

SCIGEN LTD
(the "Company")

**RESOLUTION OF DIRECTORS OF THE COMPANY
PURSUANT TO ARTICLE 6.13(a)
OF THE COMPANY'S ARTICLES OF ASSOCIATION**

Mandatory Conditional Offer by Bioton S.A..

Attached hereto is the announcement (the "Announcement") to be released by the Company to the Australia Stock Exchange on the 8th February 2006.

RESOLVED that:

1. the Announcement be approved;
2. any Director be and is hereby authorized to approve any amendment, alteration, modification or supplement to the Announcement and that the signing thereof or of a copy thereof be conclusive evidence of such approval; and
3. any Director or Secretary of the Company be authorized to release the Announcement for and on behalf of the Company.

Dated this 8th day of February 2006

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PAUL FREIMAN

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KENNETH GROSS

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MARIAN GORECKI

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RYSZARD KRZYSZT KRAUZE

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ADAM WILCZEGA

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.....
SAUL AKERIB MASHAAL

ANNEXURE

MANDATORY CONDITIONAL OFFER BY BIOTON S.A.

Further to earlier announcements made by SciGen Limited (SciGen) on 5 December 2005 and 3 February 2006 respectively regarding the mandatory conditional offer made by Bioton S.A. ("Bioton") on the following basis :-

Cash Offer

For each SciGen Share: A\$0.0928 OR

Share Plus Cash Consideration

Comprising 0.0201 new Bioton shares **and** A\$0.0157 in cash for each SiGen share (with the Bioton shares issued as consideration to be subject to a moratorium on trading for 6 months)

(Hereinafter referred to as the "Offer");

to acquire all the remaining SciGen shares in issue other than SciGen shares already owned, controlled or agreed to be acquired by Bioton and parties acting in concert with it.

SciGen wishes to inform investors that as and when the Offer Document from Bioton is received by the Board, an appropriate announcement will be made by the Company.

In the meantime, the SciGen Board of Directors wishes to announce that Grant Thornton Corporate Finance has been appointed as independent financial advisor ("IFA") in accordance with the Singapore Code on Takeovers and Mergers to advise the independent directors of the Company on the Offer.

A circular containing the IFA's advice and the recommendation of the independent directors of the Company (the "Circular") will be sent to the Shareholders as soon as practicable after the dispatch of the Offer Document.

Pending of the Circular, Shareholders are advised to refrain from taking any action in relation to their Shares which may be prejudicial to their interests.

Responsibility Statement

The Directors of SciGen (including those who have delegated detailed supervision of this announcement) have taken all reasonable care to ensure that the facts stated in this announcement are fair and accurate and that no material facts have been omitted from this announcement and they jointly and severally accept responsibility accordingly.

BY ORDER OF THE BOARD

SAUL MASHAAL
Executive Vice Chairman
SciGen Ltd