



Press Release

**Swiss Takeover Board reduces mandatory offer price by CHF 1.00 to CHF 7.70 per share – procedural decision in connection with a pending request of Mrs. Cai to regard a successful closing of a potential reverse triangular merger as equivalent to the continuing tender offer obligation**

**Tel Aviv/Zurich, May 31, 2019** – SHL Telemedicine Ltd. (SIX Swiss Exchange: SHLTN, OTCPK: SMDCY) ("SHL"), a leading provider and developer of advanced personal telemedicine solutions, announced today that the Swiss Takeover Board ("TOB") has instructed SHL to publish the resolutions of its order 672/07 dated May 29, 2019 regarding an adjustment of the offer price together with the resolutions of its preliminary order 672/06 dated May 2, 2019 in connection with a request of Mrs. Mengke Cai dated March 13, 2019:

- In its order 672/06 dated May 29, 2019, the TOB decided to reduce the offer price per share for the mandatory tender offer to be made by Mrs. Mengke Cai, Mrs. Kun Shen and others from CHF 8.70 to CHF 7.70. The decision was taken against the background of the dividend distribution of USD 1.00 per share for the year 2018 made in April 2019. The order may be appealed within five trading days and is not final yet.
- In its preliminary order 672/07 dated May 2, 2019, the TOB has granted CR Capital Investment Management Ltd. the position of a party to a proceeding in connection with a request by Mrs. Mengke Cai to the TOB dated March 13, 2019. In this request, Mrs. Mengke Cai asked the TOB, among others, whether it would regard its pending obligation to submit a public tender offer as fulfilled if she and Mrs. Kun Shen launched and completed a successful reverse triangular merger under Israeli law by which they would acquire all shares in SHL, paying out the price per share as determined by the TOB for the mandatory tender offer to all other shareholders. Such transaction would be subject to a majority vote of all shareholders other than Mrs. Mengke Cai and Mrs. Kun Shen. Respective discussions between Mrs. Mengke Cai, Mrs. Kun Shen, CR Capital Investment Management Ltd. as a potential financing party and SHL are at a very preliminary stage. No decision in favor of the realization of such a potential reverse triangular merger transaction has been reached yet. Further announcements will be made as required.

**Order 672/07 of the TOB dated May 29, 2019:**

*"The Takeover Board resolves:*

1. *The price of CHF 8.70 per share as determined in para. 1 of the resolutions of the order 672/01 dated January 26, 2018 in re SHL Telemedicine Ltd. for the mandatory tender offer to be launched by Himalaya (Cayman Islands) TMT Fund, Himalaya Asset Management Ltd., Xiang Xu, Kun Shen and Mengke Cai shall be reduced by CHF 1.00 per share of SHL Telemedicine Ltd. to CHF 7.70 per share of SHL.*

2. *SHL Telemedicine Ltd. shall be obliged to publish the resolutions of the present order by June 3, 2019 at the latest.*
3. *Following the publication by SHL Telemedicine Ltd. pursuant to para. 2 above, this present order will be published on the website of the Takeover Board.*
4. *The fee jointly and severally charged to Himalaya (Cayman Islands) TMT Fund, Himalaya Asset Management Ltd., Xiang Xu, Kun Shen and Mengke Cai amounts to CHF 10'000.*
5. *The fee jointly and severally charged to Nehama & Yoram Alroy Investment Ltd., Elon Shalev and SHL Telemedicine Ltd. amounts to CHF 10'000.*

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

*This order is subject to appeal with the Swiss Financial Market Supervisory Authority FINMA, Laupenstrasse 27, CH-3003 Bern, within a period of five trading days. The appeal must be filed in writing and include a statement of grounds. The appeal has to suffice the requirements of art. 52 of the Federal Act on Administrative Procedure."*

**Preliminary order 672/06 dated May 2, 2019:**

*" The Takeover Board resolves:*

1. *CR Capital Investment Management Ltd. is granted the position as a party to the proceeding, to the extent the question is concerned whether CR Capital Investment Management Ltd. is obliged to make a public tender offer in the sense of art. 135 sec. 1 of the Financial Market Infrastructure Act or whether CR Capital Investment Management Ltd. is acting in concert in the sense of art. 11 of the Takeover Ordinance with Mengke Cai as well as Himalaya (Cayman Islands) TMT Fund, Himalaya Asset Management Ltd., Xiang Xu and Kun Shen i.S.v. Art. 11 UEV.*
2. *CR Capital Investment Management Ltd. is granted the right to inspect the files of the proceeding for the period since the request of Mrs. Mengke Cai dated March 13, 2019 and to submit a statement. Excluded from the right of inspection are the files referring to the proceedings in re SHL Telemedicine Ltd. which are pending before the Federal Administrative Court (File No B-6879/ 2018 in re Mengke Cai and File No 6887/2018 in re Himalaya (Cayman Islands) TMT Fund, Himalaya Asset Management Ltd., Xiang Xu and Kun Shen) as well the files referring to the question of a potential adjustment of the offer price (act. 262 - 266). In addition, regarding the request and the statements 1–3 the inspection of files will only be granted to the extent the question is concerned whether CR Capital Investment Management Ltd. is obliged to make a public tender offer in the sense of art. 135 sec. 1 of the Financial Market Infrastructure Act or whether CR Capital Investment Management Ltd. is acting in concert in the sense of art. 11 of the Takeover Ordinance with Mengke Cai as well as Himalaya (Cayman Islands) TMT Fund, Himalaya Asset Management Ltd., Xiang Xu and Kun Shen.*
3. *For the inspection of the files, CR Capital Investment Management Ltd. will be granted a deadline until May 13, 2019.*

4. *SHL Telemedicine Ltd. shall be obliged to publish the resolutions of the present preliminary order together with the resolutions of the next order to come in the case at hand.*
5. *Following the publication by SHL Telemedicine Ltd. pursuant to para. 4 above, the present preliminary order will be published on the website of the Takeover Board.*
6. *The fee charged to CR Capital Investment Management Ltd. amounts to CHF 15'000.*

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

*This order is subject to appeal with the Swiss Financial Market Supervisory Authority FINMA, Laupenstrasse 27, CH-3003 Bern, within a period of five trading days, under the conditions of art. 45 and 46 of the Federal Act on Administrative Procedure. The appeal must be filed in writing and include a statement of grounds. The appeal has to suffice the requirements of art. 52 of the Federal Act on Administrative Procedure."*

**For further information, please contact:**

Martin Meier-Pfister, IRF, phone +41 43 244 81 40, [shl@irf-reputation.ch](mailto:shl@irf-reputation.ch)

**About SHL Telemedicine**

SHL Telemedicine is engaged in developing and marketing personal telemedicine systems and the provision of medical call centre 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 the web site 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.