

**NOTICE OF ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the Annual General Meeting of Mencast Holdings Ltd. (the "**Company**") will be held at Raffles Country Club, Raffles Lounge, 450 Jalan Ahmad Ibrahim, Singapore 639932 on Friday, 17 April 2009 at 10.00 a.m. for the following purposes:

**AS ORDINARY BUSINESS**

1. To receive and adopt the Directors' Report and the Audited Accounts of the Company for the year ended 31 December 2008 together with the Auditors' Report thereon. **(Resolution 1)**
2. To declare a final 1-tier tax exempt dividend of 1.0 cent per share in the capital of the Company for the year ended 31 December 2008. **(Resolution 2)**
3. To re-elect the following Directors of the Company retiring pursuant to Articles 89 and 88 of the Articles of Association of the Company:  
Mr Sim Soon Ngee Glenddle (Retiring under Article 89) **(Resolution 3)**  
Mr Sim Gok Hian (Retiring under Article 88) **(Resolution 4)**  
Mr Sunny Wong Fook Choy (Retiring under Article 88) **(Resolution 5)**  
Mr Ng Eng Ho (Retiring under Article 88) **(Resolution 6)**  
Mr Ho Chew Thim (Retiring under Article 88) **(Resolution 7)**  
*Mr Sim Soon Ngee Glenddle will, upon re-election as a Director of the Company, remain as a member of the Nominating Committee and will be considered non-independent.*  
*Mr Sunny Wong Fook Choy will, upon re-election as a Director of the Company, remain as a member of the Audit/Remuneration Committee and Chairman of the Nominating Committee and will be considered independent.*  
*Mr Ng Eng Ho will, upon re-election as a Director of the Company, remain as a member of the Nominating/Audit Committee and Chairman of the Remuneration Committee and will be considered independent.*  
*Mr Ho Chew Thim will, upon re-election as a Director of the Company, remain as a member of the Nominating/Remuneration Committee and Chairman of the Audit Committee and will be considered independent.*
4. To approve the payment of Directors' fees of S\$95,334 for the year ended 31 December 2008. **(Resolution 8)**
5. To re-appoint Nexia TS Public Accounting Corporation as the Auditors of the Company and to authorise the Directors of the Company to fix their remuneration. **(Resolution 9)**
6. 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:

7. **Authority to issue shares in the capital of the Company** **(Resolution 10)**  
That pursuant to Section 161 of the Companies Act, Cap. 50 and Rule 806 of the Singapore Exchange Securities Trading Limited ("**SGX-ST**") Listing Manual Section B: Rules of Catalyst (the "**Catalist Rules**"), the Directors of the Company be authorised and empowered to:
  - (a) (i) issue shares in the capital of 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, 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 the authority conferred by this Resolution may have ceased to be in force) issue Shares in pursuance of any Instrument made or granted by the Directors of the Company while this 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 Resolution) and Instruments to be issued pursuant to this Resolution shall not exceed one hundred per centum (100%) 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 to existing shareholders of the Company 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);
    - (2) (subject to such calculation as may be prescribed by the SGX-ST) for the purpose of determining the aggregate number of Shares and Instruments that may be issued under sub-paragraph (1) above, the percentage of issued Shares shall be based on the total number of issued Shares (excluding treasury shares) in the capital of the Company at the time of the passing of this Resolution, after adjusting for:
      - (a) new Shares arising from the conversion or exercise of the Instruments or any convertible securities;
      - (b) new Shares arising from exercising of share options or vesting of share awards outstanding and subsisting at the time of the passing of this Resolution provided the share options or share awards (as the case may be) were granted in compliance with Part VIII of Chapter 8 of the Catalist Rules; and
      - (c) any subsequent bonus issue, consolidation or subdivision of Shares;
    - (3) in exercising the authority conferred by this 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) and the Articles of Association of the Company; and
    - (4) unless revoked or varied by the Company in a general meeting, such authority shall continue in force until the conclusion of the next Annual General Meeting of the Company or the date by which the next Annual General Meeting of the Company is required by law to be held, whichever is earlier.  
[See Explanatory Note (i)]
8. **Authority to issue Shares under the Mencast Employee Share Option Scheme** **(Resolution 11)**  
That pursuant to Section 161 of the Companies Act, Cap. 50, the Directors of the Company be authorised and empowered to offer and grant options under the Mencast Employee Share Option Scheme (the "**Scheme**") and to issue from time to time such number of Shares as may be required to be issued pursuant to the exercise of options granted by the Company under the Scheme, whether granted during the subsistence of this authority or otherwise, provided always that the aggregate number of additional Shares to be issued pursuant to the Scheme shall not exceed fifteen per centum (15%) of the total number of issued Shares (excluding treasury shares) in the capital of the Company 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 Annual General Meeting of the Company or the date by which the next Annual General Meeting of the Company is required by law to be held, whichever is earlier.  
[See Explanatory Note (ii)]

By Order of the Board

**Chan Shok Hing**  
Company Secretary  
Singapore

31 March 2009

**Explanatory Notes:**

- (i) The Ordinary Resolution 10 in item 7 above, if passed, will empower the Directors of the Company from the date of this Meeting until the date of the next Annual General Meeting of the Company, or the date by which the next Annual General Meeting of the Company is required by law to be held or such authority is varied or revoked by the Company in a general meeting, whichever is the earlier, to issue Shares, make or grant instruments convertible into Shares and to issue Shares pursuant to such instruments, up to a number not exceeding, in total, one hundred per centum (100%) of the total number of issued Shares (excluding treasury shares) in the capital of the Company, of which up to fifty per centum (50%) may be issued other than on a pro-rata basis to existing shareholders of the Company.

For determining the aggregate number of Shares that may be issued, the percentage of issued Shares in the capital of the Company will be calculated based on the total number of issued Shares (excluding treasury shares) in the capital of the Company at the time this Ordinary Resolution is passed after adjusting for new Shares arising from the conversion or exercise of the Instruments, the exercise of share options or the vesting of share awards outstanding or subsisting at the time when this Ordinary Resolution is passed and any subsequent bonus issue, consolidation or subdivision of Shares.

- (ii) The Ordinary Resolution 11 in item 8 above, if passed, will empower the Directors of the Company, from the date of this Meeting until the next Annual General Meeting of the Company, or the date by which the next Annual General Meeting of the Company is required by law to be held or such authority is varied or revoked by the Company in a general meeting, whichever is the earlier, to issue Shares in the Company pursuant to the exercise of options granted or to be granted under the Scheme up to a number not exceeding in total (for the entire duration of the Scheme) fifteen per centum (15%) of the total number of issued Shares (excluding treasury shares) in the capital of the Company from time to time.

**Notes:**

1. A Member entitled to attend and vote at the Annual General Meeting (the "**Meeting**") is entitled to appoint a proxy to attend and vote in his/her stead. A proxy need not be a Member of the Company.
2. The instrument appointing a proxy must be deposited at the Registered Office of the Company at No. 7, Tuas View Circuit, Singapore 637642 not less than forty-eight (48) hours before the time appointed for holding the Meeting.

**NOTICE OF BOOKS CLOSURE DATE**

**NOTICE IS HEREBY GIVEN** that subject to shareholders' approval being obtained for the proposed final 1-tier tax exempt dividend of 1.0 cent per share for the financial year ended 31 December 2008 (the "**Proposed Dividend**"), the Share Transfer Books and Register of Members Of Mencast Holdings Ltd. (the "**Company**") will be closed on 28 April 2009 for the preparation of dividend warrants.

Duly completed registrable transfers received by the Company's Share Registrar, Boardroom Corporate & Advisory Services Pte. Ltd., at 3 Church Street, #08-01 Samsung Hub, Singapore 049483 up to 5.00 p.m. on 27 April 2009 will be registered to determine shareholders' entitlements to the Proposed Dividend. Members whose Securities Accounts with The Central Depository (Pte) Limited are credited with shares in the capital of the Company as at 5.00 p.m. on 27 April 2009 will be entitled to the Proposed Dividend.

Payment of the Proposed Dividend, if approved by the members at the Annual General Meeting to be held on 17 April 2009, will be made on 18 May 2009.

*This announcement and its contents have been reviewed by the Company's sponsor, CIMB-GK Securities Pte. Ltd. (the "**Sponsor**"), for compliance with the relevant rules of the SGX-ST. The Sponsor has not independently verified the contents of this announcement. This announcement has not been examined or approved by the SGX-ST and the SGX-ST assumes no responsibility for the contents of this announcement, including the correctness of any of the statements or opinions made or reports in this announcement.*

*The contact person for the Sponsor is Mr Mah Kah Loon, Head, Corporate Finance, CIMB-GK Securities Pte. Ltd., 50 Raffles Place, #19-00 Singapore Land Tower, Singapore 048623, telephone (65) 6225 1228.*