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Market Announcements Office Australian Securities Exchange 20 Bridge Street Sydney, NSW 2000

3 February 2016

Dear Sir/Madam

# Form 604 - Notice of change of interest of substantial holder

The Board of Directors of TBG Diagnostics Limited (ASX: TDL, OTC: PGLA) ("the Company") hereby lodges a Form 604 on behalf of its substantial shareholder. The change of interest is due to the issue of shares by the Company to the substantial shareholder pursuant to the Share Sale and Purchase Agreement for the acquisition of TBG Inc. as announced to market on 29 January 2016.

Please find attached the Form 604.

Best regards,

Blair Lucas

Company Secretary

### **ENDS**

#### For more information:

Blair Lucas Company Secretary +61 7 3273 9133 +61 403 358 638

This release contains forward-looking statements that are based on current management expectations. These statements may differ materially from actual future events or results due to certain risks and uncertainties, including without limitation, risks associated with drug development and manufacture, risks inherent in the extensive regulatory approval process mandated by, amongst others, the United States Food and Drug Administration and the Australian Therapeutic Goods Administration, delays in obtaining the necessary approvals for clinical testing, patient recruitment, delays in the conduct of clinical trials, market acceptance of PI-88, PG545, and other drugs, future capital needs, general economic conditions, and other risks and uncertainties detailed from time to time in the Company's filings with the Australian Securities Exchange and the United States Securities and Exchange Commission. Moreover, there can be no assurance that others will not independently develop similar products or processes or design around patents owned or licensed by the Company, or that patents owned or licensed by the Company will provide meaningful protection or competitive advantages.

# Form 604

Corporations Act 2001 Section 671B

# Notice of change of interests of substantial holder

| To: Company Name/Scheme  | TBG Diagnostics Limited (Company)       |
|--|---|
| ACN/ARSN   | ACN 010 975 612                         |
| Details of substantial holder (1)                                |   |
| Name   | Medigen Biotechnology Corporation (MBC) |
| ACN/ARSN (if applicable)   |   |
| There was a change in the interests of the substantial holder on | 29 / 01 / 2016                          |

#### 2. Previous and present voting power

The previous notice was dated

The previous notice was given to the company on

The total number of votes attached to all the voting shares in the company or voting interests in the scheme that the substantial holder or an associate (2) had a relevant interest (3) in when last required, and when now required, to give a substantial holding notice to the company of scheme, are as follows:

2013

2013

| Previous notice |                  | Present notice                  |  |
|-----------------|------------------|---------------------------------|--|
| Person's votes  | Voting power (5) | Person's votes                  | Voting power (5)                               |
| 10,892,964      | 19.70%           | 112,615,938                     | 51.76%   |
|                 | Person's votes   | Person's votes Voting power (5) | Person's votes Voting power (5) Person's votes |

### 3. Changes in relevant interests

Particulars of each change in, or change in the nature of, a relevant interest of the substantial holder or an associate in voting securities of the company or scheme, since the substantial holder was last required to give a substantial holding notice to the company or scheme as follows:

| Date of change | Person whose relevant interest changed | Nature of change (6)   | Consideration given in relation to change (7) | Class and number of securities affected | Person's votes affected |
|----------------|--|--|---|---|-------------------------|
| 29/01/2016     | MBC                                    | Issue of shares by<br>Company pursuant to<br>Share Sale and Purchase<br>Agreement as<br>consideration for TBG Inc. | \$0.21 per Share                              | 101,722,974 Ordinary<br>Shares          | 101,722,974             |

## 4. Present relevant interest

Particulars of each relevant interest of the substantial holder in voting securities after the change are as follows:

28

28

05

05

1

| Holder of relevant interest | Registered<br>holder of<br>securities | Person entitled to be registered as holder (8) | Nature of relevant interest (6) | Class and number of securities | Person's votes |
|-----------------------------|---------------------------------------|--|---------------------------------|--------------------------------|----------------|
| MBC                         | MBC                                   | MBC  | 105,915,938                     | 105,915,938 Ordinary<br>Shares | 105,915,938    |
| МВС                         | HSBC Custody<br>Nominees              | MBC  | 6,700,000                       | 6,700,000 Ordinary<br>Shares   | 6,700,000      |

#### 6. Changes in association

The persons who have become associates (2) of, ceased to be associates of, or have changed the nature of their association (9) with, the substantial holder in relation to voting interests in the company or scheme are as follows:

| Name and ACN/ARSN (if applicable)         | Nature of association |  |
|---|-----------------------|--|
| 1 2 4 5 5 5 5 5 5 5 5 5 5 5 5 5 5 5 5 5 5 |                       |  |
|   |                       |  |

#### 7. Addresses

The addresses of persons named in this form are as follows:

| Name | Address   |
|------|---|
| MBC  | 14F, No. 3 Park Street, Nangang District, Taipei Taiwan ROC 115 |
| MBC  | 14F, No. 3 Park Street, Nangang District, Taipei Taiwan ROC 115 |

# **Signature**

| print name | Bill Ou | capacity | Chief Financial Officer |      |
|------------|---------|----------|-------------------------|------|
| sign here  | 10000   | date     | 03/Feb/                 | 2016 |

#### DIRECTIONS

- (1) If there are a number of substantial holders with similar or related relevant issues (eg. A corporation and its related corporations, or the manager and trustee of an equity trust), the names could be included in an annexure to the form. If the relevant interests of a group of persons are essentially similar, they may be referred to throughout the form as a specifically named group if the membership of each group, with the names and addresses of members is clearly set out in paragraph 6 of the form.
- (2) See the definition of "associate" in Section 9 of the Corporations Act 2001.
- (3) See the definition of "relevant interest" in sections 608 and 671B(7) of the Corporations Act 2001.
- (4) The voting shares of a company constitute one class unless divided into separate classes.
- (5) The person's votes divided by the total votes in the body corporate or scheme multiplied by 100.
- (6) Include details of:
  - ( any relevant agreement or other circumstances by which the relevant interest was acquired. If subsection 671B(4) applies, a copy of any document setting out the terms of any relevant agreement, and a statement by the person giving full and accurate details of any contract, scheme or arrangement, must accompany this form, together with a written statement certifying this contract, scheme or arrangement; and
  - ( any qualification of the power of a person to exercise, control the exercise of, the voting powers or disposal of the securities to
    which the relevant interest relates (indicating clearly the particular securities to which the qualification applies).
     See the definition of "relevant agreement" in section 9 of the Corporations Act 2001.
- (7) Details of the consideration must include any and all benefits, money and other, that any person from whom a relevant interest was acquired has, or may, become entitled to receive in relation to that acquisition. Details must be included even if the benefit is conditional on the happening or not of a contingency. Details must be included of any benefit paid on behalf of the substantial holder or its associate in relation to the acquisitions, even if they are not paid directly to the person from whom the relevant interest was acquired.
- (8) If the substantial holder in unable to determine the identity of the person (eg. If the relevant interest arises because of an option) write "unknown".
- (9) Give details, if appropriate, of the present association and any change in that association since the last substantial holding notice.