CHEMGENEX PHARMACEUTICALS LTD

ABN 79 000 248 304

Information Booklet

Details of a 1:14 pro rata non-renounceable offer at $0.43 per Share to raise up to $7.4 million before Offer Costs.

Underwritten to $5 million by
ABN AMRO Morgans Corporate Limited

Last date for acceptance and payment: **5.00 pm (AEST) on Friday 22 May 2009.**

If you are an Eligible Shareholder, this is an important document that requires your immediate attention. It should be read in its entirety. If, after reading this document you have any questions about the securities being offered under it or any other matter, you should contact your stockbroker, solicitor, accountant or other professional adviser.

IMPORTANT NOTICES

This Information Booklet is dated 21 April 2009.

This Offer is being made without a prospectus in accordance with section 708AA of the Corporations Act. This Information Booklet is not a prospectus or any other form of disclosure document regulated by the Corporations Act and has not been lodged with ASIC. Accordingly, this Information Booklet does not contain all of the information which a prospective investor may require to make an investment decision and it does not contain all of the information which would otherwise be required by Australian law or any other law to be disclosed in a prospectus. The information in this Information Booklet does not constitute a securities recommendation or financial product advice.

This Information Booklet is important and should be read in its entirety before deciding to participate in the Offer. This Offer does not take into account, and this Information Booklet has been prepared without taking into account, the investment objectives, financial or taxation situation or particular needs of any Applicant.

Before applying for New Shares or Top Up Shares, each Applicant should consider whether such an investment, and the information contained in this Information Booklet, is appropriate to their particular needs, and considering their individual risk profile for speculative investments, investment objectives and individual financial circumstances. Each Applicant should consult their stockbroker, solicitor, accountant or other professional adviser without delay.

Neither the Company, nor any other person guarantees the repayment of capital or the payment of income. Investors should note that the past Share price performance of the Company provides no guidance to its future Share price performance.

By returning an Entitlement and Acceptance Form or lodging an Entitlement and Acceptance Form with your stockbroker or otherwise arranging for payment for your New Shares or Top Up Shares through BPay in accordance with the instructions on the Entitlement and Acceptance Form, you acknowledge that you have received and read this Information Booklet, you have acted in accordance with the terms of the Offer detailed in this Information Booklet and you agree to all of the terms and conditions as detailed in this Information Booklet.

No overseas offering

This Information Booklet and the accompanying Entitlement and Acceptance Form does not constitute an offer or invitation in any place in which, or to any person to whom, it would not be lawful to make such an offer or invitation. In particular, this Information Booklet does not constitute an offer to Non-qualifying Shareholders. No action has been taken to lodge this Information Booklet in any jurisdiction outside of Australia, or to otherwise permit a public offering of Rights or Shares, in any jurisdiction outside Australia.

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This Information Booklet is not to be distributed in, and no offer of New Shares or Top Up Shares is to be made in countries other than Australia and New Zealand. The distribution of this Information Booklet in jurisdictions outside Australia may be restricted by law and therefore persons who come into possession of this Information Booklet should seek advice on and observe any such restrictions. Any failure to comply with such restrictions may constitute a violation of applicable securities laws.

Definitions, currency and time

Definitions of certain terms used in this Information Booklet are contained in section 9. All references to currency are to Australian dollars and all references to time are to AEST, unless otherwise indicated.

Entire Agreement

Subject to this paragraph, the terms contained in this Information Booklet constitute the entire agreement among the Company, the Underwriter and you as to the Offer and your

participation in the Offer to the exclusion of all prior representations, understandings and agreements among the Company, the Underwriter and you.

Governing law

This Information Booklet, the Offer and the contracts formed on acceptance of the Applications are governed by the law applicable in Queensland, Australia. Each Applicant submits to the exclusive jurisdiction of the courts of Queensland, Australia.

Disclaimer

No person is authorised to give any information or to make any representation in connection with the Offer which is not contained in this Information Booklet. Any information or representation in connection with the Offer not contained in the Information Booklet may not be relied upon as having been authorised by the Company or any of its officers.

TIMETABLE OF IMPORTANT DATES

Event	Date
Announcement of the Offer and lodgement of notice in accordance with section 708AA of the Corporations Act	Tuesday 21 April 2009
Ex Date	Thursday 23 April 2009
Record Date for determining entitlements (7.00 pm AEST)	Wednesday 29 April 2009
Despatch of Information Booklet and Entitlement and Acceptance Form	Monday 4 May 2009
Closing Date (5.00 pm AEST)	Friday 22 May 2009
Company notifies ASX of under subscriptions	Wednesday 27 May 2009
Allotment and issue of New Shares and lodgement of cleansing notice in accordance with section 708A of the Corporations Act	Thursday 28 May 2009
Despatch of holding statements in respect of New Shares	Friday 29 May 2009
Trading of New Shares expected to commence on ASX	Friday 29 May 2009

This Timetable is indicative only and subject to change. The Directors reserve the right to vary these dates, including the Closing Date without prior notice, in accordance with the Listing Rules and the Underwriting Agreement. Any extension of the Closing Date will have a consequential effect on the anticipated date for allotment and issue of the New Shares.

The Directors also reserve the right not to proceed with the whole or part of the Offer any time prior to allotment and issue of the New Shares. In that event, the relevant Application Monies (without interest) will be returned in full to Applicants.

LETTER FROM THE CHAIRMAN AND MANAGING DIRECTOR

Dear Shareholder

ChemGenex Pharmaceuticals Limited recently announced a non-renounceable rights issue in which you are eligible to purchase 1 new fully paid ordinary share for every 14 shares you currently hold, at an issue price of $0.43 per share to raise up to $7.4 million. The rights issue follows the successful completion of a $10 million placement to institutional and sophisticated investors at the same price as the rights issue ($0.43 per share), supported by existing shareholders Merck Serono, GBS Venture Partners and Orbis Investment Management.

The timing of this capital raising pre-empts a very exciting 12 months ahead for ChemGenex and its shareholders with the possible approval and launch in the US of its lead product (omacetaxine) in the first quarter of 2010. It is expected that the capital raised by the placement and rights issue will fund the Company through to the US launch, with funds primarily being applied to:

- complete clinical development and regulatory filings in the US and Europe for omacetaxine in respect of the T315I indication
- further progress discussions with pharmaceutical companies to secure distribution partners for omacetaxine outside of the US
- prepare for the commercial launch of omacetaxine in the US

ChemGenex is seeking to secure a partnering agreement before the end of 2009 for the distribution of omacetaxine outside of the USA. It is anticipated that such a partnering agreement will sufficiently fund the launch of omacetaxine in the US in 2010.

The rights issue is underwritten for $5 million by ABN AMRO Morgans Corporate Limited and is supported by the commitment of two of its largest shareholders, Alta Partners and GBS Venture Partners, to subscribe for 1.6 million New Shares and 1.1 million New Shares respectively via the Entitlement Issue.

Having regard to these factors, the Board is of the opinion that ChemGenex is poised to make the transition over the next 18 months from a pharmaceutical development company to a profitable enterprise and we therefore commend this rights issue to you and thank you for your ongoing support.

Yours sincerely

Brett Heading

Chairman

Dr Greg Collier

Chief Executive Officer & Managing Director

1 Description of the Offer

1.1 Overview

The Company is making a pro rata non-renounceable offer of New Shares to Eligible Shareholders who are on the register of Shareholders of the Company on the Record Date, being 7.00 pm (AEST) on 29 April 2009, to acquire 1 New Shares for every 14 Shares held on the Record Date, at an issue price of $0.43 per New Share. Eligible Shareholders may apply for additional Shares in excess of their Entitlement under the Top Up Facility, though there is no guarantee they will receive the amount applied for, if any, Top Up Shares. Fractional entitlements will be rounded up to the nearest whole number of New Shares.

An Entitlement and Acceptance Form setting out your Entitlement to New Shares accompanies this Information Booklet. As a result of this Offer, Eligible Shareholders who do not take up all of their Entitlement will have their percentage shareholding in the Company diluted.

Eligible Shareholders have the opportunity to subscribe for all, part or none of their Entitlement to New Shares. In addition, Eligible Shareholders may apply for additional shares over and above their entitlement under the Top-Up Facility.

There is no cap on the number of additional shares Eligible Shareholders may apply for, although the Top Up Share pool will be limited to the amount of shortfall available under the Offer, so scaling may apply. In such circumstances, the Directors may work with ABN AMRO Morgans Corporate Limited to place the Shortfall Shares.

Eligible Shareholders should be aware that investment in the Company involves many risks and Eligible Shareholders should consider the investment in the context of their individual risk profile for speculative investments, investment objectives and individual financial circumstances.

1.2 Use of funds

It is expected that the funds raised by the placement and rights issue will fund the Company through to the US launch of omacetaxine for its initial T315I indication in the first quarter of 2010, with funds being applied to:

- complete clinical development and regulatory filings in the US and Europe for omacetaxine in respect of the T315I indication
- further progress discussions with pharmaceutical companies to secure a distribution partner for omacetaxine outside of the US
- prepare for the commercial launch of omacetaxine in the US
- fund general and administrative costs of the Company

1.3 No rights trading

The Offer is non-renounceable. There will be no trading of Rights on ASX and Rights may not be sold or transferred. Any New Shares not taken up by an Eligible Shareholder will lapse on the Closing Date to the extent that the Entitlement is not taken up. If Entitlements lapse, these shall comprise the pool of Top Up Shares. If Applications for the Top Up Shares do not utilise the available pool, the Company may work with ABN AMRO Morgans Corporate Limited to place these Shortfall Shares.

The Directors reserve their right to allocate shares under the Top-Up Facility at their discretion and to place any shortfall at their discretion within 3 months of the Closing Date, in accordance with Listing Rule 7.2.

1.4 Underwriting

ABN AMRO Morgans Corporate Limited has agreed to underwrite $5 million of New Shares which are not accepted by Eligible Shareholders.

The Underwriter will receive a total underwriting fee of approximately $225,000, being 4.5% of the underwritten amount of $5 million. In addition, ABN AMRO Morgans Corporate Limited will be paid a management of 0.5% of underwritten funds raised under the Entitlement Issue.

1.5 Handling fee

The Underwriter will pay a handling fee to the ASX participating organisations of 1.5% of the amount raised from successful acceptances of Entitlements through CHESS, capped at $300 (including GST) per Application.

1.6 Non-qualifying Shareholders

The Offer is not being extended to any Shareholder as at the Record Date whose registered address is not situated in Australia or New Zealand (**Non-qualifying Shareholders**) because of the small number of such Shareholders, the number and value of the Shares they hold and the cost of complying with applicable regulations in jurisdictions outside Australia and New Zealand.

Furthermore, the Rights and the New Shares have not been and will not be registered under the US Securities Act and may not be offered, sold or resold in, or to persons in, the United States except in accordance with an available exemption from registration. Accordingly, the Offer is not being made in the United States and Rights will not be distributed to Shareholders with registered addresses in the United States.

1.7 Ranking of New Shares

The New Shares will be fully paid and rank equally with Existing Shares. The rights attaching to the New Shares will be the same as the rights attaching to the Existing Shares issued in ChemGenex.

1.8 Allotment

ChemGenex will make application within 7 days from the date of this Offer for quotation of the New Shares on ASX.

It is expected that allotment of the New Shares under the Offer will take place no more than 15 Business Days after the close of the Offer.

If approval of ASX to the official quotation of the New Shares is not obtained within 3 months after the date of this Offer, all Application Monies will be repaid, without interest, in accordance with the Corporations Act.

Application Monies will be held by the Company on trust for Applicants in a trust account until the New Shares are allotted. No interest will be paid on Application Monies.

1.9 CHESS

The Company will apply to have the New Shares issued under this Offer admitted to participate in CHESS in accordance with the Listing Rules and the ASTC Settlement Rules. The Company will operate an electronic issuer-sponsored sub-register and an electronic CHESS sub-register. The two sub-registers together will make up the principal register of New Shares.

2 Company overview

2.1 Overview

ChemGenex is a biopharmaceutical company dedicated to the development of targeted medicines for the treatment of cancer. ChemGenex seeks to bring targeted therapeutics to market that address chronic diseases with high unmet medical need. The Company's clinical pipeline of cancer drugs, coupled with discovery and development programs, provide it with a solid foundation to meet these objectives. It is anticipated that ChemGenex's lead drug in development, omacetaxine, will be launched in the US in the first quarter of 2010.

Omacetaxine has been developed for the treatment of a subset of Chronic Myeloid Leukaemia (**CML**) patients. In the USA, almost 5,000 new cases of CML are diagnosed each year and recent estimates suggest that by 2025, prevalence will be approximately 300,000 new cases annually. While there are a number of licensed drugs, collectively known as tyrosine kinase inhibitors (TKIs), which are very effective in treating CML, they must be administered daily for the rest of the patient's life as very few patients remain disease free when these drugs are discontinued. Furthermore, an increasing number of patients are developing a resistance to currently available drugs and there is a significant need for alternative treatments to be developed for these patients.

ChemGenex is currently focused on obtaining approval for the use of omacetaxine to treat CML patients who have developed a resistance to existing treatments as a result of a genetic mutation known as T315I mutation and for whom there are currently no effective drug treatments. ChemGenex's phase 2/3 clinical trial is in its final stages and a rolling New Drug Application for use of omacetaxine in patients with T315I mutation is expected to be completed with the FDA by mid 2009.

ChemGenex believes the commercialisation of omacetaxine for this initial indication alone will be sufficient to transition the Company into a profitable enterprise. However, there is substantial further application for omacetaxine for further clinical indications, including:

- treatment of patients with Chronic Myeloid Leukaemia which have developed a resistance to existing treatments for reasons other than T315I mutation
- treatment of Myelodysplastic Syndrome
- treatment of Acute Myeloid Leukaemia

Achieving approval for the use of omacetaxine for each of these indications has the potential to generate substantial further revenue for ChemGenex.

ChemGenex currently trades on the ASX under the symbol 'CXS' and on NASDAQ under the symbol 'CXSP'.

2.2 Recent Milestones Achieved

The past 12 months have seen the successful achievement of several milestones for the Company:

- presentation at ASH 50th Annual Meeting in San Francisco, of positive interim clinical data from 44 patients enrolled in the phase 2/3 trial of omacetaxine in chronic myeloid leukemia (CML) patients with the T315I mutation
- ChemGenex reported complete hematologic responses (CHR) in 80% of chronic phase patients, median response duration 11.5+ months initiation of the rolling New Drug Application (NDA) to the FDA of omacetaxine to treat CML patients with the T315I mutation
- enrolments in phase 2/3 clinical trials on track for both T315I indication and patients who are resistant to multiple tyrosine kinase inhibitors
- Orphan Drug Designation granted by the FDA for omacetaxine for the treatment of MDS

2.3 Upcoming Milestones

ChemGenex has a number of significant milestones expected over the next 12 months as reflected in the following table:

Milestone	Expected Timing
Submission of the CMC (Chemistry and Manufacturing Controls) section of the rolling NDA for omacetaxine	2nd quarter, 2009
Updated data from phase 2/3 clinical trial of omacetaxine in Chronic Myeloid Leukaemia patients with the T315I mutation submitted to be presented at the ASCO 45th Annual Meeting in Orlando, Florida	May 2009
Data from the phase 2/3 clinical trial of omacetaxine in Chronic Myeloid Leukaemia patients who are resistant to multiple tyrosine kinase inhibitors (TKIs) submitted to be presented at ASCO 45th Annual Meeting in Orlando, Florida	May 2009
Complete submission of rolling NDA for omacetaxine to the FDA	Mid 2009
Complete non-US partnering discussions concerning omacetaxine	2nd half, 2009
Initiate European regulatory filing for omacetaxine	4th quarter, 2009
Anticipated commercial launch of omacetaxine in the USA	1st quarter, 2010

2.4 Partnering and Commercialisation Strategy

Through the course of 2008, ChemGenex undertook a review of its potential corporate opportunities in respect of the commercialisation of omacetaxine with a view to determining a strategy for commercialising omacetaxine that would provide maximum value for shareholders.

This strategy commenced with the restructure of arrangements with European partner Stragen Pharma pursuant to which Stragen's intellectual property rights to omacetaxine were acquired by ChemGenex. This partnering arrangement removed the need for an IP royalty on manufacturing and significantly reduced the cost of producing omacetaxine. The acquisition of these rights also strengthened ChemGenex's ability to freely pursue multiple commercialization opportunities for omacetaxine.

Another outcome of the review was that the optimal strategy for maximising shareholder value was to seek to retain the rights for the distribution and marketing of omacetaxine in the USA, the launch of which is targeted for the first quarter of 2010.

In order to fund the US launch of omacetaxine, ChemGenex intends to seek partnering agreements for the marketing and distribution of omacetaxine outside of the US before the end of 2009.

In the second half of 2009, ChemGenex plans to appoint a suitably experienced senior sales and marketing executive to lead the US commercialisation efforts.

ChemGenex's analysis of the structure of the US CML market and the T315I positive sub-section of this market indicates that it is feasible to launch the drug in a phased manner, with a small and focused marketing team. The Company intends to pursue a highly cost-effective marketing and commercialization model, and to grow the sales and marketing team as revenues increase over time.

2.5 Clinical Trial Update - omacetaxine

ChemGenex is currently conducting registration-directed clinical trials in CML patients who have failed imatinib therapy and who have the T315I point mutation. These patients, who are increasing in number, do not respond to tyrosine kinase inhibitor (TKI) therapy.

Interim data presented at the American Society of Hematology Annual Meeting in December 2008 reported major cytogenetic responses in 20% of chronic phase patients, and complete hematologic responses in 80% of chronic phase patients.

In addition to this registration-directed clinical trial, ChemGenex has a phase 2 trial in Chronic Myeloid Leukaemia patients who have failed multiple TKI therapies, and a phase 2 trial in Acute Myeloid Leukaemia patients.

3 Purpose and effect of the Entitlement Issue

3.1 Use of proceeds

The purpose of the Entitlement Issue is to raise additional funds to take the Company through to the US launch of omacetaxine for its initial T315I indication in the first quarter of 2010. Funds will be applied to:

- complete clinical development and regulatory filings in the US and Europe for omacetaxine in respect of the T315I indication
- further progress discussions with pharmaceutical companies to secure a distribution partner for omacetaxine outside of the US
- prepare for the commercial launch of omacetaxine in the US
- fund general and administrative costs of the Company

After the aggregate costs of both the Placement and the underwritten component of the Entitlement Offer, being approximately $800,000, the net proceeds of both the Placement and the underwritten component of the Entitlement Issue will be $14.2 million, which are intended to be used as follows:

	A$ millions
Research and Development	
Omacetaxine program	10.6
Quinamed program	0.1
General Administrative	3.8
Total costs	14.5
Less interest	0.3
TOTAL Net Outlays	14.2

Currently, ChemGenex has cash reserves of approximately $4 million. Together with the net proceeds of both the Placement and the $5 million underwritten component of the Entitlement Issue, the Company expects to have sufficient reserves to fund operations through to June 2010. If the Entitlement Issue is fully subscribed, the resultant additional net $2.3 million would fund the Company's operations through to August 2010. This analysis does not include allowance for any funds obtained through anticipated partnerships, milestones and/or product sales.

In addition to the funds raised under the Offer, ChemGenex has access to a range of sources to meet its anticipated expenditure, including equity and debt funding options available to it as an ASX listed company.

3.2 Principal risk factors

A. General market risks

Investors should be aware that the market price of the Company's securities may be influenced by a number of factors. General movements in local and international stock markets, exchange rates, prevailing economic conditions, investor sentiment and interest rates could all affect the market price of the Company's securities. These risks apply generally to any investment on the stock market.

In addition to the general risks associated with investing in the stock market, there are risks specific to investing in any particular entity. Some risks may be outside ChemGenex's control and not capable of mitigation. If in doubt about the general or specific risks associated with the Company's securities, you should seek advice from your professional advisers.

B. Company specific risks

An analysis of some of the specific business risks facing ChemGenex in the conduct of activities is shown below.

Dependence on collaborative relationships

ChemGenex may need to enter into collaborative agreements to develop and market its products. These agreements may require ChemGenex's partners to undertake or fund certain research and development activities, make payments to ChemGenex on achievement of certain milestones and pay royalties or make profit-sharing payments when and if a product is marketed.

The success of ChemGenex's collaborations may depend on the resources devoted to them by its industry partners. Collaborative agreements may be terminable by ChemGenex's industry partners. Suspension or termination of collaborative agreements may have a material and adverse impact on ChemGenex's business, financial condition and results of operations.

In particular, in the absence of a successful European partnering deal which is intended to fund the US commercial launch of omacetaxine, ChemGenex may need to seek alternative funding arrangements.

Clinical development risk

Whilst clinical data to date are supportive of the development of both omacetaxine and Quinamed, it is possible that these clinical trials may not be successful. These clinical programs are costly, time consuming and of uncertain outcome. If such programs are not successful, the Company may invest substantial amounts of time and money without developing revenue-producing products.

Clinical trials of promising products can take years, the duration depending among other factors on type, complexity, novelty and intended use of the product candidate. The Company may fail to successfully complete clinical trials and bring products to market for a number of reasons, including:

- as the Company enters a more extensive clinical program in several different diseases, the data generated in these studies may not be as compelling as the earlier results
- unforeseen safety issues or side effects
- variability in the number and types of patients available for each study, and difficulty in maintaining contact with patients after treatment, resulting in incomplete data
- delays resulting from review board action at institutions assisting the Company with its clinical trials
- the failure to obtain required regulatory approvals

Commercialisation of products

ChemGenex anticipates omacetaxine will be launched in the US for the T315I indication in the first quarter of 2010. ChemGenex's ability to achieve a successful launch is dependent on a number of factors, including its ability to complete development efforts, obtain regulatory approval for its product candidates, and commercialise successfully those product candidates or technologies.

There is no assurance that ChemGenex will generate significant revenues or that ChemGenex will ever achieve profitability.

There is no assurance that ChemGenex will attract appropriate strategic partners or that any such partners will perform and meet commercialisation goals or make licensing payments mentioned above.

Regulatory approval

The research, development, manufacture, marketing and sale of products using ChemGenex's technology are subject to varying degrees of regulation by a number of government authorities, particularly the United States' FDA.

The regulatory approval process is inherently subject to risks, including that approval will not be granted, approval may be subject to unforseen delay or subject to onerous conditions which may adversely impact upon the Company's ability to achieve its objectives.

Therapeutic products being developed by ChemGenex technology must undergo a comprehensive and highly regulated development and review process before receiving approval for marketing. The process includes the provision of clinical data relating to the quality, safety and efficacy of the products for their proposed use.

The development of biomedical therapies is inherently risky and subject to factors beyond the Company's control. The industry is highly regulated, subject to intense competition and reliant on the timely availability of clinical trial patients. ChemGenex may be unable to secure necessary approvals from regulatory agencies and institutional bodies (clinics and hospitals) to conduct clinical trials. There is also no assurance that products developed using ChemGenex's technology will prove to be safe and efficacious in clinical trials, or that the regulatory approval to manufacture and market its products will be received. Clinical trials might also potentially expose ChemGenex to product liability claims in the event its products in development have unexpected effects on clinical subjects.

Furthermore, any of the products utilising ChemGenex's technology may be shown to be unsafe, non-efficacious, difficult or impossible to manufacture on a large scale, uneconomical to market, compete with superior products marketed by third parties or not be as attractive as alternative treatments.

Commercial manufacturing capability

ChemGenex's ultimate success is dependent upon the ability of its commercial partners, particularly Stragen Pharma to manufacture its products on a commercial scale and in accordance with current good manufacturing practices, prescribed by the FDA and other regulatory authorities.

Difficulties in the manufacture of products or with packagers or distributors, could delay market introduction and subsequent sales of ChemGenex's products.

Foreign exchange risk

To the extent that ChemGenex seeks to manufacture, distribute and commercialise its products in jurisdictions outside Australia, there is a likelihood that contractual arrangements will be in currencies other than Australian dollars. ChemGenex may incur some revenue and expenditure in US dollars, Euro or other local currencies. The receipt and payment of funds in currencies other than Australian dollars could expose ChemGenex to foreign exchange rate fluctuations.

Retention of key employees

Because of the specialised nature of ChemGenex's business, ChemGenex is highly dependent upon qualified, scientific, technical and managerial personnel. There is significant competition for qualified personnel in ChemGenex's business.

ChemGenex may not be able to attract and retain the qualified personnel necessary for the development of its business. The loss of the services of existing personnel, as well as the failure to recruit additional key scientific, technical, managerial and other personnel in a timely manner could harm ChemGenex's research and development programs and its business.

Intellectual property

ChemGenex pursues a policy of seeking to obtain patent protection for its inventions in Australia, the U.S., Europe, Japan and in selected other countries. ChemGenex also relies upon trade secrets, know-how, continuing technological innovations and licensing opportunities to develop and maintain its competitive position. To date, ChemGenex has not threatened or instituted proceedings against any third party on patent or other proprietary rights nor, to the Company's knowledge, has any third party threatened or instituted proceedings against ChemGenex.

ChemGenex maintains an active practice of filing patent applications. It is possible that patents may not be granted on pending applications made by ChemGenex or parties that have licensed their inventions to ChemGenex. Similarly, issued patents may not provide significant proprietary protection or commercial advantage or may be infringed or designed around by others. Since publication of inventions or discoveries in scientific or patent literature often lags behind actual invention or discovery, it is possible that the inventions covered by each of ChemGenex's pending patent applications may not have dominant status in terms of date of invention.

ChemGenex's patents or patent applications may become involved in opposition proceedings instituted by third parties. If such proceedings were initiated against ChemGenex's rights, the defence of such rights could involve substantial costs and the outcome cannot be anticipated. If patents are issued to other parties that contain valid claims that are interpreted to cover any of ChemGenex's products, it is possible that ChemGenex may not be able to obtain licenses to such patents at a reasonable cost, if at all, or may not be able to develop or obtain alternative technology. Competitors or potential competitors may have filed applications for, may have received patents covering, or may obtain additional patents and proprietary rights that may relate to, compounds or processes competitive with those of ChemGenex.

ChemGenex also relies upon unpatented proprietary technology, and no assurance can be given that others will not independently develop substantially equivalent proprietary technology and techniques, or otherwise gain access to ChemGenex's proprietary technology or disclose such technology, or that ChemGenex can meaningfully protect its rights to its unpatented proprietary technology, secrets and know-how.

Competition

The biotechnology and pharmaceutical industries are intensely competitive and subject to rapid and significant technological change. ChemGenex's products may compete with existing alternative treatments that are already available to customers. In addition, a number of companies, both in Australia and abroad, may be pursuing the development of products that target the same conditions that ChemGenex is targeting. Some of these companies may have, or develop, technologies superior to ChemGenex's own technology.

Some competitors of ChemGenex may have substantially greater financial, technical and human resources than ChemGenex does. In addition, academic institutions, government agencies, and other public and private organisations conducting research may seek intellectual property protection with respect to potentially competitive products or technologies. These organisations may also establish exclusive collaborative or licensing relationships with ChemGenex's competitors. ChemGenex is also dependent upon its ability and the ability of third party collaborators or licensees, to sell and market its product and to develop and commercialise products based on ChemGenex's technology.

In the field of cancer therapeutics ChemGenex faces intense competition from major pharmaceutical companies and specialised biotechnology companies engaged in the development of product candidates and other therapeutic products. Additionally, many of

ChemGenex's competitors, including large pharmaceutical companies, have greater financial and human resources and more experience than ChemGenex does.

ChemGenex may need to raise additional funds

ChemGenex believes the funds raised by the placement and rights issue will be sufficient to fund the Company through to the US launch of omacetaxine, anticipated for the first quarter of 2010. The Company is currently in discussions with a number of pharmaceutical companies in relation to the marketing and distribution of omacetaxine outside of the US. It is intended that such arrangements will be sufficient to fund the launch of omacetaxine in the USA, reducing the risk of further equity raisings. In the event that ChemGenex is unable to secure a partner or the partnering arrangement is not sufficient to fund the US launch, the Company may need to issue additional shares, borrow funds, or enter into other collaborative arrangements. The timing and amount of its future capital requirements will depend on a number of factors.

ChemGenex may not be able to raise funds as and when they are required. If ChemGenex is unsuccessful in obtaining funds when they are required, the Company:

- may delay or eliminate its research and development activities, or other aspects of its business
- may have to license or sell its technologies on unfavourable terms
- may need to scale down or cease operations

If ChemGenex raises funds by issuing shares or borrowing, the terms may not be favourable. The issue of New Shares may dilute the ownership of its Shareholders.

3.3 Principal effects

The principal effects on the Company of a fully subscribed Entitlement Issue will be to:

- place the Company in a favourable financial position as outlined above
- increase the Company's issued Shares by up to 17,122,453 additional Shares through the issue of New Shares

The above figures assume that no existing options over the Company's Shares will be exercised prior to the Record Date. The existing options comprise:

- 22,153,637 quoted options (exercisable at $1.18)
- 10,950,166 quoted options (exercisable at $0.68)
- 21,341,896 Employee Share Option Plan unlisted options (exercisable at various prices ranging between $0.36 and $1.22)

The Board considers it is unlikely that a significant number of existing options will be exercised prior to the Record Date. However, in the event that any existing options are exercised, any funds raised will be applied to the general working capital of the Company.

3.4 Effect on the Company's financial position

Set out below is the audited consolidated balance sheets of ChemGenex Pharmaceuticals Ltd as at 30 June 2008, the reviewed consolidated balance sheet of ChemGenex Pharmaceuticals Ltd as at December 31, 2008 and the proforma balance sheet as at December 31, 2008

containing adjustments for the impacts of the recently announced equity Placement of $10,000,000 and the Entitlement Issue on cash assets and contributed capital after estimated Offer Costs.

The audited financial report for the year ended 30 June 2008 and reviewed financial report for the six months ended 31 December 2008 included modified opinions with a going concern emphasis reflecting the Company's need to raise additional funds.

Consolidated Balance Sheet

	Audited June 30, 2008 $	Reviewed December 31, 2008 $	Proforma December 31, 2008 $ (Based on underwritten amount and Offer Costs of $800,00)	Proforma December 31, 2008 $ (Based on maximum amount raised and Offer Costs of $900,000)
CURRENT ASSETS				
Cash and cash equivalents	10,081,629	13,679,319	27,879,319	30,179,319
Trade and other receivables	0	148,039	148,039	148,039
Prepayments	575,936	626,622	626,622	626,622
TOTAL CURRENT ASSETS	10,657,565	14,453,980	28,653,980	30,953,980
NON-CURRENT ASSETS				
Plant and equipment	355,462	378,258	378,258	378,258
Intangible assets and goodwill	16,931,750	59,752,394	59,752,394	59,752,394
TOTAL NON-CURRENT ASSETS	17,287,212	60,130,652	60,130,652	60,130,652
TOTAL ASSETS	27,944,777	74,584,632	88,784,632	91,084,632
CURRENT LIABILITIES				
Trade and other payables	3,061,974	4,652,210	4,652,210	4,652,210
Provision for employee entitlements	302,510	392,972	392,972	392,972
Provision for income tax	0	87,509	87,509	87,509
TOTAL CURRENT LIABILITIES	3,364,484	5,132,691	5,132,691	5,132,691
NON_CURRENT LIABILITIES				
Provision for employee entitlements	70,927	86,086	86,086	86,086

TOT NON-CURRENT LIABILITIES	70,927	86,086	86,086	86,086
TOTAL LIABILITIES	3,435,411	5,218,777	5,218,777	5,218,777
NET ASSETS	24,509,366	69,365,855	83,565,855	85,865,855
EQUITY				
Equity attributable to equity holders of the parent				
Issued capital	108,999,144	146,724,917	160,924,917	163,224,917
Retained earnings	(99,942,834)	(95,057,011)	(95,057,011)	(95,057,011)
Other reserves	15,453,056	17,697,949	17,697,949	17,697,949
	24,509,366	69,365,855	83,565,855	85,865,855

Subsequent items (included in 31 December 2008 Proforma Balance Sheet)

The third column of the Proforma Balance Sheet reflects the recently announced equity Placement of $10,000,000 and the underwritten amount of the 1:14 Rights Share Issue which would provide the Company with a total of $14,200,000 in cash after estimated Placement and Offer Costs of $800,000. The potential cash benefit to the Company resulting from the exercise of these options is not reflected in the Proforma Balance Sheet.

The final column of the Proforma Balance Sheet reflects the recently announced equity Placement of $10,000,000 and acceptance by all shareholders of the 1:14 Rights Share Issue which would provide the Company with a total of $16,500,000 in cash after estimated Placement and Offer Costs of $900,000. The potential cash benefit to the Company resulting from the exercise of these options is not reflected in the Proforma Balance Sheet.

3.5 Effect on capital structure

The effect of the Entitlement Issue on the capital structure of ChemGenex Pharmaceuticals Ltd is set out below:

Shares on issue at December 31, 2008	239,714,338
Shares on issue at the date of this Information Booklet	239,714,338
Shares to be issued under the Placement	23,255,814
New Shares offered under this Information Booklet	17,122,453
Total number of shares after issue of Placement shares and New Shares[1] under the Offer	280,092,605
Amount to be raised under the Issue (before Offer Costs)	$7.4 m
Market capitalisation of Shares and New Shares at the Issue Price	$120.5 m
Options on issue at the date of this Information Booklet	54,445,699

1 Assumes no existing options are exercised prior to the Record Date.

NOTE: This table includes the 22,153,637 $1.18 listed options, 10,950,166 $0.68 listed options or the 21,341,896 unlisted options on issue at the date of this Information Booklet as per section 4.4.

4 Shareholder choices - what Eligible Shareholders may do

4.1 Shareholder Entitlements

The number of New Shares to which Eligible Shareholders are entitled (Entitlement) is shown on the accompanying Entitlement and Acceptance Form. Eligible Shareholders may:

(a) take up all of the Entitlement in full and apply for additional shares (Top Up Shares) under the Top Up Facility (refer section 4.2);

(b) take up part of the Entitlement and allow the balance to lapse (refer section 4.3); or

(c) allow all of the Entitlement to lapse (refer section 4.4).

Non-qualifying Shareholders may not take any of the steps set out in sections 4.2 and 4.3.

The Company reserves the right to reject any Entitlement and Acceptance Form that is not correctly completed or that is received after the Closing Date. An Application for your Entitlement may be for any number of New Shares but must not exceed your Entitlement as shown on the Form. If it does, your Application will be deemed to be for your full Entitlement.

4.2 Taking up all of the Entitlement and apply for Top Up Shares

If you wish to take up the Entitlement in full, complete the Entitlement and Acceptance Form in accordance with the instructions set out therein. If you have applied to take up all of your Entitlement to New Shares, you may also apply for Top Up Shares by completing the relevant section on the Entitlement and Acceptance Form.

Return your completed Entitlement and Acceptance Form together with your Application Monies in accordance with section 4.5 for the amount shown on the Entitlement and Acceptance Form to the Share Registry so that it is received no later than 5.00 pm (AEST) on 22 May 2009 at the address set out below:

By delivery (not to be used if mailing)
ChemGenex Pharmaceuticals Limited
C/- Link Market Services Limited
Level 12, 300 Queen Street
Brisbane, QLD 4000

By post
ChemGenex Pharmaceuticals Limited
C/- Link Market Services Limited
Locked Bag 3415
Brisbane, QLD 4001

You may also take up all of your Entitlement by arranging for payment of the Application Monies through BPay in accordance with the instructions on the Entitlement and Acceptance Form. If payment is being made through BPay, you do not need to return the Entitlement and Acceptance Form. Your payment must be received by no later than 5.00 pm (AEST) on 22 May 2009.

4.3 Taking up part of the Entitlement and allowing the balance to lapse

If you wish to take up part of the Entitlement and allow the balance to lapse, complete the Entitlement and Acceptance Form for the number of New Shares you wish to take up and follow the steps required in accordance with section 4.2. Alternatively, arrange for payment through BPay in accordance with the instructions on the Entitlement and Acceptance Form. If you take no further action, the balance of the Entitlement will lapse.

4.4 Allow all of the Entitlement to lapse

If you do not wish to accept any part of the Entitlement, do not take any further action and the Entitlement will lapse. You will receive no payment for your lapsed Entitlement. You cannot sell or transfer your Entitlement to another person.

4.5 Payment

The issue price for the New Shares is payable in full on application by a payment of $0.43 per New Share. The Entitlement and Acceptance Form must be accompanied by a cheque for the Application Monies. Cheques must be drawn in Australian currency on an Australian bank and made payable to '**ChemGenex Pharmaceuticals Limited – Share Offer**' and crossed 'Not Negotiable'.

Alternatively, you may arrange for payment of the Application Monies through BPay in accordance with the instructions on the Entitlement and Acceptance Form.

Eligible Shareholders must not forward cash or postal notes by mail. Receipts for payment will not be issued.

4.6 Entitlement and Acceptance Form is binding

A completed and lodged Entitlement and Acceptance Form, or a payment made through BPay constitutes a binding offer to acquire New Shares on the terms and conditions set out in this Information Booklet and, once lodged or paid, cannot be withdrawn. If the Entitlement and Acceptance Form is not completed correctly it may still be treated as a valid application for New Shares. The Directors' decision whether to treat an acceptance as valid and how to construe, amend or complete the Entitlement and Acceptance Form is final.

4.7 Brokerage

No brokerage fee is payable by Eligible Shareholders who accept their Entitlement to the New Shares issued by the Company. No stamp duty is payable for subscribing for an Entitlement.

5 Offer - general information

5.1 Offer price

The Company, in making the Offer, has set the issue price of the New Shares at $0.43 per New Share which represents a discount of 17.3% to the closing price of the Shares of $0.52 on 3 April 2009, being the last day of trading before the announcement of the Offer. The Offer Price is the same price paid by institutional and sophisticated investors in the placement of 23,255,814 million Shares to raise $10 million, which was announced and completed on 9 April 2009. The shares allocated in the Placement will not receive entitlements under this Offer.

5.2 Size of the Offer

The Company has 262,970,152 Shares on issue as at the Record Date (including those Placement shares referred to in 5.1 above). Pursuant to this Information Booklet, approximately 17,122,453 New Shares are being offered. Upon completion of the Rights Issue, the Company will have approximately 280,092,605 Shares on issue.

The Company expects to raise gross proceeds of up to $7.4 million before the Offer Costs. The funds will primarily be used to progress the late stage clinical, regulatory and commercialization activities for omacetaxine.

5.3 Closing Date

The Closing Date for acceptance of Entitlements is 5.00 pm (AEST) on 22 May 2009 (as that date may be varied by the Company without prior notice, in accordance with the Listing Rules and the Underwriting Agreement). Applications received after 5.00 pm (AEST) on 22 May 2009 may be rejected and Application Monies refunded without interest. The Company reserves the right not to proceed with the whole or part of the Offer at any time prior to allotment and issue of the New Shares.

5.4 Interests of Directors

The Directors reserve the right to take up their Entitlement to New Shares offered under the Offer and to apply for Top Up Shares.

5.5 Interests of Alta Partners and GBS Venture Partners

Alta Partners has agreed to subscribe for 1,604,735 New Shares under this Offer. GBS Venture Partners has agreed to subscribe for 1,162,791 million New Shares under this Offer. Alta Partners and GBS Venture Partners may receive a fee from the Underwriter in relation to shares taken up by them in accordance with the terms of the Underwriting Agreement.

It is a condition of the Underwriting Agreement as set out in section 5.7 that each of Alta Partners and GBS Venture Partners will subscribe for the abovementioned number of New Shares.

5.6 Information regarding the Company and the Rights Issue

Continuous reporting and disclosure obligations

The Company is a 'disclosing entity' (as defined in the Corporations Act) and as such is subject to regular reporting and disclosure obligations under the Corporations Act and the Listing Rules. These obligations require the Company to notify ASX of information about specific events and matters as they arise for the purpose of ASX making the information available to the stock market conducted by ASX. In particular, the Company has an obligation under the Listing Rules (subject to certain limited exceptions), to notify ASX once it is, or becomes aware of information concerning the Company which a reasonable person would expect to have a material effect on the price or value of the Company's Shares. ASX maintains records of company announcements for all companies listed on ASX. The announcements of the Company are available for inspection at ASX and may be viewed on the ASX website at www.asx.com.au.

The Company is also required to prepare and lodge with ASIC yearly and half-yearly financial statements accompanied by a Directors' statement and report, and an audit review or report. Copies of documents lodged with ASIC in relation to the Company may be obtained from, or inspected at, an office of ASIC.

Rights Issue Information Booklet and disclosure obligations

This Information Booklet is issued pursuant to section 708AA of the Corporations Act as an Information Booklet for the offer of securities for issue, under a rights issue, without disclosure to investors under Part 6D.2 of the Corporations Act. Pursuant to the conditions imposed on the Company by section 708AA of the Corporations Act for the making of a rights issue without disclosure to investors, the Company provided ASX with a notice that complied with the requirements of section 708AA(7) on 21 April 2009 (Notice), prior to despatch of this Information Booklet. In addition to certain minor and technical matters, that Notice was required to:

(a) set out any information that had been excluded from a continuous disclosure notice in accordance with the Listing Rules and that investors and their professional advisers would reasonably require, and would reasonably expect to find in a disclosure document, for the purpose of making an informed assessment of:

(i) the assets and liabilities, financial position and performance, profits and losses and prospects of the Company; or

(ii) the rights and liabilities attaching to the New Shares; and

(b) state the potential effect of the issue of the New Shares on control of the Company and the consequences of that effect.

5.7 Underwriting Agreement

The Offer is underwritten by the Underwriter for $5 million pursuant to an underwriting agreement entered into by the Company, the Underwriter on 21 April 2009.

Obligation to underwrite

Pursuant to the Underwriting Agreement, the Underwriter will apply for, or procure applications for up to $5 million of New Shares not taken up by Eligible Shareholders under the Offer.

The Underwriter is able to procure any person to sub-underwrite the Offer and also has the right to nominate and determine who is to receive the Shortfall Shares.

The Underwriter will pay Alta Partners and GBS Venture Partners a fee not exceeding 4.5% of the amount for which they each subscribe.

Conditions

This underwriting obligation is conditional on the Company providing the Underwriter with written notice of the number of Shortfall Shares accompanied by a Certificate, by 5.00 pm (AEST) on 26 May 2009.

It is a condition of the underwriting that each of Alta Partners and GBS Venture Partners respectively subscribe for the amounts specified in section 5.5.

Further, the Underwriter has no obligation to lodge applications for the Shortfall Shares if the Company has failed to materially comply with its obligations under the Underwriting Agreement and that failure, in the reasonable opinion of the Underwriter:

(a) results in a material diminution in the value of the assets or a material increase in the value of the liabilities of the Company which, in the reasonable opinion of the

Underwriter acting bona fide after consultation with the Directors, will have a material adverse effect on the success of the Rights Issue; or

(b) is an event which, in the reasonable opinion of the Underwriter acting bona fide after consultation with the Directors, will have a materially adverse effect on the success of the Rights Issue.

Company's obligations, representations and warranties

The Company has various obligations under the Underwriting Agreement, including:

(a) ensuring the Offer and the Rights Issue take place in compliance with section 708AA of the Corporations Act, the Listing Rules and all other applicable legal requirements;

(b) unless otherwise agreed with the Underwriter, conducting the Offer and Rights Issue in accordance with the timetable specified in the Underwriting Agreement (which largely reflects the Timetable);

(c) lodging with ASX a notice in accordance with section 708AA(2)(f) of the Corporations Act (which allows the Company to undertake the Rights Issue without a disclosure document) and section 708A(5)(e) of the Corporations Act (so that an offer of the New Shares for sale by the Underwriter within 12 months of their issue will not need disclosure to investors); and

(d) informing the Underwriter of any material breach of, or default under, the Underwriting Agreement.

The Company also provides various representations and warranties to the Underwriter relating to, inter alia, the conduct of the Offer and the Rights Issue and the ability of the Company to enter into the Underwriting Agreement and conduct the Offer and Rights Issue.

Termination

The Underwriting Agreement contains standard termination events and conditions relating to matters including the Offer documents being defective, adverse changes in market conditions and a failure of Alta Partners or GBS Venture Partners satisfying the subscription conditions referred to above.

Underwriting and management fee

The Company must pay the Underwriter an underwriting fee of up to 4.5% of the $5 million underwritten component (approximately $225,000) and a management fee of 0.5% on the total funds raised.

In the event that more than $5 million is raised, a 3% selling fee will apply to that amount raised in excess of the $5 million.

5.8 Taxation

You should be aware that there may be taxation implications associated with participating in the Offer and receiving New Shares. The Directors consider that it is not appropriate to give advice regarding the taxation consequences of subscribing for New Shares under this Information Booklet or the subsequent disposal of any New Shares allotted and issued under this Information Booklet. The Company, its advisers and officers do not accept any responsibility or liability for any taxation consequences to potential Applicants. The Directors recommend that all Eligible Shareholders consult their own professional tax advisers in

connection with subscribing for, and subsequent disposal of, New Shares allotted and issued under this Information Booklet.

6 ASX quotation and allotment of New Shares

6.1 ASX quotation

The Company has made an application to ASX for the New Shares to be granted quotation on ASX. If permission is not granted for quotation of the New Shares on ASX, then no allotment and issue of any New Shares will take place and Application Monies (without interest) will be returned in full to Applicants.

There will be no trading of New Shares on a deferred settlement basis. Trading of New Shares will, subject to ASX approval, occur on or about the date specified in the Timetable.

6.2 Allotment and Despatch of Shareholding Statements

Subject to the New Shares being granted quotation on ASX, the New Shares will be allotted and issued and holding statements despatched in accordance with the Timetable. It is expected that allotment and issue of New Shares will take place on or about 25 May 2009. It is expected that holding statements for the New Shares will be despatched on the following day.

Application Monies will be held in trust in a subscription account until allotment and issue of the New Shares. This account will be established and kept by the Company on behalf of each Eligible Shareholder who submits an Entitlement and Acceptance Form or arranges for payment though BPay. The Company will be entitled to retain any interest paid on the monies so held, even if the Rights Issue does not proceed.

It is the responsibility of Applicants to determine the number of New Shares allotted and issued to them prior to trading in the New Shares. The sale by an Applicant of New Shares prior to receiving their holding statement is at the Applicant's own risk.

6.3 CHESS

The Company participates in the Clearing House Electronic Subregister System (CHESS), operated by ASTC, a wholly-owned subsidiary of ASX, in accordance with the Listing Rules and the ASTC Settlement Rules.

Under CHESS, the Company does not issue certificates to Shareholders but will instead provide Shareholders with a statement of their holdings in the Company. If you are broker-sponsored, ASTC will send you a CHESS statement. The CHESS statement will set out the number of New Shares issued to you under the Information Booklet and give details of your holder identification number, in the case of a holding on the CHESS sub-register and the terms and conditions applicable to the New Shares.

If you are registered in the Issuer Sponsored subregister your statement will be despatched by the Share Registry and will contain the number of New Shares issued under the Information Booklet and your security holder reference number.

A CHESS statement or Issuer Sponsored statement is routinely sent to Shareholders by the Company's Share Registry at the end of any calendar month during which the balance of their holding changes. Shareholders may request a statement at any other time; however a charge may be incurred for additional statements.

6.4 Rights attaching to New Shares

From allotment and issue, the New Shares allotted and issued pursuant to the Information Booklet will rank equally in all respects with Existing Shares.

7 Privacy

The Company collects information about each Applicant provided on an Entitlement and Acceptance Form for the purposes of processing the Application and, if the Application is successful, to administer the Applicant's Shareholding in the Company.

By submitting an Entitlement and Acceptance Form, you will be providing personal information to the Company (directly or by the Share Registry). The Company collects holds and will use that information to assess your Application. The Company collects your personal information to process and administer your Shareholding in the Company and to provide related services to you. If you do not complete the Entitlement and Acceptance Form in full, the Company may reject your Application. The Company may disclose your personal information for purposes related to your Shareholding, including to the Share Registry, the Company's related bodies corporate, agents, contractors and third party service providers, including mailing houses and professional advisers, and to ASX and regulatory bodies. You can obtain access to personal information that the Company holds about you. To make a request for access to your personal information held by (or on behalf of) the Company, please contact the Company through the Share Registry.

8 Enquiries

If you have any queries about your Entitlement please contact the Share Registry:

Link Market Services Limited
Level 12, 300 Queen Street
Brisbane QLD 4000

Telephone: 1300 794 935 (within Australia) and +61 2 8280 7911 (outside Australia).

Alternatively, contact your stockbroker, solicitor, accountant or other professional adviser.

9 Definitions

These definitions are provided to assist persons in understanding some of the expressions used in this Information Booklet.

AEST means Australian Eastern Standard Time.

Applicant means a person who has applied to subscribe for New Shares by submitting an Entitlement and Acceptance Form or arranging for payment through BPay in accordance with the instructions on the Entitlement and Acceptance Form.

Application means the submission of an Entitlement and Acceptance Form accompanied by the relevant Application Monies or arranging for payment of the relevant Application Monies through BPay in accordance with the instructions on the Entitlement and Acceptance Form.

Application Monies means the aggregate amount of money payable for the New Shares applied for in a duly completed Entitlement and Acceptance Form or through BPay.

ASIC means the Australian Securities and Investments Commission.

ASX means ASX Limited ACN 008 624 691.

Business Day has the same meaning as in the Listing Rules.

Certificate means a letter to the Underwriters signed by one Director and the secretary of the Company or two Directors, certifying various matters set out in the Underwriting Agreement which relate to the Company's compliance with its obligations under the Underwriting Agreement and other legal requirements and the accuracy of the representations and warranties given by the Company under the Underwriting Agreement.

CHESS Clearing House Electronic Subregister System, operated by ASTC.

Company means ChemGenex Pharmaceuticals Limited ACN 000 248 304.

Corporations Act means the *Corporations Act 2001* (Cth).

Directors means the directors of the Company.

Eligible Shareholder means a Shareholder as at the Record Date who is not a Non-qualifying Shareholder.

Entitlement means the entitlement to subscribe for New Shares pursuant to the Offer.

Entitlement and Acceptance Form means the Entitlement and Acceptance Form accompanying this Information Booklet.

Entitlement Issue means the Offer.

Existing Shares means the Shares already on issue in ChemGenex as at the Record Date.

FDA means the United States' Food and Drug Administration.

Information Booklet means this document and the Rights Issue Cleansing Notice dated 21 April 2009 issued under section 708AA of the Corporations Act.

Listing Rules means the official listing rules of ASX.

New Shares means Shares to be allotted and issued under the Offer.

Non-qualifying Shareholder means a Shareholder as at the Record Date whose registered address is not located in Australia or New Zealand.

Offer means a pro rata non-renounceable offer to the Shareholders to subscribe for New Shares on the basis of 1 New Shares for every 14 Shares of which the Shareholder is the registered holder as at 7.00 pm AEST on the Record Date at an issue price of $0.43 per New Share, pursuant to the Information Booklet.

Offer Costs means direct costs of the Entitlement Issue including fees paid to the Underwriter and advisers and to providers of specific services to cover share registry, printing and postage costs.

Placement means the placement of 23,255,814 Shares to institutional and sophisticated investors at $0.43 per Share to raise $10 million which was announced on 9 April 2009.

Rights Issue means the issue of New Shares offered pursuant to the Offer.

Rights means the rights to subscribe for New Shares pursuant to this Information Booklet.

SCH Securities Clearing House.

Shareholders mean holders of Shares.

Shares means fully paid ordinary shares in the capital of the Company.

Share Registry means Link Market Services Limited ABN 54 083 214 537.

Shortfall Shares means those New Shares not taken up by Eligible Shareholders under the Offer, which the Board reserves the right to place within 3 months.

Timetable means the indicative table set out on page 3 of the Information Booklet.

Top Up Facility means the facility described in section 4.2 under which Eligible Shareholders may apply for New Shares in excess of their Entitlement.

Top Up Shares means extra Shares a Shareholder may apply for in excess of their Entitlement.

Underwriter means ABN AMRO Morgans Corporate Limited ABN 32 010 539 607.

Underwriting Agreement means the underwriting agreement dated 21 April 2009 between the Company and the Underwriter.

US means United States of America.

10 Corporate information

COMPANY

ChemGenex Pharmaceuticals Ltd
ABN 79 000 248 304
Tel (03) 5223 9900

www.chemgenex.com

PRINCIPAL OFFICE

Level 4, 199 Moorabool Street
Geelong VIC 3220

REGISTERED OFFICE

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Geelong VIC 3220

DIRECTORS

Dr Greg Collier (Managing Director and CEO)
Mr Brett Heading (Chairman)
Dr George Morstyn
Dr Dennis Brown
Dr Geoffrey Brooke
Mr Elmar Schnee
Mr Daniel Janney
Dr Julie Cherrington
Mr Donald Santel
Mr Jean-Luc Tétard

COMPANY SECRETARY

Mr Rick Merrigan

SHARE REGISTRY

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