



Silexion Therapeutics Corp
12 Abba Hillel Road
Ramat-Gan, Israel 5250606
+972-8-6286005

October 22, 2024

Dear Shareholder:

You are cordially invited to attend an extraordinary general meeting (the “**extraordinary general meeting**” or “**meeting**”) of Silexion Therapeutics Corp (“**Silexion**” or the “**Company**”), which will be held at 9:00 a.m., Eastern time/ 4:00 p.m. local (Israel) time, on Tuesday, November 12, 2024 at the offices of our external legal counsel, Meitar Law Offices, 16 Abba Hillel Road, 10th floor, Ramat Gan, Israel 5250608. The extraordinary general meeting may also be attended virtually over the internet. You will be able to attend, and submit your questions during (but not speak at or vote at), the extraordinary general meeting online by visiting <https://www.cstproxy.com/silexion/2024>, or by calling 1-800-450-7155 (toll-free, within the U.S. and Canada) or +1 857-999-9155 (outside of the U.S. and Canada, standard rates apply), conference ID 3913692#.

At the extraordinary general meeting, you will be asked to consider and approve a proposal to allow the Company’s board of directors to effect a reverse share split of the Company’s ordinary shares at a ratio of not less than 1-for-10 and not more than 1-for-20, with the exact ratio to be determined by the Company’s board of directors prior to the extraordinary general meeting and to be presented for approval by our shareholders at the meeting. The reverse share split is intended to enable us to maintain and/or restore our compliance with Nasdaq Listing Rule 5450(a)(1), which requires that our ordinary shares maintain a minimum bid price of \$1.00 per share on an ongoing basis in order to remain listed on the Nasdaq Global Market. Depending on market conditions and the market price of the ordinary shares immediately prior to the extraordinary general meeting, our board of directors will determine which resolution—containing a specific reverse split ratio— will be presented at the meeting.

The formal notice of the extraordinary general meeting and the proxy statement for the meeting accompany this letter.

Whether or not you plan to attend the extraordinary general meeting, it is important that your shares be represented and voted at the meeting. After reading the attached formal notice and proxy statement, please promptly vote. **If you hold your shares in “street name” through a bank, broker or other nominee, you will need to follow the instructions provided to you by your bank, broker or other nominee to ensure that your shares are represented and voted at the extraordinary general meeting. You may also provide voting instructions online or via telephone, as described in the enclosed instructions.**

If you have any questions or need assistance voting your ordinary shares, please contact Mirit Horenshtein Hadar, our Chief Financial Officer and Secretary, by calling +972-52-3141410, or by emailing mirith@silexion.com.

Thank you for your participation. We look forward to your continued support.

Sincerely,

/s/ Ilan Hadar
Chairman of the Board and Chief Executive Officer

SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT

The following table sets forth information known to the Company regarding the beneficial ownership of Silexion ordinary shares as of October 1, 2024 by:

- each person who is the beneficial owner of more than 5% of the outstanding Silexion ordinary shares;
- the Company's named executive officer and directors; and
- all of the Company's executive officers and directors as a group.

Beneficial ownership is determined according to the rules of the SEC, which generally provide that a person has beneficial ownership of a security if he, she or it possesses sole or shared voting or investment power over that security, including options and warrants that are currently exercisable or exercisable within 60 days. In computing the number of ordinary shares beneficially owned by a person and the percentage ownership, we include, as outstanding, those ordinary shares that are subject to warrants held by that person that are currently exercisable or exercisable within 60 days of October 1, 2024. We do not deem those shares to be outstanding, however, for the purpose of computing the percentage ownership of any other person.

Unless otherwise indicated, we believe that all persons named in the table have sole voting and investment power with respect to all Silexion ordinary shares beneficially owned by them.

Unless otherwise indicated, the address of each beneficial owner listed in the table below is c/o Silexion Therapeutics Corp, 12 Abba Hillel Road, Ramat-Gan, Israel 5250606 .

The percentage ownership of Silexion ordinary shares is based on 13,827,814 Silexion ordinary shares outstanding as of October 1, 2024, after giving effect to the various adjustments to the issued share capital of Silexion that occurred at the closing of the Business Combination, as well as subsequent issuances of an additional 4,059,418 ordinary shares, in the aggregate, pursuant to an equity line of credit that we have had in place with White Lion Capital, LLC.

Name and Address of Beneficial Owner⁽¹⁾	Number of Shares Beneficially Owned	Approximate Percentage of Outstanding Ordinary Shares
<i>Directors and Executive Officers of New Silexion:</i>		
Ilan Hadar	280,438 ⁽²⁾	2.0%
Dror Abramov	39,829	*
Ruth Alon	54,325	*
Ilan Levin ⁽³⁾	2,066,610 ⁽⁴⁾	14.8%
Avner Lushi ⁽⁵⁾	1,987,082 ⁽⁶⁾	14.4%
Shlomo Noy ⁽⁷⁾	1,987,082 ⁽⁶⁾	14.4%
Dr. Mitchell Shirvan	196,992 ⁽⁸⁾	1.4%
Mirit Horenshtein Hadar, CPA	56,772	*
<i>All executive officers and directors as a group (8 individuals)</i>	4,682,048	33%
<i>Five Percent Holders:</i>		
Moringa Sponsor, LP and affiliated entities ⁽³⁾	2,066,610 ⁽⁴⁾	14.8%
Guangzhou Sino-Israel Biotech Fund ⁽⁹⁾	1,987,082 ⁽⁶⁾	14.4%
Wildcat Partner Holdings LP ⁽¹⁰⁾	1,020,852	7.4%

* Less than 1%.

(1) Unless otherwise noted, the business address of each of the following entities or individuals is c/o Silexion Therapeutics Corp, c/o Silexion Therapeutics Corp, 12 Abba Hillel Road, Ramat-Gan, Israel 5250606.

- (2) Includes 129,045 Silexion ordinary shares issuable upon exercise of options, at an exercise price of \$6.72 per share, all of which are vested and currently exercisable.
- (3) The shares reported in this row are held of record by Moringa Sponsor, LP, which was the sponsor of Moringa (the “**Moringa Sponsor**”), and/or by an investor in the private placement transaction consummated immediately prior to the closing of the Business Combination (the “**PIPE**”), Greenstar, L.P. (the “**PIPE Investor**”), each a Cayman Islands exempted limited partnership, as described in footnote (4) below. Moringa Partners Ltd., an Israeli company that is wholly-owned by Mr. Ilan Levin, serves as the sole general partner of each of the Moringa Sponsor and the PIPE Investor. Mr. Levin, a director of Silexion, is the sole director of that general partner. As a result of his ownership of that general partner, Mr. Levin possesses sole voting and investment authority with respect to the shares indirectly held by the Moringa Sponsor and the PIPE Investor. The limited partnership interests of the Moringa Sponsor and the PIPE Investor are held by various individuals and entities, including Mr. Levin. Mr. Levin disclaims beneficial ownership of the securities held by the Moringa Sponsor and the PIPE Investor other than to the extent of his direct or indirect pecuniary interest in such securities. The address of each of the entities beneficially owning the shares that are reported in this row is c/o Moringa Acquisition Corp, 250 Park Avenue, 7th floor, New York, NY 10177.
- (4) Consists of the total of: (i) 1,337,325 Silexion ordinary shares issued to the Moringa Sponsor as Sponsor Investment Shares (as defined under the Business Combination Agreement); (ii) 352,857 Silexion ordinary shares issued to the Moringa Sponsor upon the closing of the Business Combination due to the conversion, on a one-for-one basis, of the 352,857 Moringa private shares held by it; (iii) 176,429 Silexion ordinary shares underlying Silexion warrants issued to the Moringa Sponsor upon the closing of the Business Combination due to the conversion, on a one-for-one basis, of the 176,429 Moringa private warrants held by the Moringa Sponsor (which Silexion warrants are exercisable beginning 30 days after the closing date of the Business Combination); and (iv) 200,000 Silexion ordinary shares issued to the PIPE Investor in respect of the PIPE. The foregoing beneficial ownership of Silexion ordinary shares by the Moringa Sponsor does not include any ordinary shares issuable upon conversion of amounts owed to the Moringa Sponsor that are evidenced by an amended and restated convertible promissory note in a principal amount of \$3,433,000, which is held by the Moringa Sponsor, as the potential number of such ordinary shares, and the timing of issuance of such shares pursuant to the convertible promissory note, cannot be determined in advance.
- (5) The shares reported in this row consist entirely of Silexion ordinary shares held of record by Guangzhou Sino-Israel Biotech Fund (“**GIBF**”), with respect to which Mr. Lushi possesses shared voting and investment authority as a result of his serving as a Managing Partner and CEO of GIBF.
- (6) Includes 1,835,733 Silexion ordinary shares issued to GIBF at the closing of the Business Combination in respect of its transfer of its noncontrolling interest in Silexion Subsidiary’s Chinese subsidiary, Silenseed (China) Ltd., to Silexion, which was effected prior to the closing of the Business Combination.
- (7) The shares reported in this row consist entirely of Silexion ordinary shares held of record by GIBF, with respect to which Mr. Noy possesses shared voting and investment authority as a result of his serving as Chief Medical Officer of GIBF.
- (8) Includes 64,522 Silexion ordinary shares issuable upon exercise of options, at an exercise price of \$6.72 per share, all of which are vested and currently exercisable.
- (9) The address of this shareholder is 34 Ha’Barzel St., Tel-Aviv 6971052 Israel. Each of Avner Lushi and Shlomo Noy may be deemed to share voting and investment power over the securities beneficially owned by GIBF.
- (10) The address of this shareholder is 301 Commerce Street, Suite 3150, Fort Worth, Texas 76102. Len Porter may be deemed to have sole voting and investment power over the securities beneficially owned by Wildcat Partner Holdings LP.

OTHER MATTERS

The Board knows of no matters, other than those referred to in this proxy statement, which may properly come before the extraordinary general meeting or other matters incident to the conduct of the meeting. As to any item or proposal that may properly come before the meeting, it is intended that proxies will be voted in accordance with the discretion of the proxy holders.

By Order of the Board

/s/ Mirit Horenshtein Hadar
Chief Financial Officer and Secretary

Ramat-Gan, Israel
October 22, 2024