

**MENCAST HOLDINGS LTD.**

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

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**ACQUISITION OF THE ENTIRE ISSUED AND PAID-UP SHARE CAPITAL OF TOP GREAT ENGINEERING & MARINE PTE LTD (“TOP GREAT ACQUISITION”) – ENTRY INTO SUPPLEMENTAL SALE AND PURCHASE AGREEMENT**

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*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, 22 July 2011, 4 August 2011, 5 August 2011, 19 August 2011 and 3 August 2012 (the “Announcements”).*

The Board of Directors (the “**Directors**”) of Mencast Holdings Ltd. (the “**Company**”) refers to the Announcements and wishes to announce that it has, on 6 June 2013, entered into a supplemental sale and purchase agreement (the “**Supplemental Agreement**”) with the Vendors, pursuant to which the parties have agreed to revise the terms of the Agreement in relation to the allotment and issuance of the 3<sup>rd</sup> Tranche Consideration Shares to the Vendors.

Pursuant to the Supplemental Agreement, the Parties have mutually agreed that:

- (i) the cash component of the 3<sup>rd</sup> Tranche payment shall be payable on the day falling 24 months from the Completion Date, or within 10 Business Days after the Vendors have notified the Company in writing that the Profit Warranty has been met, whichever is earlier; and
- (ii) the relevant Shares to be issued under the 3<sup>rd</sup> Tranche shall also be issued by the Company to the Vendors within 10 Business Days from the day falling 24 months from the Completion Date, or within 10 Business Days after the Vendors have notified the Company in writing that the Profit Warranty has been met, whichever is earlier

In addition to the above, the Parties have also mutually agreed that in the event that the Company undertakes a bonus issue of shares at nil consideration on a *pro-rata* basis to all existing shareholders of the Company, the Vendors’ entitlement to the remaining unissued shares under the Agreement shall be adjusted accordingly to take into account such bonus issue so that they will not be unnecessarily diluted.

For the avoidance of doubt, any issuance of additional shares will be subject to the approval of the Company’s shareholders, the Singapore Exchange Securities Trading Limited (the “**SGX-ST**”) and other regulatory authorities (where applicable), pursuant to which further announcements will be made as and when appropriate.

Save for the above, all other terms of the Agreement remain unchanged.

Further announcements in respect of the allotment and issuance of the 3<sup>rd</sup> Tranche Consideration Shares will be made in due course.

**BY ORDER OF THE BOARD**

SIM SOON NGEE GLENN DLE  
Executive Chairman and Chief Executive Officer  
6 June 2013