



25 November 2011

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

## COMPANY ANNOUNCEMENTS

### Cellmid Limited – CDY Results of the Annual General Meeting of Members – 25 November 2011

We advise that:

a) The following resolutions were passed without resort to a poll at the Annual General Meeting of Cellmid Limited on Friday 25 November 2011.

#### 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 2011 be adopted.”

##### RESOLUTION 2 – RE-ELECTION OF DIRECTOR – ROBIN BEAUMONT

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

“That Mr Robin Beaumont, who retires in accordance with clause 47 of the Constitution and being eligible, offers himself for re-election, be re-elected a Director.”

#### Special Business:

##### RESOLUTION 3 – APPROVAL OF ISSUE OF OPTIONS TO SATISFY DIRECTOR’S FEES – ROBIN BEAUMONT

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 3,971,962 options over ordinary shares in the capital of the Company to Mr Robin Beaumont (a director of the Company) in satisfaction of directors fees of \$42,499 due and payable to him, be and is approved.”

#### RESOLUTION 4 – APPROVAL OF AMENDMENT OF THE CONSTITUTION OF THE COMPANY (CONVERTIBLE PREFERENCE SHARES)

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

“That the Company's constitution be amended by:

- (i) deleting the existing clause 5 and adding a new clause 5 together with a new Schedule 1 immediately after existing clause 104 on the terms tabled at the meeting, marked with the letter "A" and initialled by the Chairman of the meeting for the purpose of identification;
- (ii) deleting the words 'but only out of profits' from clause 69.1 and the words 'out of profits' from clause 80(a)(1); and
- (iii) replacing all references to 'Medical Therapies Limited' with a reference to 'Cellmid Limited',

such amendments to take effect from the close of the meeting or last adjournment of the meeting at which this resolution is passed.”

#### RESOLUTION 5 – APPROVAL FOR RAISING UP TO \$3 MILLION BY THE ISSUING OF ORDINARY SHARES WITHIN THREE MONTHS OF THE DATE OF APPROVAL

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

“That for the purpose of Listing Rule 7.1 and all other purposes, approval is given for the Company to raise up to \$3 million by the issue of ordinary shares at a price not lower than a 15% discount to the average market price of the Company's ordinary shares over the last five (5) days on which sales were recorded before the issue is made (in accordance with ASX Listing Rule 7.3.3), within three months from the date of approval. Related parties will be excluded from participation in an offer the subject of this Resolution 5.”

#### RESOLUTION 6 – ADOPTION OF THE EMPLOYEE INCENTIVE PLAN

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

“That the Cellmid Employee Incentive Plan (**Plan**) tabled at the meeting and marked with the letter "B" and initialled by the Chairman of the meeting for the purpose of identification, be approved and adopted by the Company and that approval be given in accordance with Listing Rule 7.2 Exception 9(b) for the issue of securities from time to time under the Plan as an exception to the rule in Listing Rule 7.1.”

b) 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 2011	3,444,266	73,094,184	187,000	100,000
Resolution 2 Re-elect Robin Beaumont as a director	3,444,266	73,229,184	0	152,000
Resolution 3 Approve issue of options to Robin Beaumont in lieu of director fees	3,444,266	73,242,184	107,000	32,000

	<b>Discretion</b>	<b>For</b>	<b>Against</b>	<b>Abstain</b>
Resolution 4 Approve amendment of Constitution	3,444,266	73,251,534	109,650	20,000
Resolution 5 Approve issue of ordinary shares to raise up \$3,000,000	3,444,266	73,249,184	130,000	2,000
Resolution 6 Adopt the Employee Incentive Plan	3,444,266	57,830,515	307,000	15,243,669

Yours Sincerely  
**Cellmid Limited**



Nicholas Falzon  
Company Secretary

#### **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.