CIRCULAR DATED 27 MARCH 2024

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. PLEASE READ IT CAREFULLY.

If you are in any doubt as to the action you should take, you should consult your stockbroker, bank manager, accountant, solicitor, tax or other professional adviser immediately.

If you have sold or transferred all your shares in the capital of The Trendlines Group Ltd. ("**Company**") held through The Central Depository (Pte) Limited, you need not forward this Circular to the purchaser or transferee as arrangements will be made by CDP for a separate Circular to be sent to the purchaser or transferee. If you have sold or transferred all your shares in the capital of the Company represented by physical share certificate(s), you should immediately forward this Circular together with the Notice of Special General Meeting and the accompanying Proxy Form immediately to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for onward transmission to the purchaser or the transferee.

This circular has been reviewed by the Company's sponsor, PrimePartners Corporate Finance Pte. Ltd. (the "**Sponsor"**). It has not been examined or approved by the Singapore Exchange Securities Trading Limited (the "**Exchange**") and the Exchange assumes no responsibility for the contents of this circular, including the correctness of any of the statements or opinions made or reports contained in this circular.

The contact person for the Sponsor is Mr. Shervyn Essex (Mailing Address: 16 Collyer Quay, #10-00 Collyer Quay Centre, Singapore 049318 and E-mail: sponsorship@ppcf.com.sg).

This Circular does not constitute an offer to sell or a solicitation of an offer to buy shares nor shall there be any sale of any shares in any jurisdiction in which such an offer, solicitation or sale would be unlawful prior to registration or qualification under any securities laws of such jurisdiction. This Circular is issued to Shareholders (as defined herein) solely for the purpose of providing Shareholders with the information pertaining to, and seeking Shareholders' approval for the resolutions to be proposed at the Special General Meeting. Shareholders are authorised to use this Circular solely for the purpose of considering the approvals sought. Persons to whom a copy of this Circular has been issued shall not circulate to any other person, reproduce or otherwise distribute this Circular or any information herein for any purpose whatsoever nor permit or cause the same to occur.

The distribution of this Circular into jurisdictions other than Singapore may be prohibited or restricted by law. Persons into whose possession this Circular comes should inform themselves about and observe any such restrictions. Any failure to comply with these restrictions may constitute a violation of the securities laws of any such jurisdiction.

The Company intends to list the Rights Shares and the Sponsor will be making an application on behalf of the Company to the SGX-ST for the dealing in, listing of and quotation for the Rights Shares on the Catalist Board of the SGX-ST. The Company will make the necessary announcement upon receipt of the listing and quotation notice from the SGX-ST for the listing and quotation for the Rights Shares on Catalist Board of the SGX-ST.

THE TRENDLINES GROUP LTD.

(Incorporated in Israel)
(Company Registration No.: 513970947)

CIRCULAR TO SHAREHOLDERS IN RELATION TO

THE PROPOSED NON-RENOUNCEABLE NON-UNDERWRITTEN RIGHTS ISSUE OF UP TO 73,641,050 NEW ORDINARY SHARES IN THE CAPITAL OF THE COMPANY (THE "RIGHTS SHARES") AT AN ISSUE PRICE OF S$0.06 FOR EACH RIGHTS SHARE, ON THE BASIS OF ONE (1) RIGHTS SHARE FOR EVERY FOURTEEN (14) EXISTING ORDINARY SHARES AS AT THE RECORD DATE (AS DEFINED HEREIN), FRACTIONAL ENTITLEMENTS TO BE DISREGARDED

IMPORTANT DATES AND TIMES

Last Date and Time for lodgement of Proxy Form	:	16 April 2024 at 11:00 a.m. (Singapore time)
Date and Time of Special General Meeting	:	18 April 2024 at 11:00 a.m. (Singapore time) *or immediately after the conclusion or adjournment of the Company's (i) annual general meeting ("**AGM**") to be held at 10:00 a.m. (Singapore time) on the same day; and (ii) special general meeting regarding, inter alia, proposed CEO Exit Event Bonus Plan, Grant of Options and Amended Compensation Policy to be held at 10:30 a.m. (Singapore time) on the same day following the conclusion of the AGM)*
Place of Special General Meeting	:	190 Clemenceau Ave #06-01, Singapore Shopping Centre The Dining Hall @ Work Central, Singapore 239924

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CORPORATE INFORMATION

Directors of the Company	:	**Nehama Ronen (*Interim Chair and Independent Director*)** **Elka Nir (*External and Lead Independent Director*)** **Sin Boon Ann (*Independent Director*)** **Professor Low Teck Seng (*Independent Director*)** **Sarit Zeevi (*External and Independent Director*)**
Registered Office of the Company	:	The Trendlines Building Misgav Business Park 17 T'chelet Street M.P. Misgav 2017400, Israel
Legal Advisor to the Company as to Singapore law in relation to this Circular	:	Drew & Napier LLC 10 Collyer Quay #10-01 Ocean Financial Centre Singapore 049315
Share Registrar	:	Boardroom Corporate & Advisory Services Pte. Ltd. 1 Harbourfront Avenue #14-07 Keppel Bay Tower Singapore 098632

DEFINITIONS

In this Circular, the following definitions apply throughout unless the context otherwise requires:

"**ADR**"	:	The Company's Level 1 American Depositary Receipt, each of which represents 50 Shares
"**ADR Depositary**"	:	The Bank of New York Mellon
"**ADR Holders**"	:	Holders of the Company's Level 1 American Depositary Receipts held through the ADR Depositary
"**ARE**"	:	Application and acceptance form for Rights Shares and Excess Rights Shares to be issued to Entitled Depositors in respect of their provisional allotment of Rights Shares under the Rights Issue
"**ATM**"	:	Automated teller machine(s) of a Participating Bank
"**Articles of Association**"	:	The articles of association of the Company, as amended, modified or supplemented from time to time
"**Authority**"	:	Monetary Authority of Singapore
"**Board**"	:	The board of Directors of the Company
"**Catalist Rules**"	:	Section B: Rules of Catalist of the SGX-ST, as amended, modified or supplemented from time to time
"**CDP**"	:	The Central Depository (Pte) Limited
"**Circular**"	:	This circular to Shareholders dated 27 March 2024 in respect of the Rights Issue
"**Closing Date**"	:	The date and time to be determined by the Directors, being the last date and time for acceptance and/or excess application and payment of the Rights Shares under the Rights Issue
"**Code**"	:	The Singapore Code on Take-overs and Mergers, as amended, modified or supplemented from time to time
"**Companies Law**"	:	The Israeli Companies Law 5759-1999, as amended, modified or supplemented from time to time
"**Company**"	:	The Trendlines Group Ltd.
"**Controlling Interest**"	:	The interest of the Controlling Shareholder(s)
"**Controlling Shareholder**"	:	As defined in the Catalist Rules, a person who holds directly or indirectly 15% or more of the nominal amount of all voting shares in the Company (unless otherwise determined by the SGX-ST) or in fact exercises control over the Company
"**CPF**"	:	The Central Provident Fund
"**CPF Funds**"	:	CPF Investible Savings

DEFINITIONS

"**CPF Investment Accounts**"	:	The investment accounts maintained with a CPF agent bank for the purpose of investment of CPF Funds under the CPFIS-Ordinary Account
"**CPFIS**"	:	CPF Investment Scheme
"**Directors**"	:	The directors of the Company for the time being
"**Electronic Application**"	:	Acceptance of the Rights Shares and (if applicable) application for Excess Rights Shares made through an ATM of a Participating Bank in accordance with the terms and conditions of the Offer Information Statement
"**Entitled Depositors**"	:	Shareholders with Shares standing to the credit of their Securities Accounts and whose registered addresses with CDP are in Singapore as at the Record Date or who have, at least three (3) Market Days prior to the Record Date, provided CDP with addresses in Singapore for the service of notices and documents
"**Entitled Scripholders**"	:	Shareholders whose (i) share certificates are not deposited with CDP; (ii) Shares are registered in their own names; and (iii) registered addresses are in Singapore as at the Record Date or who have, at least three (3) Market Days prior to the Record Date, provided the Share Registrar with addresses in Singapore for the service of notices and documents
"**Entitled Shareholders**"	:	Entitled Depositors and Entitled Scripholders
"**Excess Rights Shares**"	:	Additional Rights Shares in excess of an Entitled Shareholder's provisional allotment of Rights Shares under the Rights Issue
"Existing Share Capital"	:	The issued and paid-up share capital of the Company comprising 960,110,294 Shares (no treasury shares) as at the Latest Practicable Date
"**Foreign Shareholders**"	:	Shareholders with registered addresses outside Singapore as at the Record Date and who have not, at least three (3) Market Days prior to the Record Date, provided to CDP or the Share Registrar, as the case may be, with addresses in Singapore for the service of notices and documents
"**FY**"	:	Financial year ended or, as the case may be, ending 31 December
"**Group**"	:	The Company and its subsidiaries
"**Issue Price**"	:	The issue price of the Rights Shares, being S$0.06 for each Rights Share
"**Latest Practicable Date**"	:	The latest practicable date prior to the date of this Circular, being 26 March 2024
"**LH**"	:	Librae Holdings Limited
"**LPS**"	:	Loss per Share

"**Market Day**"	:	A day on which the SGX-ST is open for trading in securities
"**Maximum Subscription Scenario**"	:	Based on the Existing Share Capital and assuming that 70,864,412 Share Options are exercised on or prior to the Record Date and all the Entitled Shareholders subscribe in full for their pro-rata entitlements of Rights Shares, the Company will issue up to 73,641,050 Rights Shares pursuant to the Rights Issue
"**Notice of SGM**"	:	The notice of SGM as set out on pages N-1 to N-4 of this Circular, for the purposes of considering and, if thought fit, passing with or without modifications, the resolutions as set out therein
"**Net Proceeds**"	:	The estimated net proceeds
"**NTA**"	:	Net tangible assets
"**Offer Information Statement**"	:	The offer information statement referred to in Section 277 of the SFA, together with the PAL, the ARE, and all other accompanying documents (where applicable, including any supplement or replacement document thereof to be issued by the Company and to be lodged with the Authority in connection with the Rights Issue)
"**Ordinary Resolution**"	:	The ordinary resolution set out in the Notice of SGM
"**PAL**"	:	The provisional allotment letter to be issued to Entitled Scripholders, setting out the provisional allotment of Rights Shares of Entitled Scripholders under the Rights Issue
"**Participating Bank**"	:	A bank that will be participating in the Rights Issue by making available its ATMs to Entitled Depositors for acceptances of the Rights Shares and/or applications for Excess Rights Shares, and to be set out in the Offer Information Statement in due course
"**Proxy Form**"	:	The proxy form in respect of the SGM as attached to this Circular
"**Record Date**"	:	Subject to Shareholders' approval of the Rights Issue being obtained, the date and time to be determined by the Directors at and on which the Register of Members and share transfer books of the Company will be closed to determine the provisional allotments of Rights Shares of the Entitled Shareholders under the Rights Issue
"**Register of Members**"	:	The register of members of the Company
"**Rights Announcement**"	:	The announcement dated 26 March 2024 made by the Company in relation to the Rights Issue
"**Rights Issue**"	:	The proposed non-renounceable non-underwritten rights issue of up to 73,641,050 Rights Shares at the Issue Price, on the basis of one (1) Rights Share for every fourteen (14) existing Shares held by Entitled Shareholders as at the Record Date, fractional entitlements to be disregarded

"**Rights Shares**"	:	Up to 73,641,050 new Shares to be allotted and issued by the Company pursuant to the Rights Issue
"**Securities Account**"	:	A securities account maintained by a Depositor with CDP but does not include a securities sub-account maintained with a Depository Agent
"**SFA**"	:	Securities and Futures Act 2001 of Singapore, as amended, modified or supplemented from time to time
"**SGM**"	:	The special general meeting of the Company, notice of which is set out in this Circular
"**SGX-ST**"	:	Singapore Exchange Securities Trading Limited
"**Share Registrar**"	:	Boardroom Corporate & Advisory Services Pte. Ltd.
"**Shareholders**"	:	Registered holders of Shares except that where the registered holder is CDP, the term "Shareholders" shall, in relation to such Shares and where the context admits, mean the Depositors whose securities accounts are credited with Shares
"**Shares**"	:	Ordinary shares in the capital of the Company
"**Share Options**"	:	Options to subscribe for new Shares granted pursuant to share option schemes or plans implemented by the Company
"**SRS**"	:	Supplementary Retirement Scheme
"**SRS Approved Banks**"	:	Approved banks in which SRS Investors hold their accounts under the SRS
"**SRS Funds**"	:	Monies standing to the credit of the respective SRS accounts of SRS Investors under the SRS
"**SRS Investors**"	:	Investors who have previously purchased Shares under the SRS
"**Subscribers**"	:	Refers collectively to LH, FEA Innovations LLC, Palm Tree IV, LLC and Avztim LLC
"**Subscription**"	:	Subscription of an aggregate of 168,918,912 new ordinary shares in the capital of the Company at the subscription price of S$0.12 per share by the Subscribers in eight (8) equal tranches
"**Substantial Shareholder**"	:	A person (including a corporation) who has an interest in the Shares (excluding treasury shares), the total votes attached to which are not less than 5% of the total votes attached to all the voting shares of the Company
<u>Currencies, units and others</u>		
"**S$**" and "**cents**"	:	Singapore dollars and cents respectively
"**US$**"	:	United States dollars

DEFINITIONS

"**%**"	:	Per centum or percentage

The expression "**subsidiaries**" shall have the meaning ascribed to it in the Companies Law.

The terms "**Depositor**", "**Depository**", "**Depository Agent**", "**Depository Register**" and "**Sub-Account Holder**" shall have the meanings ascribed to them, respectively, in Section 81SF of the SFA.

Words importing the singular shall, where applicable, include the plural and vice versa. Words importing the masculine gender shall, where applicable, include the feminine and neuter genders. References to persons shall include corporations.

The headings in this Circular are inserted for convenience only and shall be ignored in construing this Circular.

Any reference in this Circular to any enactment is a reference to that enactment as for the time being amended or re-enacted. Any word defined under the Companies Law, the SFA, the Code or the Catalist Rules, or any statutory modification thereof and not otherwise defined in this Circular shall have the same meaning assigned to it under the Companies Law, the SFA, the Code or the Catalist Rules, or any statutory modification thereof, as the case may be.

Any reference to a time of day in this Circular is made by reference to Singapore time unless otherwise stated.

Any discrepancies in the tables in this Circular between the listed amounts and the totals thereof are due to rounding.

Any reference in this Circular to "**we**", "**our**", "**us**" or their other grammatical variations is a reference to our Company, or our Group, or any member of our Group, as the context requires.

THE TRENDLINES GROUP LTD.

(Incorporated in Israel)
(Company Registration No.: 513970947)

Board of Directors		**Registered Office:**
Nehama Ronen	(Interim Chair and Independent Director)	The Trendlines Building,
Elka Nir	(External and Lead Independent Director)	Misgav Business Park
Sin Boon Ann	(Independent Director)	M.P. Misgav 2017400
Professor Low Teck Seng	(Independent Director)	Israel
Sarit Zeevi	(External and Independent Director)	

27 March 2024

To: The Shareholders of The Trendlines Group Ltd.

Dear Sir / Madam,

THE PROPOSED NON-RENOUNCEABLE NON-UNDERWRITTEN RIGHTS ISSUE OF UP TO 73,641,050 NEW ORDINARY SHARES IN THE CAPITAL OF THE COMPANY (THE "RIGHTS SHARES") AT AN ISSUE PRICE OF S$0.06 FOR EACH RIGHTS SHARE, ON THE BASIS OF ONE (1) RIGHTS SHARE FOR EVERY FOURTEEN (14) EXISTING ORDINARY SHARES AS AT THE RECORD DATE (AS DEFINED HEREIN), FRACTIONAL ENTITLEMENTS TO BE DISREGARDED

1. INTRODUCTION

1.1 SGM

The Directors are convening a second SGM to be held on 18 April 2024 at 11:00 a.m. (or immediately after the conclusion or adjournment of the Company's (i) annual general meeting ("**AGM**") to be held at 10:00 a.m. (Singapore time) on the same day; and (ii) special general meeting regarding, inter alia, proposed CEO Exit Event Bonus Plan, Grant of Options and Amended Compensation Policy to be held at 10:30 a.m. (Singapore time) on the same day following the conclusion of the AGM), to seek Shareholders' approval in relation to the Rights Issue.

1.2 Circular

The purpose of this Circular is to provide Shareholders with information relating to the Ordinary Resolution to be tabled at the SGM, and to seek the approval of Shareholders at the SGM for the matters set out in the Circular. The SGX-ST assumes no responsibility for the correctness of any of the statements or opinions made or reports contained in this Circular.

2. THE RIGHTS ISSUE

2.1 Introduction

The Company announced the Rights Issue on 26 March 2024. In the announcement, it was stated that the Rights Issue was subject to, *inter alia*, the approval of the Shareholders, which will be sought at the SGM.

The Company has decided to undertake the Rights Issue on a non-underwritten basis as there is no minimum amount which must be raised from the Rights Issue and in view of the savings in costs enjoyed by the Company as a result of not having to bear any underwriting fees and commission.

The Rights Issue will not be withdrawn after commencement of the ex-rights trading of the Shares pursuant to Rule 820(1) of the Catalist Rules.

2.2 Basis of the Rights Issue

The Rights Issue is proposed to be offered on a non-renounceable and non-underwritten basis by the Company. Pursuant thereto, the Company will issue up to 73,641,050 Rights Shares in the capital of the Company at an issue price of S$0.06 for each Rights Share, on the basis of one (1) Rights Share for every fourteen (14) existing Shares held by Entitled Shareholders as at the Record Date, fractional entitlements to be disregarded.

Entitled Shareholders will be entitled to participate in the Rights Issue and receive the Offer Information Statement together with the appropriate application forms and accompanying documents at their respective Singapore addresses. Please see Section 2.10 of this Circular for further information on eligibility to participate in the Rights Issue.

As the Rights Issue is non-renounceable, the Entitled Shareholders should take note that they will not be able to trade with their provisional allotments of Rights Shares and will not be able to renounce their provisional allotments of Rights Shares to any party.

The basis of allotting any Excess Rights Shares will be determined at the absolute discretion of the Directors. In the allotment of Excess Rights Shares, preference will be given to the rounding of odd lots, and the Directors and the Substantial Shareholders (including LH) who have control or influence over the Company in connection with the day-to-day affairs of the Company or the terms of the Rights Issue, or have representation (direct or through a nominee) on the Board will rank **last in priority** for the rounding of odd lots and allotment of Excess Rights Shares.

The Company will also not make any allotment and issuance of any Excess Rights Shares that will result in a transfer of Controlling Interest in the Company unless otherwise approved by Shareholders in a general meeting.

2.3 Size of the Rights Issue

As at the Latest Practicable Date, the Company has an existing issued and paid-up share capital comprising 960,110,294 Shares. Save for 81,506,367 outstanding Share Options, of which 70,864,412 may be exercised on or prior to the Record Date with each Share Option carrying the right to subscribe for one (1) new Share, the Company does not have any outstanding warrants or convertible securities.

Based on the Existing Share Capital and Maximum Subscription Scenario, the Company will issue up to 73,641,050 Rights Shares, which would constitute 7.67% of the Existing Share Capital and 6.67% of the resultant enlarged share capital of the Company. The resultant enlarged issued and paid-up share capital of the Company in the Maximum Subscription Scenario will be 1,104,615,756 Shares.

As at the Latest Practicable Date, the Company does not hold any treasury shares and subsidiary holdings.

2.4 Other Principal Terms of the Rights Issue

Rights Shares Issue Price and Discount	:	S$0.06 for each Rights Share, payable in full on acceptance and/or application. The Issue Price represents a discount of approximately: (a) 28% to the closing price of S$ 0.083 per Share for trades done on the Catalist Board of the SGX-ST on 25 March 2024 (being the last trading day on which

the Shares were traded immediately prior to the Rights Announcement); and

(b) 21% to the theoretical ex-rights price of S$0.076 per Share calculated using the following formula:

$$T = (A + B) / C$$

where:

T = the theoretical ex-rights price

A = the Company's market capitalisation based on the closing price of S$0.083 per Share on the Catalist Board of the SGX-ST on 25 March 2024, being the last trading day on which the shares were traded immediately prior to the Rights Announcement

B = the gross proceeds from the Rights Issue assuming the completion of the Rights Issue under the Maximum Subscription Scenario based on the Existing Share Capital

C = the enlarged issued share capital of the Company under the Maximum Subscription Scenario of 1,104,615,756 Shares

The Issue Price and discount have been determined after taking into account the size of the Rights Issue, precedent transactions, and the Company's share price performance and volume in the past 12 months. The Directors have also considered that having previously completed a rights offering at a premium to the then market price of the Shares, this Rights Issue will be at a discount so that more Shareholders may subscribe to the Rights Shares.

Status of Rights Shares : The Rights Shares will, upon allotment and issue, rank *pari passu* in all respects with the then existing Shares, save for any dividends, rights, allotments or other distributions that may be declared or paid, the record date for which falls before the date of issue of the Rights Shares.

For this purpose, a "record date" means, in relation to any dividends, rights, allotments or other distributions, the date as at the close of business (or such other time as may have been notified by the Company) on which Shareholders must be registered with CDP or the Share Registrar or the Securities Accounts of Shareholders must be credited with Shares, as the case may be, in order to participate in such dividends, rights, allotments or other distributions.

Non-underwritten : The Rights Issue will not be underwritten. In view of the savings in costs enjoyed by the Company as a result of not having to bear any underwriting fees and commission, the Company has decided to proceed with the Rights Issue on a non-underwritten basis.

Fractional entitlements : Fractional entitlements to the Rights Shares will be disregarded in arriving at the Entitled Shareholders' provisional allotments of Rights Shares and will, together with

the provisional allotments of Rights Shares which are not taken up or allotted for any reason, and the entitlements to Rights Shares which would otherwise accrue to Foreign Shareholders, be aggregated and allotted to satisfy excess applications for Rights Shares, or otherwise dealt with in such manner as the Directors may, in their absolute discretion, deem fit in the best interests of the Company, subject to applicable laws and the Catalist Rules.

Trading of the Rights Shares : Upon the listing and quotation of the Rights Shares on the Catalist Board of the SGX-ST, the Rights Shares will be traded under the book-entry (scripless) settlement system. For the purposes of trading on the SGX-ST, each board lot of Shares will comprise 100 Shares. Shareholders who hold odd lots of the Rights Shares (that is, less than 100 Shares) and who wish to trade in odd lots on the SGX-ST should note that they are able to trade odd lots of Shares in board lots of one (1) Share on the unit share market of the SGX-ST.

Acceptance, excess application and payment procedures : Acceptances of provisional allotment of Rights Shares and (if applicable) applications for Excess Rights Shares, under the Rights Issue may only be made:

(a) in the case of Entitled Scripholders, on the PAL; and

(b) in the case of Entitled Depositors, on the ARE or by way of an Electronic Application through an ATM of a Participating Bank.

Use of CPF Funds : As the Company's Shares are not registered under the CPFIS, monies in CPF Investment Accounts cannot be used for the payment of the Issue Price to accept or purchase provisional allotments of Rights Shares or to apply for Excess Rights Shares.

Use of SRS Funds : SRS Investors who wish to accept their provisional allotments of Rights Shares and apply for Excess Rights Shares (if applicable) can only do so, subject to applicable SRS rules and regulations as well as terms and conditions that may be imposed by the respective SRS Approved Banks, using monies standing to the credit of their respective SRS accounts.

Such SRS investors who wish to accept their provisional allotments of Rights Shares and apply for Excess Rights Shares (if applicable) using SRS monies, must instruct the respective SRS Approved Banks in which they hold their SRS accounts, to accept their provisional allotments of Rights Shares and apply for Excess Rights Shares (if applicable) on their behalf. For avoidance of doubt, SRS Funds may not be used for the purchase of the provisional allotments of Rights Shares directly from the market. Notwithstanding the foregoing, SRS Investors should consult their respective SRS Approved Banks for information and directions as to the use of monies.

The terms and conditions of the Rights Issue are subject to (i) such changes as the Directors may deem fit; and (ii) the approval of Shareholders at the SGM. The final terms and conditions of the Rights Issue will be contained in the Offer Information Statement to be lodged with the SGX-ST, acting as an agent on behalf of the Authority and despatched by the Company to

Entitled Shareholders in due course, subject to, *inter alia*, the Rights Issue being approved by Shareholders at the SGM.

2.5 Option to Scale Down Subscription

The Company may, if necessary and upon the approval of the SGX-ST pursuant to Rule 820(2) of the Catalist Rules, scale down the subscription for the Rights Shares and/or applications for the Excess Rights Shares by any Shareholder (if such Shareholder chooses to subscribe for its pro rata Rights Shares entitlement and/or apply for Excess Rights Shares) to avoid placing the relevant Shareholder and parties acting in concert with him in the position of incurring a mandatory general offer obligation under the Code as a result of other Shareholders not taking up their Rights Shares entitlement fully. The Company will also not make any allotment and issue of any Excess Rights Shares that will result in a transfer of a Controlling Interest in the Company unless prior approval of Shareholders is obtained in a general meeting.

2.6 The Company's controlling shareholder, LH has informed the Company that it is considering subscribing for its pro-rata entitlement of the Rights Shares, and does not intend to exceed its pro-rata entitlement of the number of Rights Shares issued. However, as at the Latest Practicable Date, LH has <u>not</u> provided to the Company a binding commitment letter in this respect.

2.7 Conditions for the Rights Issue

Shareholders should note that the Rights Issue is subject to, *inter alia*, the following conditions:

(a) the approval of Shareholders for the Rights Issue being obtained at the SGM;

(b) the receipt of the listing and quotation notice from the SGX-ST for the dealing in, listing of and quotation for the Rights Shares on the Catalist Board of the SGX-ST and such approval not having been withdrawn or revoked on or prior to the completion of the Rights Issue, and if such approval is granted subject to conditions, such conditions being acceptable to and fulfilled by the Company;

(c) all other necessary consents, approval and waivers from any person, financial institution or regulatory body or authority of Singapore or elsewhere under any and all agreements applicable to the Company and/or applicable laws for the Rights Issue and to give effect to the Rights Issue being obtained and not having been revoked or amended before the completion of the Rights Issue; and

(d) the lodgement of the Offer Information Statement together with all other accompanying documents (if applicable) pursuant to the SFA with the SGX-ST acting as an agent of the Authority.

2.8 The Sponsor will be making an application on behalf of the Company to the SGX-ST for the dealing in, listing of and quotation for the Rights Shares on the Catalist Board of the SGX-ST. The Company will make the necessary announcement upon receipt of the listing and quotation notice from the SGX-ST for the listing and quotation for the Rights Shares on Catalist Board of the SGX-ST.

2.9 The Offer Information Statement will be lodged with the SGX-ST, acting as agent on behalf of the Authority and despatched to Entitled Shareholders in due course.

2.10 Eligibility of Shareholders to Participate in the Rights Issue

(a) **Entitled Shareholders**

Entitled Shareholders will be eligible to participate in the Rights Issue and to receive the Offer Information Statement together with the ARE or PAL, as the case may be, and other accompanying documents at their respective Singapore

addresses. Entitled Depositors who do not receive the Offer Information Statement and the ARE may obtain them from CDP during the period from the date the Rights Issue commences up to the Closing Date. Entitled Scripholders who do not receive the Offer Information Statement and the PAL may obtain them from the Share Registrar during the period from the date the Rights Issue commences up to the Closing Date.

Entitled Shareholders will be provisionally allotted the Rights Shares under the Rights Issue on the basis of their shareholdings as at the Record Date. They are at liberty to accept (in full or in part) or decline their provisional allotments of the Rights Shares on the SGX-ST and are eligible to apply for additional Rights Shares in excess of their provisional allotments under the Rights Issue.

As the Rights Issue is non-renounceable, the Entitled Shareholders should take note that they will not be able to trade with their provisional allotments of Rights Shares and will not be able to renounce their provisional allotment of Rights Shares to any party.

The procedures for, and the terms and conditions applicable to, acceptances of the Rights Shares and for the applications for Excess Rights Shares, including the different modes of acceptance or application and payment, will be set out in the Offer Information Statement to be despatched by the Company to the Entitled Shareholders in due course.

Entitled Shareholders with registered addresses outside Singapore who wish to participate in the Rights Issue should provide CDP or the Share Registrar, as the case may be, with addresses in Singapore for the service of notices and documents, at least three (3) Market Days prior to the Record Date.

(i) **Entitled Scripholders**

Entitled Scripholders should note that all correspondences and notices will be sent to their last registered Singapore mailing addresses with the Share Registrar. Entitled Scripholders are reminded that any request to the Share Registrar to update their records or effect any change in the address must reach Boardroom Corporate & Advisory Services Pte. Ltd., at 1 Harbourfront Avenue, #14-07 Keppel Bay Tower, Singapore 098632, at least three (3) Market Days before the Record Date.

Entitled Scripholders are encouraged to open Securities Accounts if they have not already done so and to deposit such share certificates with CDP prior to the Record Date so that their Securities Accounts may be credited by CDP with their Shares. Entitled Scripholders should note that their Securities Accounts will only be credited with the Shares on the twelfth (12^{th}) Market Day from the date of lodgement of the share certificates with CDP or such later date as CDP may determine.

(ii) **Entitled Depositors**

Entitled Depositors should note that all notices and documents will be sent to their last registered Singapore addresses with CDP. Entitled Depositors are reminded that any request to CDP to update their records or to effect any change in address must reach CDP at 11 North Buona Vista Drive, #06-07 The Metropolis Tower 2, Singapore 138589, at least three (3) Market Days before the Record Date.

(b) **Foreign Shareholders**

The Offer Information Statement and its accompanying documents relating to the Rights Issue have not been and will not be lodged, registered or filed in any jurisdiction

other than Singapore. The distribution of the Offer Information Statement and its accompanying documents may be prohibited or restricted (either absolutely or subject to various relevant securities requirements, whether legal or administrative, being complied with) in certain jurisdictions under the relevant securities laws of those jurisdictions. For practical reasons and in order to avoid any violation of the securities legislation applicable in jurisdictions other than Singapore, the Offer Information Statement and the accompanying documents will not be despatched to Foreign Shareholders.

It is also the responsibility of any person (including, without limitation, custodians, nominees and trustees) outside Singapore wishing to take up their provisional allotment of Rights Shares and (if applicable) apply for Excess Rights Shares under the Rights Issue to satisfy himself as to the full observance of the laws of any relevant territory in connection therewith, including the obtaining of any governmental or other consents which may be required, the compliance with other necessary formalities and the payment of any issue, transfer or other taxes due in such territories. The comments set out in this section are intended as a general guide only and any Foreign Shareholder who is in doubt as to his position should consult his professional advisers without delay.

The Offer Information Statement, PALs and AREs will not be sent to, and Rights Shares will not be credited to Securities Accounts of, Shareholders with registered addresses in the United States or other jurisdictions outside Singapore or to their agent or intermediary outside Singapore, except where the Company is satisfied that such action would not result in the contravention of any registration or other legal requirement in any jurisdiction.

No person receiving a copy of this Circular, the Offer Information Statement, the PAL or ARE and/or a credit of Rights Shares to a Securities Account in any territory other than Singapore may treat the same as constituting an invitation or offer to him or her, nor should he or she in any event use any such PAL or ARE and/or accept any credit of Rights Shares to a Securities Account unless, in the relevant territory, such an invitation or offer could lawfully be made to him or her and such PAL or ARE and/or credit of Rights Shares to a Securities Account could lawfully be used or accepted, and any transaction resulting from such use or acceptance could be effected, without contravention of any registration or other legal or regulatory requirements. In circumstances where an invitation or offer would contravene any registration or other legal or regulatory requirements, this Circular, the Offer Information Statement, the PAL or ARE must be treated as sent for information only and should not be copied or redistributed.

Persons (including, without limitation, custodians, nominees and trustees) receiving a copy of this Circular, the Offer Information Statement, and/or the PAL or ARE or whose Securities Account is credited with Rights Shares should not distribute or send the same or transfer Rights Shares in or into any jurisdiction where to do so would or might contravene local securities laws or regulations. If the Offer Information Statement, the PAL or ARE or a credit of Rights Shares is received by any person in any such territory, or by his agent or nominee, he must not seek to take up the Rights Shares unless the Company determines that such action would not violate applicable legal or regulatory requirements. Any person (including, without limitation, custodians, nominees and trustees) who forwards this Circular, the Offer Information Statement, or the PAL or ARE or transfers Rights Shares into any such territories (whether pursuant to a contractual or legal obligation or otherwise) should draw the recipient's attention to the contents of this section as well as relevant sections of the Offer Information Statement.

The Company reserves the right to treat as invalid any ARE or PAL which (a) appears to the Company or its agents to have been executed in any jurisdiction outside Singapore which may violate the applicable legislation of such jurisdiction; (b) provides an address outside Singapore for the receipt of the share certificate(s) for the Rights Shares or which requires the Company to despatch the share certificate(s) to an address in any jurisdiction outside Singapore; or (c) purports to exclude any deemed

representation or warranty. The Company further reserves the right to reject any acceptances of the Rights Shares and (if applicable) applications for Excess Rights Shares where it believes, or has reason to believe, that such acceptances and (if applicable) applications may violate the applicable legislation of any jurisdiction.

Foreign Shareholders will not be allowed to participate in the Rights Issue. Accordingly, no provisional allotment of Rights Shares will be made to Foreign Shareholders and no purported acceptance or application for Rights Shares by Foreign Shareholders will be valid.

The Rights Shares which are not otherwise taken up or allotted for any reason will be used to satisfy excess applications or dealt with in such manner as the Directors may, in their absolute discretion, deem fit in the interests of the Company, subject to applicable laws and the Catalist Rules, and no Foreign Shareholder shall have any claim whatsoever against the Company, the Directors, CDP or the Share Registrar and their respective officers in connection therewith.

Notwithstanding anything herein, Shareholders and any other person receiving the Offer Information Statement and/or its accompanying documents are advised to inform themselves of and to observe any legal requirements applicable thereto. No person in any territory outside Singapore receiving the Offer Information Statement and/or its accompanying documents may treat the same as an offer, invitation or solicitation to subscribe for any Rights Shares unless such offer, invitation or solicitation could lawfully be made without violating any regulatory or legal requirements in such territory.

(c) **ADR Holders**

The Offer Information Statement and its accompanying documents have not been and will not be lodged, registered or filed in any jurisdiction other than Singapore. The distribution of the Offer Information Statement and its accompanying documents may be prohibited or restricted (either absolutely or subject to various relevant securities requirements, whether legal or administrative, being complied with) in certain jurisdictions under the relevant securities laws of those jurisdictions. As ADR Holders hold ADRs through the ADR Depositary who, in turn, holds Shares represented by such ADRs through its Singapore custodian(s), the Offer Information Statement and the accompanying documents will be despatched to the ADR Depositary Singapore custodian(s) but will not be despatched to ADR Holders or the ADR Depositary for practical reasons and in order to avoid any violation of the securities legislation applicable in the United States.

Provisional allotments of Rights Shares will be made to the ADR Depositary Singapore custodian(s). Accordingly, ADR Holders who wish to participate in the Rights Issue must do so through the ADR Depositary and, in turn, the ADR Depositary Singapore custodian(s). Such ADR Holders should provide the appropriate instructions early in order for the ADR Depositary and the ADR Depositary Singapore custodian(s) to make the relevant acceptance and (if applicable) application by the Closing Date.

2.11 Rationale for the Rights Issue and Use of Proceeds

The Company is of the view that the Rights Issue will provide Shareholders with the following benefits: (a) the Rights Issue will strengthen the financial position and capital base of the Group, which would enhance the Group's ability to finance its investments into existing portfolio companies; and (b) the Rights Issue will provide the Shareholders who are confident of the future prospects of the Company with the opportunity to further participate in the equity of the Company.

In the event that the Rights Shares are fully subscribed by the Entitled Shareholders, based on the Maximum Subscription Scenario, the proceeds from the Rights Issue are approximately S$4,418,463 and are to be used in the following order of priority:

(a) to pay for the cost and expenses arising or in connection with the Rights Issue; and

(b) for the Group's direct and indirect investments into existing portfolio companies.

The Net Proceeds arising from the Rights Issue, after deducting estimated expenses of approximately S$150,000, are expected to be approximately S$4.27 million, based on the Maximum Subscription Scenario.

For illustrative purposes only, the table below sets out the proposed use of Net Proceeds by the Company based on the Maximum Subscription Scenario:

Purpose	**% of Net Proceeds**	**Amount (S$' million)**
Direct and indirect investments into existing portfolio companies	100%	4.27
Total	**100%**	**4.27**

Pending deployment of the Net Proceeds, such Net Proceeds may be deposited with banks and/or financial institutions, invested in short-term money markets or marketable securities or used for any other purposes on a short-term basis as the Directors may, in their absolute discretion, deem fit in the interest of the Company.

The Company will make periodic announcements on the utilisation of the Net Proceeds as and when such proceeds are materially disbursed, and provide a status report on the use of the Net Proceeds in the interim and full-year financial statements announcements and in the annual report of the Company, until such time the proceeds have been fully utilised. Where there is a material deviation in the use of Net Proceeds, the Company will announce the reason(s) for such deviation.

2.12 Adequacy of Working Capital

As at the Latest Practicable Date, the Directors are of the opinion that, after taking into account the Group's present bank facilities, the working capital available to the Group is sufficient to meet its present requirements. The purpose of the Rights Issue is to meet its investment requirements.

Based on the reasonable opinion of the Directors as at the Latest Practicable Date, there is no minimum amount which must be raised from the Rights Issue taking into consideration the intended use of the Net Proceeds and that the Company will look for alternative sources of funding such as equity funding through the placement of securities of the Company to investors or other fund raising opportunities to raise funds, if required based on the Board's assessment, for the Group's direct and indirect investments into existing portfolio companies.

2.13 Shares issued by the Company in the past twelve (12) months

The Company had entered into conditional subscription agreements on 19 January 2022 with the Subscribers in relation to the proposed subscription of an aggregate of 168,918,912 new Shares at the subscription price of S$0.12 per share by the Subscribers in eight (8) equal tranches. The total amount raised from the Subscription is S$19,800,000[1] and the amount not utilised as at the date of the Rights Announcement is S$7,728,000[1], of which S$1,788,000[1] is intended to be used for direct and indirect investments into new, prospective and/or existing

[1] Based on the exchange rate of US$0.75 = S$1.00.

portfolio companies and S$5,940,000[1] is intended to be used for general working capital, which is in line with the intended use of proceeds as previously announced by the Company.

The 1st, 2nd, 3rd, 4th and part of the 5th tranche of the Subscription completed on 21 March 2022, 4 April 2022, 12 July 2022, 20 October 2022, 10 January 2023 and 28 February 2023 respectively.

The remaining portion of the 5th tranche and the 6th to 8th tranche of the Subscription completed during the twelve (12) months period prior to the date of the Rights Announcement and the net proceeds thereof have not been utilised by the Company. The details of the remaining portion of the 5th tranche and the 6th to 8th tranche of the Subscription are as follows:

(a) in respect of the remaining portion of the 5th tranche, the 6th and the 7th tranche of the Subscription, 43,849,891 new Shares were issued between 28 April 2023 and 22 August 2023 and the gross proceeds and net proceeds arising from such issuance were S$5,191,833[1] and S$5,181,833[1] respectively. S$1,788,000[1] is intended to be used for direct and indirect investments into new, prospective and/or existing portfolio companies and S$3,393,833[1] is intended to be used for general working capital; and

(b) in respect of the 8th tranche of the Subscription, 21,255,681 new Shares were issued on 23 October 2023 and the gross proceeds and net proceeds arising from such issuance were S$2,516,667[1] and S$2,506,667[1] respectively. The net proceeds are intended to be used for general working capital.

2.14 Record Date

Subject to Shareholders' approval of the Rights Issue at the SGM being obtained, the Record Date for the purpose of determining the Entitled Shareholders' entitlements under the Rights Issue will be announced at a later date.

2.15 Financial Information of the Group

Selected audited consolidated financial information of the Group for FY2021, FY2022 and FY2023 are set out in Appendix A to this Circular. Such selected financial information include the Group's income statement, statement of financial position, statement of cash flow and the working capital position as well as a review thereof, and should be read together with the annual reports, the consolidated audited accounts and consolidated financial statements of the Group for the relevant periods and the related notes thereto, which are available on the website of the SGX-ST at www.sgx.com.

3. FINANCIAL EFFECTS OF THE RIGHTS ISSUE

The pro forma financial effects of the Rights Issue set out below are purely for illustrative purposes only and are not necessarily indicative of or a projection of the actual future financial performance or financial position of the Group after completion of the Rights Issue.

The pro forma financial effects of the Rights Issue set out below have been computed based on the latest audited consolidated financial statements of the Group for FY2023 and are presented herein after taking into account the following assumptions:

(a) the completion of the Rights Issue based on the Maximum Subscription Scenario;

(b) for the purposes of computing the financial effects of the Rights Issue on the NTA per Share and gearing of the Group, the Rights Issue is assumed to have been completed on 31 December 2023;

(c) for the purposes of computing the financial effects of the Rights Issue on the EPS of the Group, the Rights Issue is assumed to have been completed on 1 January 2023; and

(d) the foreign exchange rate used for such computation is US$0.75 = S$1.00.

3.1 Share Capital

	Maximum Subscription Scenario	
	No. of Shares	**S$'000**
As at the Latest Practicable Date	960,110,294	79,689
Add: new Shares to be issued from exercise of Share Options	70,864,412	7,086
Add: Rights Shares to be issued	73,641,050	4,418
Less: estimated expenses of the Rights Issue	-	(150)
Resultant enlarged issued share capital	1,104,615,756	91,044

3.2 NTA per Share

	Maximum Subscription Scenario
	As at 31 December 2023
NTA before the Rights Issue (US$'000)	70,892
NTA before the Rights Issue (S$'000)	94,523[2]
Add: Adjustments for Net Proceeds from the Rights Issue (S$'000)	4,268[2]
Adjusted NTA after the Rights Issue (**S$'000**)	**98,792**
Before the Rights Issue	
Number of Shares	960,110,294
NTA per Share before the Rights Issue (Singapore cents)	10.16
After the Rights Issue	
Number of Shares after the Rights Issue	1,104,615,756
Adjusted NTA per Share after the Rights Issue (Singapore cents)	11.18

3.3 LPS

	Maximum Subscription Scenario
	FY2023
Net loss attributable to Shareholders (US$'000)	(33,995)
Net loss attributable to Shareholders (S$'000)	(45,327)[2]
Before the Rights Issue	

[2] Based on the exchange rate of US$0.75 = S$1.00.

Number of Shares before the Rights Issue	960,110,294
LPS before the Rights Issue (Singapore cents)	(0.05)
After the Rights Issue	
Number of Shares after the Rights Issue	1,104,615,756
Adjusted LPS after the Rights Issue (Singapore cents)	(0.04)

3.4 Gearing

	Maximum Subscription Scenario **As at 31 December 2023**
Before the Rights Issue	
Total borrowings before the Rights Issue (US$'000)	2,600
Total borrowings before the Rights Issue (S$'000)	3,467[2]
Shareholders' equity before the Rights Issue (US$'000)	70,892
Shareholders' equity before the Rights Issue (S$'000)	94,523[2]
Gearing before the Rights Issue (times)[(1)]	0.037
After the Rights Issue	
Total borrowings after the Rights Issue (S$'000)	3,467
Add: Net Proceeds from Rights Issue (S$'000)	4,268
Adjusted Shareholders' equity after the Rights Issue (S$'000)	98,792
Gearing after the Rights Issue (times)[(1)]	0.035

Note:

(1) Gearing = Total borrowings / Shareholders' equity

4. DIRECTORS' AND SUBSTANTIAL SHAREHOLDERS' INTERESTS

None of the Directors or Substantial Shareholders of the Company has any direct or indirect interest in the Rights Issue (other than through their respective shareholdings in the Company).

4.1 Shareholding effects of the Rights Issue

The shareholding effects of the Rights Issue based on the Maximum Subscription Scenario as set out below are for illustrative purposes only and based on assumptions set out herein, and do not reflect the actual position of the Shareholders after the completion of the Rights Issue:

	As at the Latest Practicable Date[1]				After completion of the Rights Issue[2]			
	Direct Interest		Deemed Interest		Direct Interest		Deemed Interest	
	No. of Shares	%	No. of Shares	%	No. of Shares	%	No. of Shares	%
Directors								
Elka Nir	-	-	750,000[5][6]	0.07%	446,426[7]	0.04%	333,336	0.03%
Sin Boon Ann	-	-	750,000[5][6]	0.07%	446,426[7]	0.04%	333,336	0.03%
Nehama Ronen	-	-	750,000[5]	0.07%	-	-	750,000	0.07%
Professor Low Teck Seng	-	-	750,000[5]	0.07%	-	-	750,000	0.07%
Sarit Zeevi	-	-	750,000[5]	0.07%	-	-	750,000	0.07%
Librae Holdings Limited	281,335,281	29.30%	-	-	301,430,658	27.29%	-	-
The Bank of New York Mellon[3]	114,321,843	11.91%	-	-	122,487,689	11.09%	-	-
The Bank of New York Mellon Corporation[4]	-	-	114,321,843	11.91%	-	-	122,487,689	11.09%
Trendlines Venture Management Ltd.	231,020	0.02%	-	-	247,521	0.02%	-	-
Trendlines Venture Partners L.P.	94,118	0.01%	-	-	100,841	0.01%	-	-
Other Public Shareholders	564,128,032	58.75%			679,456,195	61.51%		
Total	**960,110,294**	**100.00%**			1,104,615,756	**100.00%**		

Notes:

(1) The shareholding interest is calculated based on the Existing Share Capital comprising 960,110,294 Shares as at the Latest Practicable Date.

(2) The shareholding interest is calculated based on the total enlarged issued and paid-up share capital of the Company comprising 1,104,615,756 Shares in the Maximum Subscription Scenario.

(3) The Bank of New York Mellon ("**BNYM**") is the ADR Depositary and holds these Shares on behalf of the ADR Holders. However, BNYM has confirmed in its Form 3 Notification Form for Substantial Shareholder that it does not control these Shares and acts only as required by the governing terms of the ADR program on the instructions of the issuer or the ADR Holders as applicable.

(4) The Bank of New York Mellon Corporation is deemed interested in the shares held by BNYM by virtue of it being the 100% shareholder of BNYM.

(5) Each of Elka Nir, Sin Boon Ann, Nehama Ronen, Professor Low Teck Seng and Sarit Zeevi holds 750,000 Share Options.

(6) Each of Elka Nir and Sin Boon Ann holds 416,664 Share Options that have been vested.

(7) Each of Elka Nir and Sin Boon Ann is assumed to have exercised 416,664 Share Options for new Shares on or prior to the Record Date and fully subscribed for each of their respective entitlements.

5. SPECIAL GENERAL MEETING

The SGM, notice of which is set out in this Circular, will be held at 190 Clemenceau Ave, #06-01, Singapore Shopping Centre, The Dining Hall @ Work Central, Singapore 239924 on Thursday, 18 April 2024 at 11:00 a.m. (Singapore time) (or immediately after the conclusion or adjournment of the Company's (i) AGM to be held at 10:00 a.m. (Singapore time) on the same day; and (ii) special general meeting regarding, inter alia, proposed CEO Exit Event Bonus Plan, Grant of Options and Amended Compensation Policy to be held at 10:30 a.m. (Singapore time) on the same day following the conclusion of the AGM), for the purpose of considering and, if thought fit, passing the ordinary resolution set out in the Notice of SGM.

6. ACTION TO BE TAKEN BY SHAREHOLDERS

6.1 Appointment of Proxies

Shareholders who are unable to attend the SGM and wish to appoint a proxy to attend and vote at the SGM on their behalf will find attached to this Circular a Proxy Form which they are requested to complete, sign and return in accordance with the instructions printed thereon as soon as possible and in any event so as to arrive at the registered office of the Company at The Trendlines Building, Misgav Business Park,17 T'chelet Street, M.P. Misgav 2017400, Israel or the Company's Singapore Share Registrar and Share Transfer Office, Boardroom Corporate & Advisory Services Pte. Ltd, at 1 Harbourfront Avenue, #14-07 Keppel Bay Tower, Singapore 098632, or by e-mail to Mrs Sahar Farah, Joint Company Secretary, at CompanySecretary@trendlines.com, not less than forty eight (48) hours before the time appointed for the SGM. The completion and return of a Proxy Form by a Shareholder does not preclude him from attending and voting in person at the SGM if he finds that he is able to do so. In such event, the relevant Proxy Form will be deemed to be revoked. Notwithstanding the above, the Chairman of the SGM shall have the right to waive the time requirement provided above with respect to all instruments of proxies and to accept any and all instruments of proxy until the beginning of the SGM.

6.2 When Depositor regarded as Shareholder

A Depositor shall not be regarded as a Shareholder of the Company entitled to attend the SGM and to speak and vote thereat unless his name appears on the Depository Register as at 11 April 2024, being the record date for determining those Shareholders eligible to vote at the SGM.

7. DIRECTORS' RECOMMENDATIONS

Shareholders, in deciding whether to vote in favour of the Ordinary Resolution, should read carefully the terms and conditions, rationale and financial effects of the Rights Issue. In giving the recommendations below, the Directors have not had regard to the specific investment objectives, financial situation, tax position or unique needs or constraints of any individual Shareholder. As different Shareholders would have different investment objectives and profiles, the Directors recommend that any individual Shareholder who may require advice in the context of his specific investment portfolio should consult his stockbroker, bank manager, solicitor, accountant, tax adviser or other professional adviser immediately.

The Directors, having considered, *inter alia*, the terms and rationale for the Rights Issue, are of the opinion that the Rights Issue is in the best interests of the Company, and accordingly recommend that Shareholders vote in favour of the Ordinary Resolution relating thereto to be proposed at the SGM.

8. DIRECTORS' RESPONSIBILITY STATEMENT

The Directors collectively and individually accept full responsibility for the accuracy of the information given in this Circular and confirm after making all reasonable enquiries that, to the best of their knowledge and belief, this Circular constitutes full and true disclosure of all material facts about the Rights Issue, the Company and its subsidiaries, and the Directors are not aware

of any facts the omission of which would make any statement in this Circular misleading. Where information in the Circular has been extracted from published or otherwise publicly available sources or obtained from a named source, the sole responsibility of the Directors has been to ensure that such information has been accurately and correctly extracted from those sources and/or reproduced in the Circular in its proper form and context.

9. INSPECTION OF DOCUMENTS

Copies of the following documents are available for inspection at the registered office of the Company at The Trendlines Building, Misgav Business Park, 17 T'chelet Street, M.P. Misgav 2017400, Israel or the Company's Singapore Share Registrar and Share Transfer Office, Boardroom Corporate & Advisory Services Pte. Ltd. at 1 Harbourfront Avenue, #14-07 Keppel Bay Tower, Singapore 098632 during normal business hours from the date of this Circular up to and including the date of the SGM:

(a) the annual reports of the Company for FY2021, FY2022 and FY2023; and

(b) the Articles of Association of the Company.

Alternatively, shareholders may request an electronic copy of the above documents for inspection, from the date of this Circular up to and including the date of the SGM, by email to shira@trendlines.com.

Copies of the Company's above-mentioned annual reports are also available for inspection at the Company's website at https://www.trendlines.com/.

Yours faithfully

For and on behalf of the Board of Directors of
THE TRENDLINES GROUP LTD.
Haim Brosh
Chief Executive Officer and Interim Chief Financial Officer
27 March 2024

CONSOLIDATED INCOME STATEMENTS

The consolidated income statements of the Group for the years ended 31 December 2021 ("**FY2021**"), 31 December 2022 ("**FY2022**") and 31 December 2023 ("**FY2023**") are set out below:

	12 months ended 31 December 2021 US$'000	12 months ended 31 December 2022 US$'000	12 months ended 31 December 2023 US$'000
Income:			
(Loss)/gain from change in fair value of investments in Portfolio Companies, net	9,151	(2,470)	(27,032)
Income from services to Portfolio Companies	1,542	2,556	3,215
Income from contracted R&D services	759	1,022	1,281
Financial income	4,260	873	1,247
Other income	410	393	362
Total (loss)/income	16,122	2,374	(20,927)
Expenses			
Operating, general and administrative expenses	11,125	11,615	9,826
Marketing expenses	328	270	241
R&D expenses, net	1,510	1,610	1,686
Financial expenses	514	6,198	2,041
Total expenses	13,477	19,693	13,794
Loss before income taxes	2,645	(17,319)	(34,721)
Income taxes	3,355	2,156	-
Net Loss	6,000	(15,163)	(34,721)
Other comprehensive income:			
Amounts that will be or that have been reclassified to profit/loss when specific conditions are met:			
Income from cash flow hedges	(45)	-	73
Total comprehensive loss	5,955	(15,163)	(34,648)
Net loss attributable to:			
Equity holders of the Company	6,563	(14,480)	(33,995)
Non-Controlling Interests	(563)	(683)	(726)
	6,000	(15,163)	(34,721)
Total comprehensive loss attributable to:			
Equity holders of the Company	6,518	(14,480)	(33,922)
Non-Controlling Interests	(563)	(683)	(726)
	5,955	(15,163)	(34,648)
Net loss per share attributable to equity holders of the Company (U.S. $):			
Basic and diluted net loss	(0.01)	(0.02)	(0.04)

A review of the operations, business and financial performance of the Group is set out below:

FY2021 vs FY2022

The loss before tax benefit in FY2022 was approximately US$17.3 million compared to an income of approximately US$2.6 million in FY2021. The decrease was mainly due to the loss from the change in fair value of investments in Portfolio Companies. The loss in fair value of investments in Portfolio Companies was US$2.5 million in FY2022 as compared to a gain from change in fair value of investments of US$9.2 million in FY2021.

In FY2022, there was an increase of US$13.6 million in the fair value of various Portfolio Companies, based on factors such as the favourable terms on which each Portfolio Company completed its fundraising exercises and each Portfolio Company's commercial or technological progress. In general, favourable terms for fund raising exercises/exits and higher commercial or technological progress would lead to higher fair values.

The increase in fair value of investments in Portfolio Companies was mainly offset by:

(i) a decrease of approximately US$7.7 million in the fair value of various Portfolio Companies mainly as a result of the completion of fund-raising exercises at less favourable terms to the Company, and general commercial or technological difficulties demonstrated in some Portfolio Companies in FY2022; and

(ii) the write off of Stimatix G.I. Ltd. ("**Stimatix**") of approximately US$7.9 million as a result of the acquirer discontinuing the marketing of the product of Stimatix, as stated in the Company's announcement dated 14 July 2022, and write off of another Portfolio Company of approximately US$0.5 million as a result of lack of funding.

FY2022 vs FY2023

The loss before tax benefit in FY2023 was approximately US$34.8 million compared to a loss of approximately US$17.3 million in FY2022, mainly due to the loss from the change in fair value of investments in Portfolio Companies as compared to the loss on this item in FY2022. The loss in fair value of investments in Portfolio Companies was US$27.0 million in FY2023 as compared to a loss in fair value of investments of US$2.5 million in FY2022.

In FY2023, there was an increase of US$8.2 million in the fair value of various Portfolio Companies, based on factors such as the favorable terms on which each Portfolio Company completed its fund-raising exercises and each Portfolio Company's commercial or technological progress. In general, favorable terms for fund raising exercises/exits and higher commercial or technological progress would lead to higher fair values.

The increase in fair value of investments in Portfolio Companies was mainly offset by:

(i) a decrease of approximately US$18.9 million in the fair value of various Portfolio Companies mainly as a result of the completion of fund-raising exercises at less favorable terms to the Company, and general commercial or technological difficulties demonstrated in some Portfolio Companies in FY2023; and

(ii) the write off of ten Portfolio Companies of approximately US$16.3 million as a result of a lack of funding.

STATEMENT OF FINANCIAL POSITION

The statement of financial position of the Group as at 31 December 2021, 31 December 2022 and 31 December 2023 are set out below:

	31 December 2021 (Audited) US$'000	31 December 2022 (Audited) US$'000	31 December 2023 (Audited) US$'000
Assets			
Current assets			
Cash and cash equivalents	14,309	4,565	6,110
Short-term bank deposits	4,252	2,092	90
Accounts and other receivables	3,361	6,329	2,390
Short-term loans to Portfolio Companies	287	91	119
	22,209	13,077	8,709
Non-current assets			
Accounts and other receivables	5,276	1,489	28
Contingent consideration receivable	6,599	744	-
Investments in Portfolio Companies	83,046	89,777	66,409
Right of use asset	2,752	2,058	2,240
Property, plant and equipment, net	1,201	848	686
	98,874	94,916	69,363
Total assets	121,083	107,993	78,072
EQUITY AND LIABILITIES			
Current liabilities			
Lease liability	776	419	410
Short-term loan	4,241	292	342
Trade and other payables	4,246	3,393	3,148
Deferred revenues	1,184	2,738	984
	10,447	6,842	4,884
Non-current liabilities			
Deferred revenues	679	888	-
Loans from the Israel Innovation Authority	2,718	2,469	2,258
Lease liability	2,274	1,674	1,634
Deferred taxes	2,156		
Other long-term liabilities	267	224	220
	8,094	5,255	4,112
Equity			
Equity Attributable to Equity Holders of the Company:			

Share capital	2,123	2,373	2,605
Share premium	79,312	86,577	93,815
Reserve from transaction with non-controlling interests	-	352	352
Reserve from hedges	-	-	73
Reserve from share-based payment transactions	4,378	4,891	5,249
Retained earnings	17,273	2,793	(31,202)
Equity attributable to owners of the parent	103,086	96,986	70,892
Non-controlling interests	(544)	(1,090)	(1,816)
Total equity	102,542	95,896	69,076
Total equity and liabilities	121,083	107,993	78,072

Review of statement of financial position as at 31 December 2021

Total assets increased by approximately 3.73% from US$116.8 million as at 31 December 2020 to US$121.1 million as at 31 December 2021. This was mainly due to an increase in cash and cash equivalents of US$3.7 million, decrease in Investments in Portfolio Companies of US$0.7 million, increase in accounts and other receivables of US$3.2 million, increase in contingent consideration of US$3.7 million, and the increase in right of use asset of US$0.6 million, which was offset by, deferred tax asset of US$6.8 million as an offset from deferred tax liability due to the statutory merger of Trendlines Medical-Misgav Ltd. since there is no deferred tax asset for 31 December 2021.

As at 31 December 2021, equity attributable to equity holders of the Company amounted to approximately US$103.1 million.

Review of statement of financial position as at 31 December 2022

Total assets decreased by approximately 10.81% from US$121.1 million as at 31 December 2021 to US$108.0 million as at 31 December 2022. This was mainly due to a decrease in cash and cash equivalents of US$9.7 million, decrease in contingent consideration of US$5.9 million, decrease in short term deposit of US$2.2 million which was offset by an increase in Investments in Portfolio Companies of US$6.7 million.

As at 31 December 2022, equity attributable to equity holders of the Company amounted to approximately US$97 million.

Review of statement of financial position as at 31 December 2023

Total assets decreased by approximately 27.77% from US$108.0 million as at 31 December 2022 to US$78.0 million as at 31 December 2023. This was mainly due to a decrease in Investments in Portfolio Companies of US$23.4 million and decrease in accounts and other receivables and contingent consideration of US$6.1 million.

As at 31 December 2023, equity attributable to equity holders of the Company amounted to approximately US$70.9 million.

CONSOLIDATED STATEMENT OF CASH FLOWS

The consolidated statement of cash flow of the Group for FY2021, FY2022 and FY2023 are set out below:

	FY2021 (Audited) US$´000	FY2022 (Audited) US$´000	FY2023 (Audited) US$´000
CASH FLOWS FROM OPERATING ACTIVITIES:			
Net loss	6,000	(15,163)	(34,721)
Adjustments to reconcile (loss)/income to net cash provided by/(used in) operating activities:			
Adjustments to the profit or loss items:			
Depreciation	1,102	930	772
Tax benefit	(3,355)	(2,156)	-
Loss from changes in fair value of investments in Portfolio Companies, net	(9,151)	2,470	27,032
Financial income, net	301	(570)	(567)
Financial expense related to Contingent Consideration	(3,701)	5,855	744
Loss from disposal of property, plant and equipment	-	-	15
Income from services to Portfolio Companies	(769)	(1,899)	(2,589)
Research and development services from non-controlling interests	-	489	-
Share-based payments	252	558	358
Changes in asset and liability items:			
Decrease/(increase) in short-term loans to Portfolio Companies	(268)	196	(28)
Decrease in accounts and other receivables	(3,243)	822	5,400
Increase in deferred revenues	2,016	(237)	(53)
Increase/(decrease) in trade and other payables	2,479	(855)	928
Decrease in other long-term liabilities	(5)	(43)	(4)
	(14,342)	5,560	32,008
Investments in Portfolio Companies	(4,553)	(5,305)	(3,745)
Proceeds from realization of Portfolio Company	13,652	-	-
	9,099	(5,305)	(3,745)
Cash (paid)/received during the year for:			
Interest paid	(124)	(42)	(10)
Interest received	16	24	125
	(108)	(18)	115
Net cash used in operating activities	650	(14,926)	(6,343)

	FY2021 (Audited) US$´000	FY2022 (Audited) US$´000	FY2023 (Audited) US$´000
CASH FLOWS FROM INVESTING ACTIVITIES:			
Purchase of property, plant and equipment	(574)	(112)	(78)
Proceeds from bank deposits and short-term bank deposits, net	(24)	-	-
Change in restricted deposits, net	-	11	-
Changes in short-term bank deposits, net	-	2,149	2,000
Net cash provided by investing activities	(598)	2,049	1,922
CASH FLOWS FROM FINANCING ACTIVITIES:			
Issuance of shares, net	-	7,470	6,370
Repayment of loan	-	(4,008)	-
Loan received	4,233	-	-
Grants from the Israel Innovation Authority	-	135	-
Payment of lease liability	(824)	(642)	(548)
Loans received from the Israel Innovation Authority	193	178	144
Net cash provided by financing activities	3,602	3,133	5,966
Increase/(decrease) in cash and cash equivalents	3,652	(9,744)	1,545
Cash and cash equivalents at the beginning of the year	10,656	14,309	4,565
Cash and cash equivalents at the end of the year	14,309	4,565	6,110
Non-cash transactions:			
Issuance of shares		-	1,100
Receivables from realization of investment in Portfolio Company	6,139	-	-
Right of use asset recognized against lease liability	1,401	92	436

FY2021

Net cash provided by operating activities of US$0.7 million in FY2021 was mainly due to a net gain of US$6.0 million and adjustments for non-cash items such as (i) gain from changes in fair value of investments in Portfolio Companies of approximately US$9.2 million; (ii) income from services to Portfolio Companies and R&D contracted services of approximately US$0.8 million; (iii) financial income, net of approximately US$0.4 million; and (iv) investments in Portfolio Companies, net of approximately US$4.6 million (v) income tax benefit of approximately US$3.4 million.

Net cash used in investing activities of US$0.6 million in FY2021 was mainly due to purchase of property, plant and equipment of approximately US$0.5 million.

Net cash provided by financing activities of US$3.6 million in FY2021 was mainly due to a loan of approximately US$4.2 million.

FY2022

Net cash used in operating activities of US$14.7 million in FY2022 was mainly due to a net loss of US$15.0 million and adjustments for non-cash items such as (i) loss from changes in fair value of investments in Portfolio Companies of approximately US$2.5 million; (ii) income from services to Portfolio Companies and R&D contracted services of approximately US$1.9 million; (iii) Financial expense related to Contingent Consideration of approximately US$5.9 million; and (iv) investments in Portfolio Companies, net of approximately US$5.3 million (v) income tax benefit of approximately US$2.2 million.

Net cash used in investing activities of US$2.0 million in FY2022 was mainly due to the purchase of a new bank deposits (US $2 million), offset by the maturity of a previous deposit of US $4.2 million.

Net cash provided by financing activities of US$3.0 million in FY2022 was mainly due to the issuance of shares, net of approximately US$7.5 million and the repayment of loan of approximately US$4.2 million.

FY2023

Net cash used in operating activities of US$6.3 million in FY2023 was mainly due to a net loss of US$34.8 million and adjustments for non-cash items such as (i) loss from changes in fair value of investments in Portfolio Companies of approximately US$27 million; (ii) income from services to Portfolio Companies and R&D contracted services of approximately US$2.6 million; (iii) investments in Portfolio Companies, net of approximately US$3.4 million; (iv) decrease in accounts and other receivables of approximately US$5.4 million; and (v) decrease in trade and other payables approximately US$0.9 million.

Net cash provided by financing activities of US$5.9 million in FY2023 was mainly due to an issuance of shares, as a result of the subscription agreement dated 19 January 2022 and shares being issued pursuant to the PIPE, net of approximately US$6.4 million.

WORKING CAPITAL

The working capital of the Group as at 31 December 2021, 31 December 2022 and 31 December 2023 are set out below:

	31 December 2021 (Audited) US$'000	31 December 2022 (Audited) US$'000	31 December 2023 (Audited) US$'000
Total Current Assets	22,209	13,077	8,709
Total Current liabilities	10,447	6,842	4,884
Net Working Capital	11,762	6,235	3,825

As at 31 December 2022 compared to 31 December 2021

The decrease in net working capital of US$5.5 million, from US$11.8 million as at 31 December 2021 to US$6.2 million as at 31 December 2022 was mainly due to the Cash and cash equivalents decreased by approximately US$9.7 million mainly due to the utilization of cash for operating activities in FY2022 and Short term bank deposits decreased by approximately US$2.0 million because a deposit matured in 2021, and the company purchased a new deposit in a different amount close to the end of 31 December 2022.

As at 31 December 2023 compared to 31 December 2022

The decrease in net working capital of US$2.4 million, from US$6.2 million as at 31 December 2022 to US$3.8 million as at 31 December 2023 was mainly due to the Short term bank deposits that decreased by approximately US$2.0 million because the deposit matured during the second half of 31 December 2023.

THE TRENDLINES GROUP LTD.

(Incorporated in Israel)
(Company Registration No.: 513970947)

NOTICE OF SPECIAL GENERAL MEETING

Unless otherwise defined, all capitalised terms herein shall bear the same meaning as in the circular to shareholders dated 27 March 2024 issued by The Trendlines Group Ltd..

NOTICE IS HEREBY GIVEN that a second Special General Meeting of The Trendlines Group Ltd. ("**Company"**) will be held at 190 Clemenceau Ave, #06-01, Singapore Shopping Centre, The Dining Hall @ Work Central, Singapore 239924 on **Thursday, 18 April 2024 at 11:00 a.m. (Singapore time)** (or immediately after the conclusion or adjournment of the Company's (i) Annual General Meeting ("**AGM**") to be held at 10:00 a.m. (Singapore time) on the same day; and (ii) special general meeting regarding, inter alia, proposed CEO Exit Event Bonus Plan, Grant of Options and Amended Compensation Policy to be held at 10:30 a.m. (Singapore time) on the same day following the conclusion of the AGM), for the purpose of considering and, if thought fit, passing the following ordinary resolution:

ORDINARY RESOLUTION: THE PROPOSED RIGHTS ISSUE

The non-renounceable non-underwritten rights issue of up to 73,641,050 new ordinary shares in the capital of the Company ("**Rights Shares**") at an issue price of S$0.06 per Rights Share ("**Issue Price**"), on the basis of one (1) Rights Share for every fourteen (14) existing ordinary shares in the capital of the Company (each, a "**Share"**) held by shareholders of the Company ("**Shareholders**") as at a time and date as the Directors may, in its absolute discretion, determine ("**Record Date**"), fractional entitlements to be disregarded, be and is hereby approved and authority be and is hereby given to the Directors or any of them to:

(a) create and issue up to 73,641,050 Rights Shares at the Issue Price for each Rights Share;

(b) provisionally allot and issue up to 73,641,050 Rights Shares at the Issue Price for each Rights Share on the basis of one (1) Rights Share for every fourteen (14) Shares held by Shareholders as at the Record Date, on the terms and conditions set out below and/or otherwise on such terms and conditions (including the basis of provisional allotments of the Rights Shares) as the Directors may in their absolute discretion deem fit, including without limitation, the following:

    (i) no provisional allotment of the Rights Shares shall be made in favour of Shareholders with registered addresses outside Singapore as at the Record Date, and who have not, at least three (3) Market Days prior to the Record Date, provided to the CDP or the Share Registrar, as the case may be, addresses in Singapore for the service of notices or documents ("**Foreign Shareholders**");

    (ii) the provisional allotment of the Rights Shares not taken up or allotted for any reason shall be used to satisfy applications for Excess Rights Shares (if any) or dealt with in such manner as the Directors may, in their absolute discretion, deem fit in the interests of the Company; and

    (iii) the Rights Shares when issued and fully paid up will rank *pari passu* in all respects with the then existing Shares save for any dividends, rights, allotments or other distributions, the record date for which falls before the date of issue of the Rights Shares;

(c) the Directors or any of them be and are hereby authorised to fix the Record Date in their absolute discretion; and

(d) the Directors or any of them be and are hereby authorised to take such steps, complete and do all such acts, matters and things as they may consider necessary or expedient for the purposes of or in connection with the Rights Issue (including but not limited to amending, finalising, approving and executing all such documents as may be required in connection with the Rights Issue), make such amendments to the terms of the Rights Issue and exercise such discretion as the Directors or any of them may in their absolute discretion deem fit, advisable or necessary in connection with all or any of the above matters.

BY ORDER OF THE BOARD
OF THE TRENDLINES GROUP LTD.

Haim Brosh
Chief Executive Officer and Interim Chief Financial Officer
27 March 2024

Notes:

1. This second Special General Meeting of the Company for the purpose of considering the Rights Issue ("**SGM**") is being convened, and will be held physically. All shareholders are cordially invited to attend the SGM in person. **There will not be option for shareholders to participate virtually.**

   Printed copies of this Notice of SGM and the accompanying Proxy Form will be mailed to shareholders.

   Printed copy of the Company's SGM Circular dated 27 March 2024 **will not** be mailed to shareholders, instead will be made available to shareholders on the SGXNet at https://www.sgx.com/securities/company-announcements and the Company's website at https://www.trendlines.com/.

   Shareholders who wish to request for a printed copy of the Company's SGM Circular dated 27 March 2024 may do so by submitting your request to the Company via email to CompanySecretary@trendlines.com with your full name, contact number and delivery address **no later than Tuesday, 9 April 2024**.

2. A shareholder entitled to attend and vote at the SGM is entitled to appoint a proxy to attend and vote in the shareholder's stead.

3. A proxy need not be a shareholder of the Company.

4. Any shareholder who holds more than one share shall be entitled to appoint a proxy with respect to all or some of its shares or appoint more than one proxy, provided that the instrument appointing a proxy shall include the number of shares with respect to which it was issued and only one proxy shall be appointed with respect to any one share.

5. The Proxy Form must be signed by the appointor or his/her attorney duly authorised in writing.

6. A shareholder of the Company which is a corporation is entitled to appoint its authorised representative or proxy to vote on its behalf. If the appointor is a corporation, the Proxy Form must be executed either under its common seal or under the hand of its duly authorised officer or attorney. A copy of the power of attorney or such other authority must be submitted together with the instrument appointing a proxy.

7. The Ordinary 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. **Only shareholders of record at the close of business on 11 April 2024, being the record date for determining those shareholders eligible to vote at the SGM, are entitled to notice of and to vote at the SGM and any postponements or adjournments thereof.**

8. Shareholders who wish to vote at the SGM via a proxy(ies) must submit the accompanying Proxy Form to appoint the proxy(ies) or the Chairman of the SGM as their proxy to cast votes on their behalf.

   Shareholders are requested to complete, sign and return the Proxy Form appointing proxy(ies) or corporate representative(s) in accordance with the instructions printed thereon as soon as possible and in any event so as to arrive at the registered office of the Company at T'chelet Street 17, Misgav Industrial Park, 2017400 Israel, or the Company's Singapore Share Registrar and Share Transfer Office, Boardroom Corporate & Advisory Services Pte. Ltd. at 1 Harbourfront Avenue, #14-07 Keppel Bay Tower, Singapore 098632, or by e-mail to Mrs Sahar Farah, Joint Company Secretary, at CompanySecretary@trendlines.com, not less than forty eight (48) hours before the time appointed for the SGM (i.e. **by 11:00 a.m. on Tuesday, 16 April 2024**).

   Notwithstanding the above, the Chairman of the SGM shall have the right to waive the time requirement provided above with respect to all instruments of proxies and to accept any and all instruments of proxy until the beginning of the SGM.

9. Persons who hold shares of the Company through relevant intermediaries (as defined in Section 181 of the Companies Act 1967 of Singapore), including CPF or SRS investors should approach their respective CPF Agent Banks or SRS Operators to submit their votes at least seven (7) working days before the SGM (i.e. **by 11:00 a.m. on Friday, 5 April 2024**) in order to allow sufficient time for their respective relevant intermediaries to in turn submit a proxy form to appoint the Chairman of the SGM to vote on their behalf by the cut-off date.

Submission of Questions In Advance of the SGM

Shareholders may submit substantial and relevant questions related to the resolution to be tabled for approval at the SGM to the Company in advance of the SGM. Such questions must be submitted **by 11:00 a.m. on Monday, 8 April 2024** via e-mail to Mrs Sahar Farah, Joint Company Secretary, at CompanySecretary@trendlines.com or by post to the Company's Singapore Share Registrar and Share Transfer Office, Boardroom Corporate & Advisory Services Pte. Ltd. at 1 Harbourfront Avenue, #14-07 Keppel Bay Tower, Singapore 098632.

Shareholders who submit questions via email or by post to the Company must provide the following information:
(i) the Shareholder's full name;
(ii) the Shareholder's address; and
(iii) the manner in which the Shareholder holds shares in the Company (e.g. via CDP, CPF or SRS).

The Company will upload its response to the substantial and relevant questions from shareholders on the SGXNet and the Company's website **before 11:00 a.m. on 14 April 2024**, being at least 48 hours prior to the proxy form submission deadline for the SGM.

The Company endeavours to address (i) subsequent clarifications sought (ii) follow-up questions or (iii) substantial and relevant questions which are received from shareholders after its response on 14 April 2024, at the SGM itself. Where substantially similar questions are received, the Company will consolidate such questions and consequently not all questions may be individually addressed. The Company's responses to all subsequent questions addressed at the SGM together with the minutes of the SGM, will be posted on the SGXNet and the Company's website within one (1) month after the date of the SGM.

Personal Data Privacy

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend and vote at the SGM and/or any adjournment thereof, a shareholder of the Company or a Depositor, as the case may be, (i) consents to the collection, use and disclosure of the shareholder or Depositor's personal data by the Company (or its agents or service providers) of the appointment of proxy(ies) or representative(s) for the SGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the SGM (including any adjournment thereof), and in order for the Company (or its agents or service providers) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the "**Purposes**"), (ii) warrants that where the shareholder or a Depositor discloses the personal data of the shareholder or Depositor's proxy(ies) and/or representative(s) to the Company (or its agents or service providers), the shareholder or Depositor 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 or service providers) of the personal data of such proxy(ies) and/or representative(s) for the Purposes, and (iii) agrees that the shareholder or Depositor will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the shareholder or Depositor's breach of warranty.

PROXY FORM

THE TRENDLINES GROUP LTD.

(Incorporated in Israel)
(Company Registration No.: 513970947)

PROXY FORM

I/We _____ (NRIC / Passport No./ Company Registration No.) _____ of _____(Address)

being a shareholder/shareholders of The Trendlines Group Ltd. ("**Company**"), hereby appoint:

Name	Address	NRIC/Passport Number	Proportion of Shareholdings	
			No. of Shares	%
And/or**				
Name	**Address**	**NRIC/Passport Number**	**Proportion of Shareholdings**	
			No. of Shares	**%**

or failing him/her, or the Chairman of the Special General Meeting ("**SGM**") as my/our proxy/proxies** to attend and to vote for me/us on my/our behalf at the second SGM of the Company to be held at 190 Clemenceau Ave, #06-01, Singapore Shopping Centre, The Dining Hall @ Work Central, Singapore 239924 on **Thursday, 18 April 2024 at 11:00 a.m. (Singapore time)** (or immediately after the conclusion or adjournment of the Company's (i) annual general meeting ("**AGM**") to be held at 10:00 a.m. (Singapore time) on the same day; and (ii) special general meeting regarding, inter alia, proposed CEO Exit Event Bonus Plan, Grant of Options and Amended Compensation Policy to be held at 10:30 a.m. (Singapore time) on the same day following the conclusion of the AGM), **and at any adjournment thereof.**

I/We direct my/our proxy/proxies to vote for or against the ordinary resolution to be proposed at the SGM as indicated hereunder. If no specific direction as to voting is given, the proxy/proxies will vote or abstain from voting at his/their discretion, as he/they will on any matter arising at the SGM and at any adjournment thereof.

No.	Resolutions	For*	Against*	Abstain*
1.	To approve the proposed Rights Issue			

* If you wish to exercise all your votes "For" or "Against" or "Abstain", please tick "✓" within the box provided. Alternatively, please indicate the number of votes as appropriate.
** Delete as appropriate.

Dated this _____ day of _____ 2024

Total No. of Shares Held

_____
Signature(s) of shareholder(s)/Common Seal of corporate shareholder

IMPORTANT: PLEASE READ NOTES OVERLEAF BEFORE COMPLETING THIS PROXY FORM

Notes:

1. Printed copy of this Proxy Form **will be** mailed to shareholders. This Proxy Form is also made available to shareholders on the SGXNet at https://www.sgx.com/securities/company-announcements and the Company's website at https://www.trendlines.com/.

2. Please insert the total number of Shares held by you. If you have Shares entered against your name in the Depository Register, you should insert that number. If you have Shares registered in your name in the Shareholders Register of the Company, you should insert that number. If you have Shares entered against your name in the Depository Register and Shares registered in your name in the Shareholders Register, you should insert the aggregate number. If no number is inserted, this form of proxy will be deemed to relate to all the Shares held by you. Where you appoint more than one proxy, the appointments shall be invalid unless you specify the shareholding (expressed as a percentage of the whole) to be represented by each proxy.

3. A shareholder who wishes to submit an instrument of proxy must complete, sign the proxy form and return it in accordance with the instructions printed thereon as soon as possible and in any event so as to arrive at the registered office of the Company at 17 T'chelet Street, Misgav Industrial Park, 2017400 Israel or the Company's Singapore Share Registrar and Share Transfer Office, Boardroom Corporate & Advisory Services Pte. Ltd. at 1 Harbourfront Avenue, #14-07 Keppel Bay Tower, Singapore 098632, or by e-mail to Mrs Sahar Farah, Joint Company Secretary, at CompanySecretary@trendlines.com not less than forty eight (48) hours before the time appointed for the SGM (i.e. **by 11:00 a.m. on 16 April 2024**).

   Notwithstanding the above, the Chairman of the SGM shall have the right to waive the time requirement provided above with respect to all instruments of proxies and to accept any and all instruments of proxy until the beginning of the SGM.

   Shareholders are strongly encouraged to submit completed proxy forms electronically via email.

4. Where a shareholder (whether individual or corporate) appoints the Chairman of the SGM as his/her/its proxy, he/she/it must give specific instructions as to voting, or abstentions from voting, in respect of a resolution in the form of proxy, failing which, the appointment of the Chairman of the SGM as proxy for that resolution will be treated as invalid.

5. Shareholders who hold more than one share shall be entitled to appoint a proxy with respect to all or some of its Shares or appoint more than one proxy, provided that the instrument appointing a proxy shall include the number of Shares with respect to which it was issued and only one proxy shall be appointed with respect to any one share.

6. Persons who hold Shares of the Company through relevant intermediaries (as defined in Section 181 of the Companies Act 1967 of Singapore), including CPF or SRS investors should approach their respective CPF Agent Banks or SRS Operators to submit their votes at least seven (7) working days before the SGM (i.e. **by 11:00 a.m. on Friday, 5 April 2024**) in order to allow sufficient time for their respective relevant intermediaries to in turn submit a proxy form to appoint the Chairman of the SGM to vote on their behalf by the cut-off date.

7. A proxy need not be a shareholder of the Company.

8. The instrument of proxy shall be duly signed by the appointor or his duly authorised attorney or, if such appointor is a company or other corporate body, under its common seal or stamp or the hand of its duly authorised signatory(ies), agent(s) or attorney(s). The Board may demand that the Company be provided with written confirmation, to its satisfaction, that the signatory(ies), agent(s) or attorney(s) have the authority to bind the corporate body of the appointing Shareholder.

9. The Company shall be entitled to reject an instrument of proxy which is incomplete, improperly completed, illegible or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified on the instrument of proxy. In addition, in the case of Shares entered in the Depository Register, the Company may reject an instrument of proxy if the Shareholder, being the appointor, is not shown to have Shares entered against his/her name in the Depository Register as **at the close of business on 11 April 2024, being the record date for determining those shareholders eligible to vote at the SGM**, as certified by the CDP.

10. Completion and return of the Proxy Form shall not preclude a shareholder from attending and voting at the SGM. Any appointment of a proxy or proxies shall be deemed to be revoked if a shareholder attends

the SGM, and in such event, the Share Registrar reserves the right to refuse to admit any person or persons appointed under the Proxy Form, to the SGM.

Personal Data Privacy

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