

**SARINE TECHNOLOGIES LTD.**  
(Incorporated in Israel)  
(Israel Registration Code No.51 1332207)

**NOTICE OF ADJOURNED ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the adjourned Annual General Meeting ("**Adjourned AGM**") of Sarine Technologies Ltd. ("**Company**") will be convened and held by way of electronic means on **Thursday, 25 June 2020 at 6:00 p.m. (Singapore time) (1:00 p.m. Israel time; 11:00 a.m. GMT)** by Live Webcast and Audio Only Means.

The Adjourned AGM shall transact the business set out in the Notice of Annual General Meeting dated 3 April 2020 (the "**Original AGM Notice**") with the exception of an update to Ordinary Business item 2, as follows:

**Ordinary Business**

1. To receive and consider the audited accounts for the year ended 31 December 2019 and the reports of the directors and auditors thereon.
2. To declare a final dividend of US cent 0.3 (gross) per share less tax (as applicable) for the year ended 31 December 2019.
3. To re-appoint Somekh Chaikin Certified Public Accountants (Isr.), Member firm of KPMG International and Chaikin, Cohen, Rubin and Co., Certified Public Accountants (Isr.) as external auditors and to authorise the Board of Directors to fix their remuneration.
4. To elect the following two new nominees as Independent Directors under Singapore law and as External Directors under Israeli law – see Appendix 1 for the relevant disclosures as per Listing Rule 704 (7)(a):
  - a. Neta Zruya HASHAI
  - b. SIN Boon Ann
5. To elect the following two Independent Directors, one of who, Mr. Lim, being a new nominee and one, Ms. Shine, being a retiring Independent Director of the Company - see Explanatory Note (a) and Appendix 1 for the relevant disclosures as per Listing Rule 704 (7)(a):
  - a. LIM Yong Sheng
  - b. Varda SHINE
6. To elect THREE of the following four Non-Independent Director nominees, three of who, Messrs. Eshed, Glinert and Levami being retiring Non-Independent Directors of the Company and one, Ms. Stark-Ronen, being a new nominee - see Explanatory Note (a) and Appendix 1 for the relevant disclosures as per Listing Rule 704 (7)(a):
  - a. Avraham ESHED
  - b. Daniel Benjamin GLINERT
  - c. Uzi LEVAMI
  - d. Talia STARK-RONEN
7. To appoint Ms. Varda Shine, if re-elected as an Independent Director, as Lead Independent Director [see Explanatory Note (b)].
8. To approve the extension of the exercise period of the 1,050,000 options granted on April 28, 2017 at an exercise price of S\$ 1.878, 350,000 each to Yehezkel Pinhas Blum, Chan Kam Loon and Valerie Ong Choo Lin, the retiring Independent Directors, so that they not expire 90 days after cessation of the Directors terms of service, as stipulated in the Sarine 2015 Option Plan (the "**2015 Plan**"), but be exercisable for their full six-year life, up until April 28, 2023.

9. To approve the grant of 1,400,000 options to the Independent Directors, under the 2015 Plan [See Explanatory Note (c)].
10. To approve the Independent Directors' remuneration and participation fees [see Explanatory Notes (d) and (e)]:
  - a. LIM Yong Sheng
  - b. Varda SHINE

Note: Under Israeli law, the remuneration and participation fees approved by the Board for the External Directors, as defined by the Israel Companies Law, 5759-1999 (the "**Companies Law**"), Ms. Hashai and Mr. Sin, do not require Shareholder approval at the Annual General Meeting, as they fall within the limits prescribed by said Companies Law.

11. To approve the Non-Executive Director's participation fees (i.e., excluding Executive Chairman of the Board, Mr. Daniel Benjamin Glinert, if re-elected; Mr. Glinert's remuneration will continue as approved by the Annual General Meeting of 30 April 2019) [see Explanatory Notes (d) and (f)].

### **Special Business**

12. To consider and, if thought fit, to pass the following shareholders' resolutions with or without amendments:-

#### **12.1 Authority to issue shares [see Explanatory Note (g)]**

That authority be given to the directors of the Company to issue and allot shares in the Company whether by way of rights, bonus or otherwise (including but not limited to the issue and allotment of shares at any time, whether during the continuance of such authority or thereafter, pursuant to offers, agreements or options made or granted by the Company while this authority remains in force) by the directors, or otherwise disposal of shares (including making and granting offers, agreements and options which would or might require shares to be issued, allotted or otherwise disposed of, whether during the continuance of such authority or thereafter) by the directors of the Company at any time to such persons (whether or not such persons are shareholders), upon such terms and conditions and for such purposes as the Directors may in their absolute discretion deem fit PROVIDED THAT:

- (i) the aggregate number of shares to be issued pursuant to such authority shall not exceed 30% of the issued shares in the capital of the Company (as calculated in accordance with paragraph (ii) below), of which the aggregate number of shares and convertible securities issued other than on a pro rata basis to existing shareholders must not be more than 10% of the total issued shares in the capital of the Company;
- (ii) subject to such calculation as may be prescribed by the Singapore Exchange Securities Trading Limited) for the purpose of determining the aggregate number of shares that may be issued under paragraph (i) above, the total number of issued shares shall be based on the number of issued shares in the capital of the Company at the time this resolution is passed after adjusting for new shares arising from the conversion or exercise of convertible securities or new shares arising from exercising share options or vesting of share awards outstanding or subsisting at the time this resolution is passed and any subsequent bonus issue, consolidation or subdivision of the Company's shares;
- (iii) unless revoked or varied by the Company in a general meeting, such authority shall continue in full 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 the earlier.

12.2 Authority to offer and grant options and issue shares pursuant to the 2015 Plan and to issue shares upon the exercise of options, which were previously granted under the Sarin Technologies Ltd 2005 Share Option Plan. [See Explanatory Note (h)]

That the directors of the Company be and are hereby authorised to offer and grant options in accordance with the provisions of the 2015 Plan and to allot and issue from time to time such number of shares in the capital of the Company as may be required to be issued pursuant to the exercise of options under the 2015 Plan and/or under the Sarin Technologies Ltd 2005 Share Option Plan (the "**2005 Plan**"), provided always that the aggregate number of such shares to be issued pursuant to the 2015 Plan and the 2005 Plan and any other share option schemes of the Company for the time being in force shall not exceed 15% of the issued shares in the capital of the Company (excluding treasury shares) from time to time.

13. To transact any other business, which may properly be transacted at an Annual General Meeting.

This Notice has been made available on SGXNet and on the Company's website. A printed copy of this Notice will **NOT** be despatched to members. Printed copies of the Original AGM Notice were sent to shareholders on 3 April 2020 and may be accessed on SGXNet at the URL <https://www.sgx.com/securities/company-announcements> and at the Company's website at the URL <http://sarine.listedcompany.com/news.html/id/771353>.

BY ORDER OF THE BOARD

AMIR JACOB ZOLTY  
Company Secretary

Israel,  
01 June 2020

#### IMPORTANT NOTE REGARDING THE CONDUCT OF THE COMPANY'S ADJOURNED AGM

In light of:

- (a) The implementation by the Singapore Government on 3 April 2020 of an elevated set of safe distancing measures as "circuit breakers" to pre-empt the trend of increasing local transmission of COVID-19;
- (b) Part 4 of the COVID-19 (Temporary Measures) Act 2020 ("**COVID-19 Act**") which is deemed to have come into operation on 27 March 2020 and the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020 ("**COVID-19 Order**"), which was gazetted on 13 April 2020 which provides, among others, legal certainty for alternative arrangements to enable issuers to hold general meetings where personal attendance is provided for in written law or certain legal instruments; and
- (c) The Joint Statement by the Accounting and Corporate Regulatory Authority, the Monetary Authority of Singapore and the Singapore Exchange Regulation issued on 13 April 2020 providing a checklist (which provides further guidance on the COVID-19 Act and COVID-19 Order) to guide listed and non-listed entities on the conduct of general meetings during the period when elevated safe distancing measures are in place,

The Company will arrange for:

- (i) A live webcast of the Adjourned AGM (via Zoom), which allows Shareholders to view, hear and participate in the proceedings (i.e. pose questions to directors, management, the secretary and/or the auditors) of the Adjourned AGM contemporaneously ("**Live Webcast**"); and

- (ii) Audio participation in the Adjourned AGM (via telephone), which only allows Shareholders to listen to the proceedings of the Adjourned AGM contemporaneously (“**Audio Only Means**”).

**Please note that Shareholders will not be able to attend the Adjourned AGM in person. Shareholders can ONLY participate in the Adjourned AGM via the Live Webcast or Audio Only Means.**

Shareholders should note the following procedures and/or instructions to participate in the Adjourned AGM via the Live Webcast or Audio Only Means:

### **1. Proxy Voting**

- (a) Voting at the Adjourned AGM shall be done by way of proxy **ONLY**. Shareholders who wish to vote on any or all of the resolutions at the Adjourned AGM **must** appoint the Chairman of the Adjourned AGM as their proxy to vote on their behalf by completing the proxy form attached to the Notice of Adjourned AGM or by downloading the proxy form from the Company's announcement on SGXNet at URL <https://www.sgx.com/securities/company-announcements> or on the Company's website at URL [http://sarine.com/wp-content/uploads/2020/05/Proxy\\_Form\\_AGM\\_2020.pdf](http://sarine.com/wp-content/uploads/2020/05/Proxy_Form_AGM_2020.pdf) and completing it. Shareholders (whether individual or corporate) appointing the Chairman of the Adjourned AGM as proxy must give specific instructions as to his manner of voting, or abstentions from voting, in the proxy form, **failing which the appointment will be treated as invalid**.
- (b) Shareholders must submit the completed and signed proxy form appointing the Chairman of the Adjourned AGM as proxy:
- (i) by email to the Company, addressed to [IR@sarine.com](mailto:IR@sarine.com); or
  - (ii) by post to the registered offices of the Company, at 4 HaHarash Street (3rd Floor), Hod Hasharon, Israel 4544075, Attention IR-Proxy Vote; or
  - (iii) by email to the Company's Singapore Share Transfer Agent, addressed to [Gpb@mncsingapore.com](mailto:Gpb@mncsingapore.com); or
  - (iv) by post to the office of the Company's Singapore Share Transfer Agent, at 112 Robinson Road #05-01 Singapore 068902,
- in any case, no later than 6.00pm (Singapore time) on 23 June 2020**, being not less than forty-eight (48) hours before the time fixed for the Adjourned AGM.
- (c) **In view of the current COVID-19 situation which may make it difficult for members of the Company to submit completed proxy forms by post, Shareholders of the Company are strongly encouraged to submit completed proxy forms electronically via email, as noted above.**
- (d) SRS investors, if any, who wish to vote should approach their respective Banks or SRS Operators to submit their votes at least seven (7) working days before the Adjourned AGM (i.e. by 6.00 p.m. (Singapore time) on 16 June 2020) in order to allow sufficient time for their respective relevant intermediaries to in turn submit a proxy form to appoint the Chairman of the Adjourned AGM to vote on their behalf by the cut-off date.
- (e) Shareholders who had submitted their proxy forms before the date of this notice and who had indicated how they wish to vote on each resolution, are not required to re-submit the proxy forms but may choose to withdraw their proxy forms by notifying the Company by email to [Gpb@mncsingapore.com](mailto:Gpb@mncsingapore.com) at least forty-eight (48) hours before the time for holding the Adjourned AGM. The Company shall be entitled to, and will, treat any valid proxy forms appointing the Chairman of the Adjourned AGM or other person(s) as proxy(ies) which was delivered by a shareholder to the Company before the date of this notice as a valid instrument appointing the Chairman of the Adjourned AGM as the shareholder's proxy to attend, speak and vote at the Adjourned AGM if: (i) the shareholder had indicated how he/she/it wished to vote for or against (or abstain from voting on) each resolution; and (ii) the shareholder has not withdrawn the appointment.
- (f) Please note that shareholders will not be able to vote through the Live Webcast and can only vote with their proxy forms which are required to be submitted in accordance with the foregoing paragraphs.

### **2. Shareholders' Questions and Answers (Q&A)**

- (a) Shareholders with any queries in relation to any item of the agenda of the Adjourned AGM, as

detailed above, may send their queries to the Company in advance before 6.00 p.m. (Singapore time) on 19 June 2020, by email to [IR@sarine.com](mailto:IR@sarine.com).

- (b) Shareholders should state their question(s), full name, NRIC/Passport No./Company Registration No., as applicable, the number of shares held in the Company, and whether they are a shareholder or a corporate representative of a corporate shareholder. Any question omitting such identification details will be disregarded.
- (c) All substantial questions and relevant comments from shareholders will be addressed by the Company either prior to the Adjourned AGM on SGXNet, if deemed appropriate by the Company (e.g., a clarification to the agenda deemed of interest to all shareholders) or at the Adjourned AGM via the Live Webcast and Audio Only Means.
- (d) The Company shall also address any subsequent clarifications sought, or follow-up questions at the Adjourned AGM in respect of substantial and relevant matters. The responses from the Board, management, secretary or auditors of the Company, as applicable, shall thereafter be published on the SGXNet and on the Company's website, together with the minutes of the Adjourned AGM, as soon as practical and no later than one month after the conclusion of the Adjourned AGM.

### 3. Registration to attend the Live Webcast or by Audio Only Means

- (a) Shareholders who wish to attend the Adjourned AGM by either the Live Webcast or Audio Only Means must pre-register by submitting their particulars (comprising emails, full names, NRIC/Passport No./Company Registration No., as applicable, and number of shares held) by email to [Gpb@mncsingapore.com](mailto:Gpb@mncsingapore.com) no less than 72 hours before the time fixed for the Adjourned AGM, i.e., by 6.00 p.m. (Singapore time) on 22 June 2020 (the "**Registration Deadline**") to enable the Company to verify their shareholder's status. A registration form has been posted along with this Notice on the SGXNet and can be found on the Company's website at URL [http://sarine.com/wp-content/uploads/2020/05/AGM\\_EGM\\_Pre-registration\\_Form\\_2020.pdf](http://sarine.com/wp-content/uploads/2020/05/AGM_EGM_Pre-registration_Form_2020.pdf)
- (b) After the verification process, a unique link and password, if applicable, will be sent to authenticated shareholders by 6.00 p.m. (Singapore time) on 24 June 2020. The link will be used by shareholders using smart phones, tablets or laptops/computers to participate in the proceedings of the Adjourned AGM via Live Webcast. In order to pose questions during the Live Webcast, an operational microphone is a prerequisite.
- (c) Verified shareholders who wish to attend the Adjourned AGM by listening only via Audio Only Means will receive an email confirmation containing the details of the Audio Only Means by 6.00 p.m. (Singapore time) on 24 June 2020. Shareholders are reminded that the details contained in the email confirmations are ONLY to be used by shareholders to participate in the proceedings of the Adjourned AGM by either Live Webcast or Audio Only Means, and that the Adjourned AGM is private. Invitations to attend the Live WebCast or Audio Only Means may not be forwarded to anyone who is not a shareholder of the Company or who is not authorised to attend the Live Webcast or Audio Only Means. Recording of the Live Webcast and Audio Only Means by any form of method shall strictly be prohibited.
- (d) Shareholders who register by the Registration Deadline but do not receive an email response by 6.00 p.m. on 24 June 2020 should contact the Company by email to [Gpb@mncsingapore.com](mailto:Gpb@mncsingapore.com) or by phone at +65-62280530, if calling from Singapore, or to [IR@sarine.com](mailto:IR@sarine.com) or by phone at +972-9-7903500. In the case of the latter, kindly select 'English menu' (dial 8), followed by 'Management and Reception' (dial 9).

## Explanatory Notes:-

- (a) Article 37(c) of the Company's Articles of Association provides that:

"Each Director shall serve, subject to Articles 39 and 40 hereof, and unless the Annual General Meeting appointing him provides otherwise, until the third Annual General Meeting following the Annual General Meeting at which such Director was appointed, or his earlier removal pursuant to this Article 37. A Director who has completed his term of service or has been removed as aforesaid (a "Retiring Director") shall be eligible for re-election."

All of the Company's Directors were appointed by the Annual General Meeting held on 25 April, 2017 and, as such have completed their three-year tenure and are retiring. It is proposed to re-appoint certain of the current Directors of the Company. The proposed Directors' CVs, new nominees as well as directors proposed for re-appointment, and other requisite information, including the Board's rationale for their election / re-election may be found in Appendix 1 to this Notice.

- (b) According to Provision 3.3 of the 2018 Code of Corporate Governance:

"The Board has a lead independent director to provide leadership in situations where the Chairman is conflicted, and especially when the Chairman is not independent. The lead independent director is available to shareholders where they have concerns and for which contact through the normal channels of communication with the Chairman or Management are inappropriate or inadequate."

As Mr. Daniel Benjamin Glinert, the Executive Chairman of the Board of the Company, if re-elected, is part of the management team and is not an Independent Director, it is proposed to appoint Ms. Varda Shine, an Independent Director (once re-elected, as aforesaid), as the lead Independent Director.

- (c) The Company's Remuneration Committee and Board of Directors have resolved, subject to the Adjourned AGM's approval, to grant 1,400,000 options, under the 2015 Plan to the Independent Directors of the Company, as follows:

350,000 options to purchase Ordinary Shares under the 2015 Plan to each of Messrs. Neta Zruya Hashai, Lim Yong Sheng, Varda Shine and Sin Boon Ann. It was further resolved that the exercise price of these options shall be the Market Price (as such term is defined in the 2015 Plan) and that the aforementioned options shall vest over a three-year period - 100,000 options upon the lapse of one year and 125,000 options upon the lapse of each of the second and third years from the date of grant. Under the Companies Law, the grant of options to Directors requires the approval of the Company's General Meeting.

- (d) A shareholders' resolution shall be deemed adopted if approved by the holders of a majority of the voting power represented at the meeting in person or by proxy and voting thereon. Notwithstanding the aforesaid, according to the Israeli Companies Law, the approval of the appointment of Mr. Sin and Ms. Hashai (resolution No. 4) and the approval of the Non-Executive Directors' participation fees (resolution No. 11), on the agenda of this Adjourned AGM, require a majority of the shareholders attending and voting (abstaining votes notwithstanding), provided that: (i) such majority shall consist of the majority of the participating and voting shareholders who are not the controlling shareholders of the company, or otherwise having a personal interest in such resolution; or (ii) the non-interested shareholders who voted against such resolution hold not more than 2% of the company's share capital. According to the Israeli Companies Law, a "personal interest" is: "a personal interest of any person in an act or transaction of a company, including a personal interest of his relative or of a corporate body in which such person or a relative of such person has a personal interest, but excluding a personal interest stemming from the fact of a shareholding in the company, including a personal interest of the person voting according to a proxy given to him by another person, even if the appointer does not have a personal interest, and including a personal interest of the appointer, even if the appointee does not have a personal interest, all whether or not the appointee is granted any discretion with regard to the subject matter of the voting".

**Please Note:** according to an Israeli court ruling, a shareholder must positively inform the Company whether or not such shareholder has a personal interest in a proposal which is subject to approval by a majority vote of disinterested shareholders, as in the case of resolutions 4 and 11. Your failure to check the box on the proxy form indicating that you have no personal interest will therefore require the Company to assume that you have a personal interest in Resolutions 4 and 11 and disqualify your vote on such proposals.

We may no longer assume that a shareholder who signs and returns a proxy form without a specific indication as to the lack of personal interest of such shareholder has no personal interest with respect to resolutions 4 and 11. If you believe that you, or a related party of yours, is a controlling shareholder or possesses a personal interest and you wish to participate in the vote on resolutions 4 and 11, you should not indicate in the appropriate box that there exists no personal interest on the enclosed proxy form. If you hold your shares through a bank, broker or other nominee and believe that you possess a personal interest in the approval of either resolution, you may also contact the representative managing your account, who could then contact us on your behalf.

- (e) It is proposed that, further to the approval of the Company's Remuneration Committee and the Board, subject to the Adjourned AGM's approval, as applicable, Ms. Neta Zruya Hashai and Messrs. Sin Boon Ann and Lim Yong Sheng be remunerated as External and/or Independent Directors, respectively, with an annual fixed fee of US\$ 33,000.

The Company's Remuneration Committee and Board of Directors have further resolved, subject to the Adjourned AGM's approval, as applicable, to set participation fees payable to External and/or Independent Directors to US\$ 1,100 per participation in a day of meetings in person, US\$ 660 per participation over audio/video conference means and US\$ 550 per a written resolution.

It is proposed that, further to the approval of the Company's Remuneration Committee and the Board, subject to the Adjourned AGM's approval, Ms. Shine be remunerated as an Independent Director with an annual fixed fee of US\$ 50,000. The Remuneration Committee and the Board are of the opinion, that given Ms. Shine's qualifications, expertise, experience, and standing in the diamond industry, the proposed remuneration is more than justified.

- (f) The Company's Remuneration Committee and Board of Directors have resolved, subject to the Adjourned AGM's approval, to set participation fees payable to Non-Executive Directors to US\$ 1,100 per participation in a day of meetings in person, US\$ 660 per participation over audio/video conference means and US\$ 550 per a written resolution.
- (g) The shareholders' resolution set out in item 12.1 above, if passed, will empower the Directors from the date of the above meeting until the date of the next Annual General Meeting, to issue shares in the Company. The maximum number of shares which the Directors may issue under this resolution shall not exceed the quantum set out in this resolution.
- (h) The shareholders' resolution set out in item 12.2 above, if passed, will empower the Directors to offer and grant options and to allot and issue shares in the capital of the Company pursuant to the exercise of the options granted under the 2005 Plan and the 2015 Plan.

**Personal Data Privacy:**

By submitting a proxy form appointing the Chairman of the Adjourned AGM as proxy to attend, speak and vote at the Adjourned AGM and/or any adjournment thereof, a member of the Company consents to the collection, use and disclosure of the member's personal data by the Company (or its agents) for the purpose of the processing and administration by the Company (or its agents) of the appointment of the Chairman of the Adjourned AGM as proxy for the Adjourned AGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the Adjourned AGM (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.