

MENCAST HOLDINGS LTD.

(Incorporated in the Republic of Singapore)
(Company Registration No. 200802235C)

THE PROPOSED ACQUISITION OF THE ENTIRE ISSUED AND PAID-UP SHARE CAPITAL OF TOP GREAT ENGINEERING & MARINE PTE LTD (“TOP GREAT ACQUISITION”)

Unless otherwise defined, all capitalised terms used in this announcement shall bear the same meanings as in the Company’s announcements dated 18 May 2011, 8 July 2011 and 22 July 2011 in relation to the Top Great Acquisition (the “Announcements”).

APPOINTMENT OF EXECUTIVE DIRECTOR

Further to the Announcements, the Board wishes to announce that, in connection with the Top Great Acquisition, the Company has on 4 August 2011, entered into a service agreement with Mr Wong Boon Huat (the “**Service Agreement**”) in relation to his appointment as an executive Director, which will take effect on the same date.

Mr Wong is currently the managing director of Top Great where he is responsible for the general management, overall strategic planning and charting the direction of the Top Great Group. Mr Wong has over 20 years of experience in the relevant offshore, marine and environmental industry in Singapore.

Under the terms of the Service Agreement, Mr Wong will be appointed as an executive Director and will continue to be primarily responsible for the general management of the Top Great Group. In addition, he will also oversee the offshore and marine operations of the Group’s premises at Penjuru Road.

The Service Agreement will be for a period of 3 years (unless otherwise terminated by the Company or Mr Wong by giving not less than 6 months’ written notice to the other party). The Company may terminate the Service Agreement if Mr Wong becomes bankrupt, is convicted of any criminal offence and sentenced to any term of immediate or suspended imprisonment or if he is guilty of any wilful misconduct in the discharge of his duties. Mr Wong will not be entitled to any benefits upon the termination of the Service Agreement.

Pursuant to the terms of the Service Agreement, Mr Wong is entitled to a salary of S\$216,000 per annum payable in equal monthly payments (i.e. S\$18,000 per month). The Service Agreement also provides that Mr Wong is entitled to receive an annual incentive bonus, based on the consolidated audited profit before tax of the Top Great Group (the “**PBT**”) and is calculated as follows:

| PBT Attained | Incentive Bonus |
|---------------------------------------|------------------------|
| PBT from S\$5,000,000 to S\$6,000,000 | 1.5% of PBT |
| PBT from S\$6,000,001 to S\$7,000,000 | 2.0% of PBT |
| PBT from S\$7,000,001 to S\$8,000,000 | 2.5% of PBT |
| PBT from S\$8,000,001 to S\$9,000,000 | 3.0% of PBT |
| PBT above S\$9,000,000 | 3.5% of PBT |

The details in relation to the appointment of Mr Wong as an executive Director of the Company as required under Rule 704(6) of the Catalist Rules will be set out in a separate announcement to be released by the Company today.

BY ORDER OF THE BOARD

SIM SOON NGEE GLENN DLE
Executive Chairman and Chief Executive Officer
4 August 2011

This announcement and its contents have been reviewed by the Sponsor, CIMB Bank Berhad, Singapore Branch, for compliance with the relevant rules of the SGX-ST, this being the Catalist Rules. The Sponsor has not independently verified the contents of this announcement. This announcement has not been examined or approved by the SGX-ST. The Sponsor and the SGX-ST assume no responsibility for the contents of this announcement, including the correctness of any of the statements or opinions made or reports contained in this announcement.

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