



PARTNER PERFECT

Mencast Holdings Ltd.

(Incorporated in the Republic of Singapore on 30 January 2008)

(Company Registration No. 200802235C)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting of Mencast Holdings Ltd. (the “**Company**”) will be held at 42E Penjuru Road, Mencast Central, Singapore 609161 on 7 June 2013 at 10.00 a.m. for the purpose of considering and, if thought fit, passing with or without any modifications, the following resolutions which will be proposed as the “**Ordinary Resolution**”:

ORDINARY RESOLUTION

THE PROPOSED BONUS ISSUE

THAT:

- (a) the bonus issue (the “**Proposed Bonus Issue**”) of up to 56,946,455 new ordinary shares in the capital of the Company (the “**Bonus Shares**”), such Bonus Shares to be allotted and issued at nil consideration and credited as fully paid, on the basis of one (1) Bonus Share for every four (4) existing ordinary shares in the capital of the Company (the “**Shares**”) held by persons who, as at 5.00 p.m. on 13 June 2013 or such other date as may be determined by the board of directors of the Company (the “**Books Closure Date**”), are holders of Shares in the Company (the “**Shareholders**”), be and is hereby approved; and
- (b) the Directors of the Company be and are hereby authorised to enter into all such transactions, arrangements and agreements and approve, execute and deliver all documents and do all deeds and things as may be necessary, expedient, incidental or in the interests of the Company to give effect to the approvals given in this Ordinary Resolution or the transactions contemplated by the Proposed Bonus Issue.

By Order of the Board

MENCAST HOLDINGS LTD.

Lee Tiong Hock

Company Secretary

23 May 2013

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/her stead. A proxy need not be a member of the Company.
2. The instrument appointing a proxy must be deposited at the registered office of the company at 42E Penjuru Road, Mencast Central, Singapore 609161, not less than 48 hours before the time appointed for holding the EGM.