
**CYGENICS LTD
SHARE TRADING POLICY FOR EMPLOYEES
AND DIRECTORS
AS AT 31 JULY 2004**

SHARE TRADING POLICY

1 INTRODUCTION

- 1.1 The Cygenics Limited ("the Company") Share Trading Policy regulates dealings by the Company's directors, officers and employees in shares, options and other securities issued by the Company.

2 PURPOSE

- 2.1 The purpose of this policy is to ensure that the Company's directors, officers, consultants, members of senior management and other employees are aware of the legal restrictions on trading shares, option or other securities while such a person is in possession of unpublished price-sensitive information concerning the Company.
- 2.2 Additionally, the policy is intended to minimise the chance that misunderstandings or suspicions arise that the Company's directors, officers, consultants, members of senior management and other employees are trading while in possession of unpublished price-sensitive information.
- 2.3 The policy recognises it is illegal for a person to trade in the Company's securities when he or she possesses unpublished price-sensitive information concerning the Company. This is regardless of whether the terms of this policy have been complied with.

3 RESTRICTIONS ON TRADING

- 3.1 Consistent with the legal prohibitions on insider trading, all of the Company's directors, officers, consultants, members of senior management and other employees are prohibited from trading in the Company's shares, options or other securities while in possession of unpublished price-sensitive information concerning the Company.
- 3.2 The Company's price-sensitive information is information which a reasonable person would expect to have a material effect on the price or value of securities in the Company.
- 3.3 For the purpose of this policy, the Company's directors, officers, consultants, members of senior management and other employees are likely to be in possession of price-sensitive information by virtue of their position.

- 3.4 Directors, officers, consultants, members of senior management and other employees are prohibited from trading in the Company's shares in the following circumstances:
- (a) if in possession of price-sensitive information;
 - (b) in the period two weeks before and one day after the Company makes half-yearly results announcements;
 - (c) in the period one month before and the one day after the Company releases its preliminary final results;
 - (d) trading for a short term gain.
- 3.5 Notice of the commencement and closure of the non trading periods will be sent by the CFO by email to officers, consultants, members of senior management and other employees and by email and/or facsimile to directors. Where a part does not have email access it is the CFO's responsibility to inform that party.
- 3.6 Directors, officers, consultants, members of senior management and other employees are prohibited from dealing in the securities of outside companies about which they may gain price-sensitive information by virtue of their position with the Company.
- 3.7 In addition, the Company requires that:
- (a) Directors must complete and forward a Request to Deal in CyGenics Shares (annexure A") to the Chairman and obtain approval from the Chairman of a proposed trade in the Company's shares, options or other securities to any trade and confirm they are not in possession of any unpublished price-sensitive information;
 - (b) Officers, consultants members of senior management and other employees must complete and forward a Request to Deal in Cygenics Shares to the Chief Executive Officer, of a proposed trade in the Company's shares, options or other securities, prior to any trade and confirm they are not in possession of any unpublished price-sensitive information.
- 3.8 The above restrictions on trading do not restrict participation in the Company's employee share and option plans or the long term incentive plan in accordance with the Rules of the relevant Plan and the terms of any offer, but apply in respect of the trading of the Company's shares, options or other securities to which participants become entitled under those plans.
- 3.9 Directors, officers, consultants and members of senior management are required to notify the Company Secretary in writing of any dealings in the Company's shares, options or other securities within three business days of the trading.

- 3.10 Directors, officers, consultants, members of senior management and other employees should not directly communicate price-sensitive information or cause that information to be communicated to another person if they know or should know that the other person would be likely to buy or sell the Company's shares, options or other securities or to communicate information to another party.

4 INSIDER TRADING

- 4.1 The requirements imposed by this policy are separate from and additional to the legal prohibitions in the Corporations Act on insider trading.

“ANNEXURE A”

REQUEST TO DEAL IN CYGENICS LTD SHARES

Name of Employee/Director	
Description of Shares (ie number of shares)	
Sale (S) Purchase (P)	
Proposed Date of Transaction	

I confirm that:

- 1.1 I am not in possession of any unpublished information which, if generally available, might materially affect the price or value of Cygenics shares; and
- 1.2 The transaction in Cygenics shares described above does not contravene the rules of Cygenics concerning dealings in Cygenics Shares.

I acknowledge that the signing of this form is valid for 2 weeks unless otherwise specified.

Signed:

Dated:

The completed form is to be sent to the Chairman in the case of directors and the CEO in the case of Officers, consultants members of senior management and other employees.