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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)

**CONTINUING CONNECTED TRANSACTION
RELATING TO THE SUPPLY FRAMEWORK AGREEMENT**

THE SUPPLY FRAMEWORK AGREEMENT

The Board is pleased to announce that, on June 10, 2025, Sisram HK entered into the Supply Framework Agreement with Fosun Wanbang (Jiangsu), pursuant to which Sisram HK agreed to supply the Product to Fosun Wanbang (Jiangsu), and Fosun Wanbang (Jiangsu) agreed to purchase the Product from Sisram HK.

The Product, botulinum toxin type A for injection (DaxibotulinumtoxinA-lanm, with the trademark of 達希斐® in Mainland China and the English trademark of DAXXIFY®, project code RT002), is a product sublicensed by Fosun Industrial which is indicated for the temporary improvement in the appearance of moderate to severe glabellar lines associated with corrugator and/or procerus muscle activity in adult patients.

REASONS FOR, AND BENEFITS OF, THE ENTERING INTO OF THE SUPPLY FRAMEWORK AGREEMENT

The entering into of the Supply Framework Agreement is in line with the business model of the Group. The Product to be supplied by Sisram HK under the Supply Framework Agreement falls within the ordinary and usual course of business of the Group.

In addition, 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 feature its innovative and proprietary technologies. As the Company is the primary platform focusing on medical aesthetic treatment system within the Fosun Pharma Group, the Group would be in the best position to supply the Product. The Group would be able to generate additional revenue from the transactions contemplated under the Supply Framework Agreement, which in turn could strengthen its market position.

Furthermore, the botulinum toxin industry is a highly regulated industry in the PRC which is subject to stringent regulatory oversight, and only a limited number of institutions meet the necessary qualifications for importing and distributing toxic drugs for medical use in the Mainland China, with Fosun Wanbang (Jiangsu) being one of such qualified institutions and having nation-wide distribution capabilities. Given that many of the other third-party qualified institutions are currently engaged by the Company's competitors, and Fosun Wanbang (Jiangsu) has not cooperated with such competitors in the past and has maintained its independence in the market, the Company considers that it is strategically beneficial to collaborate with Fosun Wanbang (Jiangsu). This arrangement is expected to support the long-term commercial planning and operational efficiency of the Company.

1. THE SUPPLY FRAMEWORK AGREEMENT

(a) Background

The Board is pleased to announce that, on June 10, 2025, Sisram HK entered into the Supply Framework Agreement with Fosun Wanbang (Jiangsu), pursuant to which Sisram HK agreed to supply the Product to Fosun Wanbang (Jiangsu), and Fosun Wanbang (Jiangsu) agreed to purchase the Product from Sisram HK.

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(b) Principal Terms of the Supply Framework Agreement

The principal terms of the Supply Framework Agreement are set out below.

Date: June 10, 2025

Parties: (1) Sisram HK (as supplier); and
(2) Fosun Wanbang (Jiangsu) (as purchaser).

Subject Matter: Sisram HK agreed to supply the Product to Fosun Wanbang (Jiangsu), and Fosun Wanbang (Jiangsu) agreed to purchase the Products from Sisram HK.

Sisram HK and Fosun Wanbang (Jiangsu) may from time to time enter into other definitive agreements in relation to, among others, the supply price, settlement time, settlement method, settlement basis and quality assurance.

Supply Region: Mainland China

Term: From 10 June 2025 to 9 June 2026 (the “Initial Period”)

Upon expiry of the Initial Period, the Supply Framework Agreement shall be automatically renewed for one year subject to compliance with the Listing Rules and other applicable laws and regulations, unless terminated by either party giving to the other 30 days’ written notice before expiration of the Initial Period.

2. HISTORICAL TRANSACTION AMOUNTS, ANNUAL CAP AND BASIS

(a) Historical Transaction Amounts

There were no historical transactions between Sisram HK and Fosun Wanbang (Jiangsu) in relation to the transactions contemplated under the Supply Framework Agreement.

(b) Annual Cap

The proposed annual caps in respect of the transactions contemplated under the Supply Framework Agreement for the period from 10 June 2025 to 31 December 2025 and the period from 1 January 2026 to 9 June 2026 are as follows:

	From 10 June 2025 to 31 December 2025 (US\$)	From 1 January 2026 to 9 June 2026 (US\$)
Aggregate transaction amount	<u>14,300,000</u>	<u>14,300,000</u>

(c) Basis of Determining the Annual Caps

The annual caps were determined with reference to (1) the estimated volume and schedule of delivery of the Product be supplied by Sisram HK to Fosun Wanbang (Jiangsu); (2) the prevailing market price of the Product (or same/similar types of products on the market); (3) the fee charged by the Group when providing the Product to other independent third parties in comparable scales; (4) other factors including but not limited to the expected increase in unit price of the Product as a result of increase in raw materials as well as market trends.

3. REASONS FOR, AND BENEFITS OF, THE SUPPLY FRAMEWORK AGREEMENT

The entering into the Supply Framework Agreement is in line with the business model of the Group. The Product to be supplied by Sisram HK under the Supply Framework Agreement falls within the ordinary and usual course of business of the Group.

In addition, 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 feature its innovative and proprietary technologies. As the Company is the primary platform focusing on medical aesthetic treatment system within the Fosun Pharma Group, the Group would be in the best position to supply the Product. The Group would be able to generate additional revenue from the transactions contemplated under the Supply Framework Agreement, which in turn could strengthen its market position.

Furthermore, the botulinum toxin industry is a highly regulated industry in the PRC which is subject to stringent regulatory oversight, and only a limited number of institutions meet the necessary qualifications for importing and distributing toxic drugs for medical use in the Mainland China, with Fosun Wanbang (Jiangsu) being one of such qualified institutions and having nation-wide distribution capabilities. Given that many of the other third-party qualified institutions are currently engaged by the Company's competitors, and Fosun Wanbang (Jiangsu) has not cooperated with such competitors in the past and has maintained its independence in the market, the Company considers that it is strategically beneficial to collaborate with Fosun Wanbang (Jiangsu). This arrangement is expected to support the long-term commercial planning and operational efficiency of the Company.

The Company believes that the terms of the transactions under the Supply Framework Agreement are fair and reasonable, and conducted on normal commercial terms, having taken into account: (i) the market practices, terms and pricing mechanisms adopted by other independent distributors qualified to operate in this tightly regulated sector; (ii) the comparable fee arrangements observed in similar transactions; and (iii) the independent commercial negotiations carried out between the Company and Fosun Wanbang (Jiangsu). No preferential treatment has been granted to the connected party, and the commercial terms are consistent with those offered by independent third parties.

Accordingly, the Board (including the Independent Non-executive Directors) is of the view that the Supply Framework 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 is in the interests of the Company and the Shareholders as a whole.

4. LISTING RULES IMPLICATIONS

As at the date of this announcement, Fosun Wanbang (Jiangsu) is an indirect wholly-owned subsidiary of Fosun Pharma and Fosun Pharma is a controlling shareholder of the Company. Therefore, Fosun Wanbang (Jiangsu) is a connected person of the Company by virtue of being an associate of the Company's connected person. Accordingly, the entering into of the Supply Framework Agreement would constitute continuing connected transactions of the Company under Chapter 14A of the Listing Rules.

As the highest applicable percentage ratio in respect of the proposed annual caps of the transactions contemplated under the Supply Framework Agreement exceeds 0.1% but is less than 5%, the transactions under the Supply Framework Agreement are subject to the reporting, annual review and announcement requirements but are exempt from the circular and independent shareholders' approval requirements under Chapter 14A of the Listing Rules.

Mr. Yi LIU, Mr. Lior Moshe Dayan, Mr. Jiahong LI, Mr. Yifang WU and Ms. Rongli FENG declared that they also hold certain positions in Fosun Pharma and/or its subsidiaries (other than the Group). According to the Israeli laws and regulations, those Directors are considered to have a personal interest in the Supply Framework Agreement (including the transactions contemplated thereunder) and are required to abstain from voting on the resolution of the Board approving the Supply Framework Agreement (including the transactions contemplated thereunder). 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 Supply Framework Agreement (including the transactions contemplated thereunder).

5. INFORMATION ON THE PARTIES

(a) Information on Fosun Wanbang (Jiangsu)

Fosun Wanbang (Jiangsu) is an indirect wholly-owned subsidiary of Fosun Pharma, the controlling shareholder of the Company. It is mainly engaged in the wholesale of medical drugs.

(b) Information on Sisram HK

Sisram HK is a wholly-owned subsidiary of the Company. 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.

6. INTERNAL CONTROLS

The Company has a system to monitor its connected transactions and continuing 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

In this announcement, unless the context otherwise requires, the following terms have the following meanings:

“Board”	the board of Directors
“Company”	Sisram Medical Ltd, a company incorporated in Israel with limited liability, the shares of which are listed on the Main Board of the Stock Exchange (Stock Code: 1696)
“connected person”	has the meaning ascribed to it under the Listing Rules
“Directors”	the directors of the Company
“Fosun Industrial”	Shanghai Fosun Pharmaceutical Industrial Development Co., Ltd.* (上海復星醫藥產業發展有限公司), a company established in the PRC with limited liability and a subsidiary of Fosun Pharma
“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 Fosun Pharma are listed and traded on the Main Board of the Stock Exchange (Stock Code: 2196) and Shanghai Stock Exchange (Stock Code: 600196), respectively
“Fosun Wanbang (Jiangsu)”	Fosun Wanbang (Jiangsu) Health Development Co., Ltd* (復星萬邦(江蘇)健康發展有限公司), a company established in the PRC with limited liability and a subsidiary of Fosun Pharma
“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

“Product”	Botulinum toxin type A for injection (DaxibotulinumtoxinA-lanm, with the trademark of 達希斐® in Mainland China and the English trademark of DAXXIFY®, project code RT002)
“Shareholders”	the holders of Shares
“Shares”	ordinary shares in the share capital of the Company
“Sisram HK”	Sisram Medical HK Limited, a company incorporated in Hong Kong with limited liability and a wholly-owned subsidiary of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Supply Framework Agreement”	the supply framework agreement between Sisram HK and Sisram Tianjin dated June 10, 2025 with respect to the supply and purchase of the Product
“US\$”	United States dollars, the lawful current of the United States of America

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

Hong Kong, June 10, 2025

As at the date of this announcement, the Board comprises Mr. Yi LIU, Mr. Lior Moshe DAYAN and Mr. Jiahong LI 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.

* For identification purpose only