

ASX ANNOUNCEMENT

Form 604 – Cell Signals Inc.,

SYDNEY, Monday, 20 February 2012: Cellmid Limited (ASX: CDY) provides information to the market as follows:

- Form 604 submitted by Cell Signals Inc.,

Cell Signals Inc. is a Japanese company and the original owner of the midkine technology having conducted extensive research and development of the portfolio between 2001 and 2008. It became the largest shareholder of Cellmid Limited in 2008, after Cellmid acquired the midkine assets. Following the acquisition Cell Signal has ceased operations.

Cell Signals was originally issued 35,000,000 shares as part of the acquisition. Since 2009 Cell Signals advised the Company that it has sold a total of 6,000,000 shares as follows:

31 Aug 2009:	2,000,000 shares sold to satisfy tax obligations
10 Nov 2010:	1,000,000 shares sold to satisfy corporate debt obligations
28 Dec 2012–24 Jan 2012:	3,000,000 shares sold to extinguish corporate debt

End

Contact:

Maria Halasz, CEO

T +612 9299 0311

Cellmid Limited (ASX: CDY)

Cellmid is an Australian biotechnology company developing innovative novel therapies and diagnostic tests for inflammatory diseases, heart attack 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 clinical development program is for the treatment of acute myocardial infarction (AMI) utilising the midkine protein. Cellmid is also developing anti-midkine antibodies for the treatment of inflammatory and autoimmune disorders. 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. Cellmid's first product, the MK-ELISA, is a blood test that sensitively and accurately measures serum midkine levels.

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.

Form 604

Corporations Act 2001
Section 671B

Notice of change of interests of substantial holder

To Company Name/Scheme CELLMID LIMITED

ACN/ARSN 111 304 119

1. Details of substantial holder(1)

Name CELL SIGNALS INC

ACN/ARSN (if applicable) _____

There was a change in the interests of the substantial holder on 24/01/2012

The previous notice was given to the company on 30/07/2009

The previous notice was dated 07/07/2009

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	35,000,000	16.46%	29,000,000	6.80%

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 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
31/8/2009	Cell Signals Inc	Sale of shares		2,000,000	2,000,000
10/11/2010	Cell Signals Inc	Sale of shares		1,000,000	1,000,000
28/12/2011	Cell Signals Inc	Sale of shares		1,500,000	1,500,000
23/01/2012	Cell Signals Inc	Sale of shares		1,363,388	1,363,388
24/01/2012	Cell Signals Inc	Sale of shares		136,612	136,612

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
Cell Signals Inc	Cell Signals Inc	Cell Signals Inc	Direct	29,000,000	29,000,000

5. Changes in association

The persons who have become associates (2) of, ceased to be associates of, or have changed the nature of their association (9) with, the substantial holder in relation to voting interests in the company or scheme are as follows:

Name and ACN/ARSN (if applicable)	Nature of association
N/A	

6. Addresses

The addresses of persons named in this form are:

Name	Address
Cell Signals Inc	3-29-18 Youkoudai Isogoku YOKOHAMA 235-0045 JAPAN

Signature

print name **SADATOSHI SAKUMA**

capacity *Director*

sign here



date 03/01/2012

DIRECTIONS

- (1) If there are a number of substantial holders with similar or related relevant interests (eg. a corporation and its related corporations, or the manager and trustee of an equity trust), the names could be included in an annexure to the form. If the relevant interests of a group of persons are essentially similar, they may be referred to throughout the form as a specifically named group if the membership of each group, with the names and addresses of members is clearly set out in paragraph 6 of the form.
- (2) See the definition of "associate" in section 9 of the Corporations Act 2001.
- (3) See the definition of "relevant interest" in sections 608 and 671B(7) of the Corporations Act 2001.
- (4) The voting shares of a company constitute one class unless divided into separate classes.
- (5) The person's votes divided by the total votes in the body corporate or scheme multiplied by 100.
- (6) Include details of:
 - (a) any relevant agreement or other circumstances because of which the change in relevant interest occurred. If subsection 671B(4) applies, a copy of any document setting out the terms of any relevant agreement, and a statement by the person giving full and accurate details of any contract, scheme or arrangement, must accompany this form, together with a written statement certifying this contract, scheme or arrangement; and
 - (b) any qualification of the power of a person to exercise, control the exercise of, or influence the exercise of, the voting powers or disposal of the securities to which the relevant interest relates (indicating clearly the particular securities to which the qualification applies).See the definition of "relevant agreement" in section 9 of the Corporations Act 2001.
- (7) Details of the consideration must include any and all benefits, money and other, that any person from whom a relevant interest was acquired has, or may, become entitled to receive in relation to that acquisition. Details must be included even if the benefit is conditional on the happening or not of a contingency. Details must be included of any benefit paid on behalf of the substantial holder or its associate in relation to the acquisitions, even if they are not paid directly to the person from whom the relevant interest was acquired.
- (8) If the substantial holder is unable to determine the identify of the person (eg. if the relevant interest arises because of an option) write "unknown".
- (9) Give details, if appropriate, of the present association and any change in that association since the last substantial holding notice.