

MENCAST HOLDINGS LTD.

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

PROPOSED ALLOTMENT AND ISSUANCE OF 54,640,000 NEW ORDINARY SHARES IN THE CAPITAL OF THE COMPANY AT AN ISSUE PRICE OF S\$0.27 PER SHARE

RECEIPT OF APPROVAL IN-PRINCIPLE

The board of directors (the “**Board**”) of Mencast Holdings Ltd. (the “**Company**”) refers to the announcement made by the Company on 3 December 2015 (the “**Announcement**”) in relation to the proposed allotment and issuance of an aggregate of 54,640,000 new ordinary shares in the capital of the Company (the “**New Shares**”) to Mr. Wong Swee Chun and Mr. Goh Kai Kui, at an issue price of S\$0.27 per New Share (the “**Proposed Subscription**”).

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

Further to the Announcement, the Board is pleased to announce that the Company has, on 18 January 2016, received the approval in-principle (the “**Approval In-principle**”) from the Singapore Exchange Securities Trading Limited (the “**SGX-ST**”) in respect of the listing and quotation of the New Shares on the Official List of the SGX-ST.

The Approval In-principle is subject to the following conditions:

- (i) compliance with the SGX-ST’s listing requirements; and
- (ii) submission of:-
 - a. a written undertaking from the Company that it will comply with Rule 704(30) and Rule 1207(20) of the Listing Manual in relation to the use of proceeds from the Proposed Subscription and where proceeds are to be used for working capital purposes, the Company will disclose a breakdown with specific details on the use of proceeds for working capital in the Company’s announcements on use of proceeds and in the annual report;
 - b. a written undertaking from the Company that it will comply with Rule 803 of the Listing Manual; and
 - c. a written confirmation from the Company that it will not issue the New Shares to persons prohibited under Rule 812(1) of the Listing Manual.

The Approval In-principle is not to be taken as an indication of the merits of the Proposed Subscription, the New Shares, the Company, and/or its subsidiaries.

Pursuant to the Approval In-principle, the New Shares have to be placed out within seven (7) market days from the date of the Approval In-principle.

Separate announcement(s) will be released by the Company upon the allotment and issuance of the New Shares.

BY ORDER OF THE BOARD

SIM SOON NGEE GLENN DLE
Executive Chairman and Chief Executive Officer
18 January 2016

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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