

JOHNSON WINTER & SLATTERY
L A W Y E R S

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

1 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

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Dear Sir / Madam

Off-market takeover bid by Cephalon CXS Holdings Pty Ltd ACN 150 102 659 ("Cephalon CXS") for ChemGenex Pharmaceuticals Ltd ACN 000 248 304 ("ChemGenex")

We act for Cephalon CXS, a wholly owned subsidiary of Cephalon, Inc.

We refer to the bidder's statement lodged with ASIC on 13 April 2011 regarding the off-market takeover bid by Cephalon CXS for ChemGenex comprising an offer for all of the ordinary shares (**ChemGenex Shares**) in ChemGenex (**Share Offer**) and an offer for all of the ASX-listed options (**ChemGenex Listed Options**) in ChemGenex (**Listed Option Offer**).

As at today's date, the aggregate of the Cephalon Group's existing shareholding in ChemGenex, acceptances of the Share Offer and acceptances in the Institutional Acceptance Facility is 90.49% of ChemGenex Shares.

As such, in accordance with its announcements dated and lodged with the ASX on Friday, 27 May 2011, Cephalon CXS has declared the Share Offer free from all defeating conditions.

Cephalon CXS has also declared the Listed Option Offer free from all defeating conditions. As at the close of trading on 31 May 2011, Cephalon CXS has received acceptances in respect of 86.79% of all ChemGenex Listed Options.

We enclose, in accordance with section 650F of the Corporations Act 2001 (Cth) (**Act**), a notice under section 650F of the Act (**Notice**) declaring each of the Share Offer and the Listed Option Offer free from all defeating conditions.

Australia Square
Level 30, 264 George Street
SYDNEY NSW 2000

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

www.jws.com.au

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As a result, under the previously announced accelerated payment terms, accepting ChemGenex Shareholders who have already accepted the Share Offer and accepting ChemGenex Listed Optionholders who have already accepted the Listed Option Offer will be sent their cash consideration within 5 business days, while those who accept after today's date will be sent their cash consideration within 5 business days after Cephalon CXS receives their valid acceptance.

The Notice will be sent by facsimile and post to ChemGenex today.

Yours faithfully

John White & Staff

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NOTICE UNDER SECTION 650F OF THE CORPORATIONS ACT 2001 (CTH) ("NOTICE")

**Off-market takeover bid by Cephalon CXS Holdings Pty Ltd ACN 150 102 669 ("Cephalon CXS")
for ChemGenex Pharmaceuticals Ltd ACN 000 248 304 ("ChemGenex")**

**To: ChemGenex
ASX Limited**

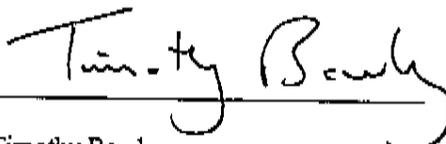
We refer to the bidder's statement lodged with ASIC on 13 April 2011 (**Bidder's Statement**) regarding the off-market takeover bid by Cephalon CXS for ChemGenex comprising an offer for all of the ordinary shares in ChemGenex (**Share Offer**) and an offer for all of the ASX-listed options in ChemGenex (**Listed Option Offer**).

Cephalon CXS hereby gives notice under section 650F of the Corporations Act 2001 (Cth) declaring that:

- (a) the Share Offer is free from all of the defeating conditions set out in Section 11.7 of the Bidder's Statement which have not been fulfilled or from which the Share Offer has not been previously freed;
- (b) the Listed Option Offer is free from all of the defeating conditions set out in Section 12.7 of the Bidder's Statement which have not been fulfilled or from which the Listed Option Offer has not been previously freed;
- (c) Cephalon CXS's voting power in ChemGenex is 80.72% (and will be no less than 90.49% following the processing of acceptance instructions which have been received in the institutional acceptance facility (the terms of which are described in the supplementary bidder's statement lodged with ASIC on 29 April 2011) in consequence of the issuance of this notice).

1 June 2011

Signed for and on behalf of Cephalon CXS by its attorney Timothy Bowley:



Timothy Bowley