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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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**If you are in any doubt** as to any aspect of this circular or as to the action to be taken, you should consult your licensed securities dealer or registered institutions in securities, bank manager, solicitor, professional accountant or other professional adviser.

**If you have sold or transferred** all your shares in Sisram Medical Ltd, you should at once hand this circular, together with the enclosed form of proxy, to the purchaser or transferee or to the licensed securities dealer, registered institution in securities, bank, stockbroker or other agent through whom the sale was effected for transmission to the purchaser or the transferee.

**Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.**

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## **Sisram Medical Ltd**

*(Incorporated in Israel with limited liability)*

**(Stock Code: 1696)**

**PROPOSED RE-ELECTION OF RETIRING DIRECTORS  
AND  
PROPOSED GRANTING OF GENERAL MANDATES TO  
BUY BACK SHARES AND TO ISSUE SHARES  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

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A notice convening the Annual General Meeting of Sisram Medical Ltd to be held at 1804B, Tower 1, Admiralty Centre, 18 Harcourt Road, Hong Kong on Tuesday, 12 June 2018 at 9:30 a.m. is set out on pages 16 to 19 of this circular. A form of proxy for use at the Annual General Meeting is also enclosed. Such form of proxy is also published on the websites of Hong Kong Exchanges and Clearing Limited (<http://www.hkexnews.hk>) and the Company (<http://www.sisram-medical.com>).

Whether or not you are able to attend the Annual General Meeting, please complete and sign the enclosed form of proxy in accordance with the instructions printed thereon and return it to the Company's Hong Kong share registrar, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the Annual General Meeting (i.e. not later than 9:30 a.m. on Sunday, 10 June 2018) or the adjourned meeting (as the case may be). Completion and return of the form of proxy will not preclude Shareholders from attending and voting in person at the Annual General Meeting if they so wish.

*References to time and dates in this circular are to Hong Kong time and dates.*

26 April 2018



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## DEFINITIONS

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*In this circular, unless the context otherwise requires, the following expressions shall have the following meanings:*

“Annual General Meeting”	the annual general meeting of the Company to be held at 1804B, Tower 1, Admiralty Centre, 18 Harcourt Road, Hong Kong on Tuesday, 12 June 2018 at 9:30 a.m., to consider and, if appropriate, to approve the resolutions contained in the notice of the meeting which is set out on pages 16 to 19 of this circular, or any adjournment thereof
“Articles of Association”	the articles of association of the Company currently in force
“Board”	the board of Directors
“Company”	Sisram Medical Ltd, a company incorporated in Israel with limited liability, the Shares of which are listed on the Main Board of the Stock Exchange
“Director(s)”	the director(s) of the Company
“External Director(s)”	Director(s) appointed as an external director(s) of the Company under the Israeli Companies Law
“Fosun Pharma”	Shanghai Fosun Pharmaceutical (Group) Co., Ltd.* 上海復星醫藥(集團)股份有限公司, a joint stock company established in the PRC with limited liability, the H shares and A shares of which are listed and traded on the Main Board of the Stock Exchange and the Shanghai Stock Exchange, respectively, and a controlling shareholder of the Company
“Fosun Pharma Group”	Fosun Pharma and its subsidiaries, which for the purpose of this circular only, excluding the Group
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Israeli Companies Law”	the Companies Law 5759-1999 of Israel, effective from 1 February 2000, as amended from time to time, and the regulations promulgated thereunder

\* For identification purpose only

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## DEFINITIONS

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“Issuance Mandate”	a general mandate proposed to be granted to the Directors to allot, issue or deal with additional Shares of not exceeding 20% of the total number of issued shares of the Company as at the date of passing of the proposed ordinary resolution contained in item 8 of the notice of the Annual General Meeting as set out on pages 16 to 19 of this circular
“Latest Practicable Date”	19 April 2018, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“PRC”	the People’s Republic of China, which for the purpose of this circular only, excluding Hong Kong, Macau Special Administrative Region and Taiwan
“Share(s)”	ordinary share(s) of NIS0.01 each in the issued capital of the Company
“SFO”	Securities and Futures Ordinance (Chapter 571 of the laws of Hong Kong)
“Share Buy-back Mandate”	a general mandate proposed to be granted to the Directors to buy back Shares on the Stock Exchange of not exceeding 10% of the total number of issued shares of the Company as at the date of passing of the proposed ordinary resolution contained in item 7 of the notice of the Annual General Meeting as set out on pages 16 to 19 of this circular
“Shareholder(s)”	holder(s) of Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	The Code on Takeovers and Mergers approved by the Securities and Futures Commission as amended from time to time

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## LETTER FROM THE BOARD

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# Sisram Medical Ltd

*(Incorporated in Israel with limited liability)*

**(Stock Code: 1696)**

*Executive Directors:*

Mr. Yi LIU (*Chairman*)  
Mr. Lior Moshe DAYAN (*Chief Executive Officer*)  
Mr. Jianping HUA (*Chief Financial Officer*)

*Non-executive Directors:*

Mr. Yifang WU  
Mr. Yao WANG  
Ms. Yang YANG

*Independent Non-executive Directors:*

Mr. Heung Sang Addy FONG  
Mr. Chi Fung Leo CHAN  
Ms. Jenny CHEN  
Mr. Kai Yu Kenneth LIU

*Headquarters, Registered Office and  
Principal Place of Business in Israel:*  
14 Halamish Street  
Caesarea Industrial Park  
Caesarea 38900  
Israel

*Principal Place of Business in  
Hong Kong:*  
Level 54, Hopewell Centre  
183 Queen's Road East  
Hong Kong

26 April 2018

*To the Shareholders*

Dear Sir/Madam,

**PROPOSED RE-ELECTION OF RETIRING DIRECTORS  
AND  
PROPOSED GRANTING OF GENERAL MANDATES TO  
BUY BACK SHARES AND TO ISSUE SHARES  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

**1. INTRODUCTION**

The purpose of this circular is to provide the Shareholders with information in respect of certain resolutions to be proposed at the Annual General Meeting.

**2. PROPOSED RE-ELECTION OF RETIRING DIRECTORS**

In accordance with Article 41(c) of the Articles of Association, the Directors (other than any External Directors elected pursuant to the Israeli Companies Law) shall be divided by the Board into three groups, designated as group I, group II and group III. Each group of Directors shall consist, as nearly as possible as determined by the Board, of one-third of the total number of Directors constituting the entire Board (excluding the External Directors). The first term of office of

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## LETTER FROM THE BOARD

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the group I Directors shall expire at the annual general meeting occurring in 2018; the first term of office of the group II Directors shall expire at the annual general meeting in 2019; and the first term of office of the group III Directors shall expire at the annual general meeting in 2020. Any Director whose term has expired (upon the expiry of the term of such Director's group) may be re-elected to the Board.

The Board shall have power to fill casual vacancy or appoint additional Director and any such Director appointed by the Board shall be placed in a group of Directors so that all groups are as nearly equal as possible. A Director so appointed will hold office until the next annual general meeting and shall be eligible for re-election pursuant to Article 41(g) of the Articles of Association for a term of office equal to the remaining period of the term of office of the Director whose office has been vacated or the term of office as designated by the Board in respect of the group in which such Director shall be placed (as the case may be).

On 19 March 2018, Mr. Chun LI and Ms. Yu HU resigned as non-executive Directors, and Mr. Jianping HUA and Ms. Yang YANG have been appointed as an executive Director and a non-executive Director respectively. In accordance with the Articles of Association, Mr. Jianping HUA and Ms. Yang YANG will retire and being eligible, offer themselves for re-election at the Annual General Meeting.

In accordance with Articles 41(c) and (d) of the Articles of Association, Mr. Jianping HUA, Mr. Yifang WU and Mr. Kai Yu Kenneth LIU, being the group I Directors, will retire and being eligible, offer themselves for re-election at the Annual General Meeting for a term of office expiring on the third annual general meeting next succeeding such re-election. Ms Yang YANG, being group II Director, will retire and being eligible, offer herself for re-election as a Director for the remaining period of term of office of group II Directors in accordance with Article 41(g) of the Articles of Association (i.e. expiring at the AGM in 2019).

Details of the retiring Directors are set out in Appendix I to this circular.

### **3. PROPOSED GRANTING OF GENERAL MANDATE TO BUY BACK SHARES**

In order to give the Company the flexibility to buy back Shares if and when appropriate, an ordinary resolution will be proposed at the Annual General Meeting to approve the granting of the Share Buy-back Mandate to the Directors to buy back Shares on the Stock Exchange of not exceeding 10% of the total number of issued Shares of the Company as at the date of passing of the proposed ordinary resolution contained in item 7 of the notice of the Annual General Meeting as set out on pages 16 to 19 of this circular (i.e. a total of 44,215,560 Shares on the basis that the issued share capital of the Company remains unchanged on the date of the Annual General Meeting).

An explanatory statement required by the Listing Rules to provide the Shareholders with requisite information reasonably necessary for them to make an informed decision on whether to vote for or against the granting of the Share Buy-back Mandate is set out in Appendix II to this circular.

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## LETTER FROM THE BOARD

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### 4. PROPOSED GRANTING OF GENERAL MANDATE TO ISSUE SHARES

In order to give the Company the flexibility to issue Shares if and when appropriate, an ordinary resolution will be proposed at the Annual General Meeting to approve the granting of the Issuance Mandate to the Directors to allot, issue or deal with additional Shares of not exceeding 20% of the total number of issued Shares of the Company as at the date of passing of the proposed ordinary resolution contained in item 8 of the notice of the Annual General Meeting as set out on pages 16 to 19 of this circular (i.e. a total of 88,431,120 Shares on the basis that the issued share capital of the Company remains unchanged on the date of the Annual General Meeting). An ordinary resolution to extend the Issuance Mandate by adding the number of Shares bought back by the Company pursuant to the Share Buy-back Mandate will also be proposed at the Annual General Meeting.

### 5. ANNUAL GENERAL MEETING AND PROXY ARRANGEMENT

The notice of the Annual General Meeting is set out on pages 16 to 19 of this circular.

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of Shareholders at a general meeting must be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. An announcement on the poll results will be published by the Company after the Annual General Meeting in the manner prescribed under Rule 13.39(5) of the Listing Rules.

A form of proxy for use at the Annual General Meeting is enclosed with this circular and such form of proxy is also published on the websites of Hong Kong Exchanges and Clearing Limited (<http://www.hkexnews.hk>) and the Company (<http://www.sisram-medical.com>). To be valid, the form of proxy must be completed and signed in accordance with the instructions printed thereon and deposited, together with the power of attorney or other authority (if any) under which it is signed or a certified copy of that power of attorney or authority, at the Company's Hong Kong share registrar, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the Annual General Meeting (i.e. not later than 9:30 a.m. on Sunday, 10 June 2018) or the adjourned meeting (as the case may be). Completion and delivery of the form of proxy will not preclude you from attending and voting at the Annual General Meeting if you so wish.

### 6. NOTICE TO SHAREHOLDERS WHO HOLD SHARES REGISTERED IN THEIR OWN NAMES

Under the Israeli Companies Law, the Company is required to file a report with the Israeli Companies Registrar containing certain information on the Shareholders whose names appear on the register of members of the Company (that is, HKSCC Nominees Limited and Shareholders who have requested physical share certificates).

Solely for the purpose of enabling the Company to comply with the above reporting obligation, Shareholders and investors who acquire Shares following the listing of the Shares on the Stock Exchange and, if not already registered in their own names should, if not already provided, provide the following information to the Company's Hong Kong share registrar as soon as practicable following registration of their Shares:

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## LETTER FROM THE BOARD

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### (1) For Individuals

Please provide your passport number (or your identity card number if you do not hold a passport) and a notarized copy of your passport.

### (2) For Corporations

Please provide the company number (as stated in the company's certificate of incorporation) and a notarized copy of the company's certificate of incorporation and a notarized copy of the company's certificate of good standing (if available) or an equivalent document.

If any of the above documents are not in English or Hebrew, the above documents should be accompanied by a notarized translation in English or Hebrew. Documents can be notarized by a notary public or by the Israeli Diplomatic or Consulate representative in the relevant jurisdiction where you are resident or located.

If you have any questions regarding the documents to be provided, please contact the Company's Hong Kong share registrar at the address and telephone number stated below:

#### **Computershare Hong Kong Investor Services Limited**

17M Floor, Hopewell Centre  
183 Queen's Road East  
Wanchai  
Hong Kong

Hotline number: +852 2862 8555

Email: [hkinfo@computershare.com.hk](mailto:hkinfo@computershare.com.hk)

### **7. RECOMMENDATION**

The Directors consider that the resolutions proposed at the Annual General Meeting are in the best interests of the Company and the Shareholders. Accordingly, the Directors recommend the Shareholders to vote in favour of the resolutions proposed at the Annual General Meeting.

Yours faithfully,  
For and on behalf of the Board  
**SISRAM MEDICAL LTD**  
**Yi LIU**  
*Chairman*



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## APPENDIX I     DETAILS OF THE RETIRING DIRECTORS PROPOSED TO BE RE-ELECTED AT THE ANNUAL GENERAL MEETING

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The following are details of the Directors who will retire and being eligible, offer themselves for re-election at the Annual General Meeting.

(1) **Mr. Jianping HUA (“Mr. HUA”)**

*Position and experience*

Mr. Jianping HUA (華劍平), aged 36, was appointed as an executive Director on 19 March 2018.

Mr. HUA has been the Chief Financial Officer and Secretary to the Board of the Company since February 2014. He is responsible for the financial operation, board administrative matters and financing and investment activities of the Group. Mr. HUA has more than 10 years professional financial and investment experience. He held a number of positions comprising vice director of financial audit, director of financial audit and deputy general manager of the finance department of Fosun Pharma since February 2011 and is currently the vice chief financial officer of Fosun Pharma and the vice president of Medical Technology Management Committee of Fosun Pharma. Prior to joining Fosun Pharma, Mr. HUA worked as an audit manager in PricewaterhouseCoopers from August 2005 to February 2011.

Mr. HUA obtained a bachelor’s degree in English from Shanghai University (上海大學) in the PRC in July 2005.

Mr. HUA has not held other directorships in the last 3 years in public companies the securities of which are listed on any securities market in Hong Kong or overseas.

*Length of service*

Mr. HUA has entered into a letter of appointment with the Company for a period commencing from 19 March 2018 and ending on 30 August 2020, subject to the provision of retirement and rotation of Directors under the Articles of Association.

*Relationships*

Save as disclosed above, as far as the Directors are aware, Mr. HUA does not have any relationships with other Directors, senior management, substantial shareholders (as defined in the Listing Rules), or controlling shareholders (as defined in the Listing Rules) of the Company.

*Interests in shares*

As far as the Directors are aware, as at the Latest Practicable Date, Mr. HUA was interested in 25,000 A shares of Fosun Pharma, a controlling shareholder of the Company, representing 0.001% of the total issued share capital of Fosun Pharma personally.

Save as disclosed above, Mr. HUA was not interested or deemed to be interested in any shares or underlying shares and debentures of the Company or its associated corporations pursuant to Part XV of the SFO.

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## APPENDIX I     DETAILS OF THE RETIRING DIRECTORS PROPOSED TO BE RE-ELECTED AT THE ANNUAL GENERAL MEETING

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### *Director's emoluments*

Pursuant to the terms of the letter of appointment entered into between Mr. HUA and the Company, Mr. HUA will not receive any remuneration from the Company.

### *Information that needs to be disclosed and matters that need to be brought to the attention of the Shareholders*

As far as the Directors are aware, there is no information which is discloseable nor is Mr. HUA involved in any of the matters required to be disclosed pursuant to any of the requirements under Rule 13.51(2)(h) to (v) of the Listing Rules and there are no other matters concerning Mr. HUA that need to be brought to the attention of the Shareholders.

### **(2) Mr. Yifang WU (“Mr. WU”)**

#### *Position and experience*

Mr. Yifang WU (吳以芳), aged 48, was appointed as a non-executive Director on 17 October 2016.

Mr. WU joined the Fosun Pharma Group in April 2004 and is currently the executive director, president and chief executive officer of Fosun Pharma. Mr. WU was a technician, director, production officer, finance director, assistant to director of Xuzhou Biochemical Pharmaceutical Factory (徐州生物化學製藥廠), now known as Jiangsu Wanbang Biopharmaceutical Company Limited (江蘇萬邦生化醫藥集團有限責任公司) (“Jiangsu Wanbang”), from June 1987 to April 1997, a deputy director of Xuzhou (Wanbang) Biopharmaceuticals Manufactures Plant (徐州(萬邦)生物化學製藥廠), now known as Jiangsu Wanbang, from April 1997 to December 1998, the deputy general manager of Xuzhou Wanbang Biochemical Pharmaceutical Co., Ltd. (徐州萬邦生化製藥有限公司), now known as Jiangsu Wanbang, and a deputy general manager of Jiangsu Wanbang from December 1998 to March 2007 and the president of Jiangsu Wanbang from March 2007 to April 2011 and has been the chairman and CEO of Jiangsu Wanbang since April 2011.

Mr. WU graduated from Nanjing University of Science and Technology (南京理工大學) in the PRC majoring in international commerce in 1996 and obtained a master degree in business administration from Saint Joseph's University in the United States in 2005.

Save as disclosed above, Mr. WU has not held other directorships in the last 3 years in public companies the securities of which are listed on any securities market in Hong Kong or overseas.

#### *Length of service*

Mr. WU has entered into a letter of appointment with the Company for a period commencing from 19 March 2018 and ending on 30 August 2020, subject to the provision of retirement and rotation of Directors under the Articles of Association.

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## APPENDIX I     DETAILS OF THE RETIRING DIRECTORS PROPOSED TO BE RE-ELECTED AT THE ANNUAL GENERAL MEETING

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### *Relationships*

Save as disclosed above, as far as the Directors are aware, Mr. WU does not have any relationships with other Directors, senior management, substantial Shareholders (as defined in the Listing Rules), or controlling shareholders (as defined in the Listing Rules) of the Company.

### *Interests in shares*

As far as the Directors are aware, as at the Latest Practicable Date, Mr. WU was interested in the following shares or registered capital of the Company and its associated corporations pursuant to Part XV of the SFO:

- (i) 312,000 H shares of Fosun Pharma, a controlling shareholder of the Company, representing 0.06% of the issued share capital of Fosun Pharma held by Mr. WU personally.
- (ii) 683,900 A shares of Fosun Pharma, a controlling shareholder of the Company, representing 0.03.% of the issued share capital of Fosun Pharma held by Mr. WU personally.

Save as disclosed above, Mr. WU was not interested or deemed to be interested in any shares or underlying shares and debentures of the Company or its associated corporations pursuant to Part XV of the SFO.

### *Director's emoluments*

Pursuant to the terms of the letter of appointment entered into between Mr. WU and the Company, Mr. WU will not receive any remuneration from the Company.

### *Information that needs to be disclosed and matters that need to be brought to the attention of the Shareholders*

As far as the Directors are aware, there is no information which is discloseable nor is Mr. WU involved in any of the matters required to be disclosed pursuant to any of the requirements under Rule 13.51(2)(h) to (v) of the Listing Rules and there are no other matters concerning Mr. WU that need to be brought to the attention of the Shareholders.

### **(3) Ms. Yang YANG (“Ms. YANG”)**

#### *Position and experience*

Ms. Yang YANG (楊陽), aged 40, was appointed as a non-executive Director on 19 March 2018.

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## APPENDIX I     DETAILS OF THE RETIRING DIRECTORS PROPOSED TO BE RE-ELECTED AT THE ANNUAL GENERAL MEETING

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Ms. YANG has been the human resources deputy general manager of Fosun Pharma since Septemeber 2016. Ms. Yang was the senior manager of Sincere Holding Group Co., Ltd. (協信控股集團) in charge of matters relating to employees' performance and development and the human resources manager of Sino-Singapore Interconnection Investment Fund Management Co., Ltd. (中新互聯互通投資基金管理有限公司) from March 2016 to September 2016. Previously, she worked as the human resources manager from February 2014 to January 2016 and the assistant to the chairman of the board of directors from January 2015 to April 2015, respectively, of Zhongtai Hengyuan Industrial Co., Ltd. (中太恒源實業有限公司), a partner of Peking University Management Consulting Co., Ltd. (北大縱橫管理諮詢有限公司) responsible for human resources related consultation from December 2008 to November 2013, and a purchasing representative for supply chain management of Shanghai Siemens Mobile Communications Company (上海西門子移動通訊公司) from September 2004 to September 2008.

Ms. YANG obtained a bachelor's degree in Computer Science and Technology from Harbin Institute of Technology (哈爾濱工業大學) in the PRC in July 2000, a master's degree in Electronic Commerce from the University of Wyoming in the United States in August 2004 and a doctor's degree in Corporate Management from the Swiss Federal Institute of Technology Zurich in September 2008.

Ms. YANG has not held other directorships in the last 3 years in public companies the securities of which are listed on any securities market in Hong Kong or overseas.

### *Length of service*

Ms. YANG has entered into a letter of appointment with the Company for a period commencing from 19 March 2018 and ending on 30 August 2020, subject to the provision of retirement and rotation of Directors under the Articles of Association.

### *Relationships*

Save as disclosed above, as far as the Directors are aware, Ms. YANG does not have any relationships with other Directors, senior management, substantial shareholders (as defined in the Listing Rules), or controlling shareholders (as defined in the Listing Rules) of the Company.

### *Interests in shares*

As far as the Directors are aware, as at the Latest Practicable Date, Ms. YANG was not interested or deemed to be interested in any shares or underlying shares and debentures of the Company or its associated corporations pursuant to Part XV of the SFO.

### *Director's emoluments*

Pursuant to the terms of the letter of appointment entered into between Ms. YANG and the Company, Ms. YANG will not receive any remuneration from the Company.

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## APPENDIX I     DETAILS OF THE RETIRING DIRECTORS PROPOSED TO BE RE-ELECTED AT THE ANNUAL GENERAL MEETING

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*Information that needs to be disclosed and matters that need to be brought to the attention of the Shareholders*

As far as the Directors are aware, there is no information which is discloseable nor is Ms. YANG involved in any of the matters required to be disclosed pursuant to any of the requirements under Rule 13.51(2)(h) to (v) of the Listing Rules and there are no other matters concerning Ms. YANG that need to be brought to the attention of the Shareholders.

**(4) Mr. Kai Yu Kenneth LIU (“Mr. LIU”)**

*Position and experience*

Mr. Kai Yu Kenneth LIU (廖啟宇), aged 48, was appointed as an independent non-executive Director on 30 August 2017.

Mr. LIU worked with Hong Kong Exchanges and Clearing Limited (stock code: 388.HK) from June 2004 to October 2016, in his last position as assistant vice president in IPO Transactions, Listing and Regulatory Affairs Division. Prior to that, he worked with VC CEF Capital Limited (now known as VC Capital Limited) from September 2000 to May 2003, in his last position as an assistant manager in the corporate finance department. He also worked as an audit officer in the internal audit department of Kowloon-Canton Railway Corporation from January 2000 to September 2000, an assistant manager of the audit and control division of the Hong Kong branch of Banque Nationale de Paris from August 1996 to September 1997, an accountant of Ernst & Young from August 1994 to May 1996 and a junior accountant in the audit department of Kwan Wong Tan & Fong (merged with Deloitte Touche Tohmatsu in 1997) from May 1994 to August 1994.

Mr. LIU obtained a bachelor of engineering degree in mechanical engineering from the Imperial College of Science, Technology and Medicine of the University of London in August 1991 and a master of business administration degree in international banking and finance from the University of Birmingham in December 1998. Mr. Liu has been a member of the Hong Kong Institute of Certified Public Accountants since July 1999 and a fellow of the Association of Chartered Certified Accountants since April 2004.

Mr. LIU has not held other directorships in the last 3 years in public companies the securities of which are listed on any securities market in Hong Kong or overseas.

*Length of service*

Mr. LIU has entered into a letter of appointment with the Company for a period commencing from 19 March 2018 and ending on 30 August 2020, subject to the provision of retirement and rotation of Directors under the Articles of Association.

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## **APPENDIX I     DETAILS OF THE RETIRING DIRECTORS PROPOSED TO BE RE-ELECTED AT THE ANNUAL GENERAL MEETING**

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### *Relationships*

As far as the Directors are aware, Mr. LIU does not have any relationships with other Directors, senior management, substantial shareholders (as defined in the Listing Rules), or controlling shareholders (as defined in the Listing Rules) of the Company.

### *Interests in shares*

As far as the Directors are aware, as at the Latest Practicable Date, Mr. LIU was not interested or deemed to be interested in any shares or underlying shares and debentures of the Company or its associated corporations pursuant to Part XV of the SFO.

### *Director's emoluments*

Pursuant to the terms of the letter of appointment entered into between Mr. LIU and the Company, Mr. LIU will receive an annual director's fee of HK\$200,000 from the Company.

### *Information that needs to be disclosed and matters that need to be brought to the attention of the Shareholders*

As far as the Directors are aware, there is no information which is discloseable nor is Mr. LIU involved in any of the matters required to be disclosed pursuant to any of the requirements under Rule 13.51(2)(h) to (v) of the Listing Rules and there are no other matters concerning Mr. LIU that need to be brought to the attention of the Shareholders.

The following is an explanatory statement required by the Listing Rules to provide the Shareholders with requisite information reasonably necessary for them to make an informed decision on whether to vote for or against the ordinary resolution to be proposed at the Annual General Meeting in relation to the granting of the Share Buy-back Mandate.

### **1. SHARE CAPITAL**

As at the Latest Practicable Date, the issued share capital of the Company comprised 442,155,600 Shares.

Subject to the passing of the ordinary resolution set out in the notice of the Annual General Meeting in respect of the granting of the Share Buy-back Mandate and on the basis that the issued share capital of the Company remains unchanged on the date of the Annual General Meeting, i.e. being 442,155,600 Shares, the Directors would be authorized under the Share Buy-back Mandate to buy back, during the period in which the Share Buy-back Mandate remains in force, a total of 44,215,560 Shares, representing 10% of the total number of Shares in issue as at the date of the Annual General Meeting.

### **2. REASONS FOR SHARE BUY-BACK**

The Directors believe that the granting of the Share Buy-back Mandate is in the best interests of the Company and the Shareholders.

Shares buy-back may, depending on the market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or earnings per Share and will only be made when the Directors believe that such a buy-back will benefit the Company and the Shareholders.

### **3. FUNDING OF SHARE BUY-BACK**

The Company may only apply funds legally available for share buy-back in accordance with its Articles of Association, the laws of Israel and/or any other applicable laws, as the case may be.

### **4. IMPACT OF SHARE BUY-BACK**

There might be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the audited accounts contained in the annual report of the Company for the year ended 31 December 2017) in the event that the Share Buy-back Mandate was to be carried out in full at any time during the proposed buy-back period. However, the Directors do not intend to exercise the Share Buy-back Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

**5. MARKET PRICES OF SHARES**

The highest and lowest prices per Share at which Shares have been traded on the Stock Exchange during the period from 19 September 2017, being the date of listing of the Shares on the Stock Exchange (the “Listing Date”) up to and including the Latest Practicable Date were as follows:

<b>Month</b>	<b>Highest</b>	<b>Lowest</b>
	<i>HK\$</i>	<i>HK\$</i>
<b>2017</b>		
September ( <i>since the Listing Date</i> )	9.33	8.09
October	9.23	8.13
November	8.42	5.96
December	6.64	5.82
<b>2018</b>		
January	7.46	6.47
February	6.63	5.70
March	6.35	5.84
April ( <i>up to the Latest Practicable Date</i> )	6.96	5.85

**6. GENERAL**

To the best of their knowledge and having made all reasonable enquiries, none of the Directors nor any of their respective close associates (as defined in the Listing Rules) have any present intention to sell any Shares to the Company in the event that the granting of the Share Buy-back Mandate is approved by the Shareholders.

The Company has not been notified by any core connected persons (as defined in the Listing Rules) of the Company that they have a present intention to sell any Shares to the Company, or that they have undertaken not to sell any Shares held by them to the Company in the event that the granting of the Share Buy-back Mandate is approved by the Shareholders.

The Directors have undertaken to the Stock Exchange to exercise the power of the Company to buy back Shares pursuant to the Share Buy-back Mandate in accordance with the Listing Rules and the applicable laws of Israel.



**7. TAKEOVERS CODE**

If as a result of a buy-back of Shares pursuant to the Share Buy-back Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition of voting rights for the purposes of the Takeovers Code. Accordingly, a Shareholder or a group of Shareholders acting in concert (within the meaning under the Takeovers Code), depending on the level of increase in the Shareholder's interest, could obtain or consolidate control of the Company and thereby become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

To the best knowledge of the Company, as at the Latest Practicable Date, Fosun International Holdings Ltd. ("Fosun"), through its subsidiaries, controls the exercise of voting rights in respect of a total of 330,558,800 Shares, representing approximately 74.76% of the total issued share capital of the Company. In the event that the Directors exercise the proposed Share Buy-back Mandate in full, the shareholdings held by the members of the concert party group would be changed as follows:

	<b>Number of Shares held</b>	<b>Percentage of shareholdings before exercise of Share Buy-back Mandate in full</b>	<b>Percentage of shareholdings after exercise of Share Buy-back Mandate in full</b>
<b>Magnificent View Investments Limited</b>	96,976,000	21.93%	24.37%
<b>Chindex Medical Limited</b>	127,318,640	28.79%	31.99%
<b>Ample Up Limited</b>	<u>106,264,160</u>	<u>24.03%</u>	<u>26.70%</u>
<b>Total</b>	<u>330,558,800</u>	<u>74.76%</u>	<u>83.07%</u>

Accordingly, as the aggregate shareholding in the Company held by Fosun exceeds 50%, exercise of the Share Buy-back Mandate should, subject to the specific circumstances in the particular case, not result in a mandatory offer obligation upon Fosun under Rule 26 of the Takeovers Code. The Directors do not propose to exercise the Share Buy-back Mandate to such an extent as would, in the circumstances, give rise to an obligation to make a mandatory offer in accordance with Rule 26 of the Takeovers Code and/or result in the aggregate number of Shares held by the public shareholders falling below the prescribed minimum percentage required by the Stock Exchange.

**8. SHARE BUY-BACK MADE BY THE COMPANY**

During the 6 months prior to the Latest Practicable Date, the Company had not bought back any of the Shares (whether on the Stock Exchange or otherwise).

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## NOTICE OF ANNUAL GENERAL MEETING

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# Sisram Medical Ltd

*(Incorporated in Israel with limited liability)*

**(Stock Code: 1696)**

### NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the annual general meeting (the “Meeting”) of Sisram Medical Ltd (the “Company”) will be held at 1804B, Tower 1, Admiralty Centre, 18 Harcourt Road, Hong Kong on Tuesday, 12 June 2018 at 9:30 a.m. for the purposes of considering and, if thought fit, passing the following resolutions as ordinary resolutions:

#### ORDINARY RESOLUTIONS

1. To receive and consider the audited consolidated financial statements of the Company and the reports of the directors and auditors for the year ended 31 December 2017.
2. To re-elect Mr. Jianping HUA as an executive director of the Company.
3. To re-elect Mr. Yifang WU as a non-executive director of the Company.
4. To re-elect Ms. Yang YANG as a non-executive director of the Company.
5. To re-elect Mr. Kai Yu Kenneth LIU as an independent non-executive director of the Company.
6. To re-appoint Ernst & Young as auditors of the Company and to authorize the board of directors of the Company to fix their remuneration.
7. “THAT:
  - (a) subject to paragraph (b) below, a general mandate be and is hereby generally and unconditionally given to the directors of the Company to exercise during the Relevant Period (as defined below) all the powers of the Company to buy back its shares in accordance with all applicable laws, rules and regulations;
  - (b) the total number of shares of the Company to be bought back pursuant to the mandate in paragraph (a) above shall not exceed 10% of the total number of issued shares of the Company as at the date of passing of this resolution, and if any subsequent consolidation or subdivision of shares is conducted, the maximum number of shares that may be bought back under the mandate in paragraph (a) above as a percentage of the total number of issued shares at the date immediately before and after such consolidation or subdivision shall be the same; and

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## NOTICE OF ANNUAL GENERAL MEETING

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(c) for the purposes of this resolution:

“Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws to be held; and
- (iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders in general meeting.”

8. “THAT:

- (a) subject to paragraph (c) below, a general mandate be and is hereby generally and unconditionally given to the directors of the Company during the Relevant Period (as defined below) to allot, issue and deal with additional shares in the capital of the Company and to make or grant offers, agreements and options which might require the exercise of such powers;
- (b) the mandate in paragraph (a) above shall authorize the directors of the Company to make or grant offers, agreements and options during the Relevant Period which would or might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate number of shares allotted or agreed conditionally or unconditionally to be allotted by the directors pursuant to the mandate in paragraph (a) above, otherwise than pursuant to:
  - (i) a Rights Issue (as defined below);
  - (ii) the exercise of options under a share option scheme of the Company; and
  - (iii) any scrip dividend scheme or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the articles of association of the Company,

shall not exceed 20% of the total number of issued shares of the Company as at the date of passing of this resolution, and if any subsequent consolidation or subdivision of shares is conducted, the maximum number of shares that may be issued under the mandate in paragraph (a) above as a percentage of the total number of issued shares at the date immediately before and after such consolidation or subdivision shall be the same; and

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## NOTICE OF ANNUAL GENERAL MEETING

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(d) for the purposes of this resolution:

“Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws to be held; and
- (iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders in general meeting.

“Rights Issue” means an offer of shares open for a period fixed by the directors to holders of shares of the Company or any class thereof on the register on a fixed record date in proportion to their then holdings of such shares or class thereof (subject to such exclusions or other arrangements as the directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of any relevant jurisdiction or the requirements of any recognized regulatory body or any stock exchange).”

9. “THAT conditional upon the passing of the resolutions set out in items 7 and 8 of the notice convening this meeting (the “Notice”), the general mandate referred to in the resolution set out in item 8 of the Notice be and is hereby extended by the addition to the aggregate number of shares which may be allotted and issued or agreed conditionally or unconditionally to be allotted and issued by the directors pursuant to such general mandate of the number of shares bought back by the Company pursuant to the mandate referred to in resolution set out in item 7 of the Notice, provided that such amount shall not exceed 10% of the total number of issued shares of the Company as at the date of passing of this resolution.”

For and on behalf of the Board  
**SISRAM MEDICAL LTD**  
**Yi LIU**  
*Chairman*

Hong Kong, 26 April 2018

*Notes:*

1. All resolutions at the Meeting will be taken by a poll pursuant to the articles of association of the Company and the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”). The results of the poll will be published on the websites of Hong Kong Exchanges and Clearing Limited and the Company in accordance with the Listing Rules.

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## NOTICE OF ANNUAL GENERAL MEETING

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2. Any shareholder of the Company entitled to attend and vote at the Meeting is entitled to appoint a proxy (or more than one proxy if he/she holds more than one share) to attend and, on a poll, vote on his/her behalf. A proxy need not be a shareholder of the Company. If more than one proxy is so appointed, the form of proxy shall specify the number of shares in respect of which each such proxy is so appointed. In case of a poll every shareholder present in person or by proxy shall be entitled to one vote for each share held by him.
3. In order to be valid, the form of proxy together with the power of attorney or other authority, if any, under which it is signed or a certified copy of that power of attorney or authority, must be deposited at the Company's Hong Kong share registrar, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for the Meeting (i.e. not later than 9:30 a.m. on Sunday, 10 June 2018) or the adjourned meeting (as the case may be). Please note that 9 June 2018 and 10 June 2018 are not working days and Computershare Hong Kong Investor Services Limited's offices will not be open on these days for physical delivery of the form of proxy. To be effective, all forms of proxy must be lodged with Computershare Hong Kong Investor Services Limited before the deadline. Delivery of the form of proxy shall not preclude a shareholder of the Company from attending and voting in person at the Meeting and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
4. The register of members of the Company in Hong Kong will be closed from Thursday, 7 June 2018 to Tuesday, 12 June 2018 (both dates inclusive). In order to qualify for attending and voting at the Meeting, all transfer documents accompanied by the relevant share certificates must be lodged with the Company's Hong Kong share registrar, Computershare Hong Kong Investor Services Limited, Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration by 4:30 p.m. on Wednesday, 6 June 2018.
5. References to time and dates in this notice are to Hong Kong time and dates.