



## Procedural Decision

of 11 September 2017

in the matter of

**Nehama & Yoram Alroy Investment Ltd.**, Tel Aviv, Israel, and  
**Elon Shalev**, Tel Aviv, Israel  
(together the **Applicants**),

regarding a potential infringement of the duty to make an offer according to art. 135 FMIA by

**Himalaya (Cayman Island) TMT Fund**; and/or  
**Himalaya Asset Management Ltd.**; and/or  
**Mr. Xu Xiang**; and/or  
**GF Fund Management Co. Ltd.**; and/or  
**Zhuhai Hokai Medical Instruments Co. Ltd.**; and/or  
**Mrs. Cai Mengke**  
(together the **Respondents**),

with respect to

**SHL Telemedicine Ltd.**, Tel Aviv, Israel  
(**SHL**).

### Facts:

- A. On 11 July 2017 the Swiss Takeover Board (**TOB**) received an application and complaint dated 10 July 2017 (the **Application**) by the Applicants in the above mentioned procedure (the **Procedure**).
- B. On 7 August 2017 the TOB issued a procedural decision (**Procedural Decision 1**) stating that SHL is a party to the Procedure and giving it the opportunity to make a statement and express its opinion with respect to the Application. SHL was also asked to inform the TOB whether it may send the Application to the Respondents and whether it has knowledge of a legal representative of the Respondents in Switzerland. SHL was granted a deadline for such statements until 21 August 2017.
- C. On 21 August 2017 SHL responded to the Procedural Decision 1 stating that it did not have any means of sending the Application to the Respondents for it to be deemed duly served and that it did not have any knowledge of a legal representative of the Respondents in Switzerland.



D. On 28 August 2017 the TOB formed a delegation for the Procedure composed of Thomas A. Müller (President), Jean-Luc Chenaux, Lionel Aeschlimann and Franca Contratto.

**Given the above, the TOB decides:**

1. Himalaya (Cayman Island) TMT Fund, Himalaya Asset Management Ltd., Mr. Xu Xiang, GF Fund Management Co. Ltd., Zhuhai Hokai Medical Instruments Co. Ltd. and Mrs. Cai Mengke are granted a deadline **until 26 September 2017** for the following purposes:
  - a. naming legal representatives in Switzerland or communicating addresses of service (*Zustelladressen*) in Switzerland to the TOB for the purposes of the Procedure;
  - b. exercising their respective right to be heard in the Procedure and exercising the possibility to consult the documents of the Procedure; and
  - c. making a statement and expressing their opinion with respect to the Application.
2. This procedural decision will be published on the website of the TOB ([www.takeover.ch](http://www.takeover.ch)) on 11 September 2017 after the close of the market. The findings (*Dispositiv*) of this procedural decision will be published in the Swiss Official Gazette of Commerce subsequently.

The President of the TOB:

Thomas A. Müller  
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**This procedural decision is sent to the following parties:**

- SHL Telemedicine Ltd., represented by Dr. iur. Thomas Müller and PD Dr. iur. Daniel Dedeyan, Walder Wyss Ltd., Seefelstrasse 123, 8008 Zurich, Switzerland;
- Nehama & Yoram Alroy Investment Ltd. and Elon Shalev, both represented by André A. Girguis and Matthias Hirschle, Blum&Grob Attorneys at Law Ltd, Neumuehlequai 6, 8021 Zurich, Switzerland.