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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 (the “**Company**”) will be held at Function Room 35B & 35C, Level 35, Two Pacific Place, No. 88 Queensway, Admiralty, Hong Kong on Wednesday, 28 June 2023 at 4:00 p.m. for the purposes of considering and, if thought fit, passing the following resolutions as ordinary and special 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 2022.
2. To re-elect Mr. Lior Moshe DAYAN as an executive director of the Company.
3. To re-appoint Ernst & Young as auditors of the Company and to authorize the board of directors of the Company to fix their remuneration.
4. “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:

* For identification purpose only

“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.”

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 allot, issue and deal with additional shares in the capital of the Company and to make or grant offers, agreements, options and awards 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 or vesting of options or awards under a share scheme of the Company which complies with the Listing Rules; 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;
- (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).”

- 6. “THAT conditional upon the passing of the resolutions set out in items 4 and 5 of the notice convening this meeting (the “**Notice**”), the general mandate referred to in the resolution set out in item 5 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 4 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).”
- 7. To re-appoint Mr. Heung Sang Addy FONG as an external director of the Company.
- 8. To re-appoint Mr. Chi Fung Leo CHAN as an external director of the Company.

SPECIAL RESOLUTION

9. “THAT:
- (a) the existing articles of association of the Company be and are hereby amended in the manner as set out in the circular of the Company dated 24 May 2023 (the “**Circular**”);
 - (b) the amended and restated articles of association of the Company in the form produced to the Meeting and marked “A” and initialed by the chairman of the Meeting for the purpose of identification, which consolidates all the proposed amendments mentioned in the Circular, be and are hereby approved and adopted as the new set of articles of association of the Company, in substitution for and to the exclusion of the existing articles of association of the Company in their entirety, with immediate effect after the close of the Meeting; and
 - (c) any one director or the secretary of the Company be and are hereby authorised to do all things necessary to implement the adoption of the amended and restated articles of association of the Company.”

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

Hong Kong, 24 May 2023

* *For identification purpose only*

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.
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 7 and 8 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 third 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 4:00 p.m. on Monday, 26 June 2023 (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 Friday, 23 June 2023 to Wednesday, 28 June 2023 (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, 21 June 2023.
7. References to time and dates in this notice are to Hong Kong time and dates.

As at the date of this notice, the Board of Directors of the Company comprises Mr. Yi LIU and Mr. Lior Moshe DAYAN as Executive Directors; Mr. Yifang WU 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.