



ASX Announcement and Media Release

12 June 2018

SciGen Ltd

ANNOUNCEMENT

The Board of Directors of SciGen Limited (ASX: SIE) (“Company”) wishes to announce that the management of its holding company, Bioton S.A. (“Bioton”), has published the attached report on the Warsaw Stock Exchange on 11 June 2018 with regard to actions connected with announcement dated 15 May 2018 (the “**Pre-Conditional Offer Announcement**”) issued by SAC Capital Private Limited, for and on behalf of Yifan International Pharmaceutical Co., Limited (the “**Offeror**”), relating to the pre-conditional voluntary general offer (the “**Offer**”) for all the issued and paid-up ordinary shares in the capital of the Company (excluding treasury shares) (the “**Shares**”).

About SciGen Limited

SciGen Ltd (“SciGen”) is a biopharmaceutical company involved in sales and marketing of genetically engineered biopharmaceutical products for human healthcare. SciGen focuses in the areas of endocrinology, paediatrics, neurology and oncology care.

Its core product portfolio consists of biosimilar products, notably, recombinant human insulin and recombinant human growth hormone which have undergone substantial clinical development. SciGen has since built a diversified portfolio in recent years, comprising neurology, oncology care products, paediatric supplements, orthopaedic injection therapy, anti-hypertensives and a range of medical devices.

SciGen has acquired the rights to distribute and market biopharmaceutical and proprietary products under both exclusive and semi-exclusive licensing arrangements. Its strategy is to focus on biosimilar products which have undergone much of the clinical development and trials required to bring new drugs to market. This minimises the risks associated with early stage product development.

SciGen’s current focus is in the Asia Pacific region which provides growth opportunities for its range of products. Following a licensing agreement signed in early 2012, SciGen now has marketing rights for recombinant human insulin in the Middle East and Africa. SciGen’s

contract manufacturer for recombinant human insulin is its ultimate holding company in Poland, Bioton S.A..

SciGen currently maintains internal sales and marketing teams at its subsidiary offices, whilst venturing into distribution partnerships in other markets. Through joint collaboration with its partners, SciGen uses its extensive expertise in regulatory and clinical environments, to cater to a broader spectrum of market.

SciGen was established in 1988, as a Singapore biopharmaceutical company. SciGen is listed on the Australian Stock Exchange (ASX code SIE). Its corporate headquarters is located in Singapore, with subsidiary offices in Australia, South Korea, China and a sales office in Philippines. Strategic distribution channels are present in Thailand, Hong Kong, Pakistan, Indonesia, Singapore, Bangladesh, Myanmar and Vietnam.

For further information: Company - Investor Relations	Company
Ms. Gillian Dunlop SciGen (Australia) Pty Ltd +61 2 9485 1800 Email: gdunlop@scigen.com.au	Adam Polonek SciGen Ltd +65 6779 6638

Current report No. 13/2018

Date of preparation: 11/06/2018

Consent of the Ordinary General Shareholders Meeting of Bioton S.A. to conclude an investment agreement with Yifan International Pharmaceutical Co., Ltd.

With reference to current report No. 2017/38 dated 4 December 2017, of the current report No. 2017/42 dated 13 December 2017, of the current report No. 2018/7 dated May 15, 2018, of the current report No. 2018/10 of June 7, 2018, of the current report No. 2018/12 of June 11, 2018, the Management Board of Bioton S.A. ("Issuer") informs that on June 11, 2018, the Ordinary General Meeting adopted Resolution No. 2 regarding the consent for the sale transaction of SciGen Ltd with its registered office in Singapore and defining the basic conditions for the transaction.

below the text of the resolution:

**RESOLUTION NO 2
of the Ordinary General Meeting
BIOTON Spółka Akcyjna
of June 11, 2018**

on granting consent for the sale of SciGen Ltd. with its registered office in Singapore
and establishing general terms of the transaction

„§ 1

1. The Ordinary General Meeting of BIOTON S.A. with its registered office in Warsaw (the "**Company**") was informed by the Company's Management Board about the execution of an agreement with **Yifan International Pharmaceutical Co., Ltd.**, pursuant to which the Company is obliged to enter into a transaction (the "**Transaction**") consisting, in particular, in (i) sale of all shares in the share capital of the company incorporated under the laws of Singapore under the business name SciGen Ltd. ("**SciGen**") held by the Company, (ii) partial repayment of debt owed to the Company by SciGen in the amount of **29.900.000 USD** through transfer of the right to licence (the "**Licence**") attributable to agreements executed by SciGen with Ferring International Center S.A. and Bio-Technology General (Israel) Ltd., transfer of rights to a number of "SciLin" trademarks (the "**Trademarks**") and consent granted by SciGen for the termination of profit-sharing agreements attributable to the profit earned from the sales in Vietnam and China (the "**Profit-sharing Agreements**"), and (iii) cancellation of the remainder of debt owed by SciGen to the Company for granting of a loan outstanding after the partial repayment referred to in point (ii), under a separate agreement (the "**Waiver Agreement**");
2. The Management Board of the Company informed the Ordinary General Meeting about the scope of the Transaction and the requirement to enter into a number of agreements and arrangements, including the obligation of the Company to sell its shares in SciGen;
3. The Supervisory Board granted its approval for the execution of the Transaction under the terms outlined by the Management Board and provided its recommendation to the Ordinary General Meeting on granting approval for the Transaction in the structure as outlined in § 1.1 above, in accordance with Article 393¹ of the Polish Commercial Companies Code.

§ 2

The Ordinary General Meeting of BIOTON S.A. with its registered office in Warsaw hereby grants consent for the execution of the Transaction, including the execution of the Licence transfer agreement to the benefit of Bioton, purchase of rights to the Trademarks by Bioton, termination of the Profit-sharing Agreements, execution of the Waiver Agreement and entry into other agreements and arrangements and make representations required or advisable to effectuate the Transaction, including the Company's obligation to sell

its shares in the share capital of SciGen, under the terms outlined in § 3 below.

§ 3

The Ordinary General Meeting of BIOTON S.A. with its registered office in Warsaw, acting in accordance with Article 393¹ of the Polish Commercial Companies Code, hereby decides that the Company may execute the Transaction under the following terms:

- 1) price per SciGen share shall not be lower than USD 0,0507;
- 2) the Company shall sell its shares in SciGen as part of the call for subscription for shares procedure;
- 3) as part of the Transaction, the Company shall settle part of the loan extended to SciGen in the amount of 29.900.000 USD in exchange for marketing rights to recombinant human insulin based products on markets to which SciGen is entitled, purchasing the rights to "SciLin" trademarks and consent of SciGen for the termination of two profit-sharing agreements, pursuant to which the Company makes payments to the benefit of SciGen and which are attributable to the Vietnamese and Chinese markets; the settlement shall be executed by way of a separate settlement agreement;
- 4) the remainder of the loan outstanding after the partial repayment referred to in point 3) above shall be cancelled;
- 5) the Company shall not deposit any funds to the escrow account as security for the investor's claims.

§ 4

This Resolution comes into force upon its adoption.

Justification:

Since December 2017, the Management Board of the Company has been searching for an investor for its subsidiary – SciGen. Accordingly, the Management Board identified, among others, Yifan International Pharmaceutical Co., Ltd. (the "**Investor**") as a potential investor. The offer of this entity turned out to be the most advantageous of those submitted as part of the sales process.

1. On May 15, 2018, the Company entered into the agreement (Agreement on Binding Offer) with the Investor (the "**Agreement**"), pursuant to which the parties agreed as to the scope and structure of the Transaction.
2. The Agreement provides for the obligation to meet a number of conditions precedent for the closing of the Transaction. One of these conditions is to obtain the consent of the General Meeting to execute the Transaction.
3. In the opinion of the Management Board, both the Investor and the Transaction guarantee the Company the most advantageous way of disinvestment from SciGen, by monetising the asset being SciGen shares on the most preferential terms. Moreover, as part of the Transaction the Company will gain substantial assets which are now owned by SciGen. Notwithstanding the above, the Company will obtain consent from SciGen to terminate two agreements pursuant to which the Company operates and sells products on the territory of Vietnam and China, which will help reduce the costs of operating on these markets, by terminating the obligation to pay SciGen for sharing the markets as part of the Transaction."