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Wednesday, June 24, 2009

Mr James Gerraty
Manager, Issuers (Melbourne),
ASX Markets Supervision Pty Ltd
ABN 26 087 780 489
Level 45, South Tower,
525 Collins Street,
Melbourne, Vic 3000

Dear James

RE: ChemGenex Pharmaceuticals Limited (the "Company") - Change of Director's Interest Notice

We refer to your correspondence dated 22 June 2009 concerning Appendices 3Y lodged on 12 June 2009 (**Director Notices**).

1. Please explain why the Appendix 3Y was lodged late?

The lodgment of the Director Notices complied with the timing requirements of section 205G of the *Corporations Act 2001* (Cth), but not with ASX Listing Rule 3.19A. The failure to comply with the timing requirements under Listing Rule 3.19A was due to a miscommunication and transitional issues upon a change in Company Secretary (which occurred during the course of the Rights Issue giving rise to the relevant changes in notifiable interests).

The change in notifiable interests was disclosed to the Company by the relevant directors who are the subject of the Director Notices and the changes are consistent with disclosure in market announcements and the information booklet relating to the Rights Issue.

2. What arrangements does the Company have in place with its directors to ensure that it is able to meet its disclosure obligations under listing rule 3.19A?

The Company has in place a Share Trading Policy that specifies the procedures and timing requirements for possible share transactions by directors. This policy is also supported by Director Disclosure Deeds in accordance with ASIC Guidance Note 22 Attachment 1.

The Company also has procedures for verifying that the 3Y released to the ASX accurately represent the notifiable interest of directors.

3. If the current arrangements are inadequate or not being enforced, what additional steps does the Company intend to take to ensure compliance with listing rule 3.19B?

The Company submits that the failure to meet reporting obligations in accordance with the timing requirements of Listing Rule 3.19A on this occasion was an administrative oversight, arising from miscommunication and transitional issues.

Accordingly, the Company currently believes that the policies in place to ensure compliance with this Listing Rule are adequate and that no revision of the policies will be required.

The Directors of the Company are committed to meeting the reporting requirements of Listing Rule 3.19A and the correspondence dated 22 June 2009 will be further reviewed by them at the next monthly Board Meeting. In particular, the Company will ensure that its practical handling systems comply with the applicable regulatory requirements and its Share Trading Policy and that all relevant officers comply with them.

Yours sincerely



Dr James Campbell
Company Secretary



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22 June 2009

Dr James Campbell
Company Secretary
Chemgenex Pharmaceuticals Limited
199 Moorabool Street
GEELONG VIC 3220

By email only

Dear James

Chemgenex Pharmaceuticals Limited (the "Company") – Change of Director's Interest Notices

I refer to the following.

1. The Appendices 3Y lodged by the Company with ASX on 12 June 2009 for Directors, Brett Heading, Geoff Brooke and Daniel Janney (the "Director Notices");
2. Listing rule 3.19A which requires an entity to tell ASX the following:

3.19A.1 The notifiable interests of a director of the entity (or in the case of a trust, a director of the responsible entity of the trust) at the following times.

- On the date that the entity is admitted to the official list.
- On the date that a director is appointed.

The entity must complete Appendix 3X and give it to ASX no more than 5 business days after the entity's admission or a director's appointment.

3.19A.2 A change to a notifiable interest of a director of the entity (or in the case of a trust, a director of the responsible entity of the trust). The entity must complete Appendix 3Y and give it to ASX no more than 5 business days after the change occurs.

3.19A.3 The notifiable interests of a director of the entity (or in the case of a trust, a director of the responsible entity of the trust) at the date that the director ceases to be a director. The entity must complete Appendix 3Z and give it to ASX no more than 5 business days after the director ceases to be a director.

3. Listing rule 3.19B which states as follows.

An entity must make such arrangements as are necessary with a director of the entity (or in the case of a trust, a director of the responsible entity of the trust) to ensure that the director discloses to the entity all the information required by the entity to give ASX completed Appendices 3X, 3Y and 3Z

within the time period allowed by listing rule 3.19.A. The entity must enforce the arrangements with the director.

4. The Companies Update dated 27 June 2008, reminding listed entities of their obligation to notify ASX within 5 business days of the notifiable interests in securities held by each director and outlining the action that ASX would take in relation to breaches of listings rules 3.19A and 3.19B.

The Appendices 3Y indicate that a change in each Director's notifiable interest occurred on 29 May 2009. It appears that the Director's Notice should have been lodged with ASX by 5 June 2009. Consequently, the Company may be in breach of listing rules 3.19A and/or 3.19B.

Please note that ASX is required to record details of breaches of the listing rules by listed companies for its reporting requirements.

ASX reminds the Company of its contract with ASX to comply with the listing rules. In the circumstances ASX considers that it is appropriate that the Company make necessary arrangements to ensure there is not a reoccurrence of a breach of the listing rules.

Having regard to listing rules 3.19A and 3.19B and Guidance Note 22: "Director Disclosure of Interests and Transactions in Securities - Obligations of Listed Entities", we ask that you answer each of the following questions.

1. Please explain why the Appendices were lodged late.
2. What arrangements does the Company have in place with its directors to ensure that it is able to meet its disclosure obligations under listing rule 3.19A?
3. If the current arrangements are inadequate or not being enforced, what additional steps does the Company intend to take to ensure compliance with listing rule 3.19B?

Your response should be sent to me by e-mail at james.gerraty@asx.com.au. It should not be sent to the Company Announcements Office.

A response is requested as soon as possible and, in any event, not later than half an hour before the start of trading (ie before 9.30 a.m. A.E.S.T.) on Thursday 25 June 2009.

Under listing rule 18.7A, a copy of this query and your response will be released to the market, so your response should be in a form suitable for release and must separately address each of the questions asked. If you have any queries or concerns, please contact me immediately

Yours sincerely

Sent electronically without signature

James Gerraty
Manager Issuers, Melbourne