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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)**

**CONNECTED TRANSACTION**  
**REGISTRATION SUPPORT SERVICE AGREEMENT**

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Alma Lasers Ltd, the principal operating subsidiary of the Company, entered into the Registration Support Service Agreement with Chindex (Beijing) International Trade Co., Ltd., a wholly-owned subsidiary of Fosun Pharma on December 9, 2019, which was amended on January 21, 2021. Pursuant to the Registration Support Service Agreement, CML Beijing agreed to provide the registration support service to Alma for one product distributed by the Group in the PRC.

**LISTING RULES IMPLICATIONS**

As at the date of this announcement, as (i) CML Beijing is a wholly-owned subsidiary of Fosun Pharma and, (ii) Fosun Pharma is indirectly interested in approximately 74.76% of the issued share capital of the Company through its shareholdings in CML and Ample Up, CML Beijing is therefore a connected person of the Company under Chapter 14A of the Listing Rules.

As the highest applicable percentage ratio in respect of the total consideration under the Registration Support Service Agreement, exceeds 0.1% but is less than 5%, the entering into of the Registration Support Agreement is subject to the reporting and announcement requirements under the Listing Rules but is exempt from the independent shareholders' approval requirement under Chapter 14A of the Listing Rules.

## **1. REGISTRATION SUPPORT SERVICE AGREEMENT**

Pursuant to the Registration Support Service Agreement entered into on December 9, 2019 and as amended on January 21, 2021, CML Beijing would provide the registration support service to Alma in relation to registration of a skin treatment product distributed by the Group in China. The registration support service includes, without limitation, (i) administratively supporting the registration of such product with the National Medical Products Administration of the PRC, (ii) screening and identifying clinical study centers, (iii) developing clinical study protocol, (iv) facilitating the clinical study to be conducted, and (v) facilitating the data management and statistical analysis of the clinical trials.

CML Beijing is expected to incur a maximum of US\$1.7 million in relation to the provision of the registration support service. Alma would pay CML Beijing based on the costs and related miscellaneous fees and costs CML Beijing charged by and/or paid to third parties upon attaining different stages of the project, subject to any material change of the scope of registration support services under the Registration Support Service Agreement, and Alma would in turn be reimbursed by the licensor of such product. No fees were paid by Alma to CML Beijing in 2019 and during the financial year ended December 31, 2020, Alma paid US\$409,747 to CML Beijing.

## **2. REASONS FOR, AND BENEFITS OF, THE REGISTRATION SUPPORT SERVICE AGREEMENT**

In the ordinary course of business of the Group, the Group has been granted the rights to act as the distributor of certain third-party products in the Greater China region by certain international pharmaceutical companies as licensors, and accordingly, may require to assist on the registrations of certain such products in China from time to time in order to comply with the applicable laws and regulations. The Board considers that the entering into of the Registration Support Service Agreement would enable the Group to provide streamlined services to the licensor of such product distributed by the Group, considering that (i) CML Beijing is qualified to provide such registration support service, and (ii) CML Beijing is agreeable to only charge the actual costs and related miscellaneous fees and costs incurred for the Registration Support.

Accordingly, the Board (including the Independent Non-executive Directors) is of the view that the terms of the Registration Support Service Agreement was entered into in the ordinary and usual course of business of the Group, the terms of which are fair and reasonable, are on normal commercial terms or better and in the interests of the Shareholders as a whole.

## **3. INFORMATION ABOUT THE GROUP**

The Company is a leading global provider of energy-based medical aesthetic treatment systems, with comprehensive in-house capability to design, develop and produce such systems, which often feature its innovative and proprietary technologies. Alma Lasers Ltd is the principal operating subsidiary of the Company.

#### **4. INFORMATION OF CML BEIJING**

CML Beijing is a company incorporated in the PRC with limited liability, and a wholly-owned subsidiary of Fosun Pharma, a controlling shareholder of the Company. CML Beijing is principally engaged in the wholesale distribution of surgical and other medical instruments, apparatus and equipment. The H shares and A shares of Fosun Pharma are listed and traded on the Main Board of Stock Exchange (Stock Code: 2196) and Shanghai Stock Exchange (Stock Code: 600196), respectively.

#### **5. LISTING RULES IMPLICATIONS**

As at the date of this announcement, as (i) CML Beijing is a wholly-owned subsidiary of Fosun Pharma and, (ii) Fosun Pharma is indirectly interested in approximately 74.76% of the issued share capital of the Company through its shareholdings in CML and Ample Up, CML Beijing is therefore a connected person of the Company under Chapter 14A of the Listing Rules.

As the highest applicable percentage ratio in respect of the total consideration under the Registration Support Service Agreement, exceeds 0.1% but is less than 5%, the entering into of the Registration Support Service Agreement constitutes a one-off connected transaction of the Company and is subject to the reporting and announcement requirements under the Listing Rules but is exempt from the independent shareholders' approval requirement under Chapter 14A of the Listing Rules.

Mr. Yifang WU, Mr. Yao WANG, Mr. Yi LIU, Ms. Rongli FENG and Mr. Guojun BU declared that they also hold certain positions in Fosun Pharma and/or its subsidiaries (other than the Group). Mr. Lior Moshe Dayan is the Chief Executive Officer of the Company, which is a subsidiary of Fosun Pharma. According to the Israeli laws and regulations, those Directors are considered to have a personal interest in the Registration Support Service Agreement and are required to abstain from voting on the resolution of the Board approving the Registration Support Service Agreement. However, the Israeli laws and regulations further provide that, a director may be present at the meeting of the board of directors in relation to a transaction and may participate in the voting if the majority of the directors of the company have a personal interest in such transaction. Accordingly, none of the Directors have abstained from voting on the resolution of the Board approving the Registration Support Service Agreement.

## 6. INTERNAL CONTROLS

The Company has a system to monitor its connected transactions, which includes maintaining and regularly updating the list of connected persons of the Company, checking the contracting party in each transaction to confirm whether it is a connected person, monitoring the value of transactions that are identified as connected transactions against the thresholds for triggering disclosure and shareholder approval requirements under the Listing Rules and ensuring that relevant business departments are regularly updated in relation to the renewal of connected transactions. Following this announcement, the Company will take further steps to enhance its internal controls to ensure applicable Listing Rules requirements will be complied with. Such steps include that (i) the relevant representatives of the Group and its controlling shareholders will meet more regularly to discuss any potential transactions between the Company and its controlling shareholders, (ii) the Company's auditors, Ernst & Young, will review the Group's related party transactions and connected transactions during the audit and financial reporting process, and will report and discuss with the Audit Committee of the Company specifically on these transactions accordingly, and (iii) the Company will provide additional training on a regular basis to the Directors and the senior management of the Company on the requirements and updates on the regulatory regime regarding connected transactions.

## 7. DEFINITIONS

Unless the context otherwise requires, the following expressions have the following meanings:

“Alma”	Alma Laster Ltd, the principal operating subsidiary of the company
“Ample Up”	Ample Up Limited, an indirect wholly-owned subsidiary of Fosun Pharma and a Shareholder of the Company
“Board”	the board of Directors
“CML”	Chindex Medical Limited, an indirect wholly-owned subsidiary of Fosun Pharma and a Shareholder of the Company
“CML Beijing”	Chindex (Beijing) International Trade Co. Ltd., a company incorporated in PRC with limited liability and a wholly-owned subsidiary of Fosun Pharma
“Company”	Sisram Medical Ltd, a company incorporated in Israel with limited liability, the shares of which are listed on the Main Board of the Hong Kong Stock Exchange (Stock Code: 1696)
“connected person”	has the meaning ascribed to it under the Listing Rules

“Directors”	the directors of the Company
“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
“Group”	the Company and its subsidiaries
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange, as amended or supplemented from time to time
“PRC”	the People’s Republic of China
“Registration Support Service Agreement”	the agreement entered into between Alma and CML Beijing in relation to the provision of the registration support service by CML Beijing to Alma dated December 9, 2019 and as amended on January 21, 2021
“RMB”	Renminbi, the lawful currency of the PRC
“Shareholders”	the holders of Shares
“Shares”	ordinary shares in the share capital of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

On behalf of the Board  
**Sisram Medical Ltd**  
復銳醫療科技有限公司\*  
**Yi LIU**  
*Chairman*

Hong Kong, April 23, 2021

*As at the date of this announcement, the Board of Directors of the Company comprises Mr. Yi LIU, Mr. Lior Moshe DAYAN and Mr. Guojun BU as Executive Directors; Mr. Yifang WU, Mr. Yao WANG and Ms. Rongli FENG as Non-Executive Directors; Mr. Heung Sang Addy FONG, Mr. Chi Fung Leo CHAN, Ms. Jenny CHEN and Mr. Kai Yu Kenneth LIU as Independent Non-Executive Directors.*

\* for identification purpose only