



THE TRENDLINES GROUP LTD.

(Incorporated in Israel)

(Company Registration No. 513970947)

RESULTS OF THE SPECIAL GENERAL MEETING

All capitalised terms used herein, unless otherwise defined, shall have the definitions ascribed to them in the circular to shareholders of the Company dated 7 January 2019.

Pursuant to Rule 704(15) of the Singapore Exchange Securities Trading Limited (the “**SGX-ST**”) Listing Manual Section B: Rules of Catalyst (“**Catalist Rules**”), the Board of Directors (the “**Board**”) of The Trendlines Group Ltd. (the “**Company**”) wishes to announce that at its Special General Meeting (the “**SGM**”) held on 13 February 2019, all the resolutions as set out in the Notice of SGM dated 7 January 2019, was duly passed by shareholders of the Company by way of poll.

Voting Requirements under Israeli Law

Resolutions 1 to 3 as set out in the Notice of SGM require the following to carry the resolutions:

- (i) A simple majority exceeding 50% of the votes cast (abstentions are disregarded); and
- (ii) A special majority of votes of the shareholders which satisfies one of the following conditions:
 - (a) such majority includes at least a majority of the shares held by all shareholders who are not controlling shareholders and who do not have a personal interest in the resolution, present and voting at such meeting (and without including any abstaining votes); or
 - (b) the total number of shares of non-controlling shareholders and shareholders who do not have a personal interest in such resolution voting against the resolution does not exceed 2.0% of the aggregate voting rights in the Company (i.e. 12,174,835 voting ordinary shares).

For Resolutions 2 and 3 only, the votes of shareholders with personal interest are counted for the simple majority and are not counted for the special majority requirement. Therefore, the outcome and poll results for (ii)(a) and (ii)(b) above for the resolution as set out in the Notice of SGM differed and both scenarios are presented below.

Resolution 4 as set out in the Notice of SGM requires only a simple majority exceeding 50% of the votes cast (abstentions are disregarded).

Results of Poll Voting

The information as required under Rule 704(15) of the Catalyst Rules is as set out below:

(a) Breakdown of all valid votes casted at the SGM:

RESOLUTION 1a

Table 1: In respect of simple majority¹ requirement

RESOLUTION DETAILS	Total no. of shares represented by votes for and against the resolution	FOR		AGAINST	
		No. of Shares	As a percentage of total no. of votes for and against the resolution (%)	No. of Shares	As a percentage of total no. of votes for and against the resolution (%)
<u>Resolution 1a</u> To consider and approve the re-election of Ms. Elka Nir to serve as an External Director of the Company.	246,576,999	246,546,999	99.99%	30,000	0.01%

Table 2: In respect of special majority² requirement

RESOLUTION DETAILS	Total no. of shares represented by votes for and against the resolution	FOR		AGAINST		
		No. of Shares	As a percentage of total no. of votes for and against the resolution (%)	No. of Shares	As a percentage of <u>total no. of votes</u> for and against the resolution (%)	As a percentage of <u>total voting rights in the Company</u> ³ (%)
<u>Resolution 1a</u> To consider and approve the re-election of Ms. Elka Nir to serve as an External Director of the Company.	246,576,999	246,546,999	99.99%	30,000	0.01%	0%

Resolution 1a was passed by both a simple majority as reflected in Table 1 above, and by a special majority (which includes both the majority of the special majority shares voting FOR, as well as less than 2% of such special majority shares out of the total voting rights in the Company voting AGAINST) as reflected in Table 2.

Resolution 1a is therefore carried, based on the poll results as set out in Tables 1 and 2 above.

Ms. Elka Nir remains as Lead Independent Director, Chairman of the Company's Audit Committee and Remuneration Committee and a member of the Company's Nominating Committee. Ms. Elka Nir is considered independent for the purpose of Rule 704(7) of the Catalist Rules.

¹ Simple majority exceeding 50% of the votes cast to be carried (abstentions disregarded).

² Shares held by shareholders who are non-controlling and without personal interest (as detailed in page 1 paragraph (ii)(a) of this announcement).

³ Total voting shares in the Company being 608,741,749 ordinary shares.

RESOLUTION 1b

Table 1: In respect of simple majority⁴ requirement

RESOLUTION DETAILS	Total no. of shares represented by votes for and against the resolution	FOR		AGAINST	
		No. of Shares	As a percentage of total no. of votes for and against the resolution (%)	No. of Shares	As a percentage of total no. of votes for and against the resolution (%)
<u>Resolution 1b</u> To consider and approve the re-election of Professor Hang Chang Chieh to serve as an External Director of the Company.	246,576,999	246,546,999	99.99%	30,000	0.01%

Table 2: In respect of special majority⁵ requirement

RESOLUTION DETAILS	Total no. of shares represented by votes for and against the resolution	FOR		AGAINST		
		No. of Shares	As a percentage of total no. of votes for and against the resolution (%)	No. of Shares	As a percentage of total no. of votes for and against the resolution (%)	As a percentage of total voting rights in the Company ⁶ (%)
<u>Resolution 1b</u> To consider and approve the re-election of Professor Hang Chang Chieh to serve as an External Director of the Company.	246,576,999	246,546,999	99.99%	30,000	0.01%	0%

Resolution 1b was passed by both a simple majority as reflected in Table 1 above, and by a special majority (which includes both the majority of the special majority shares voting FOR, as well as less than 2% of such special majority shares out of the total voting rights in the Company voting AGAINST) as reflected in Table 2.

Resolution 1b is therefore carried, based on the poll results as set out in Tables 1 and 2 above.

Professor Hang remains as a member of the Company's Audit Committee, Remuneration Committee and Nominating Committee. Professor Hang is considered independent for the purpose of Rule 704(7) of the Catalist Rules.

⁴ Simple majority exceeding 50% of the votes cast to be carried (abstentions disregarded).

⁵ Shares held by shareholders who are non-controlling and without personal interest (as detailed in page 1 paragraph (ii)(a) of this announcement).

⁶ Total voting shares in the Company being 608,741,749 ordinary shares.

RESOLUTION 2

Table 1: In respect of simple majority⁷ requirement

RESOLUTION DETAILS	Total no. of shares represented by votes for and against the resolution	FOR		AGAINST	
		No. of Shares	As a percentage of total no. of votes for and against the resolution (%)	No. of Shares	As a percentage of total no. of votes for and against the resolution (%)
<p><u>Resolution 2</u></p> <p>To consider and approve the proposed Management by Objectives Plan for the Company's Chief Executive Officers, Messrs. David Todd Dollinger and Stephen Louis Rhodes for FY2019.</p>	246,576,999	203,616,847	82.58%	42,960,152	17.42%

Table 2: In respect of special majority⁸ requirement

RESOLUTION DETAILS	Total no. of shares represented by votes for and against the resolution	FOR		AGAINST		
		No. of Shares	As a percentage of total no. of votes for and against the resolution (%)	No. of Shares	As a percentage of total no. of votes for and against the resolution (%)	As a percentage of total voting rights in the Company ⁹ (%)
<p><u>Resolution 2</u></p> <p>To consider and approve the proposed Management by Objectives Plan for the Company's Chief Executive Officers, Messrs. David Todd Dollinger and Stephen Louis Rhodes for FY2019.</p>	207,192,949	164,232,797	79.27%	42,960,152	20.73%	7.06%

As of to date, there are no Controlling Shareholders in the Company as defined under the Israeli Companies Act. The shareholders who indicated having personal interest in relation to this Resolution 2 amount to a total of 39,384,050 shares. The votes of shareholders with personal interest in this matter are counted for the simple majority and are not counted for the special majority requirement.

Resolution 2 was passed by both a simple majority as reflected in Table 1 above, and by a special majority (which includes the majority of the special majority shares voting FOR) as reflected in Table 2.

Resolution 2 is therefore carried, based on the poll results as set out in Tables 1 and 2 above.

⁷ Simple majority exceeding 50% of the votes cast to be carried (abstentions disregarded).

⁸ Shares held by shareholders who are non-controlling and without personal interest (as detailed in page 1 paragraph (ii)(a) of this announcement).

⁹ Total voting shares in the Company being 608,741,749 ordinary shares.

RESOLUTION 3

Table 1: In respect of simple majority¹⁰ requirement

RESOLUTION DETAILS	Total no. of shares represented by votes for and against the resolution	FOR		AGAINST	
		No. of Shares	As a percentage of total no. of votes for and against the resolution (%)	No. of Shares	As a percentage of total no. of votes for and against the resolution (%)
<p>Resolution 3</p> <p>To consider and approve the adoption of the amended Compensation Policy.</p>	246,576,999	203,481,847	82.52%	43,095,152	17.48%

Table 2: In respect of special majority¹¹ requirement

RESOLUTION DETAILS	Total no. of shares represented by votes for and against the resolution	FOR		AGAINST		
		No. of Shares	As a percentage of total no. of votes for and against the resolution (%)	No. of Shares	As a percentage of total no. of votes for and against the resolution (%)	As a percentage of total voting rights in the Company ¹² (%)
<p>Resolution 3</p> <p>To consider and approve the adoption of the amended Compensation Policy.</p>	207,192,949	164,097,797	79.20%	43,095,152	20.80%	7.08%

As of to date, there are no Controlling Shareholders in the Company as defined under the Israeli Companies Act. The shareholders who indicated having personal interest in relation to this Resolution 3 amount to a total of 39,384,050 shares. The votes of shareholders with personal interest in this matter are counted for the simple majority and are not counted for the special majority requirement.

Resolution 3 was passed by both a simple majority as reflected in Table 1 above, and by a special majority (which includes the majority of the special majority shares voting FOR) as reflected in Table 2.

Resolution 3 is therefore carried, based on the poll results as set out in Tables 1 and 2 above.

¹⁰ Simple majority exceeding 50% of the votes cast to be carried (abstentions disregarded).

¹¹ Shares held by shareholders who are non-controlling and without personal interest (as detailed in page 1 paragraph (ii)(a) of this announcement).

¹² Total voting shares in the Company being 608,741,749 ordinary shares.

RESOLUTION 4

RESOLUTION DETAILS	Total no. of shares represented by votes for and against the resolution	FOR		AGAINST	
		No. of Shares	As a percentage of total no. of votes for and against the resolution (%)	No. of Shares	As a percentage of total no. of votes for and against the resolution (%)
<u>Resolution 4</u> To consider and approve the proposed amendment to the Articles of Association.	252,846,999	252,816,999	99.99%	30,000	0.01%

Resolution 4 requires only a simple majority exceeding 50% of the votes cast (abstentions are disregarded).

Resolution 4 is therefore carried, based on the poll results as set out above.

(b) Details of parties who are required to abstain from voting on any resolution:

No party is required to abstain from voting on the resolution put to vote at the SGM.

(c) Name of firm and/or person appointed as scrutineer:

Lee Lih Feng of DrewCorp Services Pte Ltd was appointed as scrutineer of the SGM.

BY ORDER OF THE BOARD

Haim Brosh

Chief Financial Officer and Joint Company Secretary

13 February 2019

This announcement has been prepared by The Trendlines Group Ltd. (the "Company") and its contents have been reviewed by PrimePartners Corporate Finance Pte. Ltd. (the "Sponsor") for compliance with the Singapore Exchange Securities Trading Limited (the "SGX-ST") Listing Manual Section B: Rules of Catalist. The Sponsor has not verified the contents of this announcement.

This announcement has not been examined or approved by the SGX-ST. The Sponsor and the SGX-ST assume no responsibility for the contents of this announcement, including the accuracy, completeness or correctness of any of the information, statements or opinions made or reports contained in this announcement.

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