

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting of the Shareholders of **SARINE TECHNOLOGIES LTD.** will be held on 19 April 2016 at 4:00 pm, Singapore time (or as soon thereafter as the Annual General Meeting of the Company to be held at 3:00 pm, Singapore time on the same day and at the same place is concluded or adjourned) at Maxwell Chambers, 32 Maxwell Road #03-01, Singapore 069115 for the purpose of considering and, if thought fit, passing the following Resolution with or without any modifications:

RESOLUTION 1: ORDINARY RESOLUTION

THE PROPOSED PARTICIPATION OF DANIEL BENJAMIN GLINERT, A DIRECTOR AND CONTROLLING SHAREHOLDER OF THE COMPANY, IN THE SARINE TECHNOLOGIES LTD 2015 SHARE OPTION PLAN ("2015 SHARE OPTION PLAN")

That approval be and is hereby given for the participation of Daniel Benjamin Glinert, who is a Director and Controlling Shareholder of the Company, in the 2015 Share Option Plan.

RESOLUTION 2: ORDINARY RESOLUTION

THE PROPOSED GRANT OF OPTIONS UNDER THE 2015 SHARE OPTION PLAN TO DANIEL BENJAMIN GLINERT, A DIRECTOR AND CONTROLLING SHAREHOLDER OF THE COMPANY

That subject to and contingent upon the passing of Resolution 1, approval be and is hereby given for up to 1,000,000 Options with respect to up to 1,000,000 Shares, to be granted to Daniel Benjamin Glinert pursuant to the 2015 Share Option Plan on the following terms, and the Directors of the Company be and are hereby authorised to allot and issue the Shares pursuant to the exercise of such Options:

Proposed Date of Grant of Options

: Anytime within 3 business days from the date of the EGM

Number of Shares comprised in the proposed Options

: Up to 1,000,000 Shares (representing approximately 2.4%⁽¹⁾ of the Shares available under the 2015 Share Option Plan as at the Latest Practicable Date)

Exercise price per Share

: At the Market Price of the Shares as of the Date of Grant

Vesting Terms

: Approximately one third of the Options (333,000) shall vest over a three-year period (1/3 shall vest upon the first anniversary of the Date of Grant and the remaining 2/3 shall vest, in equal portions on the second and third anniversaries of the Date of Grant).

Approximately two thirds of the Options (667,000) are performance-based Options which shall vest after three years upon the achievement of certain business targets (such as EBITDA and revenues) over a three year period ending on 31 December 2018.

: Exercisable at any time after the first anniversary of the Date of Grant and up to the sixth anniversary of the Date of Grant

Exercise period

Note:

(1) The total issued share capital (excluding any Dormant Shares) of the Company as at the Latest Practicable Date is 348,985,723 Shares. This percentage is calculated for illustration only and is based on the total number of Shares of 41,099,459 available under the 2015 Share Option Plan and on the assumption that the Options are granted on the Latest Practicable Date.

RESOLUTION 3: ORDINARY RESOLUTION

THE PROPOSED PARTICIPATION OF UZI LEVAMI, A DIRECTOR AND CONTROLLING SHAREHOLDER OF THE COMPANY, IN THE 2015 SHARE OPTION PLAN

That approval be and is hereby given for the participation of Uzi Levami, who is a Director and Controlling Shareholder of the Company, in the 2015 Share Option Plan.

RESOLUTION 4: ORDINARY RESOLUTION

THE PROPOSED GRANT OF OPTIONS UNDER THE 2015 SHARE OPTION PLAN TO UZI LEVAMI, A DIRECTOR AND CONTROLLING SHAREHOLDER OF THE COMPANY

That subject to and contingent upon the passing of Resolution 3, approval be and is hereby given for up to 1,800,000 Options with respect to up to 1,800,000 Shares, to be granted to Uzi Levami pursuant to the 2015 Share Option Plan on the following terms, and the Directors of the Company be and are hereby authorised to allot and issue the Shares pursuant to the exercise of such Options:

Proposed Date of Grant of Options

: Anytime within 3 business days from the date of the EGM

Number of Shares comprised in the proposed Options

: Up to 1,800,000 Shares (representing approximately 4.4%⁽¹⁾ of the Shares available under the 2015 Share Option Plan as at the Latest Practicable Date)

Exercise price per Share

: At the Market Price of the Shares as of the Date of Grant

Vesting Terms

: One third of the Options (600,000) shall vest over a three-year period (1/3 shall vest upon the first anniversary of the Date of Grant and the remaining 2/3 shall vest, in equal portions on the second and third anniversaries of the Date of Grant). Two thirds of the Options (1,200,000) are performance-based Options which shall vest after three years upon the achievement of certain business targets (such as EBITDA and revenues) over a three year period ending on 31 December 2018.

: Exercisable at any time after the first anniversary of the Date of Grant and up to the sixth anniversary of the Date of Grant

Exercise period

Note:

(1) The total issued share capital (excluding any Dormant Shares) of the Company as at the Latest Practicable Date is 348,985,723 Shares. This percentage is calculated for illustration only and is based on the total number of Shares of 41,099,459 available under the 2015 Share Option Plan and on the assumption that the Options are granted on the Latest Practicable Date.

RESOLUTION 5: ORDINARY RESOLUTION

THE PROPOSED PARTICIPATION OF EYAL MASHIAH, A Director and Controlling Shareholder of the Company, in the 2015 SHARE OPTION PLAN

That approval be and is hereby given for the participation of Eyal Mashiah, who is a Director and Controlling Shareholder of the Company, in the 2015 Share Option Plan.

RESOLUTION 6: ORDINARY RESOLUTION

THE PROPOSED GRANT OF OPTIONS UNDER THE 2015 SHARE OPTION PLAN TO EYAL MASHIAH, A Director and Controlling Shareholder of the Company

That subject to and contingent upon the passing of Resolution 5, approval be and is hereby given for up to 850,000 Options with respect to up to 850,000 Shares, to be granted to Eyal Mashiah pursuant to the 2015 Share Option Plan on the following terms, and the Directors of the Company be and are hereby authorised to allot and issue the Shares pursuant to the exercise of such Options:

Proposed Date of Grant of Options

: Anytime within 3 business days from the date of the EGM

Number of Shares comprised in the proposed Options

: Up to 850,000 Shares (representing approximately 2.1%⁽¹⁾ of the Shares available under the 2015 Share Option Plan as at the Latest Practicable Date)

Exercise price per Share

: At the Market Price of the Shares as of the Date of Grant

Vesting Terms

: Approximately one third of the Options (283,000) shall vest over a three-year period (1/3 shall vest upon the first anniversary of the Date of Grant and the remaining 2/3 shall vest, in equal portions on the second and third anniversaries of the Date of Grant). Approximately two thirds of the Options (567,000) are performance-based Options which shall vest after three years upon the achievement of certain business targets (such as EBITDA and revenues) over a three year period ending on 31 December 2018.

: Exercisable at any time after the first anniversary of the Date of Grant and up to the sixth anniversary of the Date of Grant

Exercise period

Note:

(1) The total issued share capital (excluding any Dormant Shares) of the Company as at the Latest Practicable Date is 348,985,723 Shares. This percentage is calculated for illustration only and is based on the total number of 41,099,459 shares available under the 2015 Share Option Plan and on the assumption that the Options are granted on the Latest Practicable Date.

RESOLUTION 7: ORDINARY RESOLUTION

THE PROPOSED RENEWAL OF THE SHARE BUY-BACK MANDATE

That:

- for the purposes of the Act, the exercise by the Directors of the Company of all the powers of the Company to purchase or otherwise acquire the Shares not exceeding in aggregate the Prescribed Limit (as hereinafter defined), at such price(s) as may be determined by the Directors of the Company from time to time up to the Maximum Price (as hereinafter defined), whether by way of:
 - an on-market purchase ("**On-Market Purchase**") transacted through the SGX-ST's Central Limit Order Book trading system or on another stock exchange on which the Shares are listed; and/or
 - an off-market purchase ("**Off-Market Purchase**") effected pursuant to an equal access scheme (as defined in Section 76C of the Act) as may be determined or formulated by the Directors of the Company as they consider fit, which scheme shall satisfy all the conditions prescribed by the Act and the Listing Rules, and otherwise in accordance with all other laws, regulations and rules of the SGX-ST as may for the time being be applicable, be and is hereby authorised and approved generally and unconditionally ("**Share Buy-Back Mandate**");
- unless varied or revoked by an ordinary resolution of shareholders of the Company in general meeting, the authority conferred on the directors of the Company pursuant to the Share Buy-Back Mandate may be exercised by the Directors of the Company at any time and from time to time during the period commencing from the passing of this resolution and expiring on the earliest of:
 - the date on which the next annual general meeting of the Company is held or required by law to be held;
 - the date on which the authority conferred by the proposed Share Buy-Back Mandate is revoked or varied by the Company in general meeting; or
 - the date on which Share Buy-Backs are carried out to the full extent mandated;
- in this resolution:

"**Prescribed Limit**" means 10% of the issued ordinary Shares of the Company as at the date of the passing of this resolution; and

"**Maximum Price**" in relation to a Share to be purchased, means an amount (excluding brokerage, commissions, stamp duties, applicable goods and services tax and other related expenses) not exceeding:
 - in the case of an On-Market Purchase, 5% above the average of the closing market prices of the Shares over the last five Market Days on the SGX-ST, on which transactions in the Shares recorded immediately preceding the day of the On-Market Purchase and deemed to be adjusted for any corporate action occurring after such 5-market day period; and
 - in the case of an Off-Market Purchase, 20% above the average of the closing market prices of the Shares over the last five Market Days on the SGX-ST, on which transactions in the Shares recorded immediately preceding the day on which the Company makes an announcement of an offer under an equal access scheme; and
- the Directors of the Company, be and are hereby authorised to complete and do all such acts and things (including executing such documents as may be required) as they may consider expedient or necessary to give effect to the transactions contemplated by this resolution.

By Order of the Board

Amir Jacob Zolty
Company Secretary

4 April 2016

Notes:

- Capitalised terms used in this Notice of Extraordinary General Meeting which are not defined herein shall, unless the context requires otherwise, have the same meanings ascribed to them in the Company's circular to Shareholders dated 4 April 2016 ("**2016 Circular**").
- A Shareholder entitled to attend and vote at the Extraordinary General Meeting is entitled to appoint one or more proxies to attend and vote instead of him. A proxy need not be a Shareholder of the Company.
- If the appointer is a corporation, the instrument of proxy must be executed under seal or by the hand of its duly authorised officer or attorney.
- The instrument appointing a proxy must be deposited either at the office of the Company's Singapore Share Transfer Agent at 112 Robinson Road, #05-01, Singapore 068902 or the Company's offices at 7 Atir Yeda Street (second floor), Kfar Saba Israel not less than twenty four (24) hours before the time for holding the Extraordinary General Meeting.
- For more information on the sources of funds to be used to finance the Share Buy-Backs by the Company including the amount of financing and the financial effects on the Company and the Group arising from the Share Buy-Backs made pursuant to the proposed Share Buy-Back Mandate, please refer to Sections 3.5 and 3.6 of the 2016 Circular.

Personal data privacy:

By submitting a proxy form appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the EGM and/or any adjournment thereof, a shareholder of the Company (i) consents to the collection, use and disclosure of the shareholders' personal data by the Company (or its agents) for the purpose of the processing and administration by the Company (or its agents) of proxies and representatives appointed for the EGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the EGM (including any adjournment thereof), and in order for the Company (or its agents) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the "**Purposes**"), (ii) warrants that where the shareholder discloses the personal data of the shareholder's proxy(ies) and/or representative(s) to the Company (or its agents), the shareholder has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agents) of the personal data of such proxy(ies) and/or representative(s) for the Purposes, and (iii) agrees that the shareholder will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the shareholder's breach of warranty.