

JOHNSON WINTER & SLATTERY
L A W Y E R S

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Doc ID: 61558573.1.1

14 June 2011

Company Announcements Platform
ASX Limited
Level 4
20 Bridge Street
Sydney NSW 2000

BY FACSIMILE 1300 135 638

3 PAGES

Dear Sirs

Off-market takeover bid by Cephalon CXS Holdings Pty Ltd ('Cephalon CXS') for ChemGenex Pharmaceuticals Ltd ('ChemGenex')

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

We refer to the off-market takeover bid by Cephalon 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.

In accordance with section 661B(1)(d) of the Corporations Act, attached for immediate release is a copy of the ASIC Form 6021 ('Notice of compulsory acquisition following takeover bid') (**Notice**) in respect of the compulsory acquisition of the outstanding ChemGenex Shares pursuant to Part 6A.1 of the Corporations Act.

The Notice will be sent to the holders of the ChemGenex Shares and ChemGenex Listed Options tomorrow.

Yours faithfully



Level 25, 20 Bond Street
SYDNEY NSW 2000

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www.jws.com.au

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Australian Securities &
Investments Commission



Form 6021
Corporations Act 2001
661B(1)(a)

Notice of compulsory acquisition following takeover bid

If there is insufficient space in any section of the form, you may photocopy the relevant page(s) and submit as part of this lodgement

Lodgement details

Who should ASIC contact if there is a query about this form?

Name

Tim Bowley / Damian Reichel

ASIC registered agent number (if applicable)

9343

Company/entity name

Johnson Winter & Slattery

ABN

70 843 523 318

Telephone number

(02) 8274 9555

Postal address

Level 25, 20 Bond Street

Sydney NSW 2000

Email address (optional)

Notice

To:

Name and address of holder.

[Name and address of recipient to be inserted]

Name of target company or body

Securities of:

Name ('the Company')

ChemGenex Pharmaceuticals Ltd

ACN

000 248 304

Continued... Notice

Tick one box

1. Under an
 Off Market Bid
 Market Bid

offers were made by

Name of bidder

Cephalon CXS Holdings Pty Ltd (ACN 150 102 659)

Insert description of class of securities to which the bid related

in respect of the acquisition of

all of the ordinary shares

in the Company.

Tick one box

- The offers
 closed
 are scheduled to close

on

Date

| | | | | |
|----|---|----|---|----|
| 14 | / | 07 | / | 11 |
| DD | | MM | | YY |

Insert date offers closed or are scheduled to close

2. You are, or are entitled to be, registered as the holder of securities in respect of which an offer was made, but have not accepted the takeover offer.
3. The bidder hereby gives you notice under subsection 661B(1) of the Corporations Act 2001 ("the Act") that the bidder has become entitled pursuant to subsection 661A(1) of the Act to compulsorily acquire your securities and desires to acquire those securities.
4. Under section 661D of the Act, you have the right, by notice in writing given to the bidder within one month after this notice is lodged with ASIC, to ask the bidder for a written statement of the names and addresses of everyone else the bidder has given this notice to.
5. Under section 661E of the Act, you have the right, within one month after being given this notice or within 14 days after being given a statement requested under section 661D of the Act (as referred to in paragraph 4 of this notice), whichever is the later, to apply to the Court for an order that the securities not be compulsorily acquired.
6. The bidder is entitled and bound to acquire the securities on the terms that applied under the takeover bid immediately before

Tick one box

- this notice was given.
 the end of the offer period.

7. Unless on application made by you under section 661E within one month after being given this notice (as referred to in paragraph 5 of the notice) or within 14 days after being given a statement under section 661D of the Act (as referred to in paragraph 3 of this notice), whichever is the later, the Court otherwise orders, the bidder must comply with paragraph 6 of this notice.

Signature

Name or person signing

Ronald Christian Kal

Capacity

Director and Secretary

Signature



Date signed

| | | | | |
|----|---|----|---|----|
| 14 | / | 06 | / | 11 |
| DD | | MM | | YY |

Lodgement

Send completed and signed forms to:
 Australian Securities and Investments Commission,
 PO Box 9827 in your capital city.

Or lodge the form in person at an ASIC Service Centre
 (see www.asic.gov.au/servicecentres)

For more informationWeb www.asic.gov.au

Need help?

www.asic.gov.au/question

Telephone 1300 300 630