MENCAST HOLDINGS LTD.

INFORMATION PERTAINING TO THE ANNUAL GENERAL MEETING HELD ON 26 APRIL 2016

The Directors respectfully submit the Report and the Audited Financial Statements for the financial year ended 31 December 2015 together with the Report of Directors.

A. RESOLUTIONS

1. To receive and adopt the Directors’ Statement and the Audited Financial Statements of the Company for the financial year ended 31 December 2015 together with the Auditors’ Report thereon.

2. To approve the payment of dividends of $0.0625 per Ordinary share for the financial year ended 31 December 2015 (previous year: $0.0625).

3. To approve the Disbursements at Directors’ fees of $25,000 for the financial year ended 31 December 2015 (previous year: $25,000).

4. To re-appoint Nexia TS Public Accounting Corporation as the Independent Auditor of the Company and to authorise the Directors to fix their remuneration.

5. To transact any other business which may properly be transacted at an Annual General Meeting.

B. CONSIDERATION AND BUSINESS

To consider and if thought fit, to pass the following resolutions as Ordinary Resolutions, with or without any modifications:

1. Authority to issue shares under the Capital (the “Shares”) of the Company

(a) (i) issue shares in the Company (“shares”) whether by way of rights, bonus or otherwise; and/or

(ii) make or grant options, agreements or options (collectively, “Options”) that might or would enable shares to be issued, including but not limited to the Option to issue or allot any issue of shares (as well as adjustments to options, warrants, derivatives or other instruments convertible into shares, any time and upon such terms and conditions and for such purposes as the Directors of the Company may in their absolute discretion determine; and

(b) new shares arising from exercising Options or from vesting of share awards which are outstanding or outstanding at the time of the passing of this Resolution; and

(c) any subsequent bonus, subdivision or sub-division of shares.

2. In exercising the authority conferred by this Resolution, the Company shall comply with the provisions of the Listing Manual of the Singapore Exchange Securities Trading Limited ("SGX-ST") and the Article of Association of the Company, and

3. That pursuant to Section 161 of the Companies Act, Cap. 50 and Rule 806 of the Listing Manual of the Singapore Exchange Securities Trading Limited (("SGX-ST"), the Directors be and are hereby authorised to:

(a) issue shares in the Company (“shares”) whether by way of rights, bonus or otherwise; and/or

(b) new shares arising from exercising Options or from vesting of share awards which are outstanding or outstanding at the time of the passing of this Resolution; and

(c) any subsequent bonus, subdivision or sub-division of shares.

4. To re-appoint the Directors of the Company’s ("Directors") remuneration pursuant to Article 68 of the Constitution of the Company.

B. CONSIDERATION AND BUSINESS

To consider and if thought fit, to pass the following resolutions as Ordinary Resolutions, with or without any modifications:

1. Authority to issue shares under the Mencast Performance Share Award Scheme

(i) The Ordinary Resolution 6, if passed, will empower the Directors of the Company, effective until the conclusion of the next Annual General Meeting of the Company (the "AGM"), to amend, alter or rescind this Resolution at any time before the AGM.

(ii) The Ordinary Resolution 7, if passed, will empower the Directors, to issue Shares pursuant to the exercise of Options granted or to be granted under the ESOS when added to the number of Shares issued and issuable in respect of all options granted or awards granted under any other share incentive schemes or share plans, or any part thereof.

(iii) in exercising the authority conferred by this Resolution, the Company shall comply with the provisions of the Listing Manual of the Singapore Exchange Securities Trading Limited ("SGX-ST") and the Article of Association of the Company, and

(iv) that the amounts payable to the Directors in pursuance of this Resolution shall be remitted by the Directors to the Company and the amounts so remitted shall be treated as capital contributions to the share capital of the Company.

5. To transact any other business which may properly be transacted at an Annual General Meeting.

C. PERSONAL DATA PRIVACY

"Relevant intermediary" has the meaning ascribed to it in Section 181 of the Companies Act, Cap. 50.

A member who is a relevant intermediary, is entitled to appoint more than two proxies to attend and vote at the Annual General Meeting.

Notes:

1. (a) A member who is not a relevant intermediary, is entitled to appoint one or two proxies to attend the Annual General Meeting (the "Meeting").

2. (b) A member who is a relevant intermediary, is entitled to appoint more than two proxies to attend and vote at the Meeting, but each proxy must be appointed to represent a single individual.

3. By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the AGM and/or any adjournment thereof, a member of the Company authorises the person(s) so appointed to vote on his or her behalf as specified in the instrument.

4. That pursuant to Section 161 of the Companies Act, Cap. 50 and Rule 806 of the Listing Manual of the Singapore Exchange Securities Trading Limited ("SGX-ST") and the Article of Association of the Company, the Directors be and are hereby authorised to:

(a) (i) issue shares in the Company (“shares”) whether by way of rights, bonus or otherwise; and/or

(ii) make or grant options, agreements or options (collectively, “Options”) that might or would enable shares to be issued, including but not limited to the Option to issue or allot any issue of shares (as well as adjustments to options, warrants, derivatives or other instruments convertible into shares, any time and upon such terms and conditions and for such purposes as the Directors of the Company may in their absolute discretion determine; and

(b) (notwithstanding the authority conferred by this Resolution may have ceased to be in force) issue shares in pursuance of any Instruments made or granted by the Directors of the Company while this Resolution was in force, provided that:

(i) the aggregate number of shares (including shares to be issued in pursuance of the Instruments, the make or grant pursuant to the Resolution) to be issued pursuant to this Resolution shall not exceed fifty per centum (50%) of the total number of issued shares (excluding treasury shares) in the capital of the Company (as calculated in accordance with sub-paragraph (2) below), of which the aggregate number of shares to be issued other than on a pro-rata basis shall not exceed twenty per centum (20%) of the total number of issued shares (excluding treasury shares) in the capital of the Company (as calculated in accordance with sub-paragraph (2) below), and

(ii) that in exercising the authority conferred by this Resolution, the Company shall comply with the provisions of the Listing Manual of the Singapore Exchange Securities Trading Limited ("SGX-ST") and the Article of Association of the Company, and

(iii) that the amounts payable to the Directors in pursuance of this Resolution shall be remitted by the Directors to the Company and the amounts so remitted shall be treated as capital contributions to the share capital of the Company.

2. To approve the payment of Directors’ fees of $225,920 for the financial year ended 31 December 2015 (previous year: $225,920).

3. To approve the re-appointment of the Directors’ fees of $25,000 for the financial year ended 31 December 2015 (previous year: $25,000).

4. To re-appoint the Directors of the Company’s ("Directors") remuneration pursuant to Article 68 of the Constitution of the Company.

5. To transact any other business which may properly be transacted at an Annual General Meeting.

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A member who is a relevant intermediary, is entitled to appoint more than two proxies to attend and vote at the AGM and/or any adjournment thereof, a member of the Company authorises the person(s) so appointed to vote on his or her behalf as specified in the instrument.

Notes:

1. (a) A member who is not a relevant intermediary, is entitled to appoint one or two proxies to attend the Annual General Meeting (the "Meeting").

2. (b) A member who is a relevant intermediary, is entitled to appoint more than two proxies to attend and vote at the Meeting, but each proxy must be appointed to represent a single individual.

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(iii) that the amounts payable to the Directors in pursuance of this Resolution shall be remitted by the Directors to the Company and the amounts so remitted shall be treated as capital contributions to the share capital of the Company.

6. To approve the payment of Directors’ fees of $225,920 for the financial year ended 31 December 2015 (previous year: $225,920).

7. To approve the re-appointment of the Directors’ fees of $25,000 for the financial year ended 31 December 2015 (previous year: $25,000).

8. To transact any other business which may properly be transacted at an Annual General Meeting.