

Extraordinary/ Special General Meeting::Voluntary

Issuer & Securities

Issuer/ Manager	THE TRENDLINES GROUP LTD.
Security	THE TRENDLINES GROUP LTD. - IL0011328858 - 42T

Announcement Details

Announcement Title	Extraordinary/ Special General Meeting
Date & Time of Broadcast	19-Jan-2016 07:12:29
Status	New
Announcement Reference	SG160119XMETL4JJ
Submitted By (Co./ Ind. Name)	Yosef Ron
Designation	Joint Company Secretary
Financial Year End	31/12/2016

Event Narrative

Narrative Type	Narrative Text
Additional Text	Please see attached.

Event Dates

Meeting Date and Time	24/02/2016 12:00:00
Response Deadline Date	22/02/2016 12:00:00

Event Venue(s)

Place	
Venue(s)	Venue details
Meeting Venue	Suntec International Convention & Exhibition Centre, Level 3, Meeting Room 332, 1 Raffles Boulevard, Suntec City, Singapore 039593

Attachments	<p>The Trendlines Group Ltd Notice of SGM 19 01 2016.pdf</p> <p>Sponsor Statement Trendlines PPCF Approved.pdf</p> <p>The Trendlines Group Ltd Exhibit F Circular 19 01 2016.pdf</p> <p>Total size =562K</p>
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Like

THE TRENDLINES GROUP LTD.

(Incorporated in Israel)

(Company Registration No. 513970947)

NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the first extraordinary general meeting of The Trendlines Group Ltd. (the “**Company**”) for the financial year ending 31 December 2016 (the “**SGM**”) will be held at Suntec International Convention & Exhibition Centre, Level 3, Meeting Room 332, 1 Raffles Boulevard, Suntec City, Singapore 039593, at 12.00 p.m. (Singapore time) on 24 February 2016 for the purpose of considering and, if thought fit, approving the following matters:

AS ORDINARY RESOLUTIONS

1. To consider and approve the proposed election of Ms. Elka Nir, an Independent Director of the Company, to serve as External Director of the Company.

[RESOLUTION 1]

If re-elected, Ms. Elka Nir will remain 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 will be considered independent for the purpose of Rule 704(7) of the Listing Manual Section B: Rules of Catalist of the Singapore Exchange Securities Trading Limited.

2. To consider and approve the proposed election of Professor Hang Chang Chieh, an Independent Director of the Company, to serve as External Director of the Company

[RESOLUTION 2]

If re-elected, Professor Hang Chang Chieh will remain a member of the Company’s Audit Committee, Remuneration Committee and Nominating Committee. Professor Hang Chang Chieh will be considered independent for the purpose of Rule 704(7) of the Listing Manual Section B: Rules of Catalist of the Singapore Exchange Securities Trading Limited.

3. To consider and approve the proposed 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.

[RESOLUTION 3]

Please refer to the circular of the Company dated 19 January 2016 for further information regarding the proposed resolutions.

By Order of the Board of

THE TRENDLINES GROUP LTD.

Lynn Wan Tiew Leng

Yosef Ron

Joint Company Secretaries

19 January 2016

Notes:

- (1) Only shareholders of record at the close of business on 25 January 2016, 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.
- (2) All shareholders are cordially invited to attend the SGM in person. 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. A proxy need not be a shareholder of the Company.
- (3) 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.
- (4) Form of an instrument appointing a proxy, which may be used to vote at the SGM is enclosed.
- (5) The instrument appointing a proxy (and the power of attorney or other authority, if any, under which such instrument has been signed) shall be delivered to the Company’s registered office 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, 50 Raffles Place, #32-01 Singapore Land Tower, Singapore 048623, or by e-mail to Mr. Yosef Ron, Joint Company Secretary, at Yossi.r@trendlines.com not less than forty eight (48) hours before the time fixed for the SGM at which the person named in the instrument proposes to vote. Notwithstanding the above, the chair 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.

Personal Data Privacy

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the SGM and/or any adjournment thereof, a member of the Company or a Depositor, as the case may be (i) consents to the collection, use and disclosure of the member or Depositor’s personal data by the Company (or its agents) for the purpose of the processing and administration by the Company (or its agents) of proxies and representatives appointed 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) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the “Purposes”), (ii) warrants that where the member or a Depositor discloses the personal data of the member or Depositor’s proxy(ies) and/or representative(s) to the Company (or its agents), the member 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) of the personal data of such proxy(ies) and/or representative(s) for the Purposes, and (iii) agrees that the member or Depositor will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member or Depositor’s breach of warranty.

Sponsor's Statement

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.

CIRCULAR DATED 19 JANUARY 2016

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

If you are in any doubt as to the action that you should take, you should consult a stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser immediately.

If you have sold or transferred all your shares in the capital of The Trendlines Group Ltd. (the "**Company**") represented by physical share certificate(s), you should at once hand this Circular, together with the Notice of Special General Meeting and the enclosed Proxy Form 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 transferee.

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 Circular 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 Circular.

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The Trendlines Group Ltd.
(Incorporated in Israel)
(Company Registration No. 513970947)

**CIRCULAR TO SHAREHOLDERS
IN RELATION TO**

- 1. ELECTION OF EXTERNAL DIRECTORS; AND**
- 2. APPOINTMENT OF THE COMPANY'S CHIEF EXECUTIVE OFFICERS TO SERVE AS CHAIRMEN OF THE BOARD OF DIRECTORS OF THE COMPANY**

IMPORTANT DATES AND TIMES:

- Last date and time for lodgement of Proxy Form : 22 February 2016 at 12.00 p.m. (Singapore time)
- Date and time of Special General Meeting : 24 February 2016 at 12.00 p.m. (Singapore time)
- Venue of Special General Meeting : Suntec International Convention & Exhibition Centre Level 3, Meeting Room 332, 1 Raffles Boulevard, Suntec City, Singapore 039593

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PROXY FORM

DEFINITIONS

In this Circular, unless the context otherwise requires, the following expressions have the following meanings:

"Articles of Association"	the articles of association of the Company (as amended from time to time)
"Board"	the board of directors of the Company
"Catalist"	The Catalist Board of the SGX-ST
"Circular"	This circular to Shareholders dated 19 January 2016
"Companies Law"	Israel's Companies Law 5759-1999
"Company"	The Trendlines Group Ltd.
"Controlling Shareholder"	as defined under the Companies Law and as further explained in Part IV of this Circular; as of the date hereof, to the best knowledge of the Company, there is no controlling shareholder in the Company.
"Director(s)"	the director(s) of the Company.
"Disinterested Majority"	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).
"External Director(s)"	as defined under the Companies Law.
"IPO"	the initial public offering by the Company for the admission of the Company's Shares for trading on the Catalist of the SGX-ST.
"Listing Rules"	the SGX-ST Listing Manual Section B: Rules of Catalist.
"Offer Document"	the Company's Offer Document registered with the SGX-ST on 16 November 2015 in connection with the Company's IPO.
"Remuneration Regulations"	as promulgated under the Companies Law.
"SGM"	the first special general meeting of the Company for the financial year ending 31 December 2016 to be held at Suntec International Convention & Exhibition Centre, Level 3, Meeting Room 332, 1 Raffles Boulevard, Suntec City, Singapore 039593, at 12.00 p.m. (Singapore time) on 24 February 2016, or any adjournment thereof.
"SGX-ST"	Singapore Exchange Securities Trading Limited

DEFINITIONS

"Share(s)"	the ordinary share(s) in the registered share capital of the Company with a par value of NIS 0.01 per share.
"Shareholder(s)"	the holder(s) of the Company's Shares
"Special Majority"	a simple majority of votes of the Shareholders which satisfies one of the following conditions (i) such majority is a Disinterested Majority; 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.

The terms "**Depositor**", "**Depository**" and "**Depository Register**" shall have the meanings ascribed to them respectively in Section 81SF of the Securities and Futures Act (Chapter 289) of Singapore or any statutory modification thereof, as the case may be.

Words importing the singular shall, where applicable, include the plural and vice versa, and words importing the masculine gender shall, where applicable, include the feminine and neuter genders and vice versa.

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

Any reference to a time of day in this Circular shall be a reference to Singapore time.

LETTER TO SHAREHOLDERS

The Trendlines Group Ltd.

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

Board of Directors

David Todd Dollinger	(Chairman and Chief Executive Officer)
Stephen Louis Rhodes	(Chairman and Chief Executive Officer)
Zeev Bronfeld	(Non-Executive Director)
Elka Nir	(Lead Independent Director)
Stephen Philip Haslett	(Independent Director)
Hang Chang Chieh	(Independent Director)

Registered Office:

17 T'chelet Street
Misgav Industrial Park
2017400, Israel

19 January 2016

To: The Shareholders of The Trendlines Group Ltd.

Dear Sir/Madam,

- 1. ELECTION OF EXTERNAL DIRECTORS; AND**
- 2. APPOINTMENT OF THE COMPANY'S CHIEF EXECUTIVE OFFICERS TO SERVE AS CHAIRMEN OF THE BOARD OF DIRECTORS OF THE COMPANY**

I. INTRODUCTION

The Directors are proposing to convene the SGM to be held on 24 February 2016 to seek Shareholders' approval in relation to the following matters:-

- (1) Election of (i) Ms. Elka Nir and (ii) Professor Hang Chang Chieh, both Independent Directors of the Company, to serve as External Directors of the Company.
- (2) Appointment of the Company's Chief Executive Officers, Messrs. David Todd Dollinger and Stephen Louis Rhodes, to serve as Chairmen of the Board.

The purpose of this Circular is to provide Shareholders with the relevant information pertaining to the matters set out above and to seek Shareholders' approval at the SGM as set out in the Notice of SGM on pages 10-11 of this Circular.

The SGX-ST takes no responsibility for the accuracy of any statements or opinions made or reports contained in this Circular.

II. ELECTION OF EXTERNAL DIRECTORS

Under the Companies Law the shareholders of public companies must elect, by a Special Majority, at least two (2) members of the board of directors who qualify as "External Directors" under the Companies Law. External Directors must be appointed at a general meeting of shareholders of the company to be convened within three (3) months following the admission of the company's shares for trading on a stock exchange. The Company was listed on Catalist of SGX-ST on 26 November 2015. The Board is pleased to inform the Shareholders that Ms. Elka Nir and Professor Hang Chang Chieh, both currently Independent Directors of the Company, have been nominated as the Company's External Directors in accordance with the Companies Law. It is noted that Ms. Nir serves as our Lead Independent Director.

LETTER TO SHAREHOLDERS

Under the Companies Law, at least one (1) of the External Directors must have "accounting and financial expertise" and the rest of the External Directors must have either "professional competence" or "accounting and financial expertise". The conditions and criteria for a director qualifying as having accounting and financial expertise or professional competence are set out in regulations adopted under the Companies Law. The Board is charged with determining whether a director possesses accounting and financial expertise or professional qualifications. For further details regarding the requirements of the Companies Law relative to appointment of an External Director, please refer to pages 294-300 of the Offer Document.

Under the Companies Law, a resolution to appoint External Directors must be adopted by a Special Majority of the votes cast at a general meeting.

Each External Director is appointed for a term of three (3) years, which may be extended for two (2) additional terms of three (3) years each, subject to the requirement of the Companies Law.

According to the Remuneration Regulations, External Directors are generally entitled to an annual fee, a participation fee for each meeting of the Board or any committee of the Board of Directors on which he or she serves as a member, and reimbursement of travel expenses for participation in a meeting which is held outside of the External Director's place of residence. The minimum, fixed and maximum amounts of the annual and participation fees are set forth in the Remuneration Regulations, based on the classification of a company according to the amount of its capital. A company may also compensate an External Director in shares or rights to purchase shares, other than convertible debentures which may be converted into shares, subject to certain limitations.

According to the Remuneration Regulations, the remuneration of External Directors will not be amended throughout the three-year period during which he or she is in office.

The Board, at its meeting held on 2 November 2015, and Shareholders, at the general meeting held on 11 November 2015, resolved that during their first term of service as External Directors (assuming that they will be re-elected as set forth above), the External Directors shall receive remuneration in the form of the fixed amounts of the annual and participation fees set forth in the Remuneration Regulations, based on the classification of the Company according to the size of its capital, currently: NIS 49,875 (approximately SGD 18,185 based on the SGD/NIS Exchange Rate as of 8 January 2016) as an annual fee, NIS 2,575 (approximately SGD 939 based on the SGD/NIS Exchange Rate as of 8 January 2016) as in-person participation fee, NIS 1,545 (approximately SGD 563 based on the SGD/NIS Exchange Rate as of 8 January 2016) for conference call participation, NIS 1,287.5 (approximately SGD 469 based on the SGD/NIS Exchange Rate as of 8 January 2016) for written resolutions, and reimbursement of travel expenses for participation in a meeting which is held outside of the External Director's place of residence. The Directors are also entitled to indemnification and exculpation from the Company as detailed in pages 275-281 of the Offer Document.

Based, *inter alia*, on the business and working experience of each of the proposed External Directors as described below, the Board has determined that Ms. Nir has "accounting and financial expertise" and Professor Hang has "professional competence" as required under the Companies Law. If re-elected, Ms. Nir will remain as Lead Independent Director, Chairman of the Company's Audit Committee and Remuneration Committee and a member of the Company's Nominating Committee, and Professor Hang will remain a member of the Company's Audit Committee, Remuneration Committee and Nominating Committee. Both Ms. Nir and Professor Hang will be considered independent for the purpose of Rule 704(7) of the Listing Rules. Ms. Nir and Professor Hang have abstained from voting on any board resolution in respect of their proposed appointment as an External Director of the Company.

The Company's Nominating Committee (with Ms. Nir and Professor Hang abstaining from all discussions and decisions concerning their respective appointments) has reviewed, at its

LETTER TO SHAREHOLDERS

meeting held on 13 January 2016, the experience, independence, and the past and contemplated contribution of each of Ms. Nir and Professor Hang and resolved that each of Ms. Nir and Professor Hang provide to the Company beneficial service and advice. Moreover, given the Company's nature of business and scope of activities, and the fact that the Company is a company incorporated under Israeli law, managed in Israel, and listed on the Catalist of SGX-ST, and considering the specific expertise, and understanding expected from and provided by each of Ms. Nir and Professor Hang, the Company's Nomination Committee is of the opinion that the Company and its Shareholders shall benefit from the service of each of Ms. Nir and Professor Hang as External Directors of the Company.

The bio-data of Ms. Nir:

Ms. Nir is currently the founder and chief executive officer of E.LeadIN Ltd., a company which provides business, strategy, marketing, strategic alliance and investment consultancy services. In addition, Ms. Nir is also the chief executive officer of Carmel Ltd. (the economic corporation of Haifa University, Israel) where she is responsible for, *inter alia*, leading commercial and business activities; in particular, she founded and serves as the chief executive officer of Carmel Innovations Ltd. (a micro fund which invests in projects from Haifa University) and holds directorships in Carmel Innovations Ltd.'s subsidiaries. Ms. Nir is currently a non-executive director and chairperson of Biological Signal Processing Ltd., a non-executive, independent and external director of Hadasit Bio-Holdings Ltd. and a nonexecutive director of IceCure Medical Ltd., all of which are companies listed on the Tel Aviv Stock Exchange. She was previously a non-executive external director of BATM Advanced Communications Ltd., a company listed on the London Stock Exchange. Currently, Ms. Nir is also a board member of the Israel Advanced Technology Industries (IATI) and chairperson and director of several private companies. Ms. Nir served as the vice president of marketing, sales and customer support at a subsidiary of GE Medical from 1997 to 2000 before joining General Electric Medical, Israel as their vice president of engineering and research between 2000 and 2002. From January 2003 to January 2007, Ms. Nir was the chief operating officer and director of development and operations at Biosense Webster (Israel), Ltd., a subsidiary of Johnson & Johnson. From December 2006 to December 2011, Ms. Nir was the managing director and general partner of Giza Venture Capital Fund, a venture capital fund which invests in innovative high tech and life sciences companies. She was also a member of Giza's investment committee and had strong connections to its global investors, specifically in Asia. From January 2012 to January 2015, Ms. Nir served as a board director and investment committee member at Van Leer Technology Ventures, a technological incubator which invests in innovative medical and IT companies. Ms. Nir holds a Bachelor of Science in Computer Sciences from Technion-Israel Institute of Technology, Haifa, Israel, and a Diploma – Magna Cum Laude in Business Administration from the University of Haifa, Israel.

The bio-data of Professor Hang:

Professor Hang is currently the head, division of engineering & technology management, faculty of engineering, of the National University of Singapore (“**NUS**”), a position he has held since 2007. Professor Hang is the founding executive director of the Institute for Engineering Leadership at NUS, a position he has held since 2011. Professor Hang worked as a computer and systems technologist in the Shell Eastern Petroleum Company (Singapore) and the Shell International Petroleum Company (The Netherlands) from 1974 to 1977 before joining NUS. Between 1977 and 2000, Professor Hang served in various positions in NUS, including vice-dean of engineering, head of the department of electrical engineering and deputy vice-chancellor (research & business ventures). Between 2001 and 2003, Professor Hang was seconded to the Agency for Science, Technology and Research (“**A*STAR**”) and acted as A*STAR's executive deputy chairman. Upon completion of the secondment to A*STAR, Professor Hang returned to NUS in January 2004 as the founding director of the Centre for Management of Science and Technology, Faculty of Engineering, NUS. Professor Hang has served as a board member of several public organizations including as the founding deputy chairman of Singapore's National Science and Technology Board from 1991 to 1999, founding chairman of the Intellectual Property Office of Singapore

LETTER TO SHAREHOLDERS

from 2001 to 2009, founding chairman of the IP Academy of Singapore from 2002 to 2006 and as a member of the board of trustees of the Singapore Institute of Technology from 2009 to 2015. In addition, Professor Hang also held directorships in public listed companies such as Trek 2000 International Ltd. (a company listed on the Mainboard of the SGX-ST) and MMI Holdings Ltd. (a company which was listed on the Mainboard of the SGX-ST). Professor Hang holds a Bachelor of Engineering (Honors) from the University of Singapore and a Ph.D. in Control Engineering and a Doctor of Science degree from the University of Warwick. Professor Hang was elected as international fellow of the Royal Academy of Engineering, UK in 2000.

III. APPOINTMENT OF THE COMPANY'S CHIEF EXECUTIVE OFFICERS TO SERVE AS CHAIRMEN OF THE BOARD

Under the Companies Law, the chief executive officer or a relative of the chief executive officer of a company may not serve as the chairman of the board of directors of such company, and the chairman of the board of directors or a relative of the chairman of the board of directors of a company may not be vested with authorities of the chief executive officer without obtaining shareholder approval with a majority which satisfies either of the following conditions: (a) the majority of votes at the general meeting includes at least two thirds of the votes of shareholders participating and voting who are not controlling shareholders of the company and who do not have a personal interest in the approval of the resolution; or (b) the total number of opposing votes from among the shareholders in (a) does not exceed 2.0% of the total voting rights in the company. At present, Messrs. David Todd Dollinger and Stephen Louis Rhodes, the Company's Chief Executive Officers, also serve as Chairmen of the Board.

Shareholders' approval for such dual office held by Messrs. Dollinger and Rhodes must be obtained at a general meeting of shareholders of the Company to be convened within three (3) months following the admission of the Company's shares for trading on a stock exchange. As mentioned above, the Company was listed on Catalist of SGX-ST on 26 November 2015. Therefore, the Board is pleased to inform the Shareholders that Messrs. Dollinger and Rhodes have been nominated to serve in dual offices as the Company's Chief Executive Officers and Chairmen of the Board. Messrs. Dollinger and Rhodes have abstained from voting on any board resolution in respect of their proposed appointment as the Company's Chief Executive Officers and Chairmen of the Board.

The Company's Nominating Committee (with Mr. Rhodes abstaining from all discussions and decisions concerning his own appointment) has determined at its meeting held on 13 January 2016 that it is in the best interests of the Company for the positions of Chairmen of the Board and Chief Executive Officers to be held by the same persons for the following reasons:

- (i) The existing dual Chief Executive Officers and Chairmen management structure has worked well for the Company. Messrs. Dollinger and Rhodes have held the same designations of Chairmen since the co-founding of the Company in 2007; Mr. Rhodes was named co-Chief Executive Officer in July 2010. Since then, Messrs. Dollinger and Rhodes have been the key personnel whose contributions and expertise in their capacities as Chief Executive Officers and Chairmen have largely resulted in the success of the Company to-date with a reputation as the operators of one of the best government-franchised incubators in Israel and a strong track record of developing and executing exit strategies for its portfolio companies. Moving forward, it is expected that the continued growth and development of the Company will be dependent largely on the preservation of the existing management structure which has served the Company well.
- (ii) The Company is not aware of any objections or complaints raised by any of the existing Shareholders in relation to the dual roles of Messrs. Dollinger and Rhodes since the founding of the Company.

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- (iii) The Company believes that the concept of having two Chief Executive Officers and Chairmen is practical both based on the Company's experience of the past eight years and because there are other listed companies which also have a similar dual role management structure.

Messrs. Dollinger and Rhodes terms of office are detailed in pages 271-275 of the Offer Document.

IV. THE SPECIAL GENERAL MEETING AND SHAREHOLDERS' APPROVAL

The SGM will be held at 12.00 p.m. (Singapore time) on 24 February 2016 at Suntec International Convention & Exhibition Centre, Level 3, Meeting Room 332, 1 Raffles Boulevard, Suntec City, Singapore 039593. The notice convening the SGM is set out on pages 10 to 11 of the Circular.

At the SGM, ordinary resolutions will be proposed to approve the following resolutions:

- a. To consider and approve the proposed election of Ms. Elka Nir, an Independent Director of the Company, to serve as External Director of the Company.

If re-elected, Ms. Elka Nir will remain 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 will be considered independent for the purpose of Rule 704(7) of the Listing Manual Section B: Rules of Catalist of the Singapore Exchange Securities Trading Limited.

- b. To consider and approve the proposed election of Professor Hang Chang Chieh, an Independent Director of the Company, to serve as External Director of the Company

If re-elected, Professor Hang Chang Chieh will remain a member of the Company's Audit Committee, Remuneration Committee and Nominating Committee. Professor Hang Chang Chieh will be considered independent for the purpose of Rule 704(7) of the Listing Manual Section B: Rules of Catalist of the Singapore Exchange Securities Trading Limited.

- c. To consider and approve the proposed 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.

As at the date of the Circular, no Shareholder is required to abstain from voting on any of the aforesaid matters to be proposed at the SGM.

Only Shareholders of record at the close of business on 25 January 2016, 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. All Shareholders are cordially invited to attend the SGM in person. 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. A proxy need not be a shareholder of the Company. 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.

Form of an instrument appointing a proxy, which may be used to vote at the meeting are

LETTER TO SHAREHOLDERS

enclosed.

The instrument appointing a proxy (and the power of attorney or other authority, if any, under which such instrument has been signed) shall be delivered to the Company's registered office 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 50 Raffles Place, #32-01 Singapore Land Tower, Singapore 048623, or by e-mail to Mr. Yosef Ron, Joint Company Secretary, at Yossi.r@trendlines.com not less than forty eight (48) hours before the time fixed for the SGM at which the person named in the instrument proposes to vote. Notwithstanding the above, the chair 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.

Indication of personal interest:

Each shareholder voting on the proposed resolutions is required to indicate whether or not he has a personal interest in the proposed resolutions¹. Otherwise, the votes of such shareholder may not be counted.

Under the Companies Law, in general, a person will be deemed to be a controlling shareholder if that person has the power to direct the activities of the company, otherwise than by reason of being a director or other office holder of the company, and a person is deemed to have a personal interest if any member of the shareholder's immediate family, or the immediate family of a shareholder's spouse, has a personal interest in the adoption of the proposal. In addition, you are deemed to have a personal interest if a company, other than THE TRENDLINES GROUP LTD., that is affiliated with you, has a personal interest in the adoption of the proposal. Such company is a company in which you or a member of your immediate family serves as a director or chief executive officer, has the right to appoint a director or the chief executive officer, or owns 5% or more of the outstanding shares. However, you are not deemed to have a personal interest in the adoption of the proposal if your interest in such proposal arises solely from your ownership of our shares, or from a matter that is not related to a relationship with a controlling shareholder.

Please note that as of the date hereof, to the best knowledge of the Company, there is no controlling shareholder in the Company and since it is highly unlikely that any of our shareholders has a personal interest in the resolutions, and to avoid confusion in the voting and tabulation processes, the enclosed instrument of proxy includes a certification that you are not a controlling shareholder and that you do not have personal interest in the resolutions. If you are a controlling shareholder or if you do have personal interest in the resolutions, please contact Mr. Yosef Ron, Joint Company Secretary at +972.72.260.7031 or via email at Yossi.r@trendlines.com for instructions on how to vote your ordinary shares and indicate that you are a controlling shareholder or have personal interest.

V. RECOMMENDATION

The Board (save for Ms. Elka Nir, Professor Hang Chang Chieh, Mr. David Todd Dollinger and Mr. Stephen Louis Rhodes, who have abstained from making any recommendation in respect of their own election as External Director of the Company or their appointment to serve as Chairmen of the Board, as applicable) believes that the resolutions in relation to the (a) the election of (i) Ms. Elka Nir and (ii) Professor Hang Chang Chieh, both Independent Directors of the Company, to serve as External Directors of the Company; and (b) the appointment of the Company's Chief Executive Officers, Messrs. David Todd Dollinger and Stephen Louis Rhodes, to serve as Chairmen of the Board are in the best interests of the Company and its Shareholders as a whole, and accordingly recommends the Shareholders to vote in favor of the aforementioned resolutions at the SGM.

¹ With respect to the election of the external directors- except for a personal interest that is not a result of such shareholders relation to the "controlling shareholders" in such matter.

LETTER TO SHAREHOLDERS

VI. 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 proposed resolutions, 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 this 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 this Circular in its proper form and context.

Yours faithfully
For and on behalf of the Board of Directors of
The Trendlines Group Ltd.

David Todd Dollinger and Stephen Louis Rhodes,
Chief Executive Officers and Chairmen of the Board

NOTICE OF SPECIAL GENERAL MEETING

THE TRENDLINES GROUP LTD.
(Incorporated in Israel)
(Company Registration No. 513970947)

NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the first extraordinary general meeting of The Trendlines Group Ltd. (the "**Company**") for the financial year ending 31 December 2016 (the "**SGM**") will be held at Suntec International Convention & Exhibition Centre, Level 3, Meeting Room 332, 1 Raffles Boulevard, Suntec City, Singapore 039593, at 12.00 p.m. (Singapore time) on 24 February 2016 for the purpose of considering and, if thought fit, approving the following matters:

AS ORDINARY RESOLUTIONS

1. To consider and approve the proposed election of Ms. Elka Nir, an Independent Director of the Company, to serve as External Director of the Company.

[RESOLUTION 1]

If re-elected, Ms. Elka Nir will remain 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 will be considered independent for the purpose of Rule 704(7) of the Listing Manual Section B: Rules of Catalist of the Singapore Exchange Securities Trading Limited.

2. To consider and approve the proposed election of Professor Hang Chang Chieh, an Independent Director of the Company, to serve as External Director of the Company

[RESOLUTION 2]

If re-elected, Professor Hang Chang Chieh will remain a member of the Company's Audit Committee, Remuneration Committee and Nominating Committee. Professor Hang Chang Chieh will be considered independent for the purpose of Rule 704(7) of the Listing Manual Section B: Rules of Catalist of the Singapore Exchange Securities Trading Limited.

3. To consider and approve the proposed 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.

[RESOLUTION 3]

Please refer to the circular of the Company dated 19 January 2016 for further information regarding the proposed resolutions.

By Order of the Board of
THE TRENDLINES GROUP LTD.

Lynn Wan Tiew Leng
Yosef Ron
Joint Company Secretaries

19 January 2016

NOTICE OF SPECIAL GENERAL MEETING

Notes:

- (1) Only shareholders of record at the close of business on 25 January 2016, 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.
- (2) All shareholders are cordially invited to attend the SGM in person. 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. A proxy need not be a shareholder of the Company.
- (3) 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.
- (4) Form of an instrument appointing a proxy, which may be used to vote at the SGM is enclosed.
- (5) The instrument appointing a proxy (and the power of attorney or other authority, if any, under which such instrument has been signed) shall be delivered to the Company's registered office 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, 50 Raffles Place, #32-01 Singapore Land Tower, Singapore 048623, or by e-mail to Mr. Yosef Ron, Joint Company Secretary, at Yossi.r@trendlines.com not less than forty eight (48) hours before the time fixed for the SGM at which the person named in the instrument proposes to vote. Notwithstanding the above, the chair 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.

Personal Data Privacy

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the SGM and/or any adjournment thereof, a member of the Company or a Depositor, as the case may be (i) consents to the collection, use and disclosure of the member or Depositor's personal data by the Company (or its agents) for the purpose of the processing and administration by the Company (or its agents) of proxies and representatives appointed 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) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the "Purposes"), (ii) warrants that where the member or a Depositor discloses the personal data of the member or Depositor's proxy(ies) and/or representative(s) to the Company (or its agents), the member 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) of the personal data of such proxy(ies) and/or representative(s) for the Purposes, and (iii) agrees that the member or Depositor will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member 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 _____ Of _____
being a shareholder/shareholders of THE TRENDLINES GROUP LTD., hereby appoint

Name	Address	NRIC/Passport No	No. of Shares

and/or (delete as appropriate)

Name	Address	NRIC/Passport No	No. of Shares

as my/our proxy/proxies to attend and to vote for me/us on my/our behalf at the Special General Meeting of the Company to be held at Suntec International Convention & Exhibition Centre Level 3, Meeting Room 332, 1 Raffles Boulevard, Suntec City, Singapore 039593 on 24 February 2016 at 12.00 p.m., Singapore time and at any adjournment thereof.

(Please indicate with an "√" in the spaces provided whether you wish your vote(s) to be cast for or against or abstain the resolutions as set out in the Notice of Special General Meeting. In the absence of specific directions, the proxy/proxies will vote or abstain as he/they may think fit, as he/they will on any other matters arising at the Special General Meeting.)

No.	Resolution	For ¹	Against ¹	Abstain ¹
1.	To consider and approve the proposed election of Ms. Elka Nir, an Independent Director of the Company, to serve as External Director of the Company			
2.	To consider and approve the proposed election of Professor Hang Chang Chieh, an Independent Director of the Company, to serve as External Director of the Company			
3.	To consider and approve the proposed 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			

¹If 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.

Dated this ____ day of _____ 2016

Total Number of Shares Held

PLEASE NOTE THAT BY EXECUTING AND SUBMITTING THIS INSTRUMENT OF PROXY YOU HEREBY REPRESENT THAT YOU ARE NOT A "CONTROLLING SHAREHOLDER" AND THAT YOU DO NOT HAVE "PERSONAL INTEREST" IN THE RESOLUTIONS ON THE AGENDA. SEE ITEM IV ABOVE, UNDER THE CAPTION "INDICATION OF PERSONAL INTEREST" OF THE CIRCULAR FOR MORE INFORMATION, INCLUDING HOW TO INDICATE THAT YOU ARE A "CONTROLLING SHAREHOLDER" OR THAT YOU DO HAVE "PERSONAL INTEREST".

Signature(s) of Shareholder(s) or Common Seal

IMPORTANT : PLEASE READ NOTES OVERLEAF

PROXY FORM

Notes:

1. 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.
2. The instrument of proxy shall be duly signed by the appointer or his duly authorised attorney or, if such appointer 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.
3. The Companies Law requires that each shareholder voting on the proposed resolutions indicate whether or not he or she is a controlling shareholder or has a personal interest in the proposed resolution. For a complete discussion regarding control and personal interest, and how to indicate whether you are a controlling shareholder or have personal interest in these proposed resolutions, please see Item IV above, under the caption "Indication of personal interest".
4. 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 name in the Depository Register as at 25 January 2016, the record date for determining those Shareholders eligible to vote at the SGM, as certified by the Depositor.