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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 a stockbroker or other registered dealer in securities, a 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 bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or 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**  
**復銳醫療科技有限公司\***  
*(Incorporated in Israel with limited liability)*  
**(Stock code: 1696)**

**PROPOSED RE-ELECTION OF 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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The 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 Thursday, 13 June 2019 at 10:00 a.m. is set out in this circular.

Whether or not you are able to attend the Annual General Meeting, please complete and sign the enclosed form of proxy for use at the Annual General Meeting in accordance with the instructions printed thereon and return it to the Company's share registrar in Hong Kong, 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 10:00 a.m. on Tuesday, 11 June 2019) 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.

This circular together with the form of proxy are also published on the websites of Hong Kong Exchanges and Clearing Limited (<http://www.hkexnews.hk>) and the Company (<http://www.sisram-medical.com>).

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

26 April 2019

\* for identification purpose only



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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 Thursday, 13 June 2019 at 10:00 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 復銳醫療科技有限公司*, 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
“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
“Latest Practicable Date”	17 April 2019, 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 as amended from time to time
“PRC”	the People’s Republic of China, which for the purpose of this circular only, excluding Hong Kong, the Macau Special Administrative Region of the PRC 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
“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 復銳醫療科技有限公司\*

(Incorporated in Israel with limited liability)

(Stock code: 1696)

*Executive Directors:*

Mr. Yi LIU (*Chairman*)  
Mr. Lior Moshe DAYAN (*Chief Executive Officer*)  
Mr. Guojun BU (*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 2019

*To the Shareholders*

Dear Sir/Madam,

**PROPOSED RE-ELECTION OF 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 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

\* for identification purpose only

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## LETTER FROM THE BOARD

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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 the group I Directors has expired at the annual general meeting 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 17 January 2019, Mr. Jianping HUA resigned as an executive Director and Mr. Guojun BU has been appointed as an executive Director. In accordance with the Articles of Association, Mr. Guojun BU will retire and being eligible, offer himself for re-election at the Annual General Meeting.

In accordance with Articles 41(c) and (d) of the Articles of Association, Mr. Yi LIU, Ms. Yang YANG and Ms. Jenny CHEN, being the group II 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.

Details of the Directors proposed for re-election at the Annual General Meeting 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 (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.

### **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

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## LETTER FROM THE BOARD

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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 (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 share registrar in Hong Kong, 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 10:00 a.m. on Tuesday, 11 June 2019) 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:

#### (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.

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## LETTER FROM THE BOARD

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### (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**  
復銳醫療科技有限公司\*  
**Yi LIU**  
*Chairman*

\* for identification purpose only



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. Yi LIU (“Mr. LIU”)**

*Position and Experience*

Mr. Yi LIU (劉毅), aged 43, was appointed as the chairman and an executive Director of the Company on April 14, 2016.

Mr. LIU joined the Group in April 2016 and has served as a Director since then. Mr. LIU was the chief technology officer of the medical devices division of Fosun Pharma from November 2015 to December 2016, and has been a vice president of Fosun Pharma since January 2017.

Prior to joining the Fosun Pharma Group, Mr. LIU served as a civil servant at the State Food and Drug Administration of China from July 2000 to August 2004. He served as deputy head of the Beijing Medical Equipment Laboratory (北京市醫療器械檢驗所) from September 2004 to May 2007 and was responsible for the quality system management and regulatory matters with the State Food and Drug Administration of China. He served as the head of that laboratory from May 2007 to November 2015 and was responsible for the overall management of the institute, including strategic planning, government relations and regulatory matters.

Mr. LIU obtained a bachelor’s degree of Engineering from Beijing Institute of Technology (北京理工大學) in the PRC in July 1998. He graduated from the Chinese Academy of Governance (國家行政學院) in the PRC in July 2000 and obtained a master’s degree in Management from Peking University (北京大學) in the PRC in January 2006. Mr. LIU has been a registered assessor under China National Accreditation Service for Conformity Assessment since April 2013.

Mr. LIU has not held other directorship 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 September 2017 and ending on 30 August 2020, subject to the provision of retirement and rotation of Directors under the Articles of Association.

*Relationships*

Save as aforesaid, 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 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. 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.

**(2) Mr. Guojun BU (“Mr. BU”)***Position and Experience*

Mr. Guojun BU (步國軍), aged 43, was appointed as an executive Director and the chief financial officer of the Company on January 17, 2019.

Mr. BU has more than 20 years of financial management experience in medical and healthcare industry, in particular in finance operation, financing and investment activities. Mr. BU has been the vice president of Chindex Medical Limited (“CML”), a controlling shareholder of the Company and a subsidiary of Fosun Pharma, and the vice president of the medical technology division of Fosun Pharma, in charge of finance operation and financing and investment activities for medical device business, since January 2017 and January 2019, respectively. He has also acted as the general manager of the finance department of CML from January 2011 to December 2016. Mr. BU worked with Chindex International, Inc. from January 1997 to December 2010, where he held a number of positions comprising finance manager, senior finance manager, assistant finance director and finance director of China region. Mr. BU graduated in July 1996 from Beijing University of Technology (the PRC) majoring in Economic Information Management and obtained a master's degree in Computer Science and Technology from Beijing University of Technology in July 2010 and an EMBA degree from Rutgers, the State University of New Jersey (United States) in November 2011, respectively.

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

*Length of service*

Mr. BU has entered into a letter of appointment with the Company for a period commencing from 17 January 2019 and ending on 30 August 2020, subject to the provision of retirement and rotation of Directors under the Articles of Association.

*Relationships*

Save as aforesaid, as far as the Directors are aware, Mr. BU 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. BU 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. BU and the Company, Mr. BU 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. BU 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. BU 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 41, was appointed as a non-executive Director of the Company on March 19, 2018.

Ms. YANG has been the human resources deputy general manager of Fosun Pharma since September 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

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

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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 directorship 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 aforesaid, 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.

*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) Ms. Jenny CHEN (“Ms. CHEN”)**

*Position and Experience*

Ms. Jenny CHEN (陳怡芳), aged 39, was appointed as an independent non-executive Director of the Company on August 30, 2017.

Ms. CHEN has more than 15 years’ experience in the legal profession. She co-founded CFN Lawyers, a Hong Kong law firm in association with Broad & Bright in January 2013 and is currently a partner of the firm. Prior to that, she worked as a corporate associate in Maples and Calder (Hong Kong) LLP from January 2012 to January 2013, an associate general counsel of American International Assurance Company, Limited from September 2009 to May 2011, and a corporate associate in DLA Piper Hong Kong from July 2006 to September 2009. She also worked at Woo Kwan Lee & Lo from July 2002 to June 2006 with her last position as an assistant solicitor.

Ms. CHEN obtained her LL.B degree from the Law School of the University of Hong Kong in November 2001 and completed her Postgraduate Certificate in Laws (PCLL) at the same university in June 2002.

Ms. CHEN was admitted to practice as a solicitor in Hong Kong in September 2004 and a solicitor in England and Wales in September 2005, respectively.

Ms. CHEN has not held other directorship 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. CHEN has entered into a letter of appointment with the Company for a period commencing from 19 September 2017 and ending on 30 August 2020, subject to the provision of retirement and rotation of Directors under the Articles of Association.

*Relationships*

As far as the Directors are aware, Ms. CHEN 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.

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

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*Interests in Shares*

As far as the Directors are aware, as at the Latest Practicable Date, Ms. CHEN 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. CHEN and the Company, Ms. CHEN 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 Ms. CHEN 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. CHEN 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 item 7 of 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 2018) 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 traded on the Stock Exchange during each of the previous 12 months and including the Latest Practicable Date were as follows:

<b>Month</b>	<b>Highest HK\$</b>	<b>Lowest HK\$</b>
<b>2018</b>		
April	6.96	5.85
May	6.62	6.06
June	6.40	5.04
July	5.57	4.91
August	5.23	4.20
September	5.45	4.25
October	5.19	4.45
November	5.17	4.62
December	4.87	3.88
<b>2019</b>		
January	4.21	3.68
February	4.92	4.20
March	5.32	4.70
April ( <i>up to the Latest Practicable Date</i> )	5.18	4.79

**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:

	Number of Shares held	Percentage of shareholdings before exercise of Share Buy-back Mandate in full	Percentage of shareholdings after exercise of Share Buy-back Mandate in full
<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 復銳醫療科技有限公司\*

(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 復銳醫療科技有限公司\* (the “**Company**”) will be held at 1804B, Tower 1, Admiralty Centre, 18 Harcourt Road, Hong Kong on Thursday, 13 June 2019 at 10:00 a.m. for the purposes of considering and, if thought fit, passing the following resolutions as ordinary resolutions:

### ORDINARY RESOLUTIONS

1. To receive the audited consolidated financial statements of the Company and the reports of the directors and auditors for the year ended 31 December 2018.
2. To re-elect Mr. Yi LIU as an executive director of the Company.
3. To re-elect Mr. Guojun BU as an executive director of the Company.
4. To re-elect Ms. Yang YANG as a non-executive director of the Company.
5. To re-elect Ms. Jenny CHEN 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 (subject to adjustment in the case of any consolidation or subdivision of shares of the Company after the date of passing of this resolution); and
  - (c) for the purposes of this resolution:

\* for identification purpose only

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## NOTICE OF ANNUAL GENERAL MEETING

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“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 (b) below, a general mandate be and is hereby generally and unconditionally given to the directors of the Company 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 during or after the end of the Relevant Period (as defined below) in accordance with all applicable laws, rules and regulations;
- (b) 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 (subject to adjustment in the case of any consolidation or subdivision of shares of the Company after the date of passing of this resolution); and

- (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;

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## NOTICE OF ANNUAL GENERAL MEETING

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- (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 number of shares shall not exceed 10% of the total number of issued shares of the Company as at the date of passing of this resolution (subject to adjustment in the case of any consolidation or subdivision of shares of the Company after the date of passing of this resolution).”

For and on behalf of the Board  
**SISRAM MEDICAL LTD**  
復銳醫療科技有限公司\*  
**Yi LIU**  
*Chairman*

Hong Kong, 26 April 2019

*Notes:*

1. All resolutions at the Meeting will be taken by a poll pursuant to the articles of association 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.
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.

\* *for identification purpose only*

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## NOTICE OF ANNUAL GENERAL MEETING

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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 share registrar in Hong Kong, 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 10:00 a.m. on Tuesday, 11 June 2019) or the adjourned meeting (as the case may be). Completion and return 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 will be closed from Monday, 10 June 2019 to Thursday, 13 June 2019 (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 share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration by 4:30 p.m. on Thursday, 6 June 2019.
  
5. References to time and dates in this notice are to Hong Kong time and dates.