

28 May 2012

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

**COMPANY ANNOUNCEMENTS**

**Cellmid Limited – CDY  
Results of the Extraordinary General Meeting of Members – 28 May 2012**

We advise that:

a) The following resolutions were passed without resort to a poll at the Extraordinary General Meeting of Cellmid Limited on Monday 28 May 2012.

**Ordinary Business:**

**RESOLUTION 1 – APPROVAL OF ISSUE OF 62,388,628 ORDINARY SHARES**

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

“That for the purposes of Listing Rule 7.4 and all other purposes, approval is given to the issue and allotment of 62,388,628 fully paid ordinary shares as detailed in the Explanatory Statement.”

**RESOLUTION 2 – APPROVAL OF ISSUE OF 73,450,019 NEW ORDINARY SHARES**

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

“That for the purposes of Listing Rule 7.1 and all other purposes, approval is given to the issue and allotment of 73,450,019 fully paid ordinary Shares as detailed in the Explanatory Statement.”

**RESOLUTION 3 – APPROVAL TO RAISE UP TO \$5 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 \$5 million by the issue and allotment of ordinary shares at a price not lower than a 20% 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 4 – APPROVAL OF ISSUE OF OPTIONS TO MARIA HALASZ, THE MANAGING DIRECTOR OF THE COMPANY, PURSUANT TO THE EMPLOYMENT AGREEMENT BETWEEN THE COMPANY AND MARIA HALASZ**

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 5,000,000 options over ordinary shares in the capital of the Company to Ms Maria Halasz due to her pursuant to the terms of her employment, and to be issued under the Company’s Employee Option Plan, be approved.

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

	<b>Discretion</b>	<b>For</b>	<b>Against</b>	<b>Abstain</b>
Resolution 1 Approval of issue of 62,388,628 ordinary shares	1,325,920	116,037,480	499,988	10,000
Resolution 2 Approval of issue of 73,450,019 new ordinary shares	1,325,920	115,977,480	559,988	10,000
Resolution 3 Approval to raise up to \$5 million by the issuing of ordinary shares within three months of the date of approval	1,325,920	115,697,838	827,130	22,500
Resolution 4 Approval of issue of options to Maria Halasz, the managing director of the company, pursuant to the employment agreement between the company and Maria Halasz	1,325,920	113,199,730	599,988	2,747,750

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.