

JOHNSON WINTER & SLATTERY
LAWYERS

Partner: Tim Bowley +61 2 8274 9574
Email: tim.bowley@jws.com.au
Associate: Tim Kennedy +61 2 8274 9523
Email: tim.kennedy@jws.com.au
Our Ref: A5792

10 June 2011

Company Announcements Platform
ASX Limited
Level 4, 20 Bridge Street
SYDNEY NSW 2000
By facsimile 1300 135 638

ChemGenex Pharmaceuticals Ltd
Level 4, 199 Moorabool Street
GEELONG VIC 3220
By facsimile (03) 5229 0100 and post

1 PAGE

Dear Sir / Madam

Cephalon CXS Holdings Pty Ltd ("Cephalon CXS") – Change of interests of substantial holder in relation to shares and listed options in ChemGenex Pharmaceuticals Ltd ("ChemGenex")

We act for Cephalon CXS, a wholly owned subsidiary of Cephalon, Inc., in relation to the off-market takeover bid by Cephalon CXS for ChemGenex comprising an offer (**Share Offer**) for all of the ordinary shares in ChemGenex (**ChemGenex Shares**) and an offer for all of the ASX-listed options in ChemGenex (**ChemGenex Listed Options**).

We inform you that, as at the close of trading on 9 June 2011:

- the number of ChemGenex Shares in which Cephalon CXS and its associates have a relevant interest is 288,025,504, representing in aggregate 91.86% of all issued ChemGenex Shares (calculated on the basis of there being 313,558,870 ordinary shares, as disclosed in ChemGenex's most recent Appendix 3B Notice of 2 May 2011); and
- Cephalon CXS has received acceptances in respect of 10,753,792 ChemGenex Listed Options, representing in aggregate 98.21% of all issued ChemGenex Listed Options (calculated on the basis of there being 10,949,328 ChemGenex Listed Options, as disclosed in ChemGenex's most recent Appendix 3B of 2 May 2011).

As the increase under the Share Offer is less than 1%, an ASIC Form 604 is not being filed today.

Yours faithfully

Johnson Winter & Slattery

Australia Square
Level 30, 264 George Street
SYDNEY NSW 2000

T +61 2 8274 9555 | F +61 2 8274 9500

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