

MENCAST HOLDINGS LTD.

(Incorporated in the Republic of Singapore)
(Company registration no.: 200802235C)

PROPOSED RENOUNCEABLE NON-UNDERWRITTEN RIGHTS ISSUE OF UP TO 59,540,977 NEW ORDINARY SHARES IN THE CAPITAL OF THE COMPANY AT AN ISSUE PRICE OF S\$0.20 FOR EACH RIGHTS SHARE, ON THE BASIS OF ONE (1) RIGHTS SHARE FOR EVERY FIVE (5) EXISTING ORDINARY SHARES IN THE CAPITAL OF THE COMPANY HELD BY SHAREHOLDERS OF THE COMPANY AS AT 18 JUNE 2014, FRACTIONAL ENTITLEMENTS TO BE DISREGARDED (THE “RIGHTS ISSUE”)

The board of directors (the “**Board**”) of the Company refers to the Company’s announcements dated 14 May 2014, 2 June 2014 and 10 June 2014 relating to the Rights Issue (the “**Rights Issue Announcements**”).

Unless otherwise defined, all capitalised terms used and not defined herein shall have the same meanings given to them in the Rights Issue Announcements.

1. LODGEMENT OF THE OFFER INFORMATION STATEMENT AND ITS ACCOMPANYING DOCUMENTS

The Board wishes to announce that the offer information statement dated 18 June 2014 (the “**Offer Information Statement**”) relating to the Rights Issue has been lodged with the Monetary Authority of Singapore (“**MAS**”) today. The Offer Information Statement is available on the website of MAS at <http://masnet.mas.gov.sg/operas/sdrprosp.nsf>.

The Offer Information Statement, together with a copy of the Application Form for Rights Shares and Excess Rights Shares (the “**ARE**”) and the Provisional Allotment Letter (the “**PAL**”), as the case may be, will be despatched by the Company to Entitled Shareholders on or about 23 June 2014.

For practicable reasons and in order to avoid any violation of securities legislation applicable in countries other than in Singapore, the Offer Information Statement and its accompanying documents will not be despatched to Foreign Shareholders. Accordingly, Foreign Shareholders will not be entitled to participate in the Rights Issue.

2. ACCEPTANCES OF PROVISIONAL ALLOTMENTS OF RIGHTS SHARES AND (IF APPLICABLE) APPLICATION FOR EXCESS RIGHTS SHARES UNDER THE RIGHTS ISSUE

Acceptances of provisional allotments of Rights Shares and (if applicable) applications for excess Rights Shares under the Rights Issue may only be made:

- (i) in the case of Entitled Depositors, on the ARE through CDP, or by way of Electronic Application through an ATM of a Participating Bank; or
- (ii) in the case of Entitled Scripholders, on the PAL through the Share Registrar.

More information on the procedures for acceptance, payment and applications for excess Rights Shares by Entitled Shareholders can be found in the Offer Information Statement, the ARE and the PAL.

3. TRADING PERIOD FOR THE RIGHTS

Trading for the provisional allotments of Rights Shares on the SGX-ST (the “**nil-paid Rights**”) will commence at 9.00 a.m. on 23 June 2014 and will end at 5.00 p.m. on 1 July 2014. Entitled Depositors who sell their nil-paid Rights during this period need not forward the ARE to the purchasers of the nil-paid Rights (the “**Purchasers**”) as arrangements will be made by CDP for the Application Form for Rights Shares (the “**ARS**”) to be issued to the Purchasers. Purchasers should note that CDP will, on behalf of the Company, send the ARS accompanied by the Offer Information Statement, by ordinary post and at the Purchasers’ own risk, to their respective Singapore addresses as recorded with CDP.

The Offer Information Statement and its accompanying documents will not be despatched to Purchasers whose registered addresses with CDP are not in Singapore (the “**Foreign Purchasers**”). Subject to applicable laws, Foreign Purchasers who wish to accept the provisional allotment of the Rights Shares to their Securities Accounts should make the necessary arrangements with their Depository Agents or stockbrokers in Singapore. The Company further reserves the right to reject any acceptances of the Rights Shares or any applications for Excess Rights Shares where it believes or has reason to believe that such acceptance or application may violate the applicable legislation of any jurisdiction.

4. **COLLECTION OF OFFER INFORMATION STATEMENT**

Entitled Shareholders who do not receive the Offer Information Statement and its accompanying documents (the ARE, ARS or the PAL, as the case may be) may during the period up to 5.00 p.m. on 7 July 2014 (or such other time(s) and/or date(s) as may be announced from time to time by on behalf of the Company) obtain copies of the documents from:

In the case of Entitled Depositors:

CDP

The Central Depository (Pte) Limited
9 North Buona Vista Drive
#01-19/20, The Metropolis
Singapore 138588

In the case of Entitled Scripholders:

Share Registrar of the Company

Boardroom Corporate & Advisory Services Pte. Ltd.
50 Raffles Place
#32-01 Singapore Land Tower
Singapore 048623

Purchasers who do not receive the ARS accompanied by the Offer Information Statement may obtain the ARS and the Offer Information Statement from CDP (the address of which is as stated above) during the period up to 5.00 p.m. on 7 July 2014 (or such other time(s) and/or date(s) as may be announced from time to time by or on behalf of the Company).

5. **INDICATIVE TIMETABLE OF KEY EVENTS**

Entitled Shareholders should take note of the following important dates and times relating to the Rights Issue:

Shares trade ex-rights	:	16 June 2014 from 9.00 a.m.
Books Closure Date	:	18 June 2014 at 5:00 p.m.
Despatch of Offer Information Statement (together with the ARE or PAL, as the case may be) to the Entitled Shareholders	:	23 June 2014

Commencement of trading of "nil-paid" Rights Shares entitlements	:	23 June 2014 from 9.00 a.m.
Last date and time for splitting Rights Shares entitlements	:	1 July 2014 at 5.00 p.m.
Last date and time for trading of "nil-paid" Rights Shares entitlements	:	1 July 2014 at 5.00 p.m.
Last date and time for acceptance and payment of Rights Shares	:	7 July 2014 at 5.00 p.m. (9.30 p.m. for Electronic Applications through ATM of Participating Banks)
Last date and time for acceptance of and payment for Rights Shares by renouncees	:	7 July 2014 at 5.00 p.m. (9.30 p.m. for Electronic Applications through ATM of Participating Banks)
Last date and time for application and payment of Excess Rights Shares	:	7 July 2014 at 5.00 p.m. (9.30 p.m. for Electronic Applications through ATM of Participating Banks)
Expected date for issuance of Rights Shares	:	16 July 2014
Expected date for crediting of Rights Shares	:	17 July 2014
Expected date for refund of unsuccessful applications (if made through CDP)	:	17 July 2014
Expected date for commencement of trading of Rights Shares	:	17 July 2014

BY ORDER OF THE BOARD

SIM SOON NGEE GLENN DLE
Executive Chairman and Chief Executive Officer
18 June 2014

About Mencast

Mencast Holdings Ltd. and its subsidiaries ("Mencast" or the "Group") is a regional maintenance, repair and overhaul ("MRO") solutions provider for the global Offshore, Oil & Gas and Marine sectors. Headquartered in Singapore, our Group was successfully listed in June 2008 as the first sponsor-approved listing on Singapore's SGX Catalist and later became the first such company to transfer to the SGX Mainboard.

Led by a dedicated and experienced management team, and operating from our new waterfront facilities and logistics seaborne hub on 52,120 square meters of land area, Mencast is well on track to achieve its goal of becoming a leader in the Oil & Gas MRO industry. **For more information on Mencast, visit <http://www.mencast.com.sg>**

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