

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting (the "AGM" or the "Meeting") of Mencast Holdings Ltd. (the "Company") will be held at 42B Penjuru Road, Level 2 Auditorium, Singapore 609163 on Tuesday, 28 April 2026 at 3.00 p.m., for the purpose of considering and, if thought fit, passing with or without any modifications, the following resolutions:

AS ORDINARY BUSINESS

- To receive and adopt the Directors' Statement and the Audited Financial Statements of the Company for the financial year ended 31 December 2025, together with the Auditors' Report thereon. **(Resolution 1)**
- To re-elect the following Directors of the Company retiring pursuant to Article 89 of the Constitution of the Company:
Mr. Wong Boon Huat **(Resolution 2)**
Mr. Lim Yeow Hua @ Lim You Qin **(Resolution 3)**
[See Explanatory Note (i)]
- To approve the payment of Directors' fees of S\$145,000 for the financial year ending 31 December 2026, to be paid quarterly in arrears (2025: up to S\$155,000). **(Resolution 4)**
- To re-appoint CLA Global TS Public Accounting Corporation as the Independent Auditor of the Company and to authorise the Directors to fix their remuneration. **(Resolution 5)**
- To transact any other ordinary business which may properly be transacted at an Annual General Meeting.

AS SPECIAL BUSINESS

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

6. Authority to issue shares in the capital of the Company ("Shares")

That pursuant to Section 161 of the Companies Act 1967 of Singapore (the "Companies Act") and Rule 806 of the Listing Manual Section B: Rules of Catalist (the "Catalist Rules") of the Singapore Exchange Securities Trading Limited (the "SGX-ST"), authority be and is hereby given to the Directors of the Company to:

- (i) allot and issue shares in the Company ("Shares"), whether by way of rights, bonus or otherwise; and/or
- (ii) make or grant offers, agreements, or options (collectively, "Instruments") that might or would require shares to be issued, during the continuance of this authority or thereafter, including but not limited to the creation and issue of (as well as adjustments to) options, warrants, debentures, or other instruments convertible into Shares,

at any time and upon such terms and conditions and for such purposes and to such persons as the Directors of the Company may, in their absolute discretion, deem fit; and

- (b) (notwithstanding that the authority conferred by this Ordinary 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 Ordinary Resolution is in force,

provided that:

- (1) the aggregate number of shares (including shares to be issued in pursuance of the Instruments, made or granted pursuant to this Ordinary Resolution) to be issued pursuant to this Ordinary Resolution shall not exceed one hundred per centum (100%) of the total number of issued shares (excluding treasury shares and subsidiary holdings, if any) in the capital of the Company (as calculated in accordance with sub-paragraph (2) below), of which the aggregate number of shares and Instruments to be issued other than on a pro-rata basis to shareholders of the Company shall not exceed fifty per centum (50%) of the total number of issued shares (excluding treasury shares and subsidiary holdings, if any) in the capital of the Company (as calculated in accordance with sub-paragraph (2) below);
- (2) (subject to such manner of calculation and adjustments as may be prescribed by the SGX-ST) for the purpose of determining the aggregate number of shares that may be issued under sub-paragraph (1) above, the percentage of the total number of issued shares of the Company (excluding treasury shares and subsidiary holdings, if any) shall be based on the total number of issued shares (excluding treasury shares and subsidiary holdings, if any) in the capital of the Company at the time of the passing of this Ordinary Resolution, after adjusting for:
 - new Shares arising from the conversion or exercise of the Instruments or any convertible securities;
 - new Shares arising from exercising share options or vesting of share awards that are outstanding and subsisting at the time this Ordinary Resolution is passed, provided that the options or share awards (as the case may be) were granted in compliance with Part VIII of Chapter 8 of the Catalist Rules; and
 - any subsequent bonus issue, consolidation, or subdivision of shares;provided further that adjustments in accordance with sub-paragraphs 2(a) and 2(b) above are only to be made in respect of new shares arising from convertible securities, share options, or share awards which were issued and outstanding or subsisting at the time of the passing of this Ordinary Resolution;
- (3) in exercising the authority conferred by this Ordinary Resolution, the Company shall comply with the provisions of the Catalist Rules for the time being in force (unless such compliance has been waived by the SGX-ST), all applicable legal requirements under the Companies Act and otherwise, and the Constitution of the Company for the time being; and
- (4) unless revoked or varied by the Company in a general meeting, such authority conferred by this Ordinary Resolution shall continue in force until the conclusion of the next AGM of the Company or the date by which the next AGM of the Company is required by law to be held, whichever is earlier.

[See Explanatory Note (ii)]

(Resolution 6)

7. Authority to issue shares under the Mencast Performance Share Award Scheme 2021

That pursuant to Section 161 of the Companies Act, the Directors be and are hereby authorised to offer and grant awards ("Awards") in accordance with the provisions of the Mencast Performance Share Award Scheme 2021 (the "PSAS 2021") and to allot and issue from time to time such number of fully-paid Shares as may be required to be issued pursuant to the vesting of the Awards under the PSAS 2021, provided that the aggregate number of Shares to be allotted and issued pursuant to the PSAS 2021, when added to the number of Shares issued and issuable in respect of all Awards, and all Shares issued and issuable in respect of all options granted or awards granted under any other share incentive schemes or share plans adopted by the Company and for the time being in force, shall not exceed fifteen per centum (15%) of the total issued Shares (excluding treasury shares and subsidiary holdings, if any) from time to time and that such authority shall, unless revoked or varied by the Company in a general meeting, continue in force until the conclusion of the next AGM or the date by which the next AGM is required by law to be held, whichever is earlier.

[See Explanatory Note (iii)]

(Resolution 7)

8. The proposed grant of Awards to Mr. Sim Soon Ngee Glendle, the Executive Chairman and Chief Executive Officer and Controlling Shareholder of the Company, under the PSAS 2021

- (a) That the proposed grant of Awards to Mr. Sim Soon Ngee Glendle, the Executive Chairman and Chief Executive Officer and Controlling Shareholder of the Company, in accordance with the provisions of the PSAS 2021 on the following terms, be and is hereby approved:

Date of Grant : Any time within five (5) market days from the date of AGM

Number of Shares which are the subject of the Awards : 923,077*

* The number of shares to be awarded is determined based on the market price per share of S\$0.065 as at 20 March 2026, being the latest practicable date. The actual number of shares to be awarded to Mr. Sim Soon Ngee Glendle will be determined by reference to the Volume Weighted Average Price of a share in the Company on the SGX-ST over the five (5) market days immediately after the AGM at a value of up to S\$60,000. An announcement will be made on the actual number of shares to be awarded to Mr. Sim Soon Ngee Glendle via the SGXNet in due course.

Vesting Period of the Awards : Immediately upon 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 Remuneration Committee of the Company

- (b) That the Directors of the Company be and are hereby authorised to:

- (i) allot and issue the relevant shares, or transfer existing shares to Mr. Sim Soon Ngee Glendle upon the release of the Awards, in whole or in parts; and

- (ii) 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.

[See Explanatory Note (iv)]

(Resolution 8)

By Order of the Board

Kevin Cho
Company Secretary
Singapore, 13 April 2026

NOTES:

The Notice of Annual General Meeting above exhibits the main information only. Shareholders may obtain a full version of the Notice together with Explanatory Notes, Notes and Personal Data Privacy Disclaimer from SGXNet at the URL <https://www.sgx.com/securities/company-announcements> or the Company's website at the URL <http://www.mencast.com.sg>.

This Notice has been reviewed by the Company's sponsor, SAC Capital Private Limited (the "Sponsor"). This Notice has not been examined or approved by the Singapore Exchange Securities Trading Limited (the "SGX-ST") and the SGX-ST assumes no responsibility for the contents of this document, including the correctness of any of the statements or opinions made or reports contained in this Notice.

The contact person for the Sponsor is Ms. Audrey Mok (Telephone: (65) 6232 3210) at 1 Robinson Road, #21-01 AIA Tower, Singapore 048542.