



Genepharma Australasia Limited
ACN 107 340 367

Notice of Meeting

NOTICE IS GIVEN that a General Meeting of Shareholders of Genepharma will be held at

9.00am on 18 June 2008, at

The Westin Melbourne Hotel,
Westin Room 4,
Level 1, 205 Collins Street,
Melbourne 3000

ORDINARY BUSINESS

Resolution 1: Approval of the Transaction

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

"That for the purposes of item 7 of section 611 of the Corporations Act and Listing Rule 10.1,

- (a) *the acquisition by Strides of a relevant interest in the New Shares under the Share Purchase Agreement, which will result in Strides' voting power in Genepharma increasing from 20% or below to more than 20%; and*
- (b) *the acquisition by Genepharma of the Strides Regional Businesses under the Share Purchase Agreement,*

be and are hereby approved."

SPECIAL BUSINESS

Resolution 2: Change of Company Name

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

"That for the purposes of section 157(1) of the Corporations Act, and for all other purposes, the Company adopt 'Ascent Pharmahealth Ltd' as the name of the Company."

By Order of the Board

A handwritten signature in black ink, appearing to read "Jo-Anne Dal Santo".

Jo-Anne Dal Santo
Company Secretary

16 May 2008

Voting Exclusion Statement

Resolution 1

Pursuant to item 7 of section 611 of the Corporations Act, no votes may be cast in favour of this resolution by:

- (a) the person proposing to make the acquisition and their associates; or
- (b) the persons (if any) from whom the acquisition is to be made and their associates.

Accordingly, no votes cast by Strides or its associates will be counted in favour of this resolution.

Pursuant to Listing Rule 14.11, Genepharm will disregard any votes cast on this resolution by:

- (a) a party to the Transaction; and
- (b) an associate of a party to the Transaction.

Accordingly, Genepharm will disregard any votes cast on this resolution by Strides and its associates, which in this context includes GAPE and its associates.

Resolution 2

No Shareholders are excluded from voting on this special resolution.

Exceptions

Notwithstanding the voting exclusion statement set out above, Genepharm need not disregard a vote cast on the Resolutions if:

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

Material accompanying this Notice

1. Explanatory Memorandum dated 16 May 2008;
2. Independent Expert's Report dated 24 April 2008 prepared by KPMG Corporate Finance (Aust) Pty Ltd, a copy of which is included at Annexure A to the Explanatory Memorandum; and
3. Proxy Form.
 - (a) Terms used in this Notice of Meeting have, unless otherwise defined, the same meanings set out in the Glossary of Terms in the Explanatory Memorandum.
 - (b) Genepharm has determined that, subject to the voting exclusion statements set out in this Notice of Meeting, each person whose name appears on Genepharm's share register at the Effective Time will be entitled to vote at the General Meeting.

- (c) All Shareholders as at the Effective Time entitled to attend and vote at the General Meeting may appoint a proxy for that purpose. A proxy need not be a Shareholder of Genepharm.
- (d) The proxy form sent to you with this Notice of Meeting should be used for the General Meeting.
- (e) If you are entitled to cast two or more votes at the General Meeting, you may appoint two proxies and you may specify the proportion or number of votes that each proxy is entitled to exercise. If you **do not** specify the proportion or number of votes each proxy may exercise, then each proxy will be entitled to exercise half of the votes. An additional proxy form will be supplied by Genepharm on request. If you appoint two proxies and they specify different ways to vote on any of the Resolutions, neither may vote on a show of hands if both proxies are present at the General Meeting.
- (f) If you wish to appoint a proxy, you should read the instructions on the enclosed proxy form carefully and then complete and return it to Genepharm by the due date and time set out in paragraph (i) below.
- (g) Any Shareholder may, by power of attorney, appoint an attorney to act on that Shareholder's behalf. The power of attorney, or a certified copy of the power of attorney, must be received by Genepharm by the due date and time set out in paragraph (i) below.
- (h) Any corporation which is a Shareholder of Genepharm, or any corporation which is appointed as proxy for a Shareholder, may appoint a representative to act on its behalf. Proxies given by corporations must be executed in accordance with the Corporations Act. Appointments of representatives must be received by Genepharm as set out in paragraph (i) below at any time before the time of the General Meeting, or adjourned meeting, or handed in at the General Meeting.
- (i) In order to be valid, the form appointing a proxy and the power of attorney or other authority (if any) under which it is signed (or a certified copy thereof), must be, **at least 24 hours prior to the General Meeting** received:
 - (i) at the address of Genepharm's share registry, Computershare:

Computershare Investor Services Pty Ltd
GPO Box 242
Melbourne VIC 3001; or
 - (ii) by fax to Computershare at facsimile number (03) 9473 2555 (if you are in Australia) or +61 3 9473 2555 (if you are outside Australia).
- (j) Chapter 2C of the Corporations Act requires information about you (including your name, address and details of the Shares you hold) to be included in Genepharm's register of members. The information must continue to be included in Genepharm's register of members if you cease to be a Shareholder. Information is collected to administer your shareholding and if some or all of the information is not collected then it might not be possible to administer your shareholding. Genepharm may disclose this information for purposes related to your shareholding, including in circumstances permitted under Chapter 2C of the Corporations Act. You can obtain access to your personal information in Genepharm's register of members in accordance with Chapter 2C of the Corporations Act.