

# Mencast

PARTNER PERFECT

MENCAST HOLDINGS LTD.

(Incorporated in Singapore on 30 January 2008)  
(Company Registration No. 200802235C)

## NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting (the "EGM") of MENCAST HOLDINGS LTD. (the "Company") will be held on Friday, 30 April 2021 at 12.30 p.m. (or immediately after the conclusion of the Annual General Meeting of the Company to be held at 10.30 a.m. on the same day) by electronic means, for the purpose of considering and, if thought fit, passing with or without any modifications, the following resolution:

Unless otherwise defined, all capitalised terms used in this Notice of EGM which are not defined herein shall have the same meanings ascribed to them in the circular issued by the Company to its Shareholders dated 15 April 2021 (the "Circular").

### ORDINARY RESOLUTIONS:

#### (1) THE PROPOSED ADOPTION OF THE MENCAST PERFORMANCE SHARE AWARD SCHEME 2021

That:

- a new performance scheme to be known as the "Mencast Performance Share Award Scheme 2021" (the "PSAS 2021"), the details and rules whereof are set out in the Circular, under which Awards (the "Awards") of fully-paid Shares, their equivalent cash value or combinations thereof will be granted, free of payment, to selected employees of the Company and/or its Subsidiaries, including Directors, controlling shareholders of the Company (the "Controlling Shareholders") and their Associates who are eligible to participate, details of which are set out in the Circular, be and is hereby approved;
- the Directors be and are hereby authorised:
  - to establish and administer the PSAS 2021;
  - to modify and/or amend the PSAS 2021 from time to time provided that such modification and/or amendment is effected in accordance with the provisions of the PSAS 2021 and to do all such acts and to enter into all such transactions, arrangements and arrangements as may be expedient, necessary, desirable, incidental or in the interests of the Company in order to give full effect to the PSAS 2021;
  - to grant Awards in accordance with the provisions of the PSAS 2021 and pursuant to Section 161 of the Companies Act, to allot and issue from time to time such number of fully paid-up Shares in the capital of the Company as may be required to be issued pursuant to the Vesting of Awards provided that the aggregate number of New Shares available under the PSAS 2021, when added to all Shares, options or awards granted under any other share option scheme, share award scheme, or share incentive scheme adopted by the Company, including but not limited to the PSAS 2021, shall not exceed 15% of the total issued capital (excluding Treasury Shares and Subsidiary Holdings) of the Company on the day preceding the Date of Grant;
  - subject to the same being allowed by law, to apply any Shares purchased under any share purchase mandate or shares held in treasury by the Company, towards the satisfaction of Awards granted under the PSAS 2021; and
  - to complete and do all such acts and things (including executing such documents as may be required) as they may consider necessary, expedient, incidental or in the interests of the Company to give effect to the transactions contemplated and authorised by this resolution.

#### (2) THE PROPOSED PARTICIPATION OF MR. SIM SOON Ngee GLENNdle, A CONTROLLING SHAREHOLDER, IN THE PSAS 2021

That subject to and contingent upon the passing of ordinary resolution 1, approval be and is hereby given for the participation in the PSAS 2021 by Mr. Sim Soon Ngee Glenndle, a Controlling Shareholder of the Company.

#### (3) THE PROPOSED GRANT OF AN AWARD TO MR. SIM SOON Ngee GLENNdle, A CONTROLLING SHAREHOLDER, UNDER THE PSAS 2021

That:

- contingent upon the passing of ordinary resolutions 1 and 2, the proposed grant of an Award to Mr. Sim Soon Ngee Glenndle in accordance with the provisions of the PSAS 2021 on the following terms, be and is hereby approved; and
  - Date of Grant : Any time within five (5) Market Days from the date of the EGM
  - Number of Shares which are : 1,250,000\*
  - the subject of the Award : \*The no. of shares to be awarded is determined based on the market price per share of S\$0.040 as at the Latest Practicable Date. The actual no. of shares to be awarded to Mr. Sim Soon Ngee Glenndle will be determined by reference to the Volume Weighted Average Price of a share in the Company on the SGX-ST over the 5 Market Days immediately after the EGM at a value of up to S\$50,000. An announcement will be made on the actual no. of shares to be awarded to Mr. Sim Soon Ngee Glenndle via the SGXNet in due course.
  - Vesting period of the Award : Automatically Vests on the Date of Grant (to be Released within 14 days from the Date of Grant) or such other date as may be determined by the Committee
- the Directors be and are hereby authorised:
  - allot and issue the relevant Shares, or transfer existing Shares to Mr. Sim Soon Ngee Glenndle upon the Release of the Award, in whole or in parts; and
  - do all such acts and things (including executing such documents as may be required) as they may consider necessary, expedient, incidental or in the interests of the Company to give effect to the transactions contemplated and authorised by this Resolution.

### By Order of the Board

#### Sim Soon Ngee Glenndle

Executive Chairman and Chief Executive Officer

15 April 2021

### Notes:

#### 1. No attendance in person

The EGM is being convened and will be held by electronic means, pursuant to the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020 (the "COVID-19 Order"). The EGM will be conducted via electronic means only and Shareholders will not be able to attend the EGM in person.

#### 2. Registration of Live Webcast

Shareholders may contemporaneously observe the EGM proceedings by watching a "live" audio-visual webcast via their mobile phones, tablets or computers, or listening to these proceedings through a "live" audio-only stream via telephone.

In order to participate in the "live" audio-visual webcast or the "live" audio-only stream, shareholders and investors who hold shares under the Central Provident Fund Investment Scheme ("CPF") (the "CPF Investors") or the Supplementary Retirement Scheme ("SRS") (the "SRS Investors") must pre-register on the EGM website at the URL <http://smartagm.sg/MencastAEGM2021> not later than Tuesday, 27 April 2021, 10.30 a.m. (the "Registration Deadline") to enable the Company to verify their status as Shareholders.

Investors holding shares through relevant intermediaries (as defined in Section 181 of the Companies Act) (the "Relevant Intermediaries"), ("Investors") (other than CPF Investors and SRS Investors) will not be able to pre-register for the "live" broadcast of the EGM. Investors (other than CPF Investors and SRS Investors) who wish to participate in the EGM by observing and/or listening to the EGM proceedings via "live" audio-visual webcast or "live" audio-only stream should contact their respective Relevant Intermediaries through which they hold such shares as soon as possible, so that the Relevant Intermediaries may make the necessary arrangements for them to participate in the EGM before the Registration Deadline.

Following the verification, authenticated Shareholders will receive an email not later than Thursday, 29 April 2021, 12.00 p.m. (the "Confirmation Email") containing instructions on how to access the "live" audio-visual webcast or "live" audio-only stream of the EGM proceedings. Shareholders who do not receive the Confirmation Email by Thursday, 29 April 2021, 12.00 p.m. but who have registered by the Registration Deadline, should contact our Share Registrar, Boardroom Corporate & Advisory Services Pte Ltd at [AGM.TeamE@boardroomlimited.com](mailto:AGM.TeamE@boardroomlimited.com), or alternatively at +65 6536 5355 between 9.00 a.m. to 12.30 p.m. and 1.30 p.m. to 4.00 p.m. on 29 April 2021.

Shareholders are reminded that the EGM proceedings are private. Instructions on access to the "live" audio-visual webcast or "live" audio-only stream of the EGM proceedings should therefore not be shared with anyone who is not a Shareholder of the Company or otherwise not authorised to attend the EGM. This is also to avoid any technical disruptions or overload to the "live" audio-visual webcast or "live" audio-only stream. Recording of the "live" audio-visual webcast or "live" audio-only stream in whatever form is also strictly prohibited.

#### 3. Notice of EGM and the Circular

Printed copies of the Notice of EGM, the Circular and the Proxy Form has been despatched to Shareholders. The electronic copies of the Notice of EGM, the Proxy Form and the Circular will be made available via publication on the Company's website at the URL <http://www.mencast.com.sg> and on SGXNET.

#### 4. Submission of Questions in Advance

Shareholders will not be able to ask questions at the EGM during the "live" audio-visual webcast or "live" audio-only stream. Shareholders, CPF Investors and SRS Investors can submit their questions to the Company not later than Tuesday, 27 April 2021, 10.30 a.m. in the following manner:

- via the pre-registration link at URL: <http://smartagm.sg/MencastAEGM2021>;
- by email to [AGM.TeamE@boardroomlimited.com](mailto:AGM.TeamE@boardroomlimited.com); or
- by post to the office of the Company's Share Registrar, Boardroom Corporate & Advisory Services Pte. Ltd., 50 Raffles Place #32-01 Singapore Land Tower Singapore 048623.

All substantial and relevant questions received by the deadline stated above will be responded to prior to, or at, the EGM.

When sending in the questions via the EGM website, email or by post to the Company's registered address, Shareholders are also required to provide the following details, failing which the submission will be treated as invalid:

- Full name;
- Contact number;
- Address;
- NRIC, passport number or company registration number;
- Number of shares held; and
- The manner in which the shares in the Company are held (e.g. via scrip, CDP, CPF or SRS).

Investors (other than CPF Investors and SRS Investors) who wish to submit questions should approach their respective Relevant Intermediaries early, so that the Relevant Intermediaries may in turn submit their questions for the EGM to the Company before the deadline stated above (i.e. no later than Tuesday, 27 April 2021, 10.30 a.m.).

The Company will, within one (1) month after the date of the EGM, publish the minutes of the EGM on SGXNET and the Company's website at the URL <http://www.mencast.com.sg> which will include substantial and relevant comments or queries from Shareholders relating to the agenda of the general meeting, and responses from the Board and management.

#### 5. Voting

A member will not be able to vote online on the resolution to be tabled for approval during the "live" audio-visual webcast or "live" audio-only stream of the EGM. Members who wish to exercise his/her/its voting rights at the EGM, must each submit a Proxy Form to appoint the Chairman of the Meeting to act as proxy and direct the vote at the Meeting. The Proxy Form for the EGM can be accessed at SGXNET, the Company's website at the URL <http://www.mencast.com.sg> and is made available with this Notice of EGM.

In appointing the Chairman of the Meeting as proxy, a member of the Company must give specific instructions as to voting, or abstentions from voting, in the Proxy Form, failing which the appointment of the Chairman of the Meeting as proxy for that resolution will be treated as invalid.

The Chairman of the Meeting, as proxy, need not be a member of the Company.

Shareholders who wish to submit the Proxy Form must first download, complete and sign the Proxy Form, before submitting the signed Proxy Form through any one of the following means:

- if submitted by post, be lodged at the office of the Company's Share Registrar, Boardroom Corporate & Advisory Services Pte. Ltd., 50 Raffles Place #32-01 Singapore Land Tower Singapore 048623;
- if submitted electronically, be submitted via email to the [AGM.TeamE@boardroomlimited.com](mailto:AGM.TeamE@boardroomlimited.com)

in either case, by no later than Wednesday, 28 April 2021 at 12.30 p.m. (the "Cut-off time"), being forty-eight (48) hours before the time appointed for holding the EGM.

Investors (including CPF Investors and SRS Investors) who wish to vote should approach their respective Relevant Intermediaries, CPF Agent Banks or SRS Operators to submit their votes at least seven (7) working days before the EGM (i.e. by Tuesday, 20 April 2021 at 12.30 p.m.) in order to allow sufficient time for their respective Relevant Intermediaries, CPF Agent Banks or SRS Operators to in turn submit a Proxy Form to appoint the Chairman of the Meeting to vote on their behalf by the Cut-off time. The Proxy Form is not valid for use by Investors (including CPF Investors and SRS Investors) and shall be ineffective for all intents and purposes if used or purported to be used by them.

**In view of the current COVID-19 situation and the related safe distancing measures which may make it difficult for Shareholders to submit completed Proxy Forms by post, Shareholders are strongly encouraged to submit Proxy Forms electronically via email.**

Where a Proxy Form is signed on behalf of the appointer by an attorney, the letter or the power of attorney or a duly certified copy thereof must (failing previous registration with the Company) be lodged with the Proxy Form (or if submitted electronically via email, be emailed with the Proxy Form), failing which the Proxy Form may be treated as invalid. The Proxy Form must be under the hand of the appointer or of his/her attorney duly authorised in writing. Where the Proxy Form is executed by a corporation, it must be executed either under its seal or under the hand of an officer or attorney duly authorised. The dispensation of the use of common seal pursuant to the Companies Act (Chapter 50) of Singapore is applicable at this EGM.

The Company shall be entitled to reject the instrument appointing Chairman of the Meeting as proxy if it is incomplete, improperly completed or illegible or where the true intentions of the appointer are not ascertainable from the instructions of the appointer specified in the instrument appointing Chairman of the Meeting as proxy. In addition, in the case of shares entered in the Depository Register, the Company may reject any instrument appointing Chairman of the Meeting as proxy lodged if the members, being the appointer, is not shown to have shares entered against his name in the Depository Register as at seventy-two (72) hours before the time appointed for holding the EGM, as certified by The Central Depository (Pte) Limited to the Company.

### Further developments

Shareholders should note that the manner of conduct of the EGM may be subject to further changes based on the evolving COVID-19 situation, any legislative amendments and any directives or guidelines from government agencies or regulatory authorities. Any changes to the manner of conduct of the EGM will be announced by the Company on SGXNET and the Company's website at the URL <http://www.mencast.com.sg>. Shareholders are advised to check SGXNET and the Company's website regularly for further updates.

The Company seeks the understanding and co-operation of all members in enabling the Company to hold and conduct the EGM in compliance with the safe distancing measures to stem the spread of COVID-19 infections.

### Personal data privacy:

By submitting (a) a Proxy Form appointing the Chairman of the Meeting as the proxy to attend, speak and vote at the EGM and/or any adjournment thereof, or (b) Shareholder's particulars for pre-registration to contemporaneously observe the EGM proceedings via "live" audio-visual webcast or "live" audio-only stream, or (c) any questions prior to the EGM in accordance with this Notice of EGM, a member consents to the collection, use and disclosure of the member's personal data by the Company (or its agents, advisers or service providers, as the case may be) for the following purposes:

- processing and administration by the Company (or its agents, advisers or service providers, as the case may be) of the Proxy Form appointing the Chairman of the Meeting as the proxy for the EGM (including any adjournment thereof);
- preparation and compilation of the attendance lists, proxy lists, minutes and other documents relating to the EGM (including any adjournment thereof);
- processing of pre-registration for participation at the EGM for purpose of granting access to members to the "live" audio-visual webcast or "live" audio-only stream and providing them with any technical assistance when necessary;
- addressing relevant and substantial questions related to the resolutions to be tabled for approval at the EGM from members received before the relevant time prior to the EGM and if necessary, following up with the relevant members in relation to such questions; and
- enabling the Company (or its agents, advisers or service providers, as the case may be) to comply with any applicable laws, listing rules, regulations and/or guidelines by the relevant authorities.

Sound and/or video recordings of the EGM may be made by the Company for record keeping and to ensure the accuracy of the minutes of the EGM. Accordingly, the personal data of a member (such as name, presence at the EGM and any questions raised or motions proposed/seconded) may be recorded by the Company for such purposes.