

MENCAST HOLDINGS LTD.

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

ACQUISITION OF 100.0% OF THE ISSUED AND PAID-UP SHARE CAPITAL OF S & W PTE. LTD. (“S & W”) AND S & W PROCESS EQUIPMENT (CHANGSHU) CO. LTD. (“S & W PROCESS EQUIPMENT”)

The board of directors (the “**Board**”) of Mencast Holdings Ltd. (the “**Company**”) refers to the announcements made by the Company on 4 February 2014, 8 July 2014, 28 August 2014 and 15 October 2014 (the “**Announcements**”) in relation to the proposed acquisition of the entire issued and paid-up share capital of S & W and S & W Process Equipment (the “**Proposed Acquisition**”).

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

Further to the Announcements, the Board wishes to announce that the Proposed Acquisition has been completed on 21 April 2015 (“**Completion**”) in accordance with the terms and conditions as set out in the Agreement (as amended and varied by the Supplemental Agreement and the Supplemental Letter) (collectively, the “**Agreements**”).

Pursuant to Completion and in accordance with the terms of the Agreements, the Board is pleased to announce that the Company has today issued and allotted an aggregate of 2,302,464 Consideration Shares, comprising the 1st Tranche Consideration Shares and the 2nd Tranche Consideration Shares, at the Issue Prices of S\$0.5195 and S\$0.5685 per Consideration Share, respectively, to the Vendor. The number of 1st Tranche Consideration Shares and 2nd Tranche Consideration Shares to be received by the Vendor is as follows:

	No. of 1st Tranche Consideration Shares issued	No. of 2nd Tranche Consideration Shares issued
Vendor	1,203,080	1,099,384

The 1st Tranche Consideration Shares and 2nd Tranche Consideration Shares represent approximately 0.64% of the enlarged issued share capital of the Company comprising 359,393,302 Shares following the issuance of the 1st Tranche Consideration Shares and 2nd Tranche Consideration Shares.

The 1st Tranche Consideration Shares and 2nd Tranche Consideration Shares will be listed and quoted on the Singapore Exchange Securities Trading Limited on 23 April 2015, and trading of the 1st Tranche Consideration Shares and 2nd Tranche Consideration Shares will commence with effect from 9.00 a.m. on the same date.

BY ORDER OF THE BOARD

Sim Soon Ngee Glennndle
Executive Chairman and Chief Executive Officer
21 April 2015

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 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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