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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.

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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
PROPOSED RE-APPOINTMENT OF EXTERNAL DIRECTORS
AND
NOTICE OF ANNUAL GENERAL MEETING**

The notice convening the annual general meeting of Sisram Medical Ltd to be held at Unit 1603-1604, 16/F, Causeway Bay Plaza I, 489 Hennessy Road, Causeway Bay, Hong Kong on Tuesday, 23 June 2020 at 3:00 p.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 3:00 p.m. on Sunday, 21 June 2020 (Hong Kong time)) 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.

PRECAUTIONARY MEASURES FOR THE ANNUAL GENERAL MEETING

To safeguard the health and safety of Shareholders and to prevent the spreading of the COVID-19 pandemic, the following precautionary measures will be implemented at the Annual General Meeting:

- (1) Compulsory temperature screening/checks
- (2) Submission of Health Declaration Form
- (3) Wearing of surgical face mask
- (4) No provision of refreshments or drinks

Attendees who do not comply with the precautionary measures referred to in (1) to (3) above may be denied entry to the AGM venue, at the absolute discretion of the Company as permitted by law.

For the health and safety of Shareholders, the Company would like to encourage Shareholders to exercise their right to vote at the AGM by appointing the chairman of the AGM as their proxy and to return their proxy forms by the time specified above, instead of attending the AGM in person.

* For identification purpose only

PRECAUTIONARY MEASURES FOR THE ANNUAL GENERAL MEETING

With the outbreak and spreading of the COVID-19 pandemic and the heightened requirements for the prevention and control of its spreading, to safeguard the health and safety of Shareholders who might be attending the Annual General Meeting in person, the Company will implement the following precautionary measures at the AGM.

Voting by proxy in advance of the AGM: The Company does not in any way wish to diminish the opportunity available to Shareholders to exercise their rights and to vote, but is conscious of the pressing need to protect Shareholders from possible exposure to the COVID-19 pandemic. For the health and safety of Shareholders, the Company would like to encourage Shareholders to exercise their right to vote at the AGM by appointing the chairman of the AGM as their proxy instead of attending the AGM in person. Physical attendance is not necessary for the purpose of exercising Shareholder rights. Completion and return of the proxy form will not preclude Shareholders from attending and voting in person at the AGM or any adjournment thereof should they subsequently so wish.

The deadline to submit completed proxy forms is Sunday, 21 June 2020 at 3:00 p.m.. Completed form of proxy must be returned 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.

Shareholders are strongly encouraged to cast their votes by submitting a form of proxy appointing the chairman of the AGM as their proxy.

To safeguard the health and safety of Shareholders who might be attending the AGM in person, the Company will also implement the following measures at the AGM:

- (1) Compulsory temperature screening/checks will be carried out on every attendee at the main entrance of AGM venue. Any person with a body temperature above the reference range quoted by the Department of Health from time to time, or is exhibiting flu-like symptoms may be denied entry into the AGM venue and be requested to leave the AGM venue.
- (2) Every attendee will be required to submit a completed Health Declaration Form prior to entry into the AGM venue.
- (3) Every attendee will be required to wear a surgical face mask throughout the AGM and sit at a distance from other attendees. Please note that no masks will be provided at the AGM venue and attendees should wear their own masks.
- (4) No refreshments or drinks will be provided to attendees at the AGM.

Attendees are in addition requested to observe and practise good personal hygiene at all times. To the extent permitted by law, the Company reserves the right to deny entry into the AGM venue or require any person to leave the AGM venue so as to ensure the health and safety of the attendees at the AGM.

PRECAUTIONARY MEASURES FOR THE ANNUAL GENERAL MEETING

Due to the constantly evolving COVID-19 pandemic situation in Hong Kong, the Company may be required to change the AGM arrangements at short notice. Shareholders should check the websites of Hong Kong Exchanges and Clearing Limited (<http://www.hkexnews.com.hk>) and the Company (www.sisram-medical.com) for future announcements and updates on the AGM arrangements.

Appointment of proxy by non-registered Shareholders: Non-registered Shareholders whose Shares are held through banks, brokers, custodians or the Hong Kong Securities Clearing Company Limited should consult directly with their banks or brokers or custodians (as the case may be) to assist them in the appointment of proxy.

If Shareholders have any questions relating to the AGM, please contact Computershare Hong Kong Investor Services Limited, the Hong Kong share registrar of the Company, as follows:

Computershare Hong Kong Investor Services Limited

17M Floor, Hopewell Centre

183 Queen's Road East

Wanchai, Hong Kong

Telephone: +852 2862 8555

Facsimile: +852 2865 0990

Email: hkinfo@computershare.com.hk

DEFINITIONS

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

“Annual General Meeting” or “AGM”	the annual general meeting of the Company to be held at Unit 1603-1604, 16/F, Causeway Bay Plaza I, 489 Hennessy Road, Causeway Bay, Hong Kong on Tuesday, 23 June 2020 at 3:00 p.m., to consider and, if appropriate, to approve the resolutions contained in the notice of the meeting which is set out on pages 18 to 21 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
“CCASS”	the Central Clearing and Settlement System established and operated by Hong Kong Securities Clearing Company Limited
“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

* For identification purpose only

DEFINITIONS

“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“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
“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 6 of the notice of the Annual General Meeting
“Latest Practicable Date”	16 April 2020, 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
“SFO”	Securities and Futures Ordinance (Chapter 571 of the laws of Hong Kong)
“Share(s)”	ordinary share(s) of NIS0.01 each in the issued capital of the Company
“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 5 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

LETTER FROM THE BOARD

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*)

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

Non-executive Directors:

Mr. Yifang WU
Mr. Yao WANG
Ms. Kun DAI

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

Independent Non-executive Directors:

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

23 April 2020

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
PROPOSED RE-APPOINTMENT OF EXTERNAL DIRECTORS
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) 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

* *For identification purpose only*

LETTER FROM THE BOARD

Board (excluding the External Directors). The first term of office of 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 20 August 2019, Ms. Yang YANG resigned as a non-executive Director and Ms. Kun DAI has been appointed as a non-executive Director. In accordance with the Articles of Association, Ms. Kun DAI will retire at the Annual General Meeting, however Ms. Kun DAI has no intention to offer herself for re-election at the Annual General Meeting.

In accordance with Articles 41(c) and (d) of the Articles of Association, Mr. Lior Moshe DAYAN and Mr. Yao WANG, being the group III 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.

The nomination committee of the Company (the "Nomination Committee") has reviewed the structure and composition of the Board, the confirmations and disclosures given by the Directors, the qualifications, skills and experience, time commitment and contribution of the abovementioned Directors who will retire and be re-elected at the Annual General Meeting ("Retiring Directors") with reference to the nomination principles and criteria set out in the Company's Board Diversity Policy and Director Nomination Policy and the Company's corporate strategy, and the independence of all independent non-executive Directors. The Nomination Committee has recommended to the Board on re-election of all the Retiring Directors.

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

At the annual general meeting of the Company held on 13 June 2019, a general mandate was granted to the Directors to buy back Shares. Such mandate will lapse at the conclusion of the Annual General Meeting. 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 5 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).

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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

At the annual general meeting of the Company held on 13 June 2019, a general mandate was granted to the Directors to issue Shares. Such mandate will lapse at the conclusion of the Annual General Meeting. 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 (including warrants, convertible bonds and other securities carrying rights of subscription for or conversion into 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 6 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. PROPOSED RE-APPOINTMENT OF EXTERNAL DIRECTORS

A. Eligibility of External Directors Under the Israeli Companies Law

External directors must meet stringent standards of independence. Such standards include, among other things, the prohibition of the appointment of a person who (i) is a relative of a controlling shareholder, or someone whose relative, partner, employer, or company which that person controls, has or has had for a period of two years up to the date of the appointment, a “connection” to the company, the controlling shareholder of the company or a relative of the controlling shareholder, or to a company controlled by the controlling shareholder; or (ii) has (or someone whose relative, partner, employer, or company which that person controls has) a “connection” with the chairman, the chief executive officer, chief financial officer or a shareholder of at least 5% of the shares of the company. A “connection” is defined by the Israeli Companies Law (subject to certain matters set forth under relevant regulations promulgated thereunder), as any on-going employment, business or professional relationship, or control, or service as an office holder (or if not an on-going relationship, anything that is more than negligible), other than as an external director appointed to the board of a company which is to offer its shares to the public in an initial public offering. For the purpose of this circular, the term “controlling shareholder” refers to a “Controlling Shareholder” as defined under the Israeli Companies Law, which is any Shareholder (or group of Shareholders acting in concert) who has the ability to direct the affairs of the Company, including any Shareholder who holds at least 25% of the voting rights if no other Shareholder holds over 50% of the voting rights.

In addition, according to the Israeli Companies Law, at least one of the external directors is required to have “financial and accounting expertise” and the other external director is required to have “professional expertise”. The conditions and criteria for possessing accounting and financial expertise or professional qualifications were determined in the Israeli Companies Law regulations promulgated by the Israeli Minister of Justice in consultation with

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the Israel Securities Authority. The regulations mandate that a person is deemed to have “expertise in finance and accounting” if his or her education, experience and qualifications provide him or her with expertise and understanding in business matters accounting and financial statements, in a way that allows him or her to understand, in depth, the company’s financial statements and to encourage discussion about the manner in which the financial data is presented.

The candidate to serve as external director must sign a declaration stating that the criteria set out under the Israeli Companies Law have been met, as required by law for the appointment of such candidate as external director.

B. Voting Requirements

Pursuant to the Israeli Companies Law, external directors are to be elected by a majority vote at a shareholders’ general meeting, provided that either:

- (1) the majority of shares voted at the meeting, including at least a majority of the shares held by non-controlling shareholders and disinterested parties (where a disinterested party will include a shareholder which has an interest in the appointment; provided such interest does not arise out of such shareholder’s affiliation with a controlling shareholder) that were voted at the meeting (excluding abstentions), vote in favor of election of the external director; or
- (2) the total number of shares held by non-controlling shareholders and disinterested parties that voted against the election of the external director does not exceed two percent of the aggregate voting rights in the company.

Additionally, the election of external directors is included among the matters for which the Israeli Companies Law requires that each vote will be counted only if it is accompanied by a declaration regarding the presence or absence of personal interest including whether or not such shareholder is a controlling shareholder or has an interest in connection with a controlling shareholder (see section 8 below).

C. The Proposed Re-appointment

The Board has resolved to re-appoint Mr. Heung Sang Addy FONG and Mr. Chi Fung Leo CHAN, who are independent non-executive Directors, as External Directors for a second term of three years from the expiry date of their current appointment, subject to the approval by the Shareholders at the AGM and there being no change in their respective eligibility until the date of the new term. Mr. Heung Sang Addy FONG and Mr. Chi Fung Leo CHAN will not receive additional remuneration from the Company for acting as External Directors. Mr. Heung Sang Addy FONG and Mr. Chi Fung Leo CHAN have abstained from voting on the relevant Board resolution to approve the re-appointment of External Directors as they are considered to have material interest in the relevant Board resolution.

LETTER FROM THE BOARD

Each of Mr. Heung Sang Addy FONG and Mr. Chi Fung Leo CHAN has signed a declaration, stating that the criteria set out under the Israeli Companies Law have been met, and will sign further confirmations regarding their eligibility before the vote is announced and on the date their new term takes effect. The biography information of each of Mr. Heung Sang Addy FONG and Mr. Chi Fung Leo CHAN is set out in Appendix III to this circular.

6. ANNUAL GENERAL MEETING AND PROXY ARRANGEMENT

The notice of the Annual General Meeting is set out on pages 18 to 21 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 3:00 p.m. on Sunday, 21 June 2020 (Hong Kong time)) 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.

7. 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.

LETTER FROM THE BOARD

(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 share registrar in Hong Kong 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

8. IMPORTANT NOTICE IN RELATION TO THE DECLARATION OF PERSONAL INTEREST

Under the Israeli Companies Law, Shareholders are required to declare to the Company whether they have a personal interest (including whether he/she/it is, or has an interest in connection with, a controlling shareholder) in each resolution relating to the appointment of each External Director.

Votes which are not accompanied by the personal interest declaration will be ignored and will not be counted.

(a) For Shareholders whose Shares are registered in their own name

If a Shareholder attends and votes at the AGM in person, he/she/it will be required to indicate on the voting paper whether or not he/she/it has a personal interest in the relevant resolutions to be proposed at the AGM.

If a Shareholder does not attend the AGM in person and appoints a proxy to attend and vote on his/her/its behalf at the AGM, such Shareholder is required to include in his/her/its proxy form (a) a declaration of whether or not the Shareholder has a personal interest in the

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relevant resolutions to be proposed at the AGM and (b) voting instructions which (i) are not subject to change (although not necessarily revocable), (ii) are clear and unambiguous and leave no discretion to the proxy and (iii) refer to the resolutions set out in the notice of the AGM.

The aforementioned criteria are optional, but if they are not fulfilled, then the declaration of personal interest must be made with respect to both the Shareholder and the individual acting as proxy.

A Shareholder may appoint any person to be his/her/its proxy, including the chairman of the AGM.

(b) For Shareholders whose Shares have been deposited into CCASS

Any Shareholder for whose benefit Shares are registered with a CCASS participant (or who is himself/herself/itself a CCASS investor participant) and whose underlying Shares have been deposited into CCASS and registered in the name of HKSCC Nominees Limited (“HKSCCN”) is required to include with his/her/its voting instructions to the CCASS participant or HKSCCN (as the case may be) a declaration of whether or not he/she/it has a personal interest in the relevant resolutions to be proposed at the AGM. Such voting instructions must (a) be provided in writing (in physical or electronic format), (b) not be subject to change (although not necessarily irrevocable), (c) be clear and unambiguous and leave no discretion to those receiving the instructions and (d) refer to the resolutions set out in the notice of the AGM.

CCASS participants who receiving voting instructions from beneficial owners of Shares should provide the voting instructions together with the declarations of personal interest received to HKSCCN.

9. 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. Lior Moshe DAYAN (“Mr. DAYAN”)

Position and Experience

Mr. Lior Moshe DAYAN, aged 50, was appointed as chief executive officer and an executive director of the Company on 6 June 2017. Mr. DAYAN has been the senior vice president of Global Sales and managing director of the German subsidiary of the Group since April 2011.

He is responsible for the direction and management of all sales, marketing and business development operations, including market competitiveness, pricing, compensation, distribution and sales channel strategy. He was the senior director in charge of the Asia-Pacific markets of Alma Lasers from September 2008 to December 2010 and the vice president of sales and marketing of Alma Lasers European and APAC markets from November 2010 to April 2011.

Mr. DAYAN has 18 years of experience in the laser industry with operational, logistic, financial and sales expertise, 10 of which were in Asia. Prior to joining the Group, he served in several managing positions at Lumenis Ltd. from September 2001 to September 2008, including sales director of the European and West African markets, sales and marketing regional manager of the countries in South East Asia, director of supply chain and financial director in the medical business unit. Prior to his time in the medical devices industry, Mr. DAYAN held several senior financial positions in the hi-tech telecommunications industry from 1996 until 2001, when he acted as the cost of goods and profit controller of ECI Telecom Israel from 1996 to 1998 and the director of cost of goods and inventory control of ECI Telecom Israel from 1998 to 2001.

Mr. DAYAN obtained a bachelor’s degree in Economics and Logistics from Bar Ilan University in Israel in June 1997 and obtained a Master of Business and Administration from the Israeli branch of Manchester University in November 1999.

Mr. DAYAN 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. DAYAN 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. DAYAN 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. DAYAN was interested in 113,500 Shares, representing 0.03% of the total issued share capital of the Company in his personal capacity.

Save as disclosed above, Mr. DAYAN 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. DAYAN and the Company, Mr. DAYAN 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. DAYAN 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. DAYAN that need to be brought to the attention of the Shareholders.

(2) Mr. Yao WANG (“Mr. WANG”)***Position and Experience***

Mr. Yao WANG (汪曜), aged 46, was appointed as a non-executive director of the Company in April 2016.

Mr. WANG is a vice president of Fosun Pharma, a position he has held since September 2014.

Mr. WANG began his career as field management engineer of Shanghai Automotive Casting Plant of SAIC Motor Corporation Limited* (上海汽車集團股份有限公司上海汽車鑄造總廠) from July 1995 to January 1998, the senior project manager of the strategic investment

* For identification purpose only

committee of D'Long International Strategic Investment Company (德隆國際戰略投資有限公司) from November 1999 to March 2001, the vice general manager of Zhongqi Asset Custody Co., Ltd.* (中企資產託管有限公司), a subsidiary of D'Long International Strategic Investment Company from April 2001 to May 2004, and the manager of the investment department of Hongpu Investment Holdings (China) Co., Ltd.* (宏普投資控股(中國)有限公司) from June 2004 to April 2006.

He was the director in merger and acquisitions of Asian-Pacific Region of PENTAIR LTD (stock code: PNR. NY), from April 2006 to May 2011, during which he was concurrently the general manager of Beijing Pentair-Jieming Environmental Protection Equipment Co., Ltd.* (北京濱特爾潔明環保設備有限公司), an affiliate of PENTAIR LTD, from June 2009 to August 2010, and vice president of group investment and asset management of Suntech Power Holdings Co., Ltd. (stock code: STP. NY), from May 2011 to July 2014.

Mr. WANG obtained a bachelor's degree in metal casting from Shanghai University (上海大學) in the PRC in July 1995 and a master's degree in business administration from China Europe International Business School (中歐國際工商學院) in the PRC in April 2000.

Mr. WANG 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. WANG 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. WANG 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. WANG was interested in 50,000 A shares of Fosun Pharma, a controlling shareholder of the Company, representing 0.002% of the issued share capital of Fosun Pharma in his personal capacity.

* For identification purpose only

Save as disclosed above, Mr. WANG 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. WANG and the Company, Mr. WANG 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. WANG 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. WANG 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 5 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 2019) 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:

Month	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2019		
April	5.18	4.77
May	5.01	4.00
June	4.18	3.83
July	4.16	3.85
August	3.93	3.32
September	4.22	3.55
October	4.84	4.10
November	4.60	4.10
December	4.29	4.05
2020		
January	4.27	3.57
February	4.06	3.65
March	4.00	2.27
April (<i>up to the Latest Practicable Date</i>)	2.83	2.49

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
Chindex Medical Limited	127,318,640	28.79%	31.99%
Ample Up Limited	203,240,160	45.97%	51.07%
Total	<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).

APPENDIX III DETAILS OF THE EXTERNAL DIRECTORS PROPOSED TO BE RE-APPOINTED AT THE ANNUAL GENERAL MEETING

The following are the details of the External Directors who are proposed to be re-appointed at the Annual General Meeting.

(1) Mr. Heung Sang Addy FONG (“Mr. FONG”)

Mr. Heung Sang Addy FONG (方香生), aged 60, was appointed as an independent non-executive director of the Company on 30 August 2017.

Mr. Fong has more than 22 years of audit, financial and capital market experiences. Mr. Fong has been the chief financial officer of Adlai Nortye Biopharma Co., Ltd. since October 2017. Before that he was a managing director of Bonus Eventus Securities Limited since April 2015 and previously, he served as chief financial officer of China Harmony Auto Holding Limited (stock code: 3836.HK) from October 2012 to March 2015, chief financial officer of Chendu CYPSCO Biotechnology Co., Ltd. from August 2011 to October 2012, director and chief financial officer of China Electric Motor, Inc. (delisted from NASDAQ in June 2011) from January 2010 to May 2011, director and chief financial officer of Apollo Solar Energy Inc. (stock code: ASOE.PK) from February 2009 to March 2010 and the executive vice president of the corporate development of Fuqi International, Inc. (delisted from NASDAQ in March 2011) from December 2006 to January 2009.

In addition, Mr. Fong also acted as an independent director of various listed companies. He was an independent director of Universal Technologies Holdings Ltd (stock code: 1026.HK) from July 2006 to June 2013, an independent director of China Housing and Land Development, Inc. (delisted from NASDAQ in March 2016) from September 2010 to April 2014, an independent director and chairman of the audit committee of Kandi Technologies Group Inc (stock code: KNDI.NASDAQ) from July 2007 to June 2011, and an independent director and chairman of the audit committee of Diguang International Development Co., Ltd. (stock code: DGNG.PK) from August 2007 to April 2014.

Mr. Fong obtained a master’s degree of business administration from the University of Nevada, Reno, in the United States in December 1989 and a master’s degree in science from the University of Illinois, Champaign, in the United States in June 1993. He is a member of the American Institute of Certified Public Accountants, the Hong Kong Institute of Certified Public Accountants and the State Board of Accountancy of Washington State.

(2) Mr. Chi Fung Leo CHAN (“Mr. CHAN”)

Mr. Chi Fung Leo CHAN (陳志峰), aged 41, was appointed as an independent non-executive director of the Company on 30 August 2017.

Mr. Chan has been appointed as an independent non-executive director, chairman of audit committee, a member of nomination committee and remuneration committee of Ziyuanyuan Holdings Group Limited (stock code: 8223. HK) since June 2018. He also has been the managing director of Red Solar Capital Limited since October 2017. Previously, he served as the managing director of LY Capital Limited from May 2016 to October 2017. He also served as deputy managing director of V Baron Global Financial Services Limited from May 2015 to April 2016, director of the corporate finance team of CITIC Securities International in Hong Kong from December 2011 to April 2015, manager of the consumer team and corporate financing team of BNP Paribas in Hong Kong from August 2007 to December 2011, associate of the corporate financing team of CCB International Capital Limited in Hong Kong from July 2006 to July 2007, the officer of corporate financing team of Kingsway Group in Hong Kong from January 2005 to June 2006 and staff accountant of the audit group of Ernst & Young Hong Kong from September 2001 to March 2004, respectively.

Mr. Chan obtained a bachelor of business administration with a major in Accounting from the Hong Kong University of Science and Technology in Hong Kong in November 2001. Mr. Chan was admitted as a member of the Hong Kong Institute of Certified Public Accountants in October 2005.

NOTICE OF ANNUAL GENERAL MEETING

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 (the “**Company**”) will be held at Unit 1603-1604, 16/F, Causeway Bay Plaza I, 489 Hennessy Road, Causeway Bay, Hong Kong on Tuesday, 23 June 2020 at 3:00 p.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 2019.
2. To re-elect Mr. Lior Moshe DAYAN as an executive director of the Company.
3. To re-elect Mr. Yao WANG as a non-executive director of the Company.
4. To re-appoint Ernst & Young as auditors of the Company and to authorize the board of directors of the Company to fix their remuneration.
5. “THAT:
 - (a) subject to compliance with the prevailing requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and 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:

“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;

* For identification purpose only

NOTICE OF ANNUAL GENERAL MEETING

- (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.”

6. “THAT:

- (a) subject to compliance with the prevailing requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and 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 (including warrants, convertible bonds and other securities carrying rights of subscription for or conversion into the shares of the Company) 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;

NOTICE OF ANNUAL GENERAL MEETING

- (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).”

- 7. “THAT conditional upon the passing of the resolutions set out in items 5 and 6 of the notice convening this meeting (the “**Notice**”), the general mandate referred to in the resolution set out in item 6 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 5 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).”
- 8. To re-appoint Mr. Heung Sang Addy FONG as an external director of the Company.
- 9. To re-appoint Mr. Chi Fung Leo CHAN as an external director of the Company.

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, 23 April 2020

* *For identification purpose only*

NOTICE OF ANNUAL GENERAL MEETING

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.
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. **IMPORTANT NOTICE:** Under the Israeli Companies Law, shareholders of the Company have to declare to the Company whether they have a personal interest in the resolutions 8 and 9 referred to above. Any shareholder of the Company for whose benefit shares of the Company are registered with a CCASS participant (or who is himself/herself/itself a CCASS investor participant) and whose underlying shares have been deposited into CCASS and registered in the name of HKSCC Nominees Limited (“**HKSCCN**”) is required to include with his/her/its voting instructions to the CCASS participant or HKSCCN (as the case may be) a declaration of whether or not he/she/it has a personal interest in the relevant resolutions to be proposed at the Meeting (including whether he/she/it is, or has an interest in connection with, a controlling shareholder). **Votes which are not accompanied by the personal interest declaration will be ignored and will not be counted.** For the purpose of this notice, the term “controlling shareholder” refers to a “Controlling Shareholder” as defined in the Israeli Companies Law, which is any shareholder of the Company (or group of shareholders of the Company acting in concert) who has the ability to direct the affairs of the Company, including any who holds at least 25% of the voting rights if no other shareholder of the Company holds over 50% of the voting rights.
4. The board of directors of the Company has resolved to re-appoint Mr. Heung Sang Addy FONG and Mr. Chi Fung Leo CHAN, who are independent non-executive directors of the Company, as external directors of the Company for a second term of three years from the expiry date of their current appointment, subject to the approval by the shareholder of the Company at the Meeting and there being no change in their respective eligibility until the date of the new term. Each of Mr. Heung Sang Addy FONG and Mr. Chi Fung Leo CHAN has signed a declaration, stating that the criteria set out under the Israeli Companies Law have been met, and will sign further confirmations regarding their eligibility before the vote is announced and on the date their new term takes effect.
5. 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 3:00 p.m. on Sunday, 21 June 2020 (Hong Kong time)) 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.
6. The register of members of the Company will be closed from Thursday, 18 June 2020 to Tuesday, 23 June 2020 (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 Wednesday, 17 June 2020.
7. Due to the constantly evolving COVID-19 pandemic situation in Hong Kong, the Company may be required to change the Meeting arrangements at short notice. Shareholders of the Company should check the websites of Hong Kong Exchanges and Clearing Limited (<http://www.hkexnews.com.hk>) and the Company (www.sisram-medical.com) for future announcements and updates on the Meeting arrangements.
8. References to time and dates in this notice are to Hong Kong time and dates.