

Mencast Holdings Ltd.

(Incorporated in the Republic of Singapore)
(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 13 September 2013 at 2.00 p.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 TOP GREAT ISSUE

THAT:

- (a) the issue (the "**Proposed Top Great Issue**") of 1,836,734 new ordinary shares in the capital of the Company (the "**Additional Top Great Shares**"), such shares to be allotted and issued at nil consideration and credited as fully paid, on the basis of one (1) Additional Top Great Share for every four (4) ordinary shares in the capital of the Company issued to the vendors in relation to the acquisition of Top Great Engineering & Marine Pte Ltd on 12 June 2013, 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 Top Great Issue.

By Order of the Board

MENCAST HOLDINGS LTD.

Lee Tiong Hock

Company Secretary
29 August 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.