

## **ASX Announcement and Media Release**

**3 May 2005**

### **SciGen Limited**

#### **Offer to Purchase Unmarketable Parcels**

The Directors of SciGen Limited ("SciGen" or the "Company") have resolved to deal with the large number of unmarketable parcels of CHESS Units of Foreign Securities ("CUFS") held in the Company.

Unmarketable Parcels of CUFS are defined as those with a value of less than A\$500. Based on the Company's share price this amount equates to parcels of 11,111 CUFS or less.

The Company's share register shows that there are over 5,000 CUFS holders who hold such parcels. The power to deal with such parcels is contained in the Company's Constitution, and this power is in accordance with ASX Listing Rule 15.13.

The benefits to the Company of undertaking such a transaction are principally the reduction in operating costs of approximately A\$80,000 per year and a smaller, easier to manage register of CUFS holders.

SciGen has recently announced a new strategic investor in the Company, Bioton S.A. ("Bioton"). Bioton has agreed to be the nominated purchaser of Unmarketable Parcels of CUFS at a price of 5.3 cents per CUFS, which is slightly above the volume weighted average price over the last 2 months. In addition, Bioton has agreed to meet SciGen's costs of the transaction.

The Company will be sending to all holders of Unmarketable Parcels a letter and clear instructions as to what they must do if they DO NOT wish to sell their CUFS. A copy of the letter and CUFS Retention Form is appended to this announcement.

**=====ENDS=====**

#### **Media enquiries**

Mark Compton

Managing Director & CEO

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4 May 2005

Dear CUFS holder

## NOTICE OF INTENTION TO SELL UNMARKETABLE PARCELS OF CUFS

The register of SciGen Limited (the "Company" or "SciGen") contains a high number of holders of unmarketable parcels of CUFS, i.e. CHESSE Units of Foreign Securities, compared to the total number of CUFS holders. Your Board wishes to address this imbalance, principally in order to reduce the disproportionately high registry and compliance costs that are associated with a large number of registered CUFS holders for a company with a relatively small market capitalisation. Accordingly, and pursuant to a resolution of the Board, the Company has created an orderly market process to sell Unmarketable Parcels of CUFS in the capital of the Company (the "On-Sell Process"). The mechanism for the On-Sell Process is in accordance with the provisions of Rule 12 of the Company's Constitution, which in turn complies with ASX Listing Rule 15.13.

The Constitution defines "Unmarketable Securities" as a holding of CUFS that is less than a marketable parcel as defined by the ASX Listing Rules. The ASX Listing Rules define a marketable parcel to mean a parcel of securities, such as CUFS, of not less than \$500 in value, based on, in the case of listed securities, the closing trading price of those securities.

At the Company's closing CUFS price on 28 April 2005, the minimum number of CUFS that can be defined as a marketable parcel is 11,112.

You may be aware from recent market announcements that SciGen has established a strategic relationship with Bioton S.A. ("Bioton") of Poland and that Bioton has recently been issued with new SciGen CUFS and now holds 24% of the issued capital of SciGen. Bioton has since agreed to acquire any and all of the Unmarketable Parcels of CUFS which become available in the On-Sell Process. The price per CUFS Bioton has agreed to pay (the "On-Sell Price") is 5.3 cents being slightly more than the weighted average market price during the two month period prior to the date of this letter. The Company will benefit from significant on-going cost savings in the future, for example in holder register costs, annual reports, meeting notices and other holder communication costs, principally printing and posting. The Company will not charge brokerage on any sale of CUFS, and accordingly proceeds remitted to CUFS holders will be free of all transaction fees.

Bioton has agreed to cover the costs of conducting the overall process.

According to SciGen's records, you hold an Unmarketable Parcel of CUFS. Subject to the process outlined herein, **and unless the Company receives a CUFS Retention Form from you that you wish to retain your CUFS**, the Company proposes to sell those CUFS on your behalf to Bioton at the On-Sell Price. The On-Sell Process is described later in this letter.

If you have more than one holding of CUFS on SciGen's register, you should consider consolidating those holdings. Alternatively if, prior to **22 June 2005**, you increase your CUFS holding so that it is no longer an Unmarketable Parcel, then the Company will not sell Your CUFS.

For further advice in this regard, please contact the Company's registry, Computershare, on 1300 556 161 (within Australia), or +61 3 9415 5000.

**Important: If you do not want to sell your Unmarketable Parcel of CUFS on the terms set out in this letter, please notify the Company in writing prior to 22 June 2005, by completing and returning the enclosed CUFS Retention Form. If you fail to notify the Company of your desire to retain your Unmarketable Parcel of CUFS, the Company will sell all your CUFS and remit the proceeds to you.**

If you wish the Company to sell your Unmarketable Parcel of CUFS and remit to you the sale proceeds at the On-Sell Price as notified above, **you do not need to take any action**. In this context, if the relevant CUFS are in a CHESS holding and remain as such at the end of the Notice Period, the Company will sell the Unmarketable Parcel of CUFS whilst they remain in your CHESS holding.

If you do not notify the Company of your intention to retain your CUFS in accordance with the provisions set out above, the following applies:

- you will be deemed to have irrevocably appointed the Company as your agent and attorney in respect of your Unmarketable Parcel of CUFS in accordance with the procedure set out in Rule 12 of the Constitution. You also agree that the Company has authority to sign on your behalf all documents necessary to give effect to the proposed transaction, including any transfer forms;
- the terms of the sale of the Unmarketable Parcel of CUFS may be enforced by the Company;
- you will be entitled to all rights attaching to the CUFS prior to the sale of the CUFS by the Company, including your voting rights; and
- the Company reserves the right to cancel the On-Sell Process at any time, and without being obliged to provide any reason for such cancellation in which circumstance you will retain your CUFS.

### *Timetable*

The Company's Constitution specifically precludes the Company from selling an Unmarketable Parcel of CUFS until the applicable notice has been sent to the holder of that Unmarketable Parcel of CUFS. Furthermore, on the basis that the Company does not receive a duly completed CUFS Retention Form on or before 22 June, 2005, the sale of an Unmarketable Parcel of CUFS will nevertheless not take place until at least 45 days have elapsed from the date of this letter (the "Notice Period"). Only after the Notice Period has ended and funds have been received from Bioton, will proceeds be available to be remitted to holder(s) of the Unmarketable Parcel of CUFS. **CUFS holders should note that they continue to have the right to sell their CUFS holdings on-market and off-market at any time during the process, through normal channels.**

### *On-Sell Process*

Upon establishing the final number of Unmarketable Parcels of CUFS to be on-sold (the "Pool CUFS"), the Company will sell all these to Bioton. The sale of CUFS to Bioton will lift Bioton's holding in SciGen to no more than 26.1%. Under Singaporean law, shareholders in companies registered in Singapore such as SciGen are able to acquire and hold a relevant interest in up to 30% of the issued capital of a company without becoming obliged to make a takeover bid and without shareholder approval. Accordingly, the sale of the Pool CUFS to Bioton does not require any further specific approval from SciGen CUFS holders or shareholders.

### *Statistics*

The maximum number of Pool CUFS, based on the number of CUFS within Unmarketable Parcels of CUFS at 28 April 2005 and the closing price of CUFS at 28 April 2005, is 11,242,705. In practice, it is likely that the maximum figure will not be made available for sale on the basis that some holders of

Unmarketable Parcels of CUFS will notify the Company that they wish to continue holding their Unmarketable Parcels of CUFS.

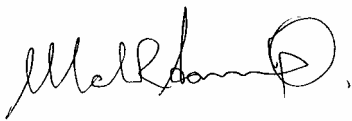
At the maximum potential number of Pool CUFS, the total remittance back to the holders of Unmarketable Parcels of CUFS (at the On-Sell Price of 5.3 cents) is approximately \$595,864, payable from the proceeds receivable from Bioton.

**Important Notice**

The Company, Bioton and Computershare Investor Services do not make any recommendation to you regarding the sale or retention of CUFS.

If you have any queries in relation to this letter, please do not hesitate to contact SciGen's company secretary, Jenny Low, on (02) 9234 1700.

Yours faithfully



**Mark Compton**  
**Managing Director**

## CUFS RETENTION FORM

<name>  
<address>

Holder Number  
Number of CUFS held

If you wish to **RETAIN** your holding of CUFS in SciGen Limited (the "Company"), you **MUST** complete this form and return it to the Company's registry at the address shown below.

**This notice, once completed, must be received no later than 5.00pm Eastern Standard Time on 22 June 2005 otherwise your CUFS will be sold:**

SciGen Limited  
c/- Computershare Investor Services Pty Limited  
GPO Box 1903  
Adelaide SA 5001  
Australia

Important: If you wish to SELL all your CUFS, you do not need to complete this form or do anything else.

I / We refer to the CUFS Retention Notice from SciGen Limited dated 4 May 2005, and record my/our wish to retain my / our holding of CUFS. This form must be signed in accordance with the instructions below or it may be invalid and your CUFS may be sold.

<b>Individual or Securityholder 1</b>   <b>Director</b>	<b>Securityholder 2</b>   <b>Director/Company Secretary</b>	<b>Securityholder 3</b>   <b>Sole Director and Sole Company Secretary</b>
<b>Daytime Contact Number</b> (include area code): _____	<b>Day/Date</b> <b>Month</b> <b>Year</b>   	

### Signatures

You must sign this form as follows in the spaces provided above:-

**Individual:**                      Where the holding is in one name, the holder must sign.

**Joint Holding:**                Where the holding is in more than one name, all of the security holders must sign.

**Power of Attorney:** To sign as Power of Attorney, you must have already lodged it with the registry. Alternatively, attach a certified photocopy of the Power of Attorney to this form when you return it.

**Companies:** A Director can sign jointly with another Director or a Company Secretary. A sole Director who is also a sole Company Secretary can also sign. A sole Director of a corporation without a Company Secretary can sign, pursuant to s204A of the Corporations Act. Please indicate the office held by signing in the appropriate space.