



ASX ANNOUNCEMENT

NOTICE OF EXTRAORDINARY GENERAL MEETING AND PROXY FORM

SYDNEY, Monday, 10 August 2015: Cellmid Limited (ASX:CDY) advises that the Company's Extraordinary General Meeting will be held at 11:00am (Sydney time) on Wednesday, 9 September 2015 at BDO offices, Level 11, 1 Margaret Street, Sydney.

The Notice of the Extraordinary General Meeting and Proxy Form are attached.

End

Contact:

Maria Halasz, CEO

T +612 9221 6830

 @mariahalasz

Cellmid Limited (ASX: CDY)

Cellmid is an Australian biotechnology company with lead drug candidates in oncology and nephropathy. The Company is developing innovative novel therapies and diagnostic tests for a number of cancer indications and kidney diseases. Cellmid holds the largest and most comprehensive portfolio of intellectual property related to the novel target midkine and midkine antagonists globally. The Company's most advanced development programmes involve using its anti-midkine antibodies in addition to commercialising midkine as a biomarker for the early diagnosis and prognosis of cancer. For further information please see www.cellmid.com.au.

Consumer Health - Advangen Limited

In 2013 Cellmid acquired Advangen Inc. (Japan), the owner of a range of FGF5 hair growth technologies and products. Since then, Cellmid's FGF5 inhibitor assets have been consolidated in its wholly owned subsidiary, Advangen Limited. Cellmid, under Advangen Limited, has continued innovation and product development in addition to actively building distribution in Australia, China, Japan and other major markets. Since the acquisition of Advangen Inc., Advangen Limited filed a number of new patent applications covering several hair growth agents including midkine, pleiotrophin and a group of novel FGF5 inhibitors.

Investment in life sciences companies

There are a number of inherent risks associated with the research, development and commercialisation of pharmaceutical products. Investment in companies specialising in these activities carry specific risks which are different to those associated with trading and manufacturing businesses. As such, these companies should be regarded as highly speculative. Cellmid recommends that investors seek professional advice before making an investment in its shares.

CELLMID LIMITED

ACN 111 304 119

NOTICE OF EXTRAORDINARY GENERAL MEETING

TIME: 11.00am (Sydney time)

DATE: Wednesday 9 September 2015

PLACE: BDO Offices, Level 11, 1 Margaret Street, Sydney, 2000

THIS NOTICE OF EXTRAORDINARY GENERAL MEETING SHOULD BE READ IN ITS ENTIRETY. IF SHAREHOLDERS ARE IN DOUBT AS TO HOW THEY SHOULD VOTE, THEY SHOULD SEEK ADVICE FROM THEIR PROFESSIONAL ADVISERS.

SHOULD YOU WISH TO DISCUSS THE MATTERS IN THIS NOTICE OF EXTRAORDINARY GENERAL MEETING PLEASE DO NOT HESITATE TO CONTACT THE COMPANY SECRETARY ON (02) 9221 6830.

CONTENTS PAGE

Time and Place of Meeting and How to Vote	1
Letter from the Chairman	2
Notice of Extraordinary General Meeting (setting out the proposed resolutions)	3
Explanatory Statement (explaining the proposed resolutions)	6

TIME AND PLACE OF MEETING AND HOW TO VOTE

VENUE

The Extraordinary General Meeting of the shareholders of Cellmid Limited ACN 111 304 119 (**Company**) to which this Notice of Meeting relates will be held at BDO Offices, Level 11, 1 Margaret Street, Sydney, 2000 at 11.00am (Sydney time) on Wednesday 9 September 2015 (**Extraordinary General Meeting**).

YOUR VOTE IS IMPORTANT

The business of the Extraordinary General Meeting affects your shareholding and your vote is important.

VOTING IN PERSON

To vote in person, attend the Extraordinary General Meeting on the date and at the place set out above.

VOTING BY PROXY

You have the right to appoint a proxy of your choice. The proxy need not be a shareholder of the Company. If you are entitled to vote two or more votes you may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If you appoint two proxies and the appointment does not specify the proportion or number of your votes, then each proxy may exercise half of the votes.

To vote by proxy, please complete and sign the enclosed proxy form and return to the Company's share registry, by:

- (a) post to Boardroom Pty Limited at GPO Box 3993, Sydney, New South Wales, 2001, Australia; or
- (b) delivery to Boardroom Pty Limited at Level 12, Grosvenor Place, 225 George St Sydney, New South Wales, 2000, Australia; or
- (c) facsimile to Boardroom Pty Limited on facsimile number +61 2 9290 9655,

so that it is received not later than 11.00am (Sydney time) on Monday 7 September 2015.

Proxy forms received later than this time will be invalid.

LETTER FROM THE CHAIRMAN

Dear shareholder

I am pleased to invite you to the Extraordinary General Meeting of the Company which will be held at BDO Offices, Level 11, 1 Margaret Street, Sydney, 2000 on Wednesday 9 September 2015, commencing at 11.00am (Sydney time).

I have enclosed with this Notice of Extraordinary General Meeting your personalised proxy form.

The following pages contain details of the items of business that you have the opportunity to vote on at the Extraordinary General Meeting.

The directors of the Company believe, subject to any required voting exclusions, that all the Resolutions referred to in this Notice of Extraordinary General Meeting are in the best interests of the Company and its shareholders and encourage you to vote in favour of all of the Resolutions.

I look forward to seeing you at the Extraordinary General Meeting on Wednesday, 9 September 2015. If you are unable to attend please ensure that you fill out and return your personalised proxy form to the Company by the required date and time.

Yours sincerely,



David King
Chairman

NOTICE OF EXTRAORDINARY GENERAL MEETING

Notice is given that the Extraordinary General Meeting of shareholders of the Company will be held at BDO Offices, Level 11, 1 Margaret Street, Sydney, 2000 at 11.00am (Sydney time) on Wednesday 9 September 2015.

The Explanatory Statement to this Notice of Meeting provides information on matters to be considered at the Meeting. The Explanatory Statement and the proxy form are part of this Notice of Extraordinary General Meeting.

The directors have determined pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the Extraordinary General Meeting are those who are registered shareholders of the Company at 11.00am (Sydney time) on Monday 7 September 2015.

AGENDA

ORDINARY BUSINESS

RESOLUTION 1 – ELECTION OF DIRECTOR – MR BRUCE GORDON

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

“That Mr Bruce Gordon, who has been appointed by the directors of Cellmid Limited since the last Annual General Meeting, retires as a director, and being eligible, offers himself for election, hereby be elected a director.”

RESOLUTION 2 – ELECTION OF DIRECTOR – DR EDWARD FINTAN WALTON

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

“That Dr Edward Fintan Walton, who has been appointed by the directors of Cellmid Limited since the last Annual General Meeting, retires as a director, and being eligible, offers himself for election, hereby be elected a director.”

SPECIAL BUSINESS

RESOLUTION 3 – 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 for the issue and allotment of 110,000,000 fully paid ordinary shares at \$0.03, as detailed in the Explanatory Statement.”

RESOLUTION 4 – APPROVAL FOR THE 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 7.1 and all other purposes, approval is given for the issue and allotment of 23,333,333 fully paid ordinary shares at \$0.03 per share as detailed in the Explanatory Statement.”

VOTING EXCLUSION STATEMENTS

RESOLUTIONS 3

In accordance with the ASX Listing Rules, the Company will disregard any votes cast on Resolution 3 by a person who has participated in the issue, and an associate of those persons. However, the Company need not disregard a vote on Resolution 3 if:

- (a) it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- (b) it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

RESOLUTIONS 4

In accordance with the ASX Listing Rules, the Company will disregard any votes cast on Resolution 4 by a person who may participate in the proposed issue of securities and any person who might benefit from the issue of securities under this resolution, except a benefit solely in the capacity of a holder of ordinary shares, if the resolution is passed, and an associate of those persons. However, the Company need not disregard a vote on Resolution 4 if:

- (a) it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- (b) it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

GENERALLY

It is the intention of the Chairman to vote eligible undirected proxies in favour of Resolutions 1 to 4.

Those shareholders appointing a proxy who do not want the Chairman to vote for them or do not want the Chairman to vote in accordance with the Chairman's intentions, have the ability to:

- (a) appoint the Chairman as proxy with a direction to cast votes contrary to the Chairman's stated voting intentions by instructing the Chairman to vote 'against' or to 'abstain' from voting on these Resolutions under 'Step 2' of the proxy form; or
- (b) appoint a person other than the Chairman as proxy or attorney with or without a direction to cast votes 'for', 'against' or to 'abstain' from voting on these Resolutions (as the shareholder considers appropriate).

DATED: 7 August 2015

BY ORDER OF THE BOARD



David King
CHAIRMAN

EXPLANATORY STATEMENT

This Explanatory Statement has been prepared for the information of the shareholders of the Company in connection with the business to be conducted at the Extraordinary General Meeting to be held at BDO Offices, Level 11, 1 Margaret Street, Sydney, 2000 on Wednesday 9 September at 11.00am (Sydney time).

The purpose of this Explanatory Statement is to provide information that the directors believe to be material to shareholders in deciding whether or not to pass the Resolutions in this Notice of Extraordinary General Meeting.

RESOLUTION 1 – ELECTION OF DIRECTOR – BRUCE GORDON

Clause 47.1 of the Company's Constitution requires that any director appointed by the Board of Directors since the last annual general meeting, retire and being eligible offer himself up for election at the next annual general meeting. However, Mr Bruce Gordon has agreed to retire at this Extraordinary General Meeting.

The retiring director, Bruce Gordon, is eligible for election and accordingly submits himself for election as a director of the Company.

A seasoned audit partner and corporate finance specialist, Bruce Gordon is an experienced finance professional with a career spanning more than 35 years' advising and providing financial services to private and publicly listed companies as well as subsidiaries of large multinationals.

Formerly lead partner of the BDO Australia National Corporate Finance Team and the BDO East Coast Partnership Corporate Finance Team he presently holds a number of directorships and senior financial consulting positions.

An auditor and corporate adviser to ASX listed companies, Bruce is also experienced in accounting and compliance in overseas capital markets. He is a Fellow of Chartered Accountants Australia and New Zealand, and a Fellow of the Australian Institute of Company Directors.

The board of the Company considers Mr Gordon to be an independent director.

Recommendation

The board of the Company supports the election of Mr Gordon. The directors (Mr Gordon abstaining) strongly recommend that shareholders vote in favour of Resolution 1.

RESOLUTION 2 – ELECTION OF DIRECTOR – DR EDWARD FINTAN WALTON

Clause 47.1 of the Company's Constitution requires that any director appointed by the Board of Directors since the last annual general meeting, retire and being eligible offer himself up for election at the next annual general meeting. However, Dr Edward Fintan Walton has agreed to retire at this Extraordinary General Meeting.

The retiring director, Edward Fintan Walton, is eligible for election and accordingly submits himself for election as a director of the Company.

Dr Edward Fintan Walton is Founder and CEO of PharmaVentures Ltd, a UK based corporate advisory firm with more than 30 professional advisers, assisting pharmaceutical and biotechnology companies worldwide in all aspects of corporate transactions, business brokering, mergers and acquisitions and licensing deals. Since he founded PharmaVentures in 1992, he and his team have advised blue chip clients in North America, Europe and Asia, delivering more than 700 assignments for 180 companies in 38 countries.

Dr Walton has worked with clients including most of the major and mid-sized pharmaceutical and biotechnology companies. His experience extends to industries such as pharmaceuticals, diversified chemicals, diagnostics, medical devices, generic and over-the-counter medicines as well as government agencies. He has transactional experience representing corporates as well as major banks, investment and merchant banks, private equity and venture capital groups.

Educated at Trinity College (Dublin, Ireland), where he obtained his PhD in genetics, Dr Walton has subsequently gained broad commercial experience in biotechnology in management positions at Bass and Celltech plc (1982-1992) prior to founding PharmaVentures.

The board of the Company considers Dr Walton to be an independent director.

Recommendation

The board of the Company supports the election of Dr Walton. The directors (Dr Walton abstaining) strongly recommend that shareholders vote in favour of Resolution 2.

RESOLUTION 3 – RATIFICATION OF PRIOR ISSUE OF ORDINARY SHARES UNDER PLACEMENT

On 30 July 2015, the Company announced that it had secured a private placement of 133,333,333 fully paid ordinary shares to sophisticated and professional investors at \$0.03 per share (**Placement Shares**). The Company has used its capacity under ASX Listing Rule 7.1 to issue 110,000,000 of those Placement Shares.

Under ASX Listing Rule 7.4, shareholders may approve the issue of securities made within the limitation of ASX Listing Rule 7.1. Shareholder ratification of the issues of securities is now sought pursuant to ASX Listing Rule 7.4 to reinstate the Company's capacity to issue up to 15% of its ordinary issued capital, if required, in the next 12 months without shareholder approval.

ASX Listing Rule 7.5 requires the following information to be provided to shareholders:

- (a) the number of shares issued was 110,000,000 ordinary shares at \$0.03 per share;
- (b) the shares were issued to sophisticated and professional investors identified by the Company;
- (c) the shares issued rank equally in all respects with other existing ordinary shares;
- (d) the Company received a total of \$3.3 million from the issue of the Placement Shares. The Company has used and intends to use those funds as working capital to further expand the Company's growth in Australia and internationally; and
- (e) Resolution 3 is subject to a voting exclusion statement (see the Notice of Extraordinary General Meeting).

Recommendation

The directors recommend that shareholders vote in favour of Resolution 3.

RESOLUTION 4 – APPROVAL FOR THE ISSUE OF 23,333,333 ORDINARY SHARES UNDER PLACEMENT

On 30 July 2015, the Company announced that it had secured a private placement of 133,333,333 fully paid ordinary shares to sophisticated and professional investors at \$0.03 (**Placement Shares**). Prior to the date of the Extraordinary General Meeting, 110,000,000 of the Placement Shares have been issued under the Company's existing Listing Rule 7.1 capacity, and are the subject of ratification under Resolution 3 above).

The proposed issue of 23,333,333 of the Placement Shares would exceed the 15% threshold referred to in ASX Listing Rule 7.1 and accordingly shareholder approval is sought for the issue of those Placement Shares.

ASX Listing Rule 7.1 provides that prior approval of the shareholders of the Company is required for an issue of equity securities if the number of securities issued will exceed 15% of the number of securities on issue 12 months before the date of issue aggregated with any securities issued by the Company in the previous 12 months under an exception in ASX Listing Rule 7.2 or issued with shareholder approval.

ASX Listing Rule 7.3 requires the following information to be provided to shareholders:

- (a) the maximum number of shares to be issued is 23,333,333 fully paid ordinary shares;
- (b) the shares will be issued the business day after the date of the General Meeting and it is intended that the allotment will occur on the same date and in any event no later than three months after the Extraordinary General Meeting;
- (c) the issue price will be \$0.03 per share;
- (d) the shares will be issued to sophisticated and professional investors identified by the Company;
- (e) the shares shall rank equally in all respects with other existing ordinary shares;
- (f) the Company intends to use the funds raised towards to put in place plans to further expand the Company's growth both in Australia and internationally; and
- (g) Resolution 4 is subject to a voting exclusion statement (see the Notice of Extraordinary General Meeting).

Recommendation

The directors recommend that shareholders vote in favour of Resolution 4.

Cellmid Limited

ACN 111 304 119

All Correspondence to:

-  **By Mail** Boardroom Pty Limited
GPO Box 3993
Sydney NSW 2001 Australia
-  **By Fax:** +61 2 9290 9655
-  **Online:** www.boardroomlimited.com.au
-  **By Phone:** (within Australia) 1300 737 760
(outside Australia) +61 2 9290 9600

YOUR VOTE IS IMPORTANT

For your vote to be effective it must be recorded **before 11:00am (Sydney time) on Monday 7 September 2015.**

TO VOTE BY COMPLETING THE PROXY FORM

STEP 1 APPOINTMENT OF PROXY

Indicate who you want to appoint as your Proxy.

If you wish to appoint the Chair of the Meeting as your proxy, mark the box. If you wish to appoint someone other than the Chair of the Meeting as your proxy please write the full name of that individual or body corporate. If you leave this section blank, or your named proxy does not attend the meeting, the Chair of the Meeting will be your proxy. A proxy need not be a security holder of the company. Do not write the name of the issuer company or the registered security holder in the space.

Appointment of a Second Proxy

You are entitled to appoint up to two proxies to attend the meeting and vote. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by contacting the company's securities registry or you may copy this form.

To appoint a second proxy you must:

- complete two Proxy Forms. On each Proxy Form state the percentage of your voting rights or the number of securities applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded.
- return both forms together in the same envelope.

STEP 2 VOTING DIRECTIONS TO YOUR PROXY

To direct your proxy how to vote, mark one of the boxes opposite each item of business. All your securities will be voted in accordance with such a direction unless you indicate only a portion of securities are to be voted on any item by inserting the percentage or number that you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on a given item, your proxy may vote as he or she chooses. If you mark more than one box on an item for all your securities your vote on that item will be invalid.

Proxy which is a Body Corporate

Where a body corporate is appointed as your proxy, the representative of that body corporate attending the meeting must have provided an "Appointment of Corporate Representative" prior to admission. An Appointment of Corporate Representative form can be obtained from the company's securities registry.

STEP 3 SIGN THE FORM

The form **must** be signed as follows:

Individual: This form is to be signed by the security holder.

Joint Holding: where the holding is in more than one name, all the securityholders should sign.

Power of Attorney: to sign under a Power of Attorney, you must have already lodged it with the registry. Alternatively, attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: this form must be signed by a Director jointly with either another Director or a Company Secretary. Where the company has a Sole Director who is also the Sole Company Secretary, this form should be signed by that person. **Please indicate the office held by signing in the appropriate place.**

STEP 4 LODGEMENT

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below not later than **11:00am (Sydney time) on Monday 7 September 2015** (being 48 hours before the commencement of the meeting at 11:00am on Wednesday 9 September 2015). Any Proxy Form received after that time will not be valid for the scheduled meeting.

Proxy forms may be lodged using the enclosed Reply Paid Envelope or:

-  **By Fax** + 61 2 9290 9655
-  **By Mail** Boardroom Pty Limited
GPO Box 3993,
Sydney NSW 2001 Australia
-  **In Person** Level 12, 225 George Street,
Sydney NSW 2000 Australia

Attending the Meeting

If you wish to attend the meeting please bring this form with you to assist registration.

Your Address

This is your address as it appears on the company's share register. If this is incorrect, please mark the box with an "X" and make the correction in the space to the left. Securityholders sponsored by a broker should advise their broker of any changes. **Please note, you cannot change ownership of your securities using this form.**

PROXY FORM

STEP 1 APPOINT A PROXY

I/We being a member/s of **Cellmid Limited** (Company) and entitled to attend and vote hereby appoint:

the **Chair of the Meeting (mark box)**

OR if you are **NOT** appointing the Chair of the Meeting as your proxy, please write the name of the person or body corporate (excluding the registered shareholder) you are appointing as your proxy below

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chair of the Meeting as my/our proxy at the **Extraordinary General Meeting of the Company to be held at BDO Offices, Level 11, 1 Margaret Street, Sydney NSW 2000 on Wednesday 9 September 2015, commencing at 11:00am (Sydney time)** and at any adjournment of that meeting, to act on my/our behalf and to vote in accordance with the following directions or if no directions have been given, as the proxy sees fit.

At the date of this notice of Extraordinary General Meeting, the Chair of the Meeting intends to vote undirected proxies in favour of each of the items of business. In exceptional circumstances, the Chair of the Meeting's intentions with respect to voting undirected proxies may change. If you wish to appoint the Chair of the Meeting as your proxy with a direction to vote against, or to abstain from voting on an item, you must provide a direction by marking the 'Against' or 'Abstain' box opposite that resolution.

STEP 2 VOTING DIRECTIONS
 * If you mark the Abstain box for a particular item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your vote will not be counted in calculating the required majority if a poll is called.

		For	Against	Abstain*
Resolution 1	Election of Director – Mr Bruce Gordon	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Election of Director – Dr Edward Fintan Walton	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Ratification of the issue of 110,000,000 Ordinary Shares under placement	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Approval for the issue of 23,333,333 Ordinary Shares under placement	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

STEP 3 SIGNATURE OF SHAREHOLDERS
 This form must be signed to enable your directions to be implemented.

Individual or Securityholder 1 <input style="width: 100%; height: 30px;" type="text"/>	Securityholder 2 <input style="width: 100%; height: 30px;" type="text"/>	Securityholder 3 <input style="width: 100%; height: 30px;" type="text"/>
---	---	---

Sole Director and Sole Company Secretary

Director

Director / Company Secretary

Contact Name.....

Contact Daytime Telephone.....

Date / / 2015