

**Form 604**  
Corporations Act 2001  
Section 671B

**Notice of change of interests of substantial holder**

To Company Name/Scheme CHEMGENEX PHARMACEUTICALS LIMITED

ACN/ARSN ACN 000 248 304

**1. Details of substantial holder (1)**

Name BERNE NO. 132 NOMINEES PTY LTD <A/C 473711>  
ACN/ARSN (if applicable) N/A

There was a change in the interests of the substantial holder on 01/04/2011  
The previous notice was given to the company on 17/06/2009  
The previous notice was dated 17/06/2009

**2. Previous and present voting power**

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 or scheme, are as follows:

Class of securities (4)	Previous notice		Present notice	
	Person's votes	Voting power (5)	Person's votes	Voting power (5)
Ordinary shares	42,672,641	15.1%	42,672,641	13.6%

**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 are 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
01/04/2011	Berne No. 132 Nominees Pty Ltd <A/c 473711>	Dilution of percentage ownership as a result of issue of new shares	N/A	Fully paid ordinary shares	42,672,641 ordinary shares

Following the issue of 30,000,000 ordinary shares to Cephalon International Holdings, Inc upon the conversion of the convertible notes on 1 April 2011, the percentage of ordinary shares held by Berne No. 132 Nominees Pty Ltd <A/c 473711> in ChemGenex Pharmaceuticals Ltd has reduced to 13.6%.

**4. Present relevant interests**

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

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder (8)	Nature of relevant interest (6)	Class and number of securities	Person's votes
Berne No. 132 Nominees Pty Ltd <A/c	Berne No. 132 Nominees Pty Ltd <A/c 473711>	Berne No. 132 Nominees Pty Ltd <A/c 473711>	As nominee for Alta Partners VIII, LC	42,672,641 ordinary shares	13.6%

