



22 November 2013

ASX Limited
Level 6, Exchange Centre
20 Bridge Street
Sydney NSW 2000

COMPANY ANNOUNCEMENTS

Cellmid Limited – CDY Results of the Annual General Meeting of Members – 22 November 2013

We advise that:

a) The following resolutions were passed without resort to a poll at the Annual General Meeting of Cellmid Limited (**Company**) on Friday, 22 November 2013:

Ordinary Business:

RESOLUTION 1 – REMUNERATION REPORT

To consider and, if thought fit, to pass the following resolution as a **non-binding resolution**:

“That the Remuneration Report as contained in the Directors’ Report of the Company for the financial year ended 30 June 2013 be adopted.”

RESOLUTION 2 – RE-ELECTION OF DIRECTOR – DAVID KING

To consider and, if thought fit, to pass the following resolution as an **ordinary resolution**:

“That Dr David King, who retires in accordance with Clause 47.1 of the Company’s Constitution and being eligible, offers himself for re-election, be re-elected a director.”

Special Business

RESOLUTION 3 – ISSUE OF SHARES AS CONSIDERATION FOR TRANSFER OF ADVANGEN INTERNATIONAL SHARES

To consider and, if thought fit, to pass the following resolution as an **ordinary resolution**:

“That, for the purpose of ASX Listing Rule 10.11 and all other purposes, the issue of 3,515,625 fully paid ordinary shares in the capital of the Company to Direct Capital Group Pty Ltd (a company associated with Maria Halasz, a director of the Company) as consideration for the transfer by this company of a minority shareholding in Advangen International Pty Ltd, be and is approved.”

RESOLUTION 4 – ISSUE OF LOAN SHARES TO MARIA HALASZ UNDER EMPLOYEE INCENTIVE PLAN

To consider and, if thought fit, to pass the following resolution as an **ordinary resolution**:

“That, for the purposes of Australian Securities Exchange (**ASX**) Listing Rule 10.14 and for all other purposes, approval be given to the Company to grant 12,000,000 loan shares to Maria Halasz under the Company's Employee Incentive Plan on the terms and conditions outlined in the Explanatory Statement which accompanies the Notice of Annual General Meeting.”

RESOLUTION 5A – RATIFICATION OF PRIOR ISSUE OF ORDINARY SHARES UNDER PLACEMENT

To consider and, if thought fit, to pass the following resolution as an **ordinary resolution**:

“That for the purposes of ASX Listing Rule 7.4 and all other purposes, approval is given to the issue and allotment of 49,646,914 fully paid ordinary shares, as detailed in the Explanatory Statement.”

RESOLUTION 5B – RATIFICATION OF PRIOR ISSUE OF OPTIONS UNDER PLACEMENT

To consider and, if thought fit, to pass the following resolution as an **ordinary resolution**:

“That, for the purposes of ASX Listing Rule 7.4, and for all other purposes, approval is given for the allotment and issue of 27,198,435 options to sophisticated and professional investors, for the purposes and on the terms and conditions set out in the Explanatory Statement accompanying the Notice of Annual General Meeting.”

RESOLUTION 6A – RATIFICATION OF PRIOR ISSUE OF ORDINARY SHARES MADE UNDER ASX LISTING RULE 7.1 FOR ADVANGEN ACQUISITION

To consider and, if thought fit, to pass the following resolution as an **ordinary resolution**:

“That for the purposes of ASX Listing Rule 7.4 and all other purposes, approval is given to the issue and allotment of 4,917,482 fully paid ordinary shares, as detailed in the Explanatory Statement.”

RESOLUTION 6B – RATIFICATION OF PRIOR ISSUE OF ORDINARY SHARES MADE UNDER ASX LISTING RULE 7.1A FOR ADVANGEN ACQUISITION

To consider and, if thought fit, to pass the following resolution as an **ordinary resolution**:

“That for the purposes of ASX Listing Rule 7.4 and all other purposes, approval is given to the issue and allotment of 50,820,142 fully paid ordinary shares, as detailed in the Explanatory Statement.”

b) The following resolution was withdrawn by the board of the Company:

RESOLUTION 7 – ADDITIONAL CAPACITY TO ISSUE EQUITY SECURITIES UNDER ASX LISTING RULE 7.1A

To consider and, if thought fit, to pass the following resolution as a **special resolution**:

“That, for the purposes of ASX Listing Rule 7.1A, approval is given for the Company to have the additional capacity to issue equity securities of up to 10% of the issued capital of the Company (at the time of the issue) calculated in accordance with the formula prescribed in ASX Listing Rule 7.1A.2 on the terms and conditions described in the Explanatory Statement accompanying the Notice of Annual General Meeting.”

c) A summary of valid and eligible proxies received for the above meeting was as follows:

	Discretion	For	Against	Abstain
Resolution 1 Adopt the Remuneration Report for year end 30 June 2013	16,617,685	238,406,896	7,142,578	5,800,000
Resolution 2 Re-election of director – David King	16,617,685	271,200,651	5,173,823	0
Resolution 3 Issue of shares as consideration for transfer of Advangen International shares	16,617,685	214,999,215	54,607,549	17,710
Resolution 4 Issue of loan shares to Maria Halasz under employee incentive plan	16,617,685	160,138,378	86,951,716	5,734,380
Resolution 5A Ratification of prior issue of ordinary shares under placement	16,617,685	251,035,964	7,714,886	17,710
Resolution 5B Ratification of prior issue of options under placement	16,617,685	266,138,364	7,971,486	17,710
Resolution 6A Ratification of prior issue of ordinary shares made under ASX Listing Rule 7.1 for Advangen acquisition	16,617,685	261,426,878	7,429,886	17,710
Resolution 6B Ratification of prior issue of ordinary shares made under ASX Listing Rule 7.1A for Advangen acquisition	16,617,685	222,590,244	7,429,886	17,710
Resolution 7 Additional capacity to issue equity securities under ASX Listing Rule 7.1A	16,617,685	194,436,926	81,619,328	318,220

End

Contact:

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Cellmid Limited (ASX: CDY)

Cellmid is an Australian biotechnology company developing innovative novel therapies and diagnostic tests for inflammatory diseases and cancer. Cellmid holds the largest and most comprehensive portfolio of intellectual property related to midkine and midkine antagonists globally. The Company's most advanced development programs involve using its anti-midkine antibodies for the treatment of cancer and inflammatory diseases. In addition, Cellmid is commercialising midkine as a biomarker for cancer diagnosis. Elevated midkine concentration in the blood and other body fluids is strongly indicative of cancer. For further information please see www.cellmid.com.au.

Midkine (MK)

Midkine is a multifunctional growth factor that is highly expressed during embryonic development. Midkine modulates many important biological interactions such as cell growth, cell migration and cellular adherence. These functions are relevant to cancer, inflammation, autoimmunity, ischemia, nerve growth/repair and wound healing. Midkine is barely detectable in healthy adults and only occurs as a consequence of the pathogenesis of a number of different disorders. Midkine expression is often evident very early in disease onset, even before any apparent physical symptoms. Accordingly, midkine is an important early marker for diagnosing cancers and autoimmune diseases. Finally, because midkine is only present in a disease context, targeting midkine does not harm normal healthy tissues.