



**SONIC
HEALTHCARE
LIMITED**

To:	Company Announcements	Company:	Australian Stock Exchange
Fax:	1300 300 021	Pages:	18
From:	Paul Alexander	Date:	1 November, 2002
Re:	Spin-out of Shares in SciGen Ltd		

Facsimile +612 9878 5066 Telephone +612 98 555 404

Investigating Accountant's Report referred to in today's announcement.

AUSTRALIAN STOCK EXCHANGE



SHL000105

The contents of this facsimile transmission are confidential and may be protected by professional privilege. The contents are intended only for the named recipient of this facsimile. If the reader of this facsimile is not the intended recipient, you are hereby notified that any use, reproduction, disclosure or distribution of the information contained in the facsimile is prohibited. If you have received this message in error please notify us immediately and return the original.



The Directors
SciGen Limited
14 Science Park Drive
#4 - 01A
Maxwell
Singapore 118226

PricewaterhouseCoopers
Securities Ltd
ACN 003 311 617
ABN 54 003 311 617
Holder of dealer's licence No 11203

Darling Park Tower 2
201 Sussex Street
GPO BOX 2650
SYDNEY NSW 1171
DX 77 Sydney
Australia
www.pwcglobal.com/au
Telephone +61 2 8266 0000
Facsimile +61 2 8266 9999

27 September 2002

Dear Sirs

Investigating Accountant's Report on Historical Financial Information

We have prepared this report, for inclusion in an Information Memorandum ("IM") to be dated on or about 27 September 2002 relating to the Spin-out Proposal for SciGen Limited, a company incorporated in Singapore (the "Company").

Expressions defined in the IM have the same meaning in this report.

Background

SciGen Pte Ltd was incorporated in Singapore as Choicevest International Pte Ltd on 25 November 1998. On 1 March 1999, Choicevest International Pte Ltd purchased the business of research, development, manufacture, market, sale and distribution of bio-technology derived therapeutic products and vaccines (the SciGen business) from SciTech Genetics Pte Limited. The purchase of the SciGen business was primarily funded through the issue of shares to SciTech. On this same date, Sonic also purchased an interest in SciGen Pte Ltd. On 6 March 1999, Choicevest International Pte Ltd changed its name to SciGen Pte Ltd. Between March 1999 and August 2000, Sonic acquired a majority interest in SciGen Pte Ltd through subsequent share issues. On 11 September 2002, SciGen Pte Ltd converted to a public company, SciGen Limited.

General information on the SciGen business is contained in Section 5 of the IM.

**Scope**

You have requested PricewaterhouseCoopers Securities Ltd to prepare an Investigating Accountant's Report (the Report) covering the following information:

- (a) the adjusted historical consolidated statement of financial performance of the Company and its controlled entities for the years ended 30 June 2000, 30 June 2001 and the ten month period ended 30 April 2002;
- (b) the historical consolidated statement of financial position of the Company and its controlled entities as at 30 April 2002;
- (c) the unaudited pro forma consolidated statement of financial position for the Company and its controlled entities at 30 April 2002 which assumes completion of the contemplated transactions detailed in Appendix 2 of this report had they occurred on 30 April 2002,

together referred to as the Historical Financial Information.

This Report has been prepared for inclusion in the IM. We disclaim any assumption of responsibility for any reliance on this Report or on the Historical Financial Information to which it relates for any purposes other than for which it was prepared.

Scope of review of Historical Financial Information

The Historical Financial Information set out in Appendix 1 has been extracted from the audited accounts of the Company and its controlled entities, and incorporates such adjustments as the Directors considered necessary to reflect the operations of the Company and its controlled entities going forward. The Directors are responsible for the preparation of the Historical Financial Information, including determination of the adjustments.

We have conducted our review of the historical financial information in accordance with Auditing Standard AUS902 "Review of Financial Reports". We made such inquiries and performed such procedures as we, in our professional judgement, considered reasonable in the circumstances including:

- an analytical review of the adjusted consolidated statement of financial performance of the Company and its controlled entities for the relevant historical periods,
- a review of the consolidated statement of financial position of the Company and its controlled entities as at 30 April 2002;
- a review of the unaudited consolidated pro forma statement of financial position of the Company and its controlled entities at 30 April 2002;
- a review of the assumptions used to compile the pro forma statement of financial position at 30 April 2002;
- a comparison of consistency in application of accounting policies prescribed in applicable Accounting Standards and other accounting policies;
- a review of work papers, accounting records and other documents, and

PRICEWATERHOUSECOOPERS

- an inquiry of directors, management and others.

These review procedures were substantially less in scope than an audit examination conducted in accordance with Australian Auditing Standards, the purpose of which is the expression of an opinion on financial statements taken as a whole. Accordingly, we do not express such an opinion.

Review statement on historical information

Based on our review, which is not an audit, nothing has come to our attention which causes us to believe that:

- the pro forma statement of financial position has not been properly prepared on the basis of the pro forma transactions
- the pro forma transactions do not form a reasonable basis for the pro forma financial information
- the Historical Financial Information, as set out in Appendix 1 does not present fairly:
 - (a) the adjusted historical consolidated statement of financial performance of the Company and its controlled entities for the years ended 30 June 2000, 30 June 2001 and the ten month period ended 30 April 2002;
 - (b) the historical consolidated and pro forma statement of financial position of the Company and its controlled entities as at 30 April 2002;

in accordance with the recognition and measurement principles prescribed in Accounting Standards and other mandatory professional reporting requirements in Australia, and accounting policies adopted by the Company disclosed in Appendix 1.

Subsequent events

Apart from the matters dealt with in this report, and having regard to the scope of our report, to the best of our knowledge and belief no material transactions or events outside the ordinary business of the Company and its controlled entities have come to our attention that would require comment on, or adjustment to, the information referred to in our report or that would cause such information to be misleading or deceptive.

Yours faithfully



DS Wiadrowski
Authorised Representative of
PricewaterhouseCoopers Securities Ltd



Appendix 1

SciGen Pte Limited and its controlled entities Historical Financial Information

Statements of Financial Performance

	Notes	10 months to 30 April 2002 A\$	12 months to 30 June 2001 A\$	12 months to 30 June 2000 A\$
Adjusted revenue from ordinary activities	3	1,038,219	790,513	593,998
Adjusted changes in inventories (Appendix 3)		109,440	(99,456)	102,835
Adjusted purchases (Appendix 3)		(384,003)	(139,134)	(207,059)
Employee benefit expense		(1,066,293)	(1,406,422)	(1,052,889)
Depreciation and amortisation expenses	4	(122,322)	(133,798)	(117,434)
Borrowing cost expense		(254,330)	-	(1,284)
Other expenses from ordinary activities		(3,058,854)	(3,765,937)	(1,912,536)
Adjusted loss from ordinary activities before income tax expense		(3,738,143)	(4,754,234)	(2,794,369)
Income tax expense	5	-	-	-
Pro forma adjustment for legal expenses (Appendix 2)		(185,000)	-	-
Adjusted / pro forma net loss attributable to members of SciGen Limited		(3,923,143)	(4,754,234)	(2,794,369)

The above represents the actual results of SciGen Limited and its controlled entities after the pro forma and adjustment entries detailed in Appendix 2 and Appendix 3, respectively of this report.

The above statements of financial performance should be read in conjunction with the accompanying notes.

PRICEWATERHOUSECOOPERS

Statements of Financial Position

	Notes	Actual 30 April 2002 A\$	Adjustments	Pro forma 30 April 2002 A\$
Current assets				
Cash	6	286,801	24,270,910	24,557,711
Receivables	7	320,242		320,242
Inventories	8	162,817		162,817
Other	9	235,207		235,207
Total current assets		<u>1,005,067</u>	<u>24,270,910</u>	<u>25,275,977</u>
Non-current assets				
Property, plant and equipment	10	157,438		157,438
Intangibles	11	21,859,089		21,859,089
Total non-current assets		<u>22,016,527</u>		<u>22,016,527</u>
Total assets		<u>23,021,594</u>	<u>24,270,910</u>	<u>47,292,504</u>
Current liabilities				
Payables	12	2,070,523		2,070,523
Interest bearing liabilities	13	4,849,586	(4,844,090)	5,496
Total current liabilities		<u>6,920,109</u>	<u>(4,844,090)</u>	<u>2,076,019</u>
Non-current liabilities				
Payables	14	3,734,810		3,734,810
Interest bearing liabilities	15	15,769		15,769
Total non-current liabilities		<u>3,750,579</u>		<u>3,750,579</u>
Total liabilities		<u>10,670,688</u>	<u>(4,844,090)</u>	<u>5,826,598</u>
Net assets		<u>12,350,906</u>	<u>29,115,000</u>	<u>41,465,906</u>
Equity				
Contributed equity	16	24,365,033	29,300,000	53,665,033
Accumulated losses / difference on translation		(12,014,127)	(185,000)	(12,199,127)
Total equity		<u>12,350,906</u>	<u>29,115,000</u>	<u>41,465,906</u>

The above statements of financial position should be read in conjunction with the accompanying notes.



SciGen Pte Limited and its controlled entities

Notes to and forming part of the Historical Financial Information

The presentation of the Historical Financial Information including the pro forma statement of financial position is the responsibility of the Directors.

Note 1 Basis of Preparation of Pro forma Statement of Financial Position

The pro forma consolidated statement of financial position has been prepared on the basis of the actual statement of financial position as at 30 April 2002 adjusted for the shares issued as a result of the Spin-Out Proposal, the receipt of proceeds and estimated costs associated with the transaction. Further details of these transactions are set out in Appendix 2 to this report.

Note 2 Summary of Significant Accounting Policies

The principal accounting policies are stated to assist in the general understanding of the financial information presented in this report.

The financial information has been prepared in accordance with accounting policies prescribed in Australian Accounting Standards and other mandatory professional reporting requirements. It is prepared in accordance with the historical cost convention.

(a) Principles of consolidation

The consolidated financial statements incorporate the assets and liabilities of all entities controlled by SciGen Limited ("company" or "parent entity") as at 30 April 2002 and the results of all controlled entities for the period then ended. SciGen Limited and its controlled entities together are referred to in the financial statements as the consolidated entity. The effects of all transactions between entities in the consolidated entity are eliminated in full.

(b) Income tax

Tax effect accounting procedures are followed whereby the income tax expense in the statement of financial performance is matched with the accounting profit after allowing for permanent differences. The future tax benefit relating to tax losses is not carried forward as an asset unless the benefit is virtually certain of realisation. Income tax on cumulative timing differences is set aside to the deferred income tax or the future income tax benefit accounts at the rates which are expected to apply when those timing differences reverse.

(c) Foreign currency translation

(i) Transactions

Foreign currency transactions are initially translated into local currency at the rate of exchange at the date of the transaction. At balance date amounts payable and receivable in foreign currencies are translated to local currency at rates of exchange current at that date. Resulting exchange differences are brought to account in determining the profit or loss for the period.



Note 2 Summary of Significant Accounting Policies (continued)

(iii) *Translation of local financial statements to Australian currency*

The financial statements of the consolidated entity have been translated for the purposes of presenting financial information from local currency, being Singapore dollars to Australian dollars. The financial statements have been translated using the average rate for the financial period for the purposes of the statements of financial performance and at the year end rate for the statement of financial position.

The exchange rates used were as follows:

	A\$1 = S\$
Average rate for the year ended 30 June 2000	1.074
Average rate for the year ended 30 June 2001	0.954
Average rate for the ten months ended 30 April 2002	0.931
Year end rate as at 30 April 2002	0.972

(d) **Acquisitions of assets**

The purchase method of accounting is used for all acquisitions of assets regardless of whether equity instruments or other assets are acquired. Cost is measured as the fair value of the assets given up, shares issued or liabilities undertaken at the date of acquisition plus incidental costs directly attributable to the acquisition. Where equity instruments are issued in an acquisition, the value of the instruments is their market price as at the acquisition date, unless the notional price at which they could be placed in the market is a better indicator of fair value. Transaction costs arising on the issue of equity instruments are recognised directly in equity.

(e) **Revenue recognition**

(i) *Operating Revenue*

A sale is recorded when goods have been despatched to a customer pursuant to a sales order and the associated risks have passed to the distributor or customer.

(ii) *Interest revenue*

Interest revenue is recognised in the period in which the interest accrues and is received or is receivable.

(f) **Receivables**

All trade debtors are recognised at the amounts receivable as they are due for settlement no more than 30 days from the date of recognition.

Collectibility of trade debtors is reviewed on an ongoing basis. Debts which are known to be uncollectible are written off. A provision for doubtful debts is raised when some doubt as to collection exists.

(g) **Inventories**

Inventories comprising finished goods are stated at the lower of cost and net realisable value. Direct material costs are assigned to individual items of stock on a first in first out basis.

Note 2 Summary of Significant Accounting Policies (continued)
(h) Recoverable amount of non-current assets

The recoverable amount of an asset is the net amount expected to be recovered through the net cash inflows arising from its continued use and subsequent disposal.

Where the carrying amount of a non-current asset is greater than its recoverable amount the asset is revalued to its recoverable amount (as an expense in the statement of financial performance).

Where net cash inflows are derived from a group of assets working together, recoverable amount is determined on the basis of the relevant group of assets. The expected net cash flows included in determining recoverable amount are discounted using a market-determined, risk-adjusted discount rate.

(i) Depreciation of Property, Plant and Equipment

Depreciation is calculated on a straight basis over its expected useful life to the consolidated entity. Estimates of remaining useful lives are made on a regular basis for all assets, with annual reassessments for major items. The expected useful lives are as follows:

Plant and machinery	5 years
Furniture and fittings	5 - 10 years
Office equipment	5 years
Motor vehicles	5 years

(j) Leased non-current assets

A distinction is made between finance leases which effectively transfer from the lessor to the lessee substantially all the risks and benefits incidental to ownership of leased non-current assets, and operating leases under which the lessor effectively retains substantially all such risks and benefits.

Finance leases are capitalised. A lease asset and liability are established at the present value of minimum lease payments. Lease payments are allocated between the principal component of the lease liability and the interest expense.

The lease asset is amortised on a straight line basis over the term of the lease, or where it is likely that the consolidated entity will obtain ownership of the asset, the life of the asset. Lease assets held at the reporting date are being amortised over periods ranging from 2-5 years.

Other operating lease payments are charged to the statement of financial performance in the periods in which they are incurred, as this represents the pattern of benefits derived from the leased assets.

(k) Intangible Assets
(i) Licenses and Patent Rights

The initial cost of acquiring licenses and patent rights is capitalised. Licenses and patent rights in use are amortised on a straight line basis from the date they are first put into use over the period of the expected benefit, which varies from 8 to 20 years.

(l) Trade and other creditors

These amounts represent liabilities for goods and services provided to the company prior to the end of the financial period and which are unpaid. The amounts are unsecured and are usually paid within 30 days of recognition.

PRICEWATERHOUSECOOPERS

Note 2 Summary of Significant Accounting Policies (continued)

(m) Interest bearing liabilities

Convertible notes are carried at their principal amount on the basis that conversion to share capital will not occur under the proposed transaction. As outlined in the IM the note will be repaid as part of the proposed transaction. Interest is accrued over the period it becomes due and is recorded as part of other creditors.

(n) Employee entitlements

Liabilities for wages and salaries, annual leave and sick leave are recognised, and are measured as the amount unpaid at the reporting date at current pay rates in respect of employees' services up to that date.

(o) Borrowing costs

Borrowing costs are recognised as expenses in the period in which they are incurred. Borrowing costs include interest on borrowings and finance lease charges.

Note 3 Adjusted Revenue

	10 months to 30 April 2002 A\$	12 months to 30 June 2001 A\$	12 months to 30 June 2000 A\$
Adjusted revenue from operating activities			
Sale of Goods - Biopharmaceutical revenue (Appendix 3)	1,034,071	772,542	360,289
Revenue from outside the operating activities			
Interest	4,148	17,971	33,709
Adjusted revenue from ordinary activities	<u>1,038,219</u>	<u>790,513</u>	<u>393,998</u>

Note 4 Loss from ordinary activities

	10 months to 30 April 2002 A\$	12 months to 30 June 2001 A\$	12 months to 30 June 2000 A\$
Loss from ordinary activities before income tax includes the following specific net gains and expenses:			
Net gains / (losses)			
Net foreign exchange gains/(loss)	(225,229)	(333,409)	(139,583)
Expenses			
Adjusted cost of sales of goods	274,563	234,590	104,224
Depreciation of property, plant and equipment	45,568	43,876	37,945
Amortisation of licence and patent rights	76,754	89,922	79,489
Provision for doubtful debts - Related party	-	236,041	-
Rental expense relating to operating leases	143,120	174,346	136,702
Directors' remuneration and professional fees paid to directors and director related entities	609,696	676,607	580,449



Note 5 Income tax

Income tax is determined in accordance with the relevant provisions of the Singapore Income Tax Act and equivalent tax legislation in trading regions and the agreement by the tax authorities.

As at 30 April 2002 the Company has unutilised tax losses and capital allowances of approximately A\$8,731,698 and A\$3,587,540, respectively. As a result of the Spin-Out Proposal and the resultant change in ownership, unutilised tax losses may not be available to SciGen Limited.

Note 6 Current assets – Cash assets

	Actual 30 April 2002 A\$	Adjustments A\$	Pro forma 30 April 2002 A\$
Cash at bank and on hand	279,308	24,270,910	24,550,218
Fixed deposits	7,493		7,493
	<u>286,801</u>	<u>24,270,910</u>	<u>24,557,711</u>

Note 7 Current assets – Receivables

	Actual and pro forma 30 April 2002 A\$
Trade debtors	148,546
Trade debtors – related parties	94,534
Less: Provision for doubtful debts	<u>-</u>
	243,080
Other debtors – related parties	266,174
Less: Provision for doubtful debts	<u>(231,574)</u>
	34,600
Other debtors	13,650
Other debtors - directors	<u>28,912</u>
	<u>320,242</u>

Related party debtors relates to amounts owing from SciTech and related entities, some of which has been provided for. Receivables from directors relates to transactions on behalf of Saul Mashaal. No interest is charged on amounts due from directors or related parties.

Note 8 Current assets – Inventories

	Actual and pro forma 30 April 2002 A\$
Finished goods at cost	<u>162,817</u>

PRICEWATERHOUSECOOPERS

Note 9 Current assets – Other

	Actual and pro forma 30 April 2002 A\$
Deposits	134,124
Prepayments and advances	101,083
	<u>235,207</u>

Note 10 Non-current assets – Property, plant and equipment

	Actual and pro forma 30 April 2002 A\$
Plant and machinery – at cost	28,626
Less: Accumulated depreciation	(7,634)
	<u>20,992</u>
Furniture and fittings – at cost	43,853
Less: Accumulated depreciation	(16,600)
	<u>27,253</u>
Office equipment – at cost	182,076
Less: Accumulated depreciation	(96,892)
	<u>85,184</u>
Motor vehicle under finance lease	32,480
Less: Accumulated amortisation	(8,471)
	<u>24,009</u>
Total property, plant and equipment	<u>157,438</u>

Note 11 Non-current assets – Intangibles

	Actual and pro forma 30 April 2002 A\$
Licence and patent rights – at cost	22,138,453
Less: Accumulated amortisation	(279,364)
	<u>21,859,089</u>

Licence and patent rights were purchased from SciTech as part of the SciGen business acquisition on 1 March 1999. Licence and patent rights were purchased at market value.

PRICEWATERHOUSECOOPERS

Note 12 Current liabilities – Payables

	Actual and pro forma 30 April 2002 A\$
Trade creditors	568,258
Other creditors – related parties	40,699
Other creditors and accruals	184,775
Other creditors – directors	71,081
Short term portion of obligations to licensors	1,205,710
	<u>2,070,523</u>

Related party creditors refers to an amount owing to Douglass Hanly Moir, a subsidiary of Sonic Healthcare Limited for rental and administrative services. These transactions have been undertaken on an arms lengths basis.

Amounts owed to directors refer to transactions undertaken by Saul Mashaal on behalf of the Company.

Note 13 Current liabilities – Interest bearing liabilities

	Actual 30 April 2002 A\$	Adjustments A\$	Pro forma 30 April 2002 A\$
Convertible notes – Related party	4,844,090	(4,844,090)	-
Lease liabilities (note 17)	5,496		5,496
	<u>4,849,586</u>	<u>(4,844,090)</u>	<u>5,496</u>

The convertible notes represents monies advanced by Sonic Healthcare Limited (the noteholder) to SciGen Limited as working capital. SciGen may redeem the note on any interest payment date (i.e. the first business day of each calendar month during which the notes are on issue). The noteholder may on any interest payment date occurring on or after the first anniversary of the issue elect to convert the whole or a part of the note into shares subscribed for at the subscription price to be determined by dividing A\$40 million by the number of shares on the conversion date. The convertible note is unsecured and bearing interest at 10% per annum.

As outlined in the IM, all outstanding amounts owing from SciGen to Sonic as at the date of Capital Investment will be repaid.

Note 14 Non-current liabilities – Payables

	Actual and pro forma 30 April 2002 A\$
Long term portion of obligations to licensors	<u>3,734,810</u>

PRICEWATERHOUSECOOPERS

Note 15 Non-current liabilities – Interest bearing liabilities

	Actual and pro forma 30 April 2002 A\$
Lease liabilities (note 17)	<u>15,769</u>

Note 16 Contributed equity

	Actual 30 April 2002 Shares	Adjustments Shares	Pro forma 30 April 2002 Shares
Authorised share capital			
- Ordinary shares of S\$0.01 each	40,000,000		40,000,000
- Increase in authorised share capital		20,000,000	20,000,000
	<u>40,000,000</u>	<u>20,000,000</u>	<u>60,000,000</u>
- The effects of share division of each share into S\$0.001313349 each		396,847,505	396,847,505
Authorised share capital of S\$0.001313349 each	<u>40,000,000</u>	<u>416,847,505</u>	<u>456,847,505</u>
Issued ordinary share capital			
- Class "A" ordinary shares (converted to ordinary shares)	14,306,439	(14,306,439)	
- Class "B" ordinary shares (converted to ordinary shares)	21,018,098	(21,018,098)	
- The effects of share division of each share into S\$0.001313349 each		268,965,443	268,965,443
- Issue of ordinary shares of to Sonic Healthcare Limited (150,000,000 shares at S\$0.001313349)		150,000,000	150,000,000
Issued ordinary share capital	<u>35,324,537</u>	<u>383,640,906</u>	<u>418,965,443</u>

	Actual 30 April 2002 A\$
Contributed equity comprises	
- Share capital at par value of S\$0.01 each	363,421
- Share premium reserve	<u>24,001,612</u>
	<u>24,365,033</u>

PRICEWATERHOUSECOOPERS

Note 16 Contributed equity (continued)

Pro forma

Movements in ordinary share capital of the company based on pro forma information is as follows:

	No. of shares	A\$
Opening balance at 30 April 2002	35,324,537	24,365,033
The effects of share division into 7.614125 ordinary shares	233,640,906	-
Issue of shares in accordance with the Implementation Agreement	150,000,000	30,000,000
Less: transaction costs arising on share issue	-	(700,000)
Pro-forma balance	<u>418,965,443</u>	<u>53,665,033</u>

Pro forma 30 April 2002 A\$

Pro-forma contributed equity comprises
Share capital at par value of \$0.001313349 each
Share premium reserve

566,098
<u>53,098,935</u>
<u>53,665,033</u>

Note 17 Commitments for Expenditure

Actual and pro forma 30 April 2002 A\$

Operating leases

Commitments for minimum lease payments in relation to non-cancellable operating leases are payable as follows:

Within one year	102,331
Later than one year but not later than 5 years	<u>57,120</u>
	<u>159,451</u>

Finance leases

Commitment in relation to finance leases are payable as follows:

Within one year	6,732
Later than one year but not later than 5 years	<u>16,598</u>
Minimum lease payments	23,330
Less: Future finance charges	<u>(2,065)</u>
Recognised as lease liabilities	<u>21,265</u>
Representing lease liabilities:	
Current (note 13)	5,496
Non-current (note 15)	<u>15,769</u>
	<u>21,265</u>



Note 18 Foreign exchange risk

**Actual and
pro forma
30 April 2002
A\$**

The recognised financial assets and liabilities of the consolidated entity includes the following (Australian dollar equivalents):

Assets

Cash assets (note 6)

- Singapore dollars	66,177
- US dollars	21,024
- Australian dollars	154,731
- Korean won	44,869
	286,801

Trade debtors (note 7)

- Singapore dollars	49,191
- US dollars	11,344
- Australian dollars	61,342
- Hong Kong dollars	26,669
	148,546

Liabilities

Trade creditors (note 12)

- Singapore dollars	120,136
- US dollars	95,594
- Australian dollars	338,500
- Hong Kong dollars	14,028
	568,258

Short and long term obligations to licensors (note 12 and 14)

- US dollars	4,940,520
--------------	-----------

Note 19 Events occurring after reporting date

On 1 May 2002 SciGen Pty Limited (the Australian subsidiary of SciGen Limited) entered into a two year office lease rental agreement with an annual rent of A\$142,818. This rental agreement is secured by a bank guarantee equivalent to an amount equal to three months rent.



Appendix 2

SciGen Pte Limited and its controlled entities Pro forma Adjustments

The pro forma consolidated statement of financial position as at 30 April 2002 has been prepared on the basis that the following significant proposed transactions had occurred as at 30 April 2002:

Transaction		Debit	Credit
Issue of shares to existing shareholders, repayment of intercompany loan and advisers fees			
Shares issued to Sonic Healthcare Limited in accordance with the Implementation Agreement and repayment of the intercompany loan due to Sonic Healthcare Limited and agreed amounts in respect reimbursement of legal fees	Cash	A\$24,970,910	
	Legal expenses	A\$185,000	
	Intercompany loan	A\$4,844,090	
	Contributed equity		A\$30,000,000
Payment of costs associated with the proposed Spin Out and shares issued to Sonic Healthcare Limited	Contributed equity	A\$700,000	
	Cash		A\$700,000



Appendix 3

SciGen Pte Limited and its controlled entities

Reconciliation of Consolidated Historical Financial Performance to Adjusted Consolidated Results

Adjustments have been made so as to make the historical information comparable with the operations of the consolidated entity going forward. Reconciliations of the adjusted results of the Company and its controlled entities to the consolidated results presented in the audited financial statements of the economic entity are set out below:

	10 months to 30 April 2002 A\$	12 months to 30 June 2001 A\$	12 months to 30 June 2000 A\$
Revenue from ordinary activities	1,038,219	1,248,991	646,824
Adjustments:			
- Discontinued sales of diagnostic products and equipment	-	(458,478)	(252,826)
Adjusted revenue from ordinary activities	1,038,219	790,513	393,998
Changes in inventories	109,440	96,164	132,570
Adjustments:			
- Discontinued sales of diagnostic products and equipment	-	(195,620)	(29,735)
Adjusted changes in inventories	109,440	(99,456)	102,835
Purchases	(384,003)	(609,126)	(388,519)
Adjustments:			
- Discontinued sales of diagnostic products and equipment	-	473,992	181,460
Adjusted purchases	(384,003)	(135,134)	(207,059)

The Company has discontinued the sale of diagnostic products in order to focus on core biotechnology products. Accordingly, sales revenues from diagnostic products has been excluded from the historical financial information.