

**ELECTRONICS LINE 3000 LTD.**  
**(“Company”)**  
**14 Hachoma Street, Rishon LeZion, Israel**  
**Telephone: +972-3- 9637777, Fax: +972-3-9616584**  
**www.electronics-line.com**

**NOTICE OF A SPECIAL GENERAL MEETING OF SHAREHOLDERS**

Rishon LeZion, Israel  
January 12, 2011

**Dear Shareholder,**

You are hereby invited to attend the Special General Meeting of Shareholders (“the Meeting”) of Electronics Line 3000 Ltd. (the “Company”) to be held at 14:30 on Wednesday, February 16, 2011, at the Company’s offices at 14 Hachoma Street, Rishon LeZion, Israel.

The purpose of this Meeting is set forth in the accompanying “Statement of the Company” for voting by means of Proxy. For the reasons set forth in the Statement of the Company, the Company’s Board of Directors recommends that you vote “FOR” the proposals set forth and specified on the enclosed form for voting by means of Proxy (Attachment B).

A copy of the Proxy is also available on the Company’s web site: [www.electronics-line.com](http://www.electronics-line.com)

The determining date with regard to the eligibility of shareholders to vote at the Meeting, as stated in Section 182 of the Israeli *Companies Law, 1999*, is the end of the day of trading in Frankfurt, Germany, the exchange on which the shares of the Company are traded, on February 1, 2011. If no trading of the Company’s shares takes place on such date the determining date shall be the last day of trading preceding such date (“Record Date”).

Shareholders, whose shares are securitized by a global share certificate deposited at Clearstream Banking AG, and who wish to exercise their voting rights, may choose one of the following two alternative voting procedures approved by a recognized financial institution:

1. To send their Ownership Certificate in the form attached hereto as Attachment A (“Ownership Certificate”) confirming their ownership of shares of the Company on the Record Date approved by a recognized financial institution together with the notice of appointment and instructions for voting by means of Proxy in the form attached hereto as Attachment B (“Proxy”) directly to the Company. The Ownership Certificate and the Proxy must be received by the Company at its offices no later than 48 hours before the Meeting, via the Company’s fax number, +972-3-9616584 or mail as an alternative, or
2. To send their Ownership Certificate approved by a recognized financial institution together with the notice of appointment and instructions for voting by means of Proxy via their depository bank to BANKHAUS NEELMEYER AG, Am Markt 14-16, 28195 Bremen, GERMANY, fax number +49-(0) 421-3603-153, no later than 48 hours before the Meeting. BANKHAUS NEELMEYER AG will forward the shareholders’ Proxies together with the Ownership Certificate to the Company.

Shareholders who wish to vote in person shall arrive the Meeting at the said time and place with their original Ownership Certificate, provided that they have delivered their Ownership Certificate approved by a recognized financial institution directly to the Company and that their Ownership Certificate was received by the Company at its offices no later than 48 hours before the Meeting, via the said Company’s fax number or mail as an alternative.

By Order of the Board,

\_\_\_\_\_  
Mr. Moshe Alkelai  
Chairman of the Board

**ELECTRONICS LINE 3000 LTD.**

**STATEMENT OF THE COMPANY**

The enclosed Statement is solicited on behalf of the Board of Directors (the "Board") of Electronics Line 3000 Ltd. (the "Company") for use at the Company's Special General Meeting of Shareholders (the "Meeting") to be held at 14:30 on Wednesday, February 16, 2011, at the Company's offices at 14 Hachoma Street, Rishon LeZion, Israel or at any adjournment or postponement thereof, for the purposes set forth herein.

It is proposed that at the Meeting, the shareholders of the Company ("Shareholders") approve the following resolutions:

- (1) To issue 3,550,000 ordinary shares of the Company (comprising 25.9% of the Company's share capital following the issuance) to Risco Ltd., the Company's largest and controlling shareholder ("Risco"), at a price per each share of NIS5.00, for a total consideration of NIS17,750,000 (approximately US\$5Million), and upon Risco's request, to provide Risco with all the assistance needed in order to register the newly issued shares for trade on the stock exchange, including, without limitations, issuing a prospectus, should one be needed for this purpose, and bear all costs and expenses related thereto.
- (2) To change the name of the Company to Electronics Line Ltd. or to any other name that the Israeli Companies Registrar will approve and that will be acceptable to the Company's management, and to amend the Articles of Association of the Company accordingly.

The approval of proposal 1 requires the affirmative vote of at least a majority of the votes of shareholders who participate in the voting at the Meeting in person or by proxy. In addition, such majority must include one of the following:

- (a) At least one third (1/3) of shareholders present at the time of voting, do not have personal interest in the resolution or are representatives of such persons; in counting the total votes of such shareholders, abstentions shall not be taken into account;
- (b) The total number of votes of the shareholders mentioned in clause (a) above that vote against such proposal does not exceed one percent (1%) of the total voting rights in the Company.

The approval of proposals 2 requires the affirmative vote of at least a majority of the votes of shareholders present and voting at the Meeting in person or by proxy.

Only shareholders of record at the close of business on the Record Date will be entitled to a notice of and to vote at the Meeting, provided that such shareholders sent their Ownership Certificate and Proxy to the offices of the Company, no later than 48 hours before the Meeting, as detailed in the notice.

Shareholders may revoke the authority granted by their execution of proxies at any time before the effective exercise thereof, by filing with the Company a written notice of revocation or a duly executed proxy bearing a later date, or by voting in person at the Meeting.

In order for there to be a legal quorum at the Meeting, there must be present, in person or by proxy, no less than two (2) shareholders holding or representing at least one-quarter (1/4) of the voting rights in the Company. If after half an hour of the commencement of the Meeting no legal quorum is present, the Meeting will automatically be adjourned for one week and shall reconvene at the same time and location, unless notified otherwise by the

Board. At such adjourned Meeting the same agenda will be applicable and the legal quorum will be two (2) shareholders.

The share capital of the Company at the point of time of the notice of the Special General Meeting of Shareholders is NIS (New Israeli Shekel) 50,814,240 and is divided into 10,162,848 ordinary shares. The total number of voting rights at the point of time of notice of the Special General Meeting of Shareholders is 10,162,848.

### **ITEM 1 – PRIVATE PLACEMENT TO RISCO**

The Board has recommended issuing 3,550,000 ordinary shares of the Company to Risco, at a price per each share of NIS5.00, for a total consideration of NIS17,750,000 (approximately US\$5Million), and upon Risco's request, to provide Risco with all the assistance needed in order to register the newly issued shares for trade on the stock exchange, including, without limitations, issuing a prospectus, should one be needed for this purpose, and bear all costs and expenses related thereto.

It is proposed that at the Meeting, the following resolution be adopted:

**1 “RESOLVED**, to issue 3,550,000 ordinary shares of the Company to Risco, at a price per each share of NIS5.00, for a total consideration of NIS17,750,000 (approximately US\$5Million), and upon Risco's request, to provide Risco with all the assistance needed in order to register the newly issued shares for trade on the stock exchange, including, without limitations, issuing a prospectus, should one be needed for this purpose, and bear all costs and expenses related thereto.”

**The Board recommends a vote FOR the approval of this proposed resolution.**

### **ITEM 2 – CHANGE OF THE NAME OF THE COMPANY**

The Board has recommended changing the name of the Company to Electronics Line Ltd. or to any other name that the Israeli Companies Registrar will approve and that will be acceptable by the Company's management, and to amend the Articles of Association of the Company accordingly.

It is proposed that at the Meeting, the following Resolution be adopted:

**2 “RESOLVED**, To change the name of the Company to Electronics Line Ltd. or to any other name that the Israeli Companies Registrar will approve and that will be acceptable to the Company's management, and to amend the Articles of Association of the Company accordingly.”

**The Board recommends a vote FOR the approval of this proposed resolution.**

By Order of the Board of Directors,

\_\_\_\_\_  
Mr. Moshe Alkelai

Chairman of the Board

Dated: January 12, 2011

Attachment A

**Electronics Line 3000 Ltd.**

**Ownership Certificate**

**Company Name: Electronics Line 3000 Ltd.**

**Company Registration Number: 51-3342535**

**We, the undersigned, hereby certify, as of February 1, 2011, as follows:**

**Details of Shareholder:**

(If there are several joint owners of the shares, their details should all be included)

(1) Name of shareholder \_\_\_\_\_

(2) Nationality of shareholder \_\_\_\_\_

(3) I.D. No. \_\_\_\_\_

If shareholder does not hold an Israeli I.D. –

Passport No. \_\_\_\_\_ The Country of issuance \_\_\_\_\_

If shareholder is a corporation –

Corporate identity number \_\_\_\_\_

Country of incorporation \_\_\_\_\_

**Details on the Shares:**

(4) Name of the security – Ordinary Share;

Par value – N.I.S 5.00;

ISIN code – IL 0010905052

(5) Number of Share - \_\_\_\_\_

(6) Type of Shares: Ordinary

**Approval by the recognized financial institution:**

By: \_\_\_\_\_

Date: \_\_\_\_\_

Attachment B

**ELECTRONICS LINE 3000 LTD.  
THIS NOTICE OF APPOINTMENT AND INSTRUCTIONS FOR VOTING BY  
MEANS OF PROXY (“PROXY”) IS SOLICITED BY THE BOARD OF  
DIRECTORS  
FOR THE SPECIAL GENERAL MEETING OF SHAREHOLDERS  
TO BE HELD ON FEBRUARY 16, 2011**

**KNOW ALL PERSONS BY THESE PRESENTS**, that the undersigned hereby constitutes Motty Schiff and Yaron Herman, each of them, the true and lawful attorneys, agents and proxies of the undersigned, with full power of substitution, to vote with respect to all the Ordinary Shares of ELECTRONICS LINE 3000 LTD. (the “**Company**”), standing in the name of the undersigned at the close of trading on Tuesday, February 1, 2011, at the Special General meeting of Shareholders of the Company to be held at 14:30 on Wednesday, February 16, 2011, at the Company’s offices at 14 Hachoma Street, Rishon LeZion, Israel and any and all adjournments thereof, with all power that the undersigned would possess if personally present and especially (but without limiting the general authorization and power hereby given) to vote as follows:

*1. To issue 3,550,000 ordinary shares of the Company to Risco, at a price per each share of NIS5.00, for a total consideration of NIS17,750,000 (approximately US\$5Million), and upon Risco’s request, to provide Risco with all the assistance needed in order to register the newly issued shares for trade on the stock exchange, including, without limitations, issuing a prospectus, should one be needed for this purpose, and bear all costs and expenses related thereto.*

**FOR**                       **AGAINST**                       **ABSTAIN**

*a personal interest of the shareholder in the approval of proposal 1*

**YES**                       **NO**                      |

*2. To change the name of the Company to Electronics Line Ltd. or to any other name that the Israeli Companies Registrar will approve and that will be acceptable to the Company’s management, and to amend the Articles of Association of the Company accordingly.*

**FOR**                       **AGAINST**                       **ABSTAIN**

The shares represented by the Proxy will be voted in the manner directed, and if no instructions to the contrary are indicated, will be voted “FOR” in all Proposals listed above.

Dated: \_\_\_\_\_, 2011

\_\_\_\_\_  
**Name**

\_\_\_\_\_  
**Signature**

Please sign exactly as name appears at the Ownership Certificate. Each joint owner should sign. Executors, administrators, trustees, etc. should indicate the capacity in which they sign.