



Press release

## **Swiss Takeover Board publishes decision regarding mandatory tender offer**

Tel Aviv / Zurich, 26 January 2018 – SHL Telemedicine Ltd. (SIX Swiss Exchange: SHLTN, OTCPK: SMDCY) (“SHL”), a leading provider and developer of advanced personal telemedicine solutions, announces that the Swiss Takeover Board has taken the following decision 671/01 today regarding the duty to make a tender offer according to art. 135 of the Financial Market Infrastructure Act (“FMIA”) by Himalaya (Cayman Island) TMT Fund, Himalaya Asset Management Ltd., Xian Xu, Kun Shen, GF Fund Management Co. Ltd., Zhuhai Hokai Medical Instruments Co. Ltd and Mengke Cai with respect to SHL.

### **Decision**

1. Mengke Cai, Xiang Xu, Himalaya (Cayman Islands) TMT Fund, Himalaya Asset Management Ltd. and Kun Shen are obliged to make a public tender offer for all listed shares in SHL Telemedicine Ltd. in accordance with art. 135 FMIA. The minimum price of said offer shall be CHF8.70 per share of SHL Telemedicine Ltd.
2. Mengke Cai, Xiang Xu, Himalaya (Cayman Islands) TMT Fund, Himalaya Asset Management Ltd. and Kun Shen are granted a period of two months to make the public tender offer pursuant to section 1 above.
3. Mengke Cai, Xiang Xu, Himalaya (Cayman Islands) TMT Fund, Himalaya Asset Management Ltd. and Kun Shen are prohibited from acquiring further shares or acquisition or disposal rights relating to SHL Telemedicine Ltd. The suspensive effect of an appeal against this ruling is revoked in this respect.
4. Motion 1 of Nehama & Yoram Alroy Investment Ltd. and Elon Shalev is rejected as far as GF Fund Management Co. Ltd. and Zhuhai Hokai Medical Instruments Co. Ltd. are concerned.
5. Motions 3 as well as the procedural request of Nehama & Yoram Alroyinvestment Ltd. And Elon Shalev regarding the suspension of the voting rights and the associated rights of Mengke Cai and of Kun Shen in SHL Telemedicine Ltd. are rejected.
6. SHL Telemedicine Ltd. is obliged to publish the dispositive of the present decision in English, German and French according to the TOB Circular No 4 until Monday, 29 January 2018.
7. The present decision will be published on the Swiss Takeover Board's website immediately after its notification and before the opening of the market on 26 January 2018.



8. The Swiss Takeover Board will publish the dispositive findings of the present decision in the SOGC.
9. The motions 2 of Mengke Cai, Xiang Xu, Himalaya (Cayman Islands) TMT Fund, Himalaya Asset Management Ltd. and Kun Shen regarding the compensation of attorneys' fees are rejected.
10. All remaining motions, in particular the motion of Kun Shen regarding the suspension of the procedure, are rejected.
11. Mengke Cai, Xiang Xu, Himalaya (Cayman Islands) TMT Fund, Himalaya Asset Management Ltd. and Kun Shen shall jointly and solidary bear a procedural fee of CHF 50'000. The advance fee of CHF 20'000 paid to the Swiss Takeover Board shall be returned to Nehama & Yoram Alroy Investment Ltd. and Elon Shalev once the present decision becomes final.

**Instruction on the Right to Appeal as per the decision:**

**Appeal (art. 140 of the Financial Market Infrastructure Act, SR 958.1):**

This decision can be appealed within a period of five trading days with the Swiss Financial Market Supervisory Authority FINMA, Laupenstrasse 27, CH-3003 Bern. The appeal must be made in writing and must be substantiated. The appeal has to suffice the requirements of art. 52 of the Federal Act on Administrative Procedure.

**Objection (art. 58 of the Takeover Ordinance, SR 954.195.1):**

A shareholder with a holding of at least three per cent of the voting rights of the target company (qualified shareholder, art. 56 TOO) who has yet to participate in the proceedings may file an objection with the Takeover Board against the first decision issued by the Takeover Board on the offer within five trading days of the publication of the decision or, in all other procedures, within five trading days of the publication of the decision. The objection has to be presented to the Takeover Board within five trading days after the publication of the present decision. The objection must contain a formal request and a summary of the legal grounds, as well as proof of the holding in accordance with art. 56 para. 3 and 4 TOO.

**For further information, please contact:**

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**About SHL Telemedicine**

SHL Telemedicine is engaged in developing and marketing personal telemedicine systems and the provision of medical call center services, with a focus on cardiovascular and related diseases, to end users and to the healthcare community. SHL telemedicine offers its services and personal telemedicine devices to subscribers utilizing telephonic and Internet communication technology. SHL is listed on the SIX Swiss Exchange (SHLTN, ISIN: IL0010855885, Security No.: 1128957). For more information, please visit our website at [www.shl-telemedicine.com](http://www.shl-telemedicine.com).



Some of the information contained in this press release contains forward-looking statements. Readers are cautioned that any such forward-looking statements are not guarantees of future performance and involve risks and uncertainties, and that actual results may differ materially from those in the forward-looking statements as a result of various factors. SHL Telemedicine undertakes no obligation to publicly update or revise any forward-looking statements.