

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, 22 July 2011, 4 August 2011, 19 August 2011, 3 August 2012 and 6 June 2013 in relation to the Top Great Acquisition and the announcements dated 26 February 2013, 6 March 2013, 22 March 2013, 25 April 2013 and 22 May 2013 in relation to the Proposed Bonus Issue (the “Announcements”).

ALLOTMENT AND ISSUANCE OF THE 3rd TRANCHE CONSIDERATION SHARES TO THE VENDORS AND THE NOMINEE

The Board of Directors (the “**Directors**”) of Mencast Holdings Ltd. (the “**Company**”) refers to the Announcements and wishes to announce that, pursuant to the Supplemental Agreement entered into between the Company and the Vendors on 6 June 2013, the 3rd Tranche Consideration Shares may be issued by the Company to the Vendors within 10 Business Days (i) from the day falling 24 months from the Completion Date, or (ii) after the Vendors notify the Company in writing that the Profit Warranty has been met, whichever is earlier.

As the Vendors have met the Profit Warranty, the Directors are pleased to announce that the Company has today allotted and issued 7,346,939 3rd Tranche Consideration Shares at the Issue Price of S\$0.490 for each 3rd Tranche Consideration Share to the Vendors and the Nominee in accordance with the terms and conditions of the Agreement and the Supplemental Agreement. The number of 3rd Tranche Consideration Shares to be received by each of the Vendor and the Nominee is as follows:

	No. of 3rd Tranche Consideration Shares issued
Vendor #1	4,877,551
Vendor #2	242,449
Vendor #3	1,653,061
Nominee	573,878
Total	7,346,939

The 3rd Tranche Consideration Shares represent approximately 3.12% of the enlarged issued share capital of the Company comprising 235,132,761 Shares following the issuance of the 3rd Tranche Consideration Shares.

The 3rd Tranche Consideration Shares will be listed and quoted on the Mainboard of the SGX-ST on 13 June 2013 and trading of the 3rd Tranche Consideration Shares will commence with effect from 9.00 a.m. on the same date.

In addition, the Directors also wish to announce that pursuant to the Supplemental Agreement, the 3rd Tranche Consideration Shares will be adjusted accordingly to take into account the Company’s Proposed Bonus Issue.

Notwithstanding the above, any additional issuance of 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.

BY ORDER OF THE BOARD

SIM SOON NGEE GLENDLE
Executive Chairman and Chief Executive Officer
12 June 2013