



**SciGen Limited**  
**ARBN 101 318 852**

## **Notice of Annual General Meeting**

NOTICE OF THE ANNUAL GENERAL MEETING TO BE HELD AT 9.30 A.M. SINGAPORE TIME (11.30 A.M. AEST) AT 152 BEACH ROAD, #26-07/08 GATEWAY EAST, SINGAPORE 189721 ON 10 JUNE 2015.

- (i) TO BE VALID PROXY FORMS – FOR CUFS – FOR USE AT THIS MEETING MUST BE COMPLETED AND RETURNED TO THE COMPANY'S SHARE REGISTRY, COMPUTERSHARE INVESTOR SERVICES PTY LIMITED NO LATER THAN 5.00 P.M. SINGAPORE TIME (7.00 P.M. AEST) ON 3 JUNE 2015 FOR SHAREHOLDERS.
- (ii) TO BE VALID PROXY FORMS – FOR SHARES – FOR USE AT THIS MEETING MUST BE COMPLETED AND RETURNED TO THE COMPANY'S SHARE REGISTRY, COMPUTERSHARE INVESTOR SERVICES PTY LIMITED NO LATER THAN 9.30 A.M. SINGAPORE TIME (11.30 A.M. AEST) ON 8 JUNE 2015 FOR SHAREHOLDERS.

**SCIGEN LTD**  
ARBN 101 318 852

**SECTION 1 - Notice of Annual General Meeting**

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Notice is hereby given that the Annual General Meeting of the Shareholders of SciGen Ltd ARBN 101 318 852 (the “**Company**”) will be held at 152 Beach Road, #26-07/08 Gateway East, Singapore 189721 on 10 June 2015 at 9.30 a.m. Singapore time (11.30 a.m. AEST) to transact the following business:

**BUSINESS**

**1. Adoption of the Audited Accounts – 31 December 2014**

To consider and, if thought fit, pass the following ordinary resolution:

**Resolution 1:**

That the audited accounts of the Company and the Company’s controlled entities including the reports of the Directors and of the Auditors for the year ended 31 December 2014 be approved and adopted by the Shareholders.

**2. Retirement and Appointment of Directors**

To consider and, if thought fit, pass the following ordinary resolutions:

**Resolution 2:**

That Mr. Kenneth Gross who retires from his office as a Director in accordance with Section 153(6) of the Companies (Amendment) Act 2004 of the Republic of Singapore and, being eligible, offers himself for re-election, is re-elected as a Director.

**Resolution 3:**

That Mr. Mateusz Patryk Kosecki who retires from his office as a Director by rotation in accordance with Article 6.1(f) of the Company’s Constitution and ASX Listing Rule 14.4 and, being eligible, offers himself for re-election, is re-elected as a Director.

**Resolution 4:**

That Ms. Jenny Low who retires from her office as a Director by rotation in accordance with Article 6.1(f) of the Company’s Constitution and ASX Listing Rule 14.4 and, being eligible, offers herself for re-election, is re-elected as a Director.

### **3. Re-Appointment of Auditors**

#### **Resolution 5:**

To consider and, if thought fit, pass the following ordinary resolution:

That, in accordance with Section 205(2) of the Companies Act (Cap. 50) of the Republic of Singapore, Deloitte & Touche LLP is reappointed as the auditors of the Company and that the Directors be authorised to fix the auditor's remuneration.

### **4. Directors Remuneration – 31 December 2014**

#### **Resolution 6:**

To consider and, if thought fit, pass the following ordinary resolution:

That in accordance with Article 6.3(a) of the Constitution, the remuneration of the Directors for the year ended 31 December 2014 as shown in the Audited Accounts referred to in Resolution 1 is approved.

### **5. Other Business**

To consider any other business that may be properly brought before the meeting in accordance with the Company's Constitution.

### **Definitions**

All capitalised terms used in this Notice of Annual General Meeting, unless the context otherwise requires, have the meaning set out in the Glossary of this Notice of Annual General Meeting.

**By order of the board**

A handwritten signature in black ink, appearing to be 'Jenny Low', with a stylized flourish at the end.

Jenny Low  
Director

Dated: 27 May 2015

# SCIGEN LIMITED

ARBN 101 318 852

## SECTION 2 – Proxies and proxy forms

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Shareholders are encouraged to attend and vote at the Meeting. If a Shareholder is unable or does not wish to attend, the Directors urge the Shareholder to vote or direct voting by completing and returning the enclosed Proxy Form.

A CUFS holder is entitled to direct voting of the underlying Shares but cannot vote personally at the Meeting unless the CUFS holder converts the CUFS into underlying Shares in sufficient time before the Meeting. A CUFS holder may direct the depository nominee, CHES Depositary Nominees Pty Limited (ACN 071 346 506) (**CDN**), on how it should vote with respect to the Resolutions by completing and returning the enclosed CUFS Voting Instruction Form.

### 1. Shareholders

- 1.1 **Right to appoint:** Each Shareholder entitled to vote at the Meeting has the right to appoint a proxy to attend and vote for the Shareholder at the Meeting. To appoint a proxy, use the Proxy Form sent out with this Notice.

A proxy or attorney is not entitled to vote while the Shareholder appointing them is present at the meeting.

- 1.2 **Who may be a proxy:** A Shareholder can appoint anyone to be their proxy. A proxy need not be a Shareholder. The proxy appointed can be described in the Proxy Form by an office held e.g. “*Chair of the Meeting*”.

- 1.3 **Two proxies:** A Shareholder, who is entitled to 2 or more votes at the Meeting, may appoint 2 proxies. Where 2 proxies are appointed:

- (1) a separate Proxy Form should be used to appoint each proxy; and
- (2) the Proxy Form may specify the proportion, or the number, of votes that each proxy may exercise, and if it does not do so each proxy may exercise half of the votes.

- 1.4 **Signature(s) of individuals:** In the case of Shareholders who are individuals, the Proxy Form must be signed if the Shares are held:

- (1) by one person, by that Shareholder; or
- (2) in joint names, by any one of them.

- 1.5 **Signatures on behalf of companies:** In the case of Shareholders which are companies, the Proxy Form must be signed:

- (1) if it has a sole director who is also sole secretary, by that director (and stating that fact next to or under the signature on the Proxy Form); or
- (2) in the case of any other company, by 2 directors or by a director and secretary.

The use of the common seal of the company on the Proxy Form is optional.

**1.6 Lodgement place and deadline:** Proxy Forms must be received with the original or a certified copy of the authority under which the Proxy Form is signed (if the Proxy Form is signed by an attorney or other representative):

(1) by post or facsimile to the Company's Share Registry at:

(i) Computershare Investor Services Pty Limited

GPO Box 242  
Melbourne  
VIC 3001  
Australia  
Fax: 1800 783 447

OR

(ii) Computershare Investor Services Pty Limited

Level 5, 115 Grenfell Street  
Adelaide  
SA 5000  
Australia

OR

(2) by delivery to the Principal Registered Office of the Company in Australia being:

Suite 1, 13B Narabang Way  
Belrose  
New South Wales 2085  
Australia  
Attention: Company Secretary

by no later than 9.30 a.m. Singapore time (11.30 a.m. AEST) on 8 June 2015.

**2. CUFS holders**

**2.1 General:** Each CUFS holder is not entitled to attend and personally vote on a show of hands at the Meeting. However, the CUFS holder may direct CDN on how it should vote with respect to the Resolutions. The Company is required to provide to all CUFS holders with the Notice of the Annual General Meeting which includes a CUFS Voting Instruction Form permitting the CUFS holder to direct CDN to cast proxy votes in the manner directed by the CUFS holder.

The Company will permit CUFS holders to attend the Meeting as a visitor.

**2.2 Right to appoint:** Each CUFS holder has the right to direct CDN on how to vote for the CUFS holder at the Meeting. To direct CDN as to how to vote on the Resolutions, a CUFS holder must duly complete and lodge the CUFS Voting Instruction Form sent out with this Notice.

CDN will vote in accordance with the duly completed and lodged CUFS Voting Instruction Form, even if any CUFS holder appointing it is present at the Meeting as a visitor.

**2.3 Who may be appointed:** A CUFS holder can only direct CDN on how to vote on the Resolutions.

2.4 **Signature(s) of individuals:** In the case of CUFS holders who are individuals, the CUFS Voting Instruction Form must be signed if the CUFS are held:

- (1) by one person, by that CUFS holder; or
- (2) in joint names, by any one of them.

2.5 **Signatures on behalf of companies:** In the case of CUFS holders which are companies, the CUFS Voting Instruction Form must be signed:

- (1) if it has a sole director who is also sole secretary, by that director (and stating that fact next to or under the signature on the Proxy Form); or
- (2) in the case of any other company, by 2 directors or by a director and secretary.

The use of the common seal of the company on the CUFS Voting Instruction Form is optional.

2.6 **Lodgement place and deadline:** Duly completed and signed CUFS Voting Instruction Forms must be received with the original or a certified copy of the authority under which the CUFS Voting Instruction Form is signed (if the CUFS Voting Instruction Form is signed by an attorney or other representative):

- (1) by post, delivery or facsimile to the Company's Share Registry at:

- (i) Computershare Investor Services Pty Limited  
GPO Box 242  
Melbourne  
VIC 3001  
Australia  
Fax: 1800 783 447

OR

- (ii) Computershare Investor Services Pty Limited  
Level 5, 115 Grenfell Street  
Adelaide SA 5000  
Australia

OR

- (2) by delivery to the Principal Registered Office of the Company in Australia being:

Suite 1, 13B Narabang Way  
Belrose  
New South Wales 2085  
Australia

Attention: Company Secretary

by no later than 5.00 p.m. Singapore time (7.00 p.m. AEST) on 3 June 2015.

**NB: To all CUFS holders:**

To obtain a free copy of CHESS Depositary Nominees' Financial Services Guide, or any Supplementary Financial Services Guide, go to [www.asx.com.au/cdis](http://www.asx.com.au/cdis) or phone 1300 300 2790 to have one sent to you.

### **3. Corporate Representatives**

- 3.1 A body corporate may appoint an individual to act as its representative to exercise any of the powers the body may exercise at meetings of a company's shareholders. Unless otherwise stated, the corporate representative may exercise all of the powers the appointing body can exercise. The certificate evidencing the appointment of a corporate representative (or a photocopy or facsimile of it) must be received by the Company at Suite 1, 13B Narabang Way, Belrose, New South Wales 2085 or by facsimile on +61 2 9234 1777 by no later than 5.00 p.m. Singapore time (7.00 p.m. AEST) on 3 June 2015 or produced when registering at the Meeting.

### **4. Determination of Voting Entitlements**

- 4.1 The Company has determined that a person's entitlement to vote at the Meeting will be the entitlement of that person set out in the Register of Shareholders at 9.30 a.m. Singapore time (7.00 p.m. AEST) on 8 June 2015.

### **5. Voting Exclusions**

- 5.1 In accordance with the ASX Listing Rules, the Company will disregard a vote on Resolution 6 cast by any director of the Company and any of his or her associates.

However, the Company need not disregard a vote if:

- (1) it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- (2) it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

# SCIGEN LIMITED

ARBN 101 318 852

## SECTION 3 – Explanatory Statement

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### 1. Introduction

- 1.1 This Section 3 is included in, and forms part of the Notice of Annual General Meeting dated 27 May 2015 and should be read together with the Notice of Annual General Meeting.
- 1.2 This explanatory statement contains an explanation of, and information on, the Resolutions to be put to Shareholders and considered at the Annual General Meeting set out in the accompanying Notice of Annual General Meeting to assist Shareholders on their decision on how they wish to vote on the Resolutions.
- 1.3 Shareholders should read this explanatory statement in full together with the accompanying Notice of Annual General Meeting.
- 1.4 If you are in doubt about the action you should or should not take in relation to the Resolutions, you should consult your financial or other professional adviser.
- 1.5 Words and expressions used in the Notice of Annual General Meeting and in this explanatory statement are defined in the Glossary.

### 2. Resolution 1 - Adoption of Audited Accounts – 31 December 2014

- 2.1 The audited accounts of the Company and the Company's controlled entities, including the reports of the Directors and of the Auditors for the year ended 31 December 2014 are to be tabled at the meeting.
- 2.2 Resolution 1 is for Shareholders to formally approve and adopt these financial statements and reports.

### 3. Resolution 2 – Re-election of Mr. Kenneth Gross

- 3.1 Under Section 153(2) of the Companies Act, the office of Director occupied by Mr. Kenneth Gross becomes vacant at the conclusion of the annual general meeting commencing next after he attains the age of 70 years.
- 3.2 Mr. Gross (CPA, MBA) is currently 86 years of age. Pursuant to Section 153(6) of the Companies Act, Mr. Gross may, by an ordinary resolution passed at an annual general meeting of the Company, be re-appointed as a Director. Article 6.1(i) of the Constitution renders Mr. Gross eligible for re-election.
- 3.3 Accordingly, Mr. Gross retires as a Director and, being eligible, offers himself for re-election as a Director.



3.4 Mr. Gross co-founded Goldmark Plastic Compounds in 1957. That company has since become a major distributor of plastic raw materials within the United States. In addition, Mr. Gross holds a number of directorships in various companies involved in chemicals, metals, engineering resins and lubricating oils.

3.5 *The Board (other than Mr. Gross) recommends that shareholders vote in favour of Resolution 2.*

#### **4. Resolution 3 – Re-election of Mr. Mateusz Patryk Kosecki**

4.1 Article 6.1(f) of the Constitution requires that at each annual general meeting of the Company, one third of the Directors for the time being must retire from office. The managing director and directors appointed to fill casual vacancies or appointed as additional Directors (holding office until the next annual general meeting) are not to be taken into account.

4.2 Article 6.1(i) of the Constitution provides that retiring Directors are eligible for re-election.

4.3 In accordance with Article 6.1(f) of the Constitution, Mr. Mateusz Patryk Kosecki retires from office and, being eligible, offers himself for re-election as a Director

4.4 Mr. Mateusz Patryk Kosecki is a graduate of the Executive MBA Program of European University, Montreux, Switzerland. Mr. Kosecki is the Foreign Markets Director of Bioton S.A. and is responsible for the operations of the company on overseas market. Mr. Kosecki is also the Vice President of Biolek Sp z.o.o., a member of Bioton Group. Biolek develops innovative and specialized feed additives for animals and innovative food supplements for human use. Mr. Kosecki possesses extensive experience in international business. From 1995 to 1996 he worked as the Marketing Manager in Lenex Company in Sofia, Bulgaria. From 1997 to 2001 he was Head of Foreign Corporate Governance and Operations of Ciech S.A., the biggest Polish chemical holding company. He has been connected with pharmaceutical industry for 10 years. From 2002 to 2006, as the Country Manager for Russia of the Polish pharmaceutical company Ciech Polfa, and from 2006 to 2009 as Regional Director for Eastern Europe in Bioton S.A.

4.5 *The Board (other than Mr.Kosecki) recommends that shareholders vote in favour of Resolution 3.*

#### **5. Resolution 4 – Re-election of Ms. Jenny Low**

5.1 Article 6.1(f) of the Constitution requires that at each annual general meeting of the Company, one third of the Directors for the time being must retire from office. The managing director and directors appointed to fill casual vacancies or appointed as additional Directors (holding office until the next annual general meeting) are not to be taken into account.

5.2 Article 6.1(i) of the Constitution renders a retiring Director eligible for re-election.

5.3 In accordance with Article 6.1(f) of the Constitution, Ms. Jenny Low retires from office and, being eligible, offers herself for re-election as a Director.

- 5.4 Ms. Jenny Low is the Senior Vice President & Corporate Secretary of the Company. Ms. Low, who has been with the company for over 20 years, is the longest service staff member and has been involved in many areas of the Company's operations, including the listing of the Company in ASX. Prior to her appointment as the Senior Vice President in October 2006, Ms. Low was the Chief Financial Officer of the Company.

Ms. Low, a Chartered Accountant, held senior accountancy positions in various companies in both Malaysia and Singapore. With over 30 years of accounting experience, Ms. Low is well versed with accounting practices and tax laws of the Asia-Pacific region. Before joining SciGen in September 1991, Ms. Low was with Abacus Distribution Systems Pte Ltd, a company owned jointly by the major airline companies in Asia

- 5.5 The Board (other than Ms. Low) recommends that shareholders vote in favour of Resolution 4.

## **6. Resolution 5 –Re-Appointment of Auditors**

- 6.1 Pursuant to Section 205(2) of the Companies Act, the Company must at each annual general meeting appoint a person or persons to be auditor or auditors of the Company, and any auditor or auditors so appointed must hold office until the conclusion of the next general meeting.
- 6.2 Consequently, Deloitte & Touche LLP offers itself for re-appointment as the auditors of the Company.
- 6.3 Pursuant to Section 205(16)(a) of the Companies Act, the remuneration of an auditor appointed by the Company at an annual general meeting shall be fixed by the Company in the annual general meeting or, if so authorised by the members at the last preceding annual general meeting, by the directors.
- 6.4 Consequently, the directors can be authorised by the shareholders to fix the remuneration of the auditors for the following year ending 31 December 2015.
- 6.5 *The Board recommends that shareholders vote in favour of Resolution 5.*

## **7. Resolution 6 – Directors Remuneration – 31 December 2014**

- 7.1 Article 6.3(a) of the Constitution provides that each Director is entitled to remuneration out of the funds of the Company as the Directors determine and as approved by the Company in a general meeting.
- 7.2 *The Directors and their associates are excluded from voting on Resolution 6. Accordingly, the Directors make no recommendation in relation to Resolution 6.*

# SCIGEN LIMITED

ARBN 101 318 852

## SECTION 4 – Glossary

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### 1. Definitions

- (1) **AEST** means Australian Eastern Standard Time;
- (2) **ASX** means the ASX Limited ABN 98 008 624 691;
- (3) **ASX Listing Rules** means the listing rules of the ASX, as amended from time to time;
- (4) **Board** means the board of Directors;
- (5) **CDN** means CHESS Depository Nominees Pty Ltd ACN 071 346 506;
- (6) **Company** means SciGen Ltd ARBN 101 318 852;
- (7) **Companies Act** means the Companies Act (Cap. 50) of the Republic of Singapore;
- (8) **Constitution** means the Articles of Association of the Company, as amended from time to time;
- (9) **CUFS** means CHESS Units of Foreign Securities each of which represents a beneficial holding of an underlying Share;
- (10) **CUFS holder** means a holder of CUFS;
- (11) **CUFS Voting Instruction Form** means the form entitled “CDI Voting Instruction Form” which accompanies this Notice permitting a CUFS holder to direct CDN to cast votes in the manner directed by the CUFS holder;
- (12) **Director** means a director of the Company;
- (13) **Meeting** means the annual general meeting being convened by the Directors and pursuant to the Notice of Annual General Meeting;
- (14) **Notice of Annual General Meeting** or **Notice** means this Notice of Annual General Meeting of the Shareholders dated 27 May 2015;
- (15) **Proxy Form** means the form entitled “Proxy Form” which accompanies this Notice;
- (16) **Resolutions** means the resolutions set out in the Notice of Annual General Meeting and **Resolution** means any one of them;
- (17) **Share** means a fully paid ordinary share in the capital of the Company; and
- (18) **Shareholder** means a holder of a Share.

## 2. Interpretation

In the Notice of Annual General Meeting and accompanying documents, unless the context otherwise requires:

- (1) Reference to:
  - (a) one gender includes the others;
  - (b) the singular includes the plural and the plural includes the singular;
  - (c) a person includes a body corporate;
  - (d) a statute, regulation or provision of a statute or regulation (**Statutory Provision**) includes:
    - (i) that Statutory Provision as amended or re-enacted;
    - (ii) a statute, regulation or provision enacted in replacement of that Statutory Provision; and
    - (iii) another regulation or other statutory instrument made or issued under that Statutory Provision; and
  - (e) money is to Australian dollars, unless otherwise stated.
- (2) “Including” and similar expressions are not words of limitation.
- (3) Where a word or expression is given a particular meaning, other parts of speech and grammatical forms of that word or expression have a corresponding meaning.
- (4) Headings and any table of contents or index are for convenience only and do not affect interpretation.