

THE TRENDLINES GROUP LTD.

(Company Number: 513970947)

(Incorporated In Israel)

**PROPOSED RENOUNCEABLE NON-UNDERWRITTEN RIGHTS ISSUE OF UP TO 84,693,994
NEW ORDINARY SHARES IN THE CAPITAL OF THE COMPANY**

1. INTRODUCTION

- 1.1. The Board of Directors ("**Board**" or "**Directors**") of The Trendlines Group Ltd. ("**Company**") and its subsidiaries (together the "**Group**") wishes to announce that the Company is proposing to undertake a renounceable non-underwritten rights issue of up to 84,693,994 new ordinary shares ("**Rights Shares**") in the capital of the Company at an issue price of S\$0.1050 for each Rights Share ("**Issue Price**"), on the basis of 1 Rights Share for every 9 ordinary shares in the capital of the Company ("**Share**") held by the shareholders of the Company ("**Shareholders**") as at the date and time to be determined by the Directors for the purposes of determining Shareholders' entitlements under the Rights Issue ("**Books Closure Date**"), fractional entitlements to be disregarded ("**Rights Issue**").
- 1.2. The Company will be seeking specific approval for amongst others, the Rights Issue, from Shareholders at a special general meeting ("**SGM**") to be convened. A circular to Shareholders containing further information on the Rights Issue, together with the notice of the SGM, will be despatched to Shareholders in due course.
- 1.3. The Company has appointed PrimePartners Corporate Finance Pte. Ltd. as the financial adviser to the Rights Issue ("**Financial Adviser**").

2. PRINCIPAL TERMS OF THE RIGHTS ISSUE

- 2.1. **Basis of provisional allotment.** The Company is proposing the Rights Issue to be offered on a renounceable non-underwritten basis to Entitled Shareholders (as defined in paragraph 6.3) on the basis of 1 Rights Share for every 9 existing Shares held by Entitled Shareholders as at the Books Closure Date, fractional entitlements to be disregarded.
- 2.2. **Non-underwritten.** The Rights Issue will not be underwritten. In view of the Irrevocable Undertaking (as defined below) to be provided by Librae Holdings Limited ("**LH**"), further details of which are set out in paragraph 4 of this announcement, and the savings in costs by the Company in respect of underwriting fees and commission and there being no minimum amount to be raised from the Rights Issue, the Company has decided to proceed with the Rights Issue on a non-underwritten basis. The Rights Issue will not be withdrawn after commencement of the ex-rights trading of the Shares pursuant to Rule 820(1) of the Singapore Exchange Securities Trading Limited ("**SGX-ST**") Listing Manual Section B: Rules of Catalist ("**Catalist Rules**").
- 2.3. **Number of Rights Shares.** As at the date of this announcement, the Company has an existing issued and paid-up share capital comprising 712,360,797 Shares ("**Existing Share Capital**"), as well as 49,885,153 outstanding share options ("**Share Options**") which are exercisable into 49,885,153 Shares. Save for the 49,885,153 outstanding Share Options, the Company does not have any outstanding warrants or convertible securities. As at the date of this announcement, the Company has no treasury shares or subsidiary holdings.

For illustrative purposes only, based on the Existing Share Capital and

- (a) assuming (i) all of the outstanding Share Options are exercised on or prior to the Books Closure Date; and (ii) all the Entitled Shareholders (as defined in paragraph 6.3) subscribe for their pro-rata entitlements of Rights Shares, the Company will issue up to 84,693,994 Rights Shares ("**Maximum Subscription Scenario**") and the resultant enlarged issued and paid-up share capital of the Company in the Maximum Subscription Scenario will be 846,939,944 Shares; and
 - (b) assuming (i) none of the outstanding Share Options are exercised on or prior to the Books Closure Date; (ii) LH subscribes for its entitlement of Rights Shares and such number of Rights Shares which are not subscribed for or otherwise taken up and/or applied for by the other Entitled Shareholders ("**Excess Rights Shares**") pursuant to the Irrevocable Undertaking; and (ii) none of the other Entitled Shareholders (as defined in paragraph 6.3) subscribe for their pro-rata entitlements of Rights Shares, the Company will issue up to 78,617,143 Rights Shares ("**Minimum Subscription Scenario**") and the resultant enlarged issued and paid-up share capital of the Company in the Minimum Subscription Scenario will be 790,977,940 Shares.
- 2.4. **Rights Shares Issue Price.** The Issue Price per Rights Share is S\$0.1050 and represents premia of approximately (a) 19.3% over the closing price of S\$0.0880 per Share for trades done on the Catalist of the SGX-ST on 26 September 2019 (being the last trading day on which the Shares were traded prior to this announcement); and (b) 24.2% over the theoretical ex-rights price¹ of S\$0.0845 per Share.
- 2.5. **Status of Rights Shares.** The Rights Shares are payable in full upon acceptance and/or application and 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.
- 2.6. **Option to scale down.** Depending on the level of subscription for the Rights Shares, the Company will, if necessary, and upon the approval of the SGX-ST, scale down a Shareholder's application to subscribe for the Rights Issue to avoid placing the relevant Shareholder and parties acting in concert with it in the position of incurring a mandatory bid obligation under the Singapore Code On Take-Overs And Mergers as a result of other Shareholders not taking up their Rights Shares entitlements fully. For the avoidance of doubt, the option to scale down shall not apply to LH's application to subscribe for the Rights Shares and Excess Rights Shares pursuant to the Irrevocable Undertaking. The Company will also not make any allotment and issue of any Excess Rights Shares that will result in a transfer of controlling interests in the Company unless otherwise approved by Shareholders in a general meeting.
- 2.7. The terms and conditions of the Rights Issue may be subject to such changes as the Directors may deem fit. The final terms and conditions of the Rights Issue including procedures, acceptances and renunciations of applications for the Rights Shares will be contained in an offer information statement ("**Offer Information Statement**") and its accompanying documents to be lodged with SGX-ST acting as an agent of the Monetary Authority of Singapore ("**Authority**"). The Offer Information Statement will be despatched by the Company to Entitled Shareholders (as defined in paragraph 6.3) in due course.

¹ The theoretical ex-rights price is calculated using the following formula: $T = (A + B) / C$
where:

A = the Company's market capitalisation based on the closing price of S\$0.0880 per Share on the Catalist on 26 September 2019, being the last trading day on which the Shares were traded prior to this 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 of 712,360,797 Shares and the 49,885,153 new Shares issued pursuant to the exercise of the Share Options

C = the enlarged issued share capital of the Company under the Maximum Subscription Scenario of 846,939,944 Shares

3. CONDITIONS FOR THE RIGHTS ISSUE:

- 3.1. 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 to be convened;
 - (b) the approval of Shareholders for the potential transfer of controlling interests in the Company to LH arising from the allotment and issue of Excess Rights Shares being obtained at the SGM to be convened;
 - (c) 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 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; and
 - (d) the lodgement of the Offer Information Statement together with all other accompanying documents (if applicable) pursuant to the Securities and Futures Act, Chapter 289 of Singapore with the SGX-ST acting as an agent of the Authority.
- 3.2. Shareholders should note that the passing of the shareholder resolutions in relation to 3.1(a) and (b) above at the SGM to be convened are inter-conditional. This means that if either the ordinary resolution in relation to the Rights Issue or the ordinary resolution in relation to the potential transfer of controlling interest is not passed, the Company will not proceed with the Rights Issue.
- 3.3. The sponsor of the Company, PrimePartners Corporate Finance Pte. Ltd., 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. 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.

4. IRREVOCABLE UNDERTAKING FOR THE RIGHTS ISSUE

- 4.1. As at the date of this announcement, LH has an interest (either actual or deemed) in not less than 103,619,048 Shares ("**Existing LH Shares**"), representing in aggregate approximately 14.55% of the Existing Share Capital.
- 4.2. To show support for the Rights Issue and to demonstrate its commitment to and confidence in the Company, LH has given an irrevocable undertaking pursuant to which it has irrevocably undertaken to the Company ("**Irrevocable Undertaking**"), *inter alia*:
- (a) that it will not sell, transfer, assign, give, grant any interest over or otherwise dispose of any of the Existing LH Shares prior to the Books Closure Date;
 - (b) to fully subscribe and/or procure subscription for all of its entitlement of 11,513,227 Rights Shares based on the Existing LH Shares as at the Books Closure Date under the Rights Issue;
 - (c) to fully subscribe and/or procure subscription for up to 67,103,916 Excess Rights Shares, on the basis that it will rank last in priority for the allotment of the Excess Rights Shares which are not taken up by the other Entitled Shareholders; and
 - (d) to vote and/or procure the voting of, all of its shareholding in favour of the resolution in relation to the Rights Issue in order to procure the passing of the resolution for the Rights Issue to be tabled at the SGM.
- 4.3. The Irrevocable Undertaking is subject to and conditional upon the following:

- (a) if, to perform its obligations under the Irrevocable Undertaking, LH will be in breach of any applicable law or regulations or of an order of a court of competent jurisdiction or regulatory body issued after the date of the Irrevocable Undertaking, upon the date such law, regulation or order is issued;
- (b) the receipt of the listing and quotation notice of the SGX-ST for the dealing in, listing of and quotation of the Rights Shares under the Rights Issue on the Catalist and such approval not being withdrawn or revoked as at the completion of the Rights Issue, and if such approval is granted to such conditions, such conditions being acceptable to the Company;
- (c) the Rights Issue being approved by the Shareholders at the SGM to be convened;
- (d) the potential transfer of controlling interests in the Company to LH arising from the allotment and issue of Excess Rights Shares being approved by the Shareholders at the SGM to be convened; and
- (e) the lodgement of the Offer Information Statement, together with all other accompanying documents (if applicable), by the Company in respect of the Rights Issue with SGX-ST acting as an agent of the Authority,

(collectively, the “**Undertaking Conditions**”).

- 4.4. If any of the Undertaking Conditions is not fulfilled by 1730 hours (Singapore time) on 31 March 2020, the Irrevocable Undertaking shall terminate.
- 4.5. LH has furnished a confirmation from a financial institution that it has sufficient financial resources to fulfil its obligations under the Irrevocable Undertaking.
- 4.6. For illustrative purposes only, based on the terms of the Rights Issue and the Irrevocable Undertaking:
 - (a) assuming (i) only LH subscribes for its pro-rata entitlement of the Rights Shares; and (ii) no other Entitled Shareholder subscribes for the Rights Shares such that LH subscribes for such number of Excess Rights Shares pursuant to the Irrevocable Undertaking, and further assuming that:
 - (A) no outstanding Share Options are exercised before the Books Closure Date, LH will hold 182,236,191 Shares representing an interest of approximately 23.04% of the enlarged issued share capital of the Company immediately upon completion of the Rights Issue; and
 - (B) all outstanding Share Options are exercised before the Books Closure Date, LH will hold 182,236,191 Shares representing an interest of approximately 21.67% of the enlarged issued share capital of the Company immediately upon completion of the Rights Issue; and
 - (b) assuming that all the Entitled Shareholders (as defined in paragraph 6.3) subscribe for their pro-rata entitlements of Rights Shares, and further assuming that:
 - (A) no outstanding Share Options are exercised before the Books Closure Date, LH will hold 115,132,275 Shares representing an interest of approximately 14.55% of the enlarged issued share capital of the Company immediately upon completion of the Rights Issue; and
 - (B) all outstanding Share Options are exercised before the Books Closure Date, LH will hold 115,132,275 Shares representing an interest of approximately 13.59% of the

enlarged issued share capital of the Company immediately upon completion of the Rights Issue.

- 4.7 As set out in Paragraph 4.6(a) above, based on the terms of the Rights Issue and the Irrevocable Undertaking, a controlling interest in the Company may be transferred to LH arising from the allotment and issue of Excess Rights Shares. Rule 803 of the Catalist Rules provides that an issuer must not issue securities to transfer a controlling interest without the prior approval of shareholders in general meeting. Accordingly, as set out in Paragraphs 3.1(b) and 4.3(c) above, the Rights Issue and the Irrevocable Undertaking are conditional upon the approval of Shareholders for the potential transfer of controlling interests in the Company to LH arising from the allotment and issue of Excess Rights Shares being obtained at the SGM to be convened.

5. RATIONALE OF THE RIGHTS ISSUE AND USE OF PROCEEDS

- 5.1. As announced by the Company on 6 August 2019, the Company has completed the placement of 103,619,048 new Shares to LH at a placement price of S\$0.1050 per Share (“**Placement**”). As such, the Directors believe that the Rights Issue will provide Shareholders with the opportunity to obtain further equity participation in the Company by subscribing for the Rights Shares at the same price as the Placement. In addition, the proceeds from the Rights Issue will enable the Company to finance the working capital requirements of the Company and its subsidiaries as well as investments into new, prospective or existing portfolio companies.
- 5.2. The estimated net proceeds (“**Net Proceeds**”) arising from the Rights Issue, after deducting estimated expenses of approximately S\$150,000, are expected to be approximately S\$8.74 million in the Maximum Subscription Scenario and approximately S\$8.10 million in the Minimum Subscription Scenario. The Company intends to fund all the expenses in relation to the Rights Issue by internal resources.
- 5.3. For illustrative purposes only, the table below sets out the proposed use of Net Proceeds by the Company based on the Maximum Subscription Scenario and the Minimum Subscription Scenario:

Purpose	Maximum Subscription Scenario		Minimum Subscription Scenario	
	% of Net Proceeds	S\$ (million)	% of Net Proceeds	S\$ (million)
Direct and indirect investments into new, prospective or existing portfolio companies	70	6.12	70	5.67
General working capital	30	2.62	30	2.43
Total	100	8.74	100	8.10

- 5.4. The above allocations are based on the Maximum Subscription Scenario and the Minimum Subscription Scenario only and subject to certain assumptions. In the event that the Net Proceeds falls in between the Maximum Subscription Scenario and the Minimum Subscription Scenario, the Company will make the necessary announcements on the revised allocations once the final Net Proceeds have been determined. It is anticipated that the allocations will not deviate significantly from the above illustrations.
- 5.5. 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.

- 5.6. 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.
- 5.7. In relation to the Net Proceeds which are set aside for general working capital purposes, the Company will disclose a breakdown with specific details on the use of the Net Proceeds for working capital in announcements and annual reports.
- 5.8. As at the date of this announcement, 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. Notwithstanding the above, the purpose of the Rights Issue is to meet its anticipated general working capital and investment and acquisitions requirements as described above. The Directors are further of the opinion that, after taking into consideration the Group's present bank facilities and the Net Proceeds (based on the Minimum Subscription Scenario), that the working capital available to the Group is sufficient to meet its present requirements.

Based on the reasonable opinion of the Directors as at the date of this announcement and in view of the Irrevocable Undertaking, there is no minimum amount which must be raised from the Rights Issue taking into consideration the intended use of the Net Proceeds.

6. ELIGIBILITY OF SHAREHOLDERS TO PARTICIPATE IN THE RIGHTS ISSUE

- 6.1. **Entitled Depositors.** Entitled Depositors are Shareholders with Shares standing to the credit of their securities accounts maintained with The Central Depository (Pte) Limited ("**CDP**") (excluding securities sub-accounts maintained with a Depository Agent) ("**Securities Account**") and whose registered addresses with CDP are in Singapore as at the Books Closure Date or who have, at least three (3) Market Days prior to the Books Closure Date, provided the CDP with addresses in Singapore for the service of notices and documents.
- 6.2. **Entitled Scripholders.** Entitled Scripholders are 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 Books Closure Date or who have, at least three (3) Market Days prior to the Books Closure Date, provided Boardroom Corporate & Advisory Services Pte. Ltd. ("**Share Registrar**") with addresses in Singapore for the service of notices and documents.
- 6.3. **Entitled Shareholders.** Entitled shareholders (comprising Entitled Depositors and Entitled Scripholders) ("**Entitled Shareholders**") will be eligible to participate in the Rights Issue and to receive the Offer Information Statement together with the application forms for Rights Shares and Excess Rights Shares ("**ARE**") or the provisional allotment letters ("**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 a date and time, to be determined by the Directors, being the last date and time for acceptance and/or excess application and payment, and renunciation and payment of the Rights Shares under the Rights Issue ("**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 Books Closure Date. They are at liberty to accept (in full or in part), or decline or otherwise renounce or, in the case of Entitled Depositors only, trade their provisional allotments of the Rights Shares on the SGX-ST (during the provisional

allotment trading period prescribed by the SGX-ST), and are eligible to apply for additional Rights Shares in excess of their provisional allotments under the Rights Issue. For the avoidance of doubt, only Entitled Shareholders (and not purchasers of the provisional allotment of Rights Shares traded on the SGX-ST during the Rights trading period or the renounees of Entitled Shareholders) shall be entitled to apply for additional Rights Shares.

All fractional entitlements to the Rights Shares will be disregarded in arriving at the entitlements of the Entitled Shareholders and will, together with the entitlements not allotted or taken up for any reason, be aggregated and issued to satisfy applications, if any, for Excess Rights Shares, or dealt with in such manner as the Directors in their absolute discretion deem fit. In the allotment of Excess Rights Shares, preference will be given to the rounding of odd lots and the Directors and the substantial shareholders 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, including LH, will rank last in priority for the rounding of odd lots and the allotment of Excess Rights Shares.

All dealings in and transactions of the Rights through the SGX-ST will be effected under the book-entry (scripless) settlement system. Accordingly, the PALs for the Rights Issue which are issued to Entitled Scripholders will not be valid for delivery pursuant to trades done on the SGX-ST.

The procedures for, and the terms and conditions applicable to, acceptances, splitting and/or renunciation of the Rights Shares and sales of the Rights 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 Books Closure Date.

- 6.4. **Foreign Shareholders.** 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. 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 Shareholders with registered addresses outside Singapore as at the Books Closure Date and who have not, at least three (3) Market Days prior thereto, provided the Share Registrar or CDP, as the case may be, with addresses in Singapore for the service of notices and documents ("**Foreign Shareholders**").

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 Offer Information Statement and its accompanying documents will also not be dispatched to persons purchasing the provisional allotments of Rights Shares through the book-entry (scripless) settlement system if their registered addresses with CDP are outside Singapore ("**Foreign Purchasers**"). Foreign Purchasers who wish to accept the provisional allotments of the Rights Shares credited to their Securities Accounts should make the necessary arrangements with their Depository Agents or stockbrokers in Singapore.

If it is practicable to do so, the Company may, at its absolute discretion, arrange for the rights to subscribe for the Rights Shares ("**Rights**"), which would otherwise have been provisionally allotted to Foreign Shareholders to be sold "nil-paid" on the Catalist as soon as practicable after

commencement of trading in "nil-paid" Rights. Such sales may, however, only be effected if the Company, in its absolute discretion, determines that a premium can be obtained from such sales, after taking into account the expenses expected to be incurred in relation thereto. The net proceeds from all such sales, after deduction of all expenses therefrom, will be pooled and thereafter distributed to Foreign Shareholders in proportion to their respective shareholdings or, as the case may be, the number of Shares entered against their names in the Depository Register maintained by CDP as at the Books Closure Date and sent to them at their own risk by ordinary post, **provided that** where the amount of net proceeds to be distributed to any single Foreign Shareholder is less than S\$10.00, the Company shall be entitled to retain or deal with such net proceeds as the Directors may, in their absolute discretion, deem fit in the interests of the Company and no Foreign Shareholder shall have any claim whatsoever against the Company, the Financial Adviser, CDP or the Share Registrar and their respective officers in connection therewith.

If such provisional allotments cannot be or are not sold on the Catalist as aforesaid for any reason by such time as the SGX-ST shall have declared to be the last day for trading in the provisional allotments of Rights Shares, the Rights Shares represented by such provisional allotments will be issued 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 and no Foreign Shareholder shall have any claim whatsoever against the Company, the Financial Adviser, CDP or the Share Registrar and their respective officers in connection therewith.

With respect to holders of the Company's Level 1 American Depository Receipts ("**ADR**") held under The Bank of New York Mellon, (the "**Depository**"), the Company and the Depository shall endeavour to consult as to the actions to be taken in connection with the Rights Issue, including the sale by the Company or the Depository, if it is practicable to do so, of the Rights which would otherwise have been provisionally allotted to ADR holders. Further information will be announced by the Company and/or included in the circular to be despatched to Shareholders and Offer Information Statement in due course.

For the avoidance of doubt, even if a Foreign Shareholder (including an ADR holder) has provided a Singapore address as aforesaid, the offer of Rights and/or Rights Shares to him will be subject to compliance with applicable securities laws outside Singapore.

7. INTERESTS OF DIRECTORS AND SUBSTANTIAL SHAREHOLDERS

Save for LH who has provided the Irrevocable Undertaking, 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).

8. CIRCULAR TO SHAREHOLDERS

Further details of the Rights Issue will be announced and/or included in the circular to be despatched to Shareholders. The circular will also enclose the notice of the SGM for, *inter alia*, the Rights Issue.

9. RESPONSIBILITY STATEMENT

The Directors collectively and individually accept full responsibility for the accuracy of the information given in this announcement and confirm after making all reasonable enquiries that, to the best of their knowledge and belief, this announcement 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 announcement misleading. Where information in this announcement 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 this announcement in its proper form and context.

10. CAUTIONARY STATEMENT

Shareholders and potential investors are advised to exercise caution when dealing or trading in the Shares as there is no certainty or assurance that the Rights Issue will be completed or that no changes will be made to the terms thereof. Shareholders and potential investors are also advised to read this announcement and any further announcements by the Company carefully, and where in doubt as to the action that they should take, they should consult their financial, tax or other professional adviser immediately.

BY ORDER OF THE BOARD OF

The Trendlines Group Ltd.

D. Todd Dollinger
Chairman and Chief Executive Officer

26 September 2019

This announcement has been prepared by the Company and its contents have been reviewed by the Company's sponsor, PrimePartners Corporate Finance Pte. Ltd. (the "Sponsor") in accordance with Rules 226(2)(b) and 753(2) of the SGX-ST Listing Manual Section B: Rules of Catalist.

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

The contact person for the Sponsor is Ms. Jennifer Tan, Associate Director, Continuing Sponsorship (Mailing Address: 16 Collyer Quay, #10-00 Income at Raffles, Singapore 049318 and E-mail: sponsorship@ppcf.com.sg).