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Issuer/Manager THE TRENDLINES GROUP LTD.

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Securities THE TRENDLINES GROUP LTD. – IL0011328858 – 42T

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Announcement Title Extraordinary/ Special General Meeting

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Date & Time of Broadcast 02 -Aug-2016 23:30:24

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Status New

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Announcement Reference SG160802XMET056D

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Submitted By (Co./Ind. Name) Yosef Ron

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Designation Joint Company Secretary

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Financial Year End 31/12/2016

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Meeting Date and Time 02/08/2016 12:00:00

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Response Deadline Date 31/07/2016 12:00:00

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Meeting Venue Suntec International Convention & Exhibition  
Centre, Level 3, Meeting Room 327, 1 Raffles  
Boulevard, Suntec City, Singapore 039593

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Attachments [Trendlines SGM Results](#)

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**THE TRENDLINES GROUP LTD.**

(Incorporated in Israel)

(Company Registration No. 513970947)

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**RESULTS OF THE SPECIAL GENERAL MEETING**

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The Board of Directors (the “**Board**”) of The Trendlines Group Ltd (the “**Company**”) wishes to announce that at its Special General Meeting (“**SGM**”) held on 2 August 2016, the resolutions as set out in the Notice of SGM dated 27 June 2016, were duly passed by shareholders of the Company by way of poll.

**Voting Requirements under Israeli Law in Passing Resolutions 1, 2 and 3**

Resolutions 1, 2 and 3 as set out in the Notice of SGM require the following to carry the resolutions:

- (i) A simple majority exceeding 50% of the votes cast (abstentions are disregarded); and
- (ii) A special majority of votes of the shareholders which satisfies one of the following conditions:
  - (a) such majority includes at least a majority of the shares held by all shareholders who are not controlling shareholders and who do not have a personal interest in the resolutions (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); or
  - (b) the total number of shares of non-controlling shareholders and shareholders who do not have a personal interest in such resolution (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.

As at the date of this announcement, the Company does not have any controlling shareholders and none of the interested persons are shareholders who voted at the SGM save for Messrs David Todd Dollinger and Stephen Louis Rhodes (including Meitav Dash Trusts Ltd., on behalf of each of Messrs. Dollinger and Rhodes and Trendlines Israel Fund, L.P., which is controlled by Messrs. Dollinger and Rhodes).

**Voting Requirements under Israeli Law in Passing Resolutions 4 and 5**

Resolutions 4 and 5 as set out in the Notice of SGM require a simple majority exceeding 50% of the votes cast to be carried.

**Results of Poll Voting**

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

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

**Table 1: In respect of Resolution 1 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 1</u> To consider and adopt the proposed Compensation Policy for the Company's Executives and Directors.	155,531,222	153,920,478	98.96	1,610,744	1.04

**Table 2: In respect of Resolution 1 for the special majority requirement**

RESOLUTION NUMBER AND DETAILS	Total no. of special majority shares represented by votes for and against the relevant resolution	FOR		AGAINST		
		No. of Shares	As a percentage of total no. of votes by special majority shares for and against the resolution (%)	No. of Shares	As a percentage of total no. of votes by special majority shares for and against the resolution (%)	As a percentage of total voting rights in the Company <sup>2</sup>
<u>Resolution 1</u> To consider and adopt the proposed Compensation Policy for the Company's Executives and Directors.	107,708,606	106,097,862	98.50	1,610,744	1.50	0.32

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

[ This portion has been intentionally left blank ]

<sup>1</sup> Shares held by shareholders who are non-controlling and without personal interest (as detailed in paragraph (ii)(a) above)

<sup>2</sup> 508,741,749 shares

**Table 3: In respect of Resolution 2 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 2</u> To consider and approve the proposed MBO plan for the Company's Chief Executive Officers ("CEO"), Messrs David Todd Dollinger and Stephen Louis Rhodes for FY2016.	155,531,222	149,790,878	96.31	5,740,344	3.69

**Table 4: In respect of Resolution 2 for the special majority requirement**

RESOLUTION NUMBER AND DETAILS	Total no. of special majority shares <sup>3</sup> represented by votes for and against the relevant resolution	FOR		AGAINST		
		No. of Shares	As a percentage of total no. of votes by special majority shares for and against the resolution (%)	No. of Shares	As a percentage of total no. of votes by special majority shares for and against the resolution (%)	As a percentage of total voting rights in the Company <sup>4</sup>
<u>Resolution 2</u> To consider and approve the proposed MBO plan for the Company's CEOs, Messrs David Todd Dollinger and Stephen Louis Rhodes for FY2016.	107,708,606	101,968,262	94.67	5,740,344	5.33	1.13

Resolution 2 was passed by both a simple majority as reflected in Table 3 above, and by a special majority (which includes both the majority of the special majority shares voting FOR, as well as less than 2% of such special majority shares out of the total voting rights in the Company voting AGAINST) as reflected in Table 4. Resolution 2 is therefore carried, based on the poll results as set out in Tables 3 and 4.

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<sup>3</sup> Shares held by shareholders who are non-controlling and without personal interest (as detailed in paragraph (ii)(a) above)

<sup>4</sup> 508,741,749 shares

**Table 5: 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> To consider and approve the proposed grant of a one-time cash bonus to each of the Company's CEOs, Messrs David Todd Dollinger and Stephen Louis Rhodes for FY2015.	155,407,567	149,667,223	96.31	5,740,344	3.69

**Table 6: In respect of Resolution 3 for the special majority requirement**

RESOLUTION NUMBER AND DETAILS	Total no. of special majority shares <sup>5</sup> represented by votes for and against the relevant resolution	FOR		AGAINST		
		No. of Shares	As a percentage of total no. of votes by special majority shares for and against the resolution (%)	No. of Shares	As a percentage of total no. of votes by special majority shares for and against the resolution (%)	As a percentage of total voting rights in the Company <sup>6</sup>
<u>Resolution 3</u> To consider and approve the proposed grant of a one-time cash bonus to each of the Company's CEOs, Messrs David Todd Dollinger and Stephen Louis Rhodes for FY2015.	107,584,951	101,844,607	94.66	5,740,344	5.34	1.13

Resolution 3 was passed by both a simple majority as reflected in Table 5 above, and by a special majority (which includes both the majority of the special majority shares voting FOR, as well as less than 2% of such special majority shares out of the total voting rights in the Company voting AGAINST) as reflected in Table 6. Resolution 3 is therefore carried, based on the poll results as set out in Tables 5 and 6.

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<sup>5</sup> Shares held by shareholders who are non-controlling and without personal interest (as detailed in paragraph (ii)(a) above)

<sup>6</sup> 508,741,749 shares

**Table 7: In respect of Resolutions 4 and 5 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 4</u> To consider and approve the proposed amendment to the Company's Articles of Association.	156,696,722	153,920,478	98.23	2,776,244	1.77
<u>Resolution 5</u> To consider and approve the proposed amendment to The Trendlines 2015 Share Option Plan.	108,874,106	106,097,862	97.45	2,776,244	2.55

Resolutions 4 and 5 are carried, based on the poll results as set out in Table 7.

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

Resolution 5 >> The aggregate number of shares from shareholders who were present at the SGM and who are eligible to participate in The Trendlines 2015 Share Option Plan that falls under the abstention is 47,822,616 shares. In particular, Messrs David Todd Dollinger and Stephen Louis Rhodes had abstained from voting on Resolution 5.

(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  
2 August 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.*