

27 November 2013

Ms Lux Wigneswaran
Senior Advisor, Listings Compliance Sydney
ASX Compliance Pty Limited
20 Bridge Street
SYDNEY NSW 2000

Email: luxmy.wigneswaran@asx.com.au

Dear Ms Wigneswaran

ASX Aware Query

Thank you for your letter dated 26 November 2013, wherein you ask a number of questions in a format suitable for release to the market.

The following paragraph numbers correspond with those in your letter.

1. The company does consider the DSMB decision to be information that a reasonable person would expect to have a material effect on the price or value of its securities.
2. Not applicable.
3. The company first became aware of the DSMB decision on the morning of Saturday, 23 November 2013.
4. No, the company did not make any announcement prior to the relevant date. The information was not released to the market on Saturday, 23, or Sunday, 24 November as the ASX announcements platform was closed at that time. An announcement was made before trading commenced on Monday, 25 November.
5. I confirm that the company is in compliance with the Listing Rules and, in particular, Listing Rule 3.1.

Yours sincerely,



Nick Geddes
Company Secretary



ASX Compliance Pty Limited
ABN 26 087 780 489
20 Bridge Street
Sydney NSW 2000
PO Box H224
Australia Square NSW 1215
www.asx.com.au

26 November 2013

Mr Nick Geddes
Company Secretary
Living Cell Technologies Limited
Level 3, Suite 302
70 Pitt Street
Sydney NSW 2000

By Email

Dear Nick,

Living Cell Technologies Limited (the “Company”): ASX aware query

ASX Limited (“ASX”) refers to the following.

1. The Company’s announcement titled ‘NTCELL clinical trial: Recruitment of further patients approved’, lodged on the ASX Market Announcements Platform and released at 9.54 a.m. AEDT on Monday, 25 November 2013 (the “Announcement”), disclosing the decision by the independent data safety monitoring board to approve implants for the additional three patients in the Company’s Phase I/IIa clinical trial of NTCELL (the “DSMB Decision”).

2. Listing Rule 3.1, which requires a listed entity to give ASX immediately any information concerning it that a reasonable person would expect to have a material effect on the price or value of the entity’s securities.

3. The definition of “aware” in Chapter 19 of the Listing Rules. This definition states that:

“an entity becomes aware of information if, and as soon as, an officer of the entity (or, in the case of a trust, an officer of the responsible entity) has, or ought reasonably to have, come into possession of the information in the course of the performance of their duties as an officer of that entity.”

Additionally, you should refer to section 4.4 in Guidance Note 8 *Continuous Disclosure: Listing Rules 3.1 – 3.1B “When does an entity become aware of information”*.

4. Listing Rule 3.1A, which sets out exceptions from the requirement to make immediate disclosure, provided that each of the following are satisfied.

“3.1A Listing rule 3.1 does not apply to particular information while each of the following requirements is satisfied in relation to the information:

3.1A.1 one or more of the following applies:

- *It would be a breach of a law to disclose the information;*
- *The information concerns an incomplete proposal or negotiation;*
- *The information comprises matters of supposition or is insufficiently definite to warrant disclosure;*

- *The information is generated for the internal management purposes of the entity; or*
- *The information is a trade secret; and*

3.1A.2 *the information is confidential and ASX has not formed the view that the information has ceased to be confidential; and*

3.1A.3 *a reasonable person would not expect the information to be disclosed.”*

5. ASX's policy position on the concept of “confidentiality” which is detailed in section 5.8 of Guidance Note 8 *Continuous Disclosure: Listing Rules 3.1 – 3.1B* “Listing Rule 3.1A.2 – the requirement for information to be confidential”. In particular, the Guidance Note states that:

“Whether information has the quality of being confidential is a question of fact, not one of the intention or desire of the listed entity. Accordingly, even though an entity may consider information to be confidential and its disclosure to be a breach of confidence, if it is in fact disclosed by those who know it, then it ceases to be confidential information for the purposes of this rule.”

Having regard to the above, we ask that you answer the following questions in a format suitable for release to the market in accordance with Listing Rule 18.7A:

1. Does the Company consider the DSMB Decision to be information that a reasonable person would expect to have a material effect on the price or value of its securities?
2. If the answer to question 1 is “no”, please advise the basis for that view.
3. If the answer to question 1 is “yes”, when did the Company first become aware of the DSMB Decision?
4. If the answer to question 1 is “yes” and the Company first became aware of the DSMB Decision before 25 November 2013, did the Company make any announcement prior to the relevant date which disclosed the information? If so, please provide details. If not, please explain why this information was not released to the market at an earlier time, commenting specifically on when you believe the Company was obliged to release the DSMB Decision under Listing Rules 3.1 and 3.1A and what steps the Company took to ensure that the information was released promptly and without delay.
5. Please confirm that the Company is in compliance with the Listing Rules and, in particular, Listing Rule 3.1.

When and where to send your response

This request is made under, and in accordance with, Listing Rule 18.7. Your response is required as soon as reasonably possible and, in any event, by not later than half an hour before the start of trading (i.e. before 9.30 a.m. AEDT on Friday, 29 November 2013. If we do not have your response by then, ASX will have no choice but to consider suspending trading in the Company’s securities under Listing Rule 17.3.

You should note that if the information requested by this letter is information required to be given to ASX under Listing Rule 3.1 and it does not fall within the exceptions mentioned in Listing Rule 3.1A, the Company’s obligation is to disclose the information “immediately”. This may require the information to be disclosed before the deadline set out in the previous paragraph.

ASX reserves the right to release a copy of this letter and your response on the ASX Market Announcements Platform under Listing Rule 18.7A. Accordingly, your response should be in a form suitable for release to the market.

Your response should be sent to me by email or by facsimile to (02) 9241 7620. It should not be sent directly to the ASX Market Announcements Office. This is to allow me to review your response to confirm that it is in a form appropriate for release to the market, before it is published on the ASX Market Announcements Platform.

Listing Rule 3.1

Listing Rule 3.1 requires a listed entity to give ASX immediately any information concerning it that a reasonable person would expect to have a material effect on the price or value of the entity's securities. Exceptions to this requirement are set out in Listing Rule 3.1A.

The obligation of the Company to disclose information under Listing Rules 3.1 and 3.1A is not confined to, nor is it necessarily satisfied by, answering the questions set out in this letter.

In responding to this letter, you should have regard to the Company's obligations under Listing Rules 3.1 and 3.1A and also to Guidance Note 8 *Continuous Disclosure: Listing Rules 3.1 – 3.1B*.

Trading halt

If you are unable to respond to this letter by the time specified above, you should discuss with us whether it is appropriate to request a trading halt in the Company's securities under Listing Rule 17.1.

If you wish a trading halt, you must tell us:

- the reasons for the trading halt;
- how long you want the trading halt to last;
- the event you expect to happen that will end the trading halt;
- that you are not aware of any reason why the trading halt should not be granted; and
- any other information necessary to inform the market about the trading halt, or that we ask for.

We may require the request for a trading halt to be in writing. The trading halt cannot extend past the commencement of normal trading on the second day after the day on which it is granted.

You can find further information about trading halts in Guidance Note 16 *Trading Halts & Voluntary Suspensions*.

If you have any queries or concerns about any of the above, please contact me immediately.

Yours sincerely

[Sent electronically without signature]

Lux Wigneswaran
Senior Adviser, Listings Compliance (Sydney)