“JTC Approval”	: Has the meaning ascribed to it in Paragraph 2.2(b)(i) of this Circular.
“Latest Practicable Date”	: 23 August 2019, being the latest practicable date prior to the printing of this Circular.
“Listing Manual”	: The Listing Manual of the SGX-ST, as amended, modified or supplemented from time to time.
“LPS”	: Loss per Share.
“Mencast Marine”	: Mencast Marine Pte Ltd.
“Mortgage”	: Has the meaning ascribed to it in Paragraph 2.1 of this Circular.
“NAV”	: Net asset value.
“Net Proceeds”	: Has the meaning ascribed to it in Paragraph 4 of this Circular.
“Notice of EGM”	: The Notice of EGM as set out on page 9 of this Circular.
“NTA”	: Net tangible asset.

DEFINITIONS

“Option”	: Has the meaning ascribed to it in Paragraph 2.1 of this Circular.
“Option Fee”	: Has the meaning ascribed to it in Paragraph 2.2(a)(i) of this Circular.
“Property”	: The property situated at 7 Tuas View Circuit, Singapore 637642.
“Proposed Disposal”	: Has the meaning ascribed to it in Paragraph 1 of this Circular.
“Sale Price”	: Has the meaning ascribed to it in Paragraph 2.1 of this Circular.
“Securities Account”	: A securities account maintained by a Depositor with CDP but does not include a securities sub-account.
“SGX-ST”	: Singapore Exchange Securities Trading Limited.
“Shares”	: Ordinary shares in the share capital of the Company.
“Shareholder”	: Registered holders of Shares, except that where the registered holder is CDP, the term “Shareholders” shall, in relation to such Shares, mean the persons named as Depositors in the Depository Register and whose Securities Accounts maintained with CDP are credited with Shares.
“Substantial Shareholder”	: A person who has an interest or interests in one or more voting shares in the Company and the total votes attached to that share or those shares, is not less than 5% of the total votes attached to all the voting shares of the Company.
“TACE”	: Techniques Air-Conditioning & Engineering Pte Ltd.
“UOB”	: United Overseas Bank Limited.
“Valuation Report”	: Has the meaning ascribed to it in Paragraph 2.2(a) of this Circular.
<u>Currencies, units and others</u>	
“S\$”, “\$” and “cents”	: Singapore dollars and cents respectively, the lawful currency of the Republic of Singapore.
“%” or “per cent.”	: Per centum or percentage.

The terms “*Depositor*” and “*Depository Register*” shall have the meanings ascribed to them respectively in Section 81SF of the Securities and Futures Act, Chapter 289 of Singapore.

Words importing the singular shall, where applicable, include the plural where the context admits and vice versa. Words importing the masculine gender shall, where applicable, include the feminine and neuter gender where the context admits and vice versa. References to persons shall, where applicable, include corporations.

Any reference in this Circular to any statute or enactment or the Listing Manual is a reference to that statute or enactment or the Listing Manual for the time being amended or re-enacted. Any word defined under the Act, the Listing Manual or any modification thereof and used in this Circular shall have the meaning assigned to it under the Act, the Listing Manual or any modification thereof, as the case may be, unless otherwise provided.

Any reference to a time of a day or date in this Circular shall be a reference to Singapore time and dates unless otherwise stated.

Any discrepancies in figures included in this Circular between the amounts and totals thereof are due to rounding. Accordingly, figures shown as totals in certain tables in this Circular may not be an arithmetic aggregation of the figures that precede them.

LETTER TO SHAREHOLDERS

MENCAST HOLDINGS LTD.
(Incorporated in the Republic of Singapore)
(Company registration no.: 200802235C)

Board of Directors

Sim Soon Ngee Glennle (Executive Chairman and Chief Executive Officer)
Wong Boon Huat (Executive Director)
Sunny Wong Fook Choy (Lead Independent Director)
Leow David Ivan (Independent Director)
Ng Chee Keong (Independent Director)

Registered Office:

42E Penjuru Road
Mencast Central
Singapore 609161

31 August 2019

To: The Shareholders of Mencast Holdings Ltd.

Dear Sir / Madam,

THE PROPOSED DISPOSAL OF THE PROPERTY SITUATED AT 7 TUAS VIEW CIRCUIT SINGAPORE 637642 (THE "PROPERTY") BY MENCAST MARINE PTE LTD

1. INTRODUCTION

The Directors are convening the EGM to be held on Monday, 16 September 2019 at 10.30a.m. to seek Shareholders' approval for the proposed disposal of the Property which is held by the Company's wholly owned subsidiary, Mencast Marine (the "**Proposed Disposal**"), as the Proposed Disposal would constitute a major transaction as defined under Chapter 10 of the Listing Manual.

The purpose of this Circular is (a) to provide Shareholders with relevant information on, (b) to explain the rationale for, and (c) to seek Shareholders' approval for the Proposed Disposal at the forthcoming EGM, notice of which is set out on page 9 of this Circular.

2. THE PROPOSED DISPOSAL

2.1. Information on the Property and the Purchasing Party

The Property is situated at Lot MK7-4351P, with a lot area of 8,501.20 square metres and a floor area of 8,685.93 square metres. It is a leasehold property leased from the Jurong Town Corporation ("**JTC**") with a tenure of 30 years commencing from 1 December 1998 (with an option of a further term of 23 years commencing 1 December 2028 (the "**Further Leasehold Term**")), and is currently used by the Group to house the operations of Mencast Marine. The Property has been mortgaged to UOB under a mortgage executed by Mencast Marine in favour of UOB (the "**Mortgage**"), which is to be discharged before completion of the Proposed Disposal.

In an announcement dated 25 March 2019, the Company announced that Mencast Marine had on the same date granted an option to purchase (the "**Option**") to TACE for the sale of the Property for an aggregate consideration of S\$13,500,000.00 (the "**Sale Price**"), on the terms and subject to the conditions of the Option. The Option remained valid up to 4.00 p.m. on 8 April 2019, and was exercised by TACE on 3 April 2019 as announced by the Company on 5 April 2019. The exercised Option constitutes the contract for sale and purchase of the Property, and its principal terms are set out below.

TACE is a local contractor with a focus on products and services relating to heating, ventilation and air-conditioning (HVAC) engineering works, and is an independent third party who is not related to any Director or Substantial Shareholder.

LETTER TO SHAREHOLDERS

2.2. Principal Terms of the Option

(a) Sale Price and Deposit

The Sale Price is to be fully satisfied in cash and was arrived at on a willing buyer, willing seller basis, having taken into account, *inter alia*, the valuation report dated 23 January 2019 issued by RHT Chestertons Valuation and Advisory Pte. Ltd. and commissioned by UOB (the "**Valuation Report**"), and the rationale and use of proceeds as set out in Paragraphs 3 and 4 below. The Sale Price is lower than the valuation of S\$16,300,000 but higher than the forced sale valuation of S\$13,000,000 and the Group is expected to record a net gain on the Proposed Disposal of approximately S\$5,119,000. The Sale Price was also the highest and only offer received by Mencast Marine since it started accepting offers for the Property in April 2018.

In accordance with the terms of the Option, the Sale Price is to be paid by TACE to Mencast Marine as follows:

- (i) the sum of S\$135,000 (the "**Option Fee**"), equivalent to 1% of the Sale Price, payable upon the grant of the Option by Mencast Marine;
- (ii) the sum of S\$675,000 (the "**Balance Deposit**"), equivalent to 5% of the Sale Price, together with GST thereon less the Option Fee, payable upon exercise of the Option by TACE; and
- (iii) the balance of the Sale Price, equivalent to 95% of the Sale Price, payable upon completion of the Proposed Disposal.

As at the Latest Practicable Date, TACE had paid the Option Fee to Mencast Marine and the Balance Deposit to the conveyancing account of LMJ Law Corporation, Mencast Marine's appointed conveyancing lawyers for the Proposed Disposal.

(b) Conditions Precedent

The Proposed Disposal is subject to and conditional upon, *inter alia*, the satisfaction of the following conditions ("**Conditions Precedent**"):

- (i) the written in-principle approval of JTC being obtained for the Proposed Disposal and the change of use of the Property ("**JTC Approval**");
- (ii) written confirmation from JTC being obtained for the grant to the Purchaser of an option to renew the leasehold term for the Further Leasehold Term;
- (iii) the approval by the Shareholders of the Company being obtained for the Proposed Disposal; and
- (iv) TACE having received satisfactory replies to the usual legal requisitions sent to the various relevant government departments and authorities.

In the event either of the Shareholders of the Company or JTC does not grant approval due to events beyond the control of either or both of Mencast Marine or TACE, then either party shall be entitled to rescind the Option by notice in writing to the other. Upon rescission of the Option, the sale and purchase therein shall become null and void and of no further effect whatsoever and all the monies paid pursuant thereto shall be refunded to TACE without any interest or deduction whatsoever.

(c) Undertaking to Vote in Favour of the Proposed Disposal

In accordance with the terms of the Option, Mencast Marine has obtained undertakings from Sim Soon Ngee Glendle, Chua Kim Choo and Sim Soon Ying, who collectively hold approximately 34.27% of the issued share capital of the Company, to vote in favour of the Proposed Disposal, and to take all actions and do all things at the EGM to be convened to procure or obtain Shareholder's approval and so that Proposed Disposal can be effected.

LETTER TO SHAREHOLDERS

(d) Completion

Subject to the satisfaction of the Conditions Precedent and all other conditions precedent, completion of the Proposed Disposal is expected to take place on, *inter alia*, the latest of the date falling:

- (i) 14 weeks after the date receipt of JTC Approval;
- (ii) 4 weeks after the date of receipt of Shareholders' approval for the Proposed Disposal; or
- (iii) 20 weeks after the date of the exercise of the Option.

3. RATIONALE FOR THE PROPOSED DISPOSAL

As previously announced by the Company on 1 February 2019 (the "**DRA Announcement**"), the Group had on 1 February 2019 entered into a Debt Restructuring Agreement with its Lenders (as defined in the DRA Announcement) for the restructuring of the Group's existing debts owed to the said Lenders. The Proposed Disposal constitutes part of the Group's on-going debt restructuring exercise which encompasses, *inter alia*, the disposal of under-utilised and/or non-core assets by way of a straight sale. Pursuant to, and prior to the completion of, the Proposed Disposal, the entire operation and staff of Mencast Marine will be relocated to the Group's Penjuru facilities. As at the Latest Practicable Date, the Group had already shifted various production machinery and equipment to the Penjuru facilities, and will continue to progressively do so.

The Board is of the view that the Proposed Disposal is in the best interests of the Company and its Shareholders, and is of the reasonable opinion that the Proposed Disposal will unlock the value of the Property and allow the Group to free up its resources for allocation towards satisfying its debts, thereby further strengthening the Group's balance sheet position and enhancing Shareholders' value. There is no intent to cease or downsize the operations of Mencast Marine and for all intent and purposes, it is expected that the relocation will serve to optimise and better utilise the Group's resources by having the Group's main businesses being consolidated and centralised into one location.

4. USE OF PROCEEDS

The Group expects to receive net proceeds of approximately S\$13.3 million (the "**Net Proceeds**") from the Proposed Disposal (after deducting professionals and related expenses incurred) and intends to use the Net Proceeds to repay the outstanding bank borrowings obtained from UOB in connection with the Property and to discharge the Mortgage, thereby helping to reduce the Group's accrued and future interest payable. Any remainder will be applied towards the other outstanding bank borrowings obtained from UOB as part of the on-going debt restructuring exercise in accordance with the terms of the Debt Restructuring Agreement. The Group expects the entire Net Proceeds to be utilised in accordance with the foregoing.

5. FINANCIAL EFFECTS OF THE PROPOSED DISPOSAL

5.1. Bases and Assumptions

The pro forma financial effects of the Proposed Disposal, as varied, have been prepared based on the audited consolidated financial statements of the Group for the financial year ended 31 December 2018 and are for illustrative purposes only and do not reflect the actual future financial position of the Group following completion of the Proposed Disposal. The pro forma financial effects have also been prepared based on, *inter alia*, the following assumptions:

- (a) the Proposed Disposal had been effected on 31 December 2018, being the end of the most recently completed financial year of the Group, for illustrating the financial effects on the consolidated NTA of the Group;
- (b) the Proposed Disposal had been effected on 1 January 2018, being the beginning of the most recently completed financial year of the Group, for illustrating the financial effects on the consolidated earnings of the Group; and
- (c) estimated expenses for the Proposed Disposal are assumed to be approximately S\$200,000.

LETTER TO SHAREHOLDERS

5.2. The Proposed Disposal

(a) NTA per Share

	Before the Proposed Disposal	After the Proposed Disposal
NTA attributable to Shareholders (S\$'000)	15,475	20,594
No. of Shares ('000)	425,919	425,919
NTA per Share attributable to Shareholders (cents)	3.63	4.84

(b) EPS

	Before the Proposed Disposal	After the Proposed Disposal
Net profit/(loss) attributable to Shareholders (S\$'000)	(8,165)	(3,046)
No. of Shares ('000)	423,419	423,419
EPS/LPS (cents)	(1.93)	(0.72)

Note:

As abovementioned in Paragraph 2.2(a), the Group is expected to record a net gain on the Proposed Disposal of approximately S\$5,119,000.

6. RELATIVE FIGURES UNDER RULE 1006 OF THE SGX-ST LISTING MANUAL

For the purposes of Chapter 10 of the SGX-ST Listing Manual, the relative figures for the Proposed Disposal using the applicable bases of comparison under Rule 1006 of the Listing Manual, based on the unaudited consolidated accounts of the Company for the period ended 31 March 2019, are as follows:

Listing Rule	Content	%
Rule 1006(a)	Net asset value of the assets to be disposed of, compared with the group's net asset value.	38.5 ⁽¹⁾
Rule 1006(b)	Net profits attributable to the assets acquired or disposed of, compared with the Group's net profits.	Not applicable as there is no profit attributable to the Property ⁽²⁾
Rule 1006(c)	Aggregate value of the consideration given or received, compared with the Company's market capitalisation based on the total number of issued shares excluding treasury shares.	38.8 ⁽³⁾
Rule 1006(d)	Number of equity securities issued by the Company as consideration for an acquisition, compared with the number of equity securities previously in issue.	Not applicable
Rule 1006(e)	Aggregate volume or amount of proved and probable reserves to be disposed of, compared with the aggregate of the Group's proved and probable reserves.	Not applicable

LETTER TO SHAREHOLDERS

Notes:

- (1) Based on the unaudited consolidated accounts of the Company for the 3 months ended 31 March 2019, the net book value of the Property and the Group's net asset value is S\$8,181,000 and S\$21,275,000 as at 31 March 2019 respectively.
- (2) No profit is attributable to the Property as it currently houses the operations of Mencast Marine which is planning to relocate its operations to the Group's Penjuru facilities some time in 2019.
- (3) The Company's market capitalisation was determined by multiplying the number of Shares in issue by the weighted average of such Shares transacted on the Business Day preceding the date of the Option granted to TACE.

As the relative figures computed under Rule 1006(a) and 1006(c) of the Listing Manual exceeds 20%, the Proposed Disposal constitutes a major transaction under Rule 1014(1) of the Listing Manual, and is therefore subject to the approval of Shareholders in a general meeting convened pursuant to Rule 1014(2) of the Listing Manual.

7. INTERESTS OF THE DIRECTORS AND CONTROLLING SHAREHOLDERS

To the best of the Directors' knowledge and belief, none of the Directors and Controlling Shareholders has any interest, direct or indirect, in the Proposed Disposal, other than through their respective shareholding interests in the Company.

8. DETAILS OF SERVICE CONTRACTS

No person is proposed to be appointed as a Director of the Company or any of its subsidiaries in connection with the Proposed Disposal. Accordingly, no service contract is proposed to be entered into between the Company and any such person.

9. DIRECTORS' AND SUBSTANTIAL SHAREHOLDERS' INTERESTS

The interests of the Directors and Substantial Shareholders (as defined in the Listing Manual) in the share capital of the Company as at the Latest Practicable Date are as follows:

	Direct Interest		Deemed Interest	
	No. of Shares	%	No. of Shares	%
Directors				
Sim Soon Ngee Glendle	83,567,900	19.49	63,402,800	14.78
Wong Boon Huat	28,903,206	6.74	-	-
Sunny Wong Fook Choy	808,000	0.19	-	-
Leow David Ivan	6,556,000	1.53	-	-
Ng Chee Keong	563,000	0.13	-	-
Substantial Shareholders				
Sim Soon Ngee Glendle	83,567,900	19.49	63,402,800	14.78
Chua Kim Choo	41,716,800	9.73	105,253,900	24.54
Sim Soon Ying	21,686,000	5.05	125,284,700	29.22
Wong Swee Chun	49,102,550	11.45	1,509,900	0.35
Gay Chee Cheong	11,358,000	2.65	21,175,000	4.94
Chua Siok Lan	21,000,000	4.90	11,533,000	2.69
Ni Weiming	175,000	0.04	32,358,000	7.55
Wong Boon Huat	28,903,206	6.74	-	-

LETTER TO SHAREHOLDERS

10. DIRECTORS' RECOMMENDATIONS

Having fully considered, *inter alia*, the rationale and benefits for the Proposed Disposal and the respective terms relating thereto as set out in this Circular, the Directors are of the view that the Proposed Disposal is in the best interest of the Company. The Board accordingly recommends that Shareholders vote in favour of the ordinary resolution to approve the Proposed Disposal, as set out in the Notice of EGM.

11. EXTRAORDINARY GENERAL MEETING

The EGM, notice of which is set out on page 9 of this Circular, 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 modification the ordinary resolution set out in the Notice of EGM.

12. ACTION TO BE TAKEN BY SHAREHOLDERS

Shareholders who are unable to attend the EGM and who wish to appoint a proxy to attend on their behalf are requested to complete, sign and return the proxy form attached to this Circular in accordance with the instructions printed thereon as soon as possible and, in any event, so as to reach the registered office of the Company at 42E Penjuru Road, Mencast Central, Singapore 609161 not less than forty-eight (48) hours before the time fixed for holding the EGM. The completion and lodgement of the proxy form by a Shareholder will not prevent him from attending and voting at the EGM in person if he so wishes. However, any appointment of a proxy or proxies by such Shareholder shall be deemed to be revoked if the Shareholder attends the EGM in person, and in such event, the Company reserves the right to refuse to admit any person or persons appointed under the instrument of proxy, to the EGM.

13. DIRECTORS' RESPONSIBILITY STATEMENT

The Directors collectively and individually accept full responsibility for the accuracy of the information given in this Circular and confirm after making all reasonable enquiries that, to the best of their knowledge and belief, this Circular constitutes full and true disclosure of all material facts about the Proposed Disposal, and the Company and its subsidiaries, and the Directors are not aware of any facts the omission of which would make any statement in this Circular misleading. Where information in this Circular has been extracted from published or otherwise publicly available sources or obtained from a named source, the sole responsibility of the Directors has been to ensure that such information has been accurately and correctly extracted from those sources and/or reproduced in this Circular in its proper form and context.

14. DOCUMENTS AVAILABLE FOR INSPECTION

Copies of the following documents are available for inspection at the registered office of the Company at 42E Penjuru Road, Mencast Central, Singapore 609161 during normal business hours from the date of this Circular up to and including the time and date of the EGM:

- (a) the Option and Valuation Report;
- (b) the Constitution of the Company; and
- (c) the Constitution of Mencast Marine.

Yours faithfully

For and on behalf of the Board of Directors of
MENCAST HOLDINGS LTD.

Sim Soon Ngee Glendle
Executive Chairman & Chief Executive Officer

NOTICE OF EXTRAORDINARY GENERAL MEETING

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 Glenndle
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.

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PROXY FORM

MENCAST HOLDINGS LTD.

(Incorporated in the Republic of Singapore)

(Company Registration No. 200802235C)

IMPORTANT:

1. A relevant intermediary may appoint more than two (2) proxies to attend the Extraordinary General Meeting and vote (please see Note 4 for the definition of "relevant intermediary").
2. For investors who have used their CPF monies to buy the Company's shares, this Circular is forwarded to them at the request of their CPF Approved Nominees and is sent solely **FOR INFORMATION ONLY**.
3. This Proxy Form is not valid for use by CPF investors and shall be ineffective for all intents and purposes if used or purported to be used by them.

EXTRAORDINARY GENERAL MEETING

PROXY FORM

(Please see notes overleaf before completing this Proxy Form)

I/We, _____

of _____

being a member/members of Mencast Holdings Ltd. (the "**Company**"), hereby appoint:

Name	NRIC / Passport No.	Proportion of Shareholdings	
		No. of Shares	%
Address			

and/or (delete as appropriate)

Name	NRIC / Passport No.	Proportion of Shareholdings	
		No. of Shares	%
Address			

or failing the person, or either or both of the persons, referred to above, the Chairman of the EGM as my/our proxy/proxies to vote for me/us on my/our behalf at the EGM of the Company to be held at 42B Penjuru Road, Level 2 Auditorium, Singapore 609163 on Monday, 16 September 2019 at 10.30a.m. and at any adjournment thereof. I/We direct my/our proxy/proxies to vote for or against the resolution proposed at the EGM as indicated hereunder. If no specific direction as to voting is given, the proxy/proxies will vote or abstain from voting at his/her/their discretion, as he/she/they will on any other matter arising at the EGM and at any adjournment thereof.

(Please indicate your vote "For" or "Against" with a tick [√] within the box provided.)

No.	As Ordinary Resolution	For ⁽¹⁾	Against ⁽¹⁾
1	To approve the proposed disposal of the property situated at 7 Tuas View Circuit, Singapore 637642 by Mencast Marine Pte Ltd		

⁽¹⁾ If you wish to exercise all your votes "For" or "Against", please tick within the box provided. Alternatively, please indicate the number of votes as appropriate.

Dated this _____ day of _____ 2019

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

Signature of Shareholder

or, Common Seal of Corporate Shareholder

IMPORTANT: PLEASE READ NOTES OVERLEAF

*All capitalised terms used in this Proxy Form which are not defined herein shall, unless the context otherwise requires, have the same meanings ascribed to them in the circular issued by the Company to the Shareholders dated 31 August 2019 (the "**Circular**"), including supplements and modifications thereto.*

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, Chapter 289), you should insert that number of Shares. If you only 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 (in both the Register of Members and Depository).
2. A member of the Company entitled to attend and vote at a meeting of the Company is entitled to appoint one or two proxies to attend and vote in his/her stead. A proxy need not be a member of the Company.
3. Where a member appoints two proxies, the appointments shall be invalid unless he/she specifies the proportion of his/her shareholding (expressed as a percentage of the whole) to be represented by each proxy.
4. A member who is a relevant intermediary entitled to attend the meeting and vote is entitled to appoint more than two proxies to attend and vote instead of the member, but each proxy must be appointed to exercise the rights attached to a different Share or Shares held by such member. Where such member appoints more than two proxies, the appointments shall be invalid unless the member specifies the number of Shares in relation to which each proxy has been appointed.

"Relevant intermediary" means:

- (a) a banking corporation licensed under the Banking Act (Cap. 19) or a wholly-owned subsidiary of such a banking corporation, whose business includes the provision of nominee services and who holds shares in that capacity;
 - (b) a person holding a capital markets services licence to provide custodial services for securities under the Securities and Futures Act (Cap. 289) and who holds shares in that capacity; or
 - (c) the Central Provident Fund Board established by the Central Provident Fund Act (Cap. 36), in respect of shares purchased under the subsidiary legislation made under that Act providing for the making of investments from the contributions and interest standing to the credit of members of the Central Provident Fund, if the Board holds those shares in the capacity of an intermediary pursuant to or in accordance with that subsidiary legislation.
5. Completion and return of this instrument appointing a proxy shall not preclude a member from attending and voting at the EGM. Any appointment of a proxy or proxies shall be deemed to be revoked if a member attends the meeting in person, and in such event, the Company reserves the right to refuse to admit any person or persons appointed under the instrument of proxy to the EGM.
 6. The instrument appointing a proxy or proxies must be deposited at the registered office of the Company at 42E Penjuru Road, Mencast Central, Singapore 609161 not less than forty-eight (48) hours before the time appointed for the EGM.
 7. The instrument appointing a proxy or proxies must be under the hand of the appointor or of his attorney duly authorised in writing. Where the instrument appointing a proxy or proxies 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 the instrument appointing a proxy or proxies is executed by an attorney on behalf of the appointor, the letter or power of attorney or a duly certified copy thereof must be lodged with the instrument.
 8. A corporation which is a member may authorise by resolution of its directors or other governing body such person as it thinks fit to act as its representative at the EGM, in accordance with Section 179 of the Act.

Personal Data Privacy: By submitting an instrument appointing a proxy(ies) and/or representative(s), the member accepts and agrees to the personal data privacy terms set out in the Notice of EGM dated 31 August 2019.

General: The Company shall be entitled to reject the instrument appointing a proxy or proxies 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 a proxy or proxies. In addition, in the case of Shares entered in the Depository Register, the Company may reject any instrument appointing a proxy or proxies lodged if the member, being the appointor, is not shown to have Shares entered against his name in the Depository Register as at 72 hours before the time appointed for holding the EGM, as certified by The Central Depository (Pte) Limited to the Company.