

**THE TRENDLINES GROUP LTD.**

(Incorporated in Israel)

(Company Registration No. 513970947)

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**RESULTS OF THE SPECIAL GENERAL MEETING HELD ON 24 FEBRUARY 2016**

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The Board of Directors of The Trendlines Group Ltd (the “**Company**”) wishes to announce that at its Special General Meeting (“**SGM**”) held today, resolutions as set out in the Notice of SGM dated 19 January 2016, were duly passed by shareholders of the Company by way of poll.

**Voting Requirements under Israeli Law in Passing Resolutions 1 and 2**

Resolutions 1 and 2 in connection with the election of External Directors of the Company require the following to carry the resolutions

- (i) A simple majority exceeding 50% of the votes cast (abstentions are disregarded); and
- (ii) A simple majority of votes of the shareholders which satisfies one of the following conditions (i) such majority is a Disinterested Majority<sup>1</sup>; or (ii) the total number of shares of non-controlling shareholders and shareholders who do not have a personal interest in such election (other than a personal interest which is not derived from a relationship with a controlling shareholder) voting against the resolution does not exceed 2.0% of the aggregate voting rights in the Company.

Since the Company does not have any controlling shareholders and none of the shareholders has a personal interest in the election, the outcome and poll results for (i) and (ii) above were the same.

**Voting Requirements under Israeli Law in Passing Resolution 3**

Resolution 3 in connection with the appointment of the Company's Chief Executive Officers to serve as Chairmen of the Board of Directors of the Company requires the following to carry the resolutions:

- (i) A simple majority exceeding 50% of the votes cast (abstentions are disregarded); and
- (ii) (1) A special majority exceeding two thirds of the votes cast (abstentions are disregarded) which exclude the votes of any controlling shareholders and the votes of any persons with a personal interest in the resolution; or (2) the total number of opposing votes among the shareholders in (1) do not exceed 2.0% of the total voting rights in the Company.

The votes of shareholders with personal interest in this matter are counted for the simple majority and are not counted for the special majority requirement. Therefore, the outcome and poll results for (i) and (ii) above for Resolution 3 differed and both scenarios are presented below.

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<sup>1</sup> a majority that includes at least a majority of the shares held by all shareholders who are not controlling shareholders and who do not have a personal interest in such election (other than a personal interest which is not derived from a relationship with a controlling shareholder), present and voting at such meeting (and without including any abstaining votes).

The information as required under Rule 704(15) of the Singapore Exchange Securities Trading Limited (“**SGX-ST**”) Listing Manual Section B: Rules of Catalyst (“**Catalist Rules**”) is as set out below:

(a) Breakdown of all valid votes cast at SGM:

**Table 1: In respect of Resolutions 1 and 2 for both simple majority and special majority requirements**

RESOLUTION NUMBER AND DETAILS	Total no. of shares represented by votes for and against the relevant resolution	FOR		AGAINST	
		No. of Shares	As a percentage of total no. of votes for and against the resolution (%)	No. of Shares	As a percentage of total no. of votes for and against the resolution (%)
<u>Resolution 1</u> Election of Ms Elka Nir, an Independent Director of the Company, to serve as External Director of the Company.	248,603,264	246,652,520	99.22	1,950,744	0.78
<u>Resolution 2</u> Election of Professor Hang Chang Chieh, an Independent Director of the Company, to serve as External Director of the Company.	248,603,264	246,652,520	99.22	1,950,744	0.78

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

Professor Hang Chang Chieh, who was re-elected as Director of the Company, remains as a member of the Company’s Audit Committee, Remuneration Committee and Nominating Committee. Professor Hang Chang Chieh is considered independent for the purpose of Rule 704(7) of the Catalist Rules.

**Table 2: In respect of Resolution 3 for the simple majority requirement**

RESOLUTION NUMBER AND DETAILS	Total no. of shares represented by votes for and against the relevant resolution	FOR		AGAINST	
		No. of Shares	As a percentage of total no. of votes for and against the resolution (%)	No. of Shares	As a percentage of total no. of votes for and against the resolution (%)
<u>Resolution 3</u> Appointment of the Company’s Chief Executive Officers, Messrs David Todd Dollinger and Stephen Louis Rhodes, to serve as Chairmen of the Board of Directors of the Company.	248,603,264	246,652,520	99.22	1,950,744	0.78

**Table 3: In respect of Resolution 3 for the special majority requirement**

RESOLUTION NUMBER AND DETAILS	Total no. of shares represented by votes for and against the relevant resolution	FOR		AGAINST	
		No. of Shares	As a percentage of total no. of votes for and against the resolution (%)	No. of Shares	As a percentage of total no. of votes for and against the resolution (%)
<u>Resolution 3</u> Appointment of the Company's Chief Executive Officers, Messrs David Todd Dollinger and Stephen Louis Rhodes, to serve as Chairmen of the Board of Directors of the Company.	199,796,936	197,846,192	99.02	1,950,744	0.98

The total number of opposing votes did not exceed 2% of the total voting rights in the Company (i.e. 10,174,835 shares). Resolution 3 is therefore carried, based on the poll results as set out in Tables 2 and 3.

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

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

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

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

BY ORDER OF THE BOARD

Yosef Ron

Joint Company Secretary

24 February 2016

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*The Trendlines Group Ltd. (the "**Company**") was listed on Catalist of the Singapore Exchange Securities Trading Limited (the "**SGX-ST**") on 26 November 2015. The initial public offering of the Company was sponsored by PrimePartners Corporate Finance Pte. Ltd. (the "**Sponsor**").*

*This announcement has been prepared by the Company and its contents have been reviewed by the Sponsor for compliance with the SGX-ST Listing Manual Section B: Rules of Catalist. The Sponsor has not verified the contents of this announcement.*

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

*The contact person for the Sponsor is Ms Gillian Goh, Director, Head of Continuing Sponsorship, at 16 Collyer Quay, #10-00 Income at Raffles, Singapore 049318, telephone (65) 6229 8088.*