SISRAM MEDICAL LTD

(the "Company")

Notice to Shareholders and Potential Investors Regarding the Hong Kong Takeovers Code

Shareholders and potential investors in the Company should be aware that any person contemplating an offer for the shares of the Company will need to comply with both the requirements relating to offers under the Hong Kong Takeovers Code and the requirements relating to full tender offers under the Israeli Companies Law.

In case of a mandatory general offer in relation to the Company, there is a conflict between the requirements under Rule 26 of the Hong Kong Takeovers Code which permits a mandatory general offer to be subject only to the 50% acceptance condition and the full tender offer requirements under the Israeli Companies Law which impose restrictions on the ability of an offeror to acquire more than 90% of the voting rights in the Company unless the Israeli Acceptance Conditions (as explained below) are satisfied.

If the shareholders who do not accept the offer hold less than 5% of the issued and outstanding share capital of the company or of the applicable class, all of the shares that the acquirer offered to purchase will be transferred to the acquirer by operation of law (provided that a majority of the offerees that do not have a personal interest in such tender offer shall have approved the tender offer, except that if the total votes to reject the tender offer represent less than 2% of the company's issued and outstanding share capital, in the aggregate, approval by a majority of the offerees that do not have a personal interest in such tender offer is not required to complete the tender offer) (the "**Israeli Acceptance Conditions**"). The Israeli Acceptance Conditions are intended to ensure fairness to minority shareholders of the company by requiring a high acceptance threshold before their shares in the company can be compulsorily acquired by the acquirer.

In this regard, any potential offeror must not acquire any shares or voting rights in the Company which would give rise to a requirement to make a mandatory general offer under the Hong Kong Takeovers Code unless it is satisfied that the making or implementation of such an offer would comply with the provisions of the Hong Kong Takeovers Code and the Israeli Companies Law.

Failure to do so would result in (a) a breach of the Hong Kong Takeovers Code unless dispensation(s) under the Hong Kong Takeovers Code is granted by the Executive Director of the Corporate Finance Division of the Securities and Futures Commission of Hong Kong or his delegate ("**Executive**"), which will be granted only in exceptional circumstances; and (b) a breach of the Israeli Companies Law. There is no assurance that the Executive will grant such dispensation(s). In case of any doubt, the Executive should be consulted at the earliest opportunity and in any event before a mandatory general offer is triggered.