SECURITIES AND FUTURES ACT (CAP. 289)
SECURITIES AND FUTURES (DISCLOSURE OF INTERESTS) REGULATIONS 2012

# NOTIFICATION FORM FOR DIRECTOR/CHIEF EXECUTIVE OFFICER IN RESPECT OF INTERESTS IN SECURITIES

FORM **1** (Electronic Format)

## Explanatory Notes

1. Please read the explanatory notes carefully before completing this notification form.
2. This form is for a Director/Chief Executive Officer ("CEO") to give notice of his interests in the securities of the Listed Issuer under section 133, 137N or 137Y of the Securities and Futures Act (Cap. 289) (the "SFA"). Please note that the requirement to disclose interests in participatory interests applies **only** to a director and where the Listed Issuer is a Singapore-incorporated company.
3. This electronic Form 1 and a separate Form C, containing the particulars and contact details of the Director/CEO, must be completed by the Director/CEO or a person duly authorised by him to do so. The person so authorised should maintain records of information furnished to him by the Director/CEO.
4. This form and Form C, are to be completed electronically and sent to the Listed Issuer via an electronic medium such as an e-mail attachment. The Listed Issuer will attach both forms to the prescribed SGXNet announcement template for dissemination as required under section 137G(1), 137R(1) or 137ZC(1) of the SFA, as the case may be. While Form C will be attached to the announcement template, it will not be disseminated to the public and is made available only to the Monetary Authority of Singapore (the "Authority").
5. A single form may be used by a Director/CEO for more than one transaction resulting in notifiable obligations which occur within the same notifiable period (i.e. within two business days of/of becoming aware of, the earliest transaction). There must be no netting-off of two or more notifiable transactions even if they occur within the same day.
6. All applicable parts of the notification form must be completed. If there is insufficient space for your answers, please include attachment(s) by clicking on the paper clip icon on the bottom left-hand corner or in item 3 of Part II or item 10 of Part III. The total file size for all attachment(s) should not exceed 1MB.
7. Except for item 4 of Part III, please select only one option from the relevant check boxes.
8. Please note that submission of any false or misleading information is an offence under Part VII of the SFA.
9. In this form, the term "Listed Issuer" refers to –
   (a) a company incorporated in Singapore any or all of the shares in which are listed for quotation on the official list of a securities exchange;
   (b) a corporation (not being a company incorporated in Singapore, or a collective investment scheme constituted as a corporation) any or all of the shares in which are listed for quotation on the official list of a securities exchange, such listing being a primary listing;
   (c) a registered business trust (as defined in the Business Trusts Act (Cap. 31A)) any or all of the units in which are listed for quotation on the official list of a securities exchange;
   (d) a recognised business trust any or all of the units in which are listed for quotation on the official list of a securities exchange, such listing being a primary listing; or
   (e) a collective investment scheme that is a trust, that invests primarily in real estate and real estate-related assets specified by the Authority in the Code on Collective Investment Schemes, and any or all the units in which are listed for quotation on the official list of a securities exchange, such listing being a primary listing ("Real Estate Investment Trust").
10. For further instructions and guidance on how to complete this notification form, please refer to section 6 of the User Guide on Electronic Notification Forms which can be accessed at the Authority's Internet website at http://www.mas.gov.sg (under "Regulations and Financial Stability", "Regulations, Guidance and Licensing", "Securities, Futures and Fund Management", "Forms", "Disclosure of Interests").

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## Part I - General

1. Name of Listed Issuer:

The Trendlines Group Ltd

2. Type of Listed Issuer:

- [x] Company/Corporation
- [ ] Registered/Recognised Business Trust
- [ ] Real Estate Investment Trust

3. Name of Director/CEO:

Stephen Louis Rhodes

4. Is the Director/CEO also a substantial shareholder/unitholder of the Listed Issuer?

- [ ] Yes
- [x] No

5. Is the Director/CEO notifying in respect of his interests in securities of, or made available by, the Listed Issuer at the time of his appointment?

- [ ] Yes *(Please proceed to complete Part II)*
- [x] No *(Please proceed to complete Part III)*

6. Date of notification to Listed Issuer:

27-Jul-2016

## Part III - For an incumbent Director/CEO giving notice of an acquisition of, or a change in his interest in, securities of or made available by the Listed Issuer

Transaction A

1. Date of acquisition of or change in interest:

27-Jul-2016

2. Date on which Director/CEO became aware of the acquisition of, or change in, interest (*if different from item 1 above, please specify the date*):

27-Jul-2016

3. Explanation (*if the date of becoming aware is different from the date of acquisition of, or change in, interest*):

N.A.

4. Type of securities which are the subject of the transaction *(more than one option may be chosen):*

- [x] Ordinary voting shares/units of Listed Issuer
- [ ] Other types of shares/units (*excluding ordinary voting shares/units*) of Listed Issuer
- [ ] Rights/Options/Warrants over shares/units of Listed Issuer
- [ ] Debentures of Listed Issuer
- [ ] Rights/Options over debentures of Listed Issuer
- [ ] Contracts over shares of the Listed Issuer which Director/CEO is a party to, or under which he is entitled to a benefit, being contracts under which any person has a right to call for or to make delivery of shares in the Listed Issuer
- [ ] Participatory interests made available by Listed Issuer
- [ ] Others (*please specify*):

5. Number of shares, units, rights, options, warrants, participatory interests and/or principal amount/value of debentures or contracts acquired or disposed of by Director/CEO:

1,354,758 shares

6. Amount of consideration paid or received by Director/CEO (*excluding brokerage and stamp duties*):

N.A.

7. Circumstance giving rise to the interest or change in interest:

Acquisition of:

- ☐ Securities via market transaction
- ☐ Securities via off-market transaction (*e.g. married deals*)
- ☐ Securities via physical settlement of derivatives or other securities
- ☐ Securities pursuant to rights issue
- ☐ Securities via a placement
- ☐ Securities following conversion/exercise of rights, options, warrants or other convertibles

Disposal of:

- ☐ Securities via market transaction
- ☐ Securities via off-market transaction (*e.g. married deals*)

Other circumstances :

- ☐ Acceptance of employee share options/share awards
- ☐ Vesting of share awards
- ☐ Exercise of employee share options
- ☐ Acceptance of take-over offer for Listed Issuer
- ☐ Corporate action by Listed Issuer (*please specify*):

- ☑ Others (*please specify*):

Distribution in kind effected by Trendlines Israel Fund, L.P. ("TIF") pursuant to which TIF is in the process of distributing and transferring all of its shareholdings in The Trendlines Group Ltd. (the "Listed Issuer") to its limited partners ("Distribution").

8. Quantum of interests in securities held by Director/CEO before and after the transaction. Please complete relevant table(s) below (*for example, Table 1 should be completed if the change relates to ordinary voting shares of the Listed Issuer; Table 4 should be completed if the change relates to debentures*):

Table 1. Change in respect of **ordinary voting shares/units** of Listed Issuer

| *Immediately before the transaction* | *Direct Interest* | *Deemed Interest* | *Total* |
|---|---|---|---|
| No. of ordinary voting shares/units held: | 13,367,040 | 10,769,698 | 24,136,738 |
| As a percentage of total no. of ordinary voting shares/units: | 2.63 | 2.12 | 4.75 |
| *Immediately after the transaction* | *Direct Interest* | *Deemed Interest* | *Total* |
| No. of ordinary voting shares/units held: | 13,367,040 | 9,414,940 | 22,781,980 |

| | | | |
|---|---|---|---|
| As a percentage of total no. of ordinary voting shares/units: | 2.63 | 1.85 | 4.48 |

9. Circumstances giving rise to deemed interests (*if the interest is such*):
*[You may attach a chart(s) in item 10 to illustrate how the Director/CEO's deemed interest, as set out in item 8 tables 1 to 8, arises]*

(i) Stephen Louis Rhodes is a beneficiary of 5,838,384 Ordinary Shares of the Listed Issuer held in trust by the Meitav Dash Trust Ltd.; and

(ii) Stephen Louis Rhodes has 45% shareholding interest in T.D.L International Directions Ltd. ("TDL") (formerly known as Trendlines International Ltd.).

TDL holds approximately 99.8% of the shareholding interest in Trendlines Venture Management Ltd., which is the general partner of Trendlines Venture Partners L.P., which, in turn, is the general partner of TIF, a fully-invested venture fund that held 4,931,314 Ordinary Shares of the Listed Issuer ("TIF Shares") prior to the Distribution.

In this context, Stephen Louis Rhodes is indirectly interested in the TIF Shares because Stephen Louis Rhodes is a director and shareholder of Trendlines Venture Management Ltd., (which , as noted above, is the general partner of Trendlines Venture Partners L.P., which, in turn, is the general partner of TIF), and Trendlines Venture Partners L.P. (as the general partner of TIF) has the exclusive right and power to manage the business and affairs of TIF, which includes the authority to dispose of, or to exercise control over the disposal of, the TIF Shares.

Following the distribution of TIF shares, TDL and Trendlines Venture Partners L.P. would hold 231,020 shares and 94,118 shares, respectively.

Please refer to page 107-109 of the Listed Issuer's offer document dated 16 November 2015 for more details.

10. Attachments (*if any*):

*(The total file size for all attachment(s) should not exceed 1MB.)*

11. If this is a **replacement** of an earlier notification, please provide:

(a) SGXNet announcement reference of the **first** notification which was announced on SGXNet (*the "Initial Announcement"*):

| | | | | | | | | | | | | | | |
|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|
| S | G | 1 | 6 | 0 | 7 | 2 | 8 | O | T | H | R | L | H | 0 | D |

(b) Date of the Initial Announcement:

27-Jul-2016

(c) 15-digit transaction reference number of the relevant transaction in the Form 1 which was attached in the Initial Announcement:

| | | | | | | | | | | | | | | |
|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|
| 4 | 5 | 3 | 8 | 9 | 7 | 5 | 4 | 2 | 7 | 4 | 3 | 1 | 4 | 1 |

12. Remarks (*if any*):

(a) Stephen Louis Rhodes has not sold or otherwise disposed of any of the shares which he holds personally in the Listed Issuer. The change in the deemed interests of Stephen Louis Rhodes is merely the result of the distribution in kind to TIF's limited partners (leading to a decrease in the deemed interest shareholding percentage).

(b) The percentage of issued share capital before and after the change is calculated based on the total number of issued share capital of the Listed Issuer of 508,741,749 shares as of the date of this transaction.

(c) Paragraph 5 of the Initial Announcement had wrongly indicated the number of shares disposed as 1,679,896 shares. The correct number of shares disposed should be 1,354,758 shares instead. The error had arisen as a result of the omission of the inclusion of the deemed interests held by Stephen Louis Rhodes in TDL and Trendlines Venture Partners L.P.

(d) Paragraph 8 of the Initial Announcement had wrongly indicated the deemed interest AFTER the transaction as 9,089,802 shares, the correct number should be 9,414,940 shares. Consequently, the total number of shares held AFTER the transaction should be 22,781,980 instead.

*Transaction Reference Number* (*auto-generated*):

| 2 | 8 | 2 | 0 | 9 | 9 | 6 | 4 | 2 | 3 | 4 | 4 | 1 | 3 | 1 |
|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|

*Item 13 is to be completed by an individual submitting this notification form on behalf of the Director/CEO.*

13. Particulars of Individual submitting this notification form to the Listed Issuer:

(a) Name of Individual:

Mr Yosef Ron

(b) Designation (*if applicable*):

Joint Company Secretary

(c) Name of entity (*if applicable*):

The Trendlines Group Ltd