

SARINE TECHNOLOGIES LTD.
(Company Registration No. 511332207)
(Incorporated In Israel)

OFF-MARKET EQUAL ACCESS SHARE BUYBACK OFFER

1. INTRODUCTION

The Board of Directors (the “**Board**” or the “**Directors**”) of Sarine Technologies Ltd. (the “**Company**”, and together with its subsidiaries, the “**Group**”) wishes to announce that the Company proposes to undertake an off-market purchase of issued ordinary shares in the capital of the Company (“**Shares**”) in accordance with the existing share purchase mandate approved and adopted at the Extraordinary General Meeting of the Company held on 24 April 2023 (“**Share Purchase Mandate**”).

2. THE EQUAL ACCESS OFFER

2.1. The share purchase under an off-market equal access scheme will be made on the terms and subject to the conditions to be set out in the formal offer letter (“**Offer Letter**”) to be issued to the shareholders of the Company (the “**Shareholders**”) on the following basis (the “**Equal Access Offer**”):

(a) **Offer Price**

The offer price for each share will be S\$0.34 in cash (the “**Offer Price**”).

(b) **Maximum Share Purchase Amount**

The Company will offer to purchase up to 4,000,000 Shares (the “**Maximum Share Purchase Amount**”), representing approximately 1.15% of the total number of 348,071,335 Shares in issue (excluding 8,741,000 dormant shares) as at the date of this announcement (“**Announcement Date**”).

Under the Equal Access Offer, each Shareholder will be entitled to accept in full or partially the Equal Access Offer in respect of the Relevant Percentage (as defined below) of the Shares he/she/it holds as at the date on which the Equal Access Offer closes (the “**Closing Date**”), fractional entitlements to be disregarded (“**Entitled Shares**”). Shareholders may also elect not to accept the Equal Access Offer.

In addition to the entitlement to accept the Equal Access Offer in respect of the Entitled Shares, a Shareholder may tender Shares in excess of the Entitled Shares (“**Excess Shares**”) for acceptance under the Equal Access Offer, if other Shareholders do not accept their full entitlement under the Equal Access Offer.

If the aggregate number of acceptances under the Equal Access Offer exceed the Maximum Share Purchase Amount (being the maximum number of Shares the Company may purchase under the Equal Access Offer), the number of Excess Shares tendered by each accepting Shareholder will be reduced proportionately to ensure that the Company purchases no more than the Maximum Share Purchase Amount.

(c) **Eligibility**

The Equal Access Offer will be open to all Shareholders as reflected in the register of members of the Company or standing to the credit of the “Free Balance” of such

Shareholders' securities account maintained with The Central Depository (Pte) Limited ("**CDP**"), as the case may be, at 5.00 p.m. on the Closing Date.

Participation in the Equal Access Offer is voluntary. An eligible Shareholder may elect not to participate in the Equal Access Offer.

(d) **Rights Attaching to Shares Acquired Pursuant to the Equal Access Offer**

The Shares which are acquired pursuant to the Equal Access Offer will be acquired fully paid and free from all claims, charges, equities, mortgages, liens, pledges, encumbrances, rights of pre-emption and other third party rights and interests of any nature whatsoever, and together with all rights, benefits, entitlements and advantages, attached thereto as at the Announcement Date, including the right to receive and retain all dividends, rights and other distributions (if any) which may be declared, paid or made thereon, on or after the Announcement Date. As such, the Offer Price may be adjusted to take into account dividends, rights and other distributions (if any) which may be declared, paid or made thereon, on or after the Announcement Date. Any such adjustments will be notified to Shareholders via SGXNET announcement(s).

(e) **Offer Period**

The period during which the Equal Access Offer will be open for acceptance by eligible Shareholders shall be determined by the Board and set out in the Offer Letter.

2.2. All Shares purchased or acquired by the Company pursuant to the Equal Access Offer shall be cancelled or held by the Company as dormant shares, or partly cancelled and partly kept as dormant shares, as the Board shall deem fit in the best interests of the Company.

2.3. The Company will be relying on its existing Share Purchase Mandate approved by Shareholders by way of an ordinary resolution at the Extraordinary General Meeting of the Company held on 24 April 2023, pursuant to which the Directors have been conferred the authority to exercise all powers of the Company to purchase or otherwise acquire its issued Shares upon and subject to the terms of such mandate as set out in the circular to Shareholders dated 31 March 2023.

2.4. **Shareholders not Participating in the Equal Access Offer**

To enable Shareholders to better benefit from the Equal Access Offer, the Shareholders listed in the table below, the Directors of the Company, who currently hold the Company's shares, and Chief Executive Officer of the Company, will not be participating in the Equal Access Offer in respect of the Shares held by each of them (the "**Non-Participating Shareholders**").

The number of Shares in which these Non-Participating Shareholders have an interest in, amounting to 41,836,640 Shares in aggregate, representing approximately 12.02% of the total number of 348,071,335 Shares in issue (excluding 8,741,000 dormant shares), are set out below:

Non-Participating Shareholders	No. of Shares (Direct / Deemed Interest)
Avraham Eshed	15,126,922
Daniel Benjamin Glinert	12,734,156
Uzi Lev Ami	12,335,406
Lim Yong Sheng	225,000
Varda Shine	350,000
David Block	1,065,156

Therefore, the Shareholders other than the Non-Participating Shareholders ("**Participating Shareholders**") will be entitled to tender for an additional 480,782 Shares for acceptance under the Equal Access Offer. Accordingly, Participating Shareholders will be entitled to accept the Equal Access Offer in respect of approximately 113.6% (the "**Relevant Percentage**") of their

Shares as at the Closing Date. The Relevant Percentage does not take into account the Excess Shares which Shareholders will also be able to tender for acceptance under the Equal Access Offer in the event other Shareholders do not accept their full entitlement under the Equal Access Offer.

3. RATIONALE FOR THE EQUAL ACCESS OFFER

The Directors believe that the Equal Access Offer will enhance Shareholders' value, as by reducing the total number of Shares in circulation, it will increase the earnings per share of the Company. The Equal Access Offer will also provide Shareholders with an opportunity to realise their investments in the Shares at a premium over recent market prices of the Shares without incurring transaction costs.

4. SOURCE OF FUNDS

Assuming the Maximum Share Purchase Amount, the Company will commit S\$1,360,000 towards the purchase of Shares under the Equal Access Offer. Pursuant to Israeli Companies Law, the Company will use Company profits (being its balance of surplus or surplus accumulated over the past two (2) years, whichever is greater, to finance the Equal Access Offer.

The Directors are of the view that the Equal Access Offer will not result in a material adverse effect on the working capital requirements or the gearing levels of the Company, or result in the Company being delisted from the Singapore Exchange Securities Trading Limited ("**SGX-ST**").

5. DESPATCH OF THE OFFER LETTER

Further terms of the Equal Access Offer, including the procedures for acceptance, will be provided in the Offer Letter. The Offer Letter, together with the form of acceptance and the form of transfer, will be despatched to Shareholders in due course. The mode of despatch of the Offer Letter will be notified to Shareholders.

6. OVERSEAS SHAREHOLDERS

- 6.1. The Equal Access Offer will be made solely by the Offer Letter and the relevant form(s) of acceptance and transfer accompanying the Offer Letter, which will contain the full terms and conditions of the Equal Access Offer, including details of how the Equal Access Offer may be accepted. **For the avoidance of doubt, the Equal Access Offer will be open to all Shareholders, including those to whom the Offer Letter and the relevant form(s) of acceptance and transfer may not be sent.**

The availability of the Equal Access Offer to Shareholders whose addresses are outside Singapore as shown in the register of members of the Company or in the records of CDP (as the case may be) (each, an "**Overseas Shareholder**") may be affected by the laws of the relevant overseas jurisdictions in which they are located. Accordingly, Overseas Shareholders should inform themselves of, and observe, any applicable requirements in the relevant overseas jurisdictions.

- 6.2. Copies of the Offer Letter. Where there are potential restrictions on sending the Offer and the relevant form(s) of acceptance and transfer accompanying the Offer Letter to any overseas jurisdictions, the Company reserves the right not to send these documents to Overseas Shareholders in such overseas jurisdictions. Subject to compliance with applicable laws, any affected Overseas Shareholder may, nonetheless, attend in person and obtain a copy of the Offer Letter and the relevant form(s) of acceptance and transfer during normal business hours from the office of the Company's share registrar M & C Services Private Limited, Company Registration No: 197901676, EA Licence No. 08C3413, 112 Robinson Road #05-01, Singapore 068902. Alternatively, an affected Overseas Shareholder may, subject to compliance with applicable laws, write to the Company's share registrar at the above stated address to request for the Offer Letter and the relevant form(s) of acceptance to be sent to an address in Singapore by ordinary post at his/her/its own risk. Amir, please provide MNC info

7. APPLICATION OF THE SINGAPORE CODE ON TAKE-OVERS AND MERGERS

- 7.1. Based on the interests of the Directors and the substantial shareholders of the Company as at 15 November 2023, the Directors are not aware of any persons who would become obliged to make a mandatory general offer under the Singapore Code on Take-overs and Mergers (“Code”).
- 7.2. As at the Announcement Date, the Directors are not aware of any facts or factors which suggest or imply that any particular persons(s) and/or Shareholder(s) are, or may be regarded as, parties acting in concert such that their respective interests in voting shares in the capital of the Company should or ought to be consolidated, and consequences under the Code would ensue as a result of the Equal Access Offer.

8. LISTING STATUS OF THE SHARES

The relevant listing rules of the SGX-ST require a listed company to ensure that at least 10% of its Shares is at all times held by public Shareholders. The “public” are persons other than the directors, chief executive officer, substantial shareholders or controlling shareholders of the company and its subsidiaries, as well as associates of such persons.

Based on the information available to the Company as at 19 November 2023, approximately 67.57% of the issued share capital of the Company are held in the hands of the public. Assuming that the Company repurchased the Maximum Share Purchase Amount as at 19 November 2023 pursuant to the Equal Access Offer, the percentage of Shares held by the public would be approximately 67.19%.

There is therefore an adequate number of Shares in public hands for the Company to undertake the Equal Access Offer.

9. DIRECTORS’ RESPONSIBILITY STATEMENT

The Directors (including those who have delegated detailed supervision of the preparation of this announcement) have taken all reasonable care to ensure that the facts stated and all opinions expressed in this announcement are fair and accurate and that no material facts have been omitted from this announcement, and they jointly and severally accept responsibility accordingly.

10. CAUTIONARY STATEMENT

- 10.1. **Shareholders are advised to read this announcement and any further announcements by the Company carefully. Shareholders and potential investors should consult their stock brokers, banker managers, solicitors, accountants or other professional advisers, if they have any doubt about the actions they should take.**
- 10.2. **Shareholders are further advised that this announcement serves as only an update to Shareholders and does not constitute an offer.**

By Order of the Board

Amir Jacob Zolty
Company Secretary

19 November 2023