

Form 603Corporations Act 2001
Section 671B**Notice of initial substantial holder**To: Company Name/Scheme Living Cell Technologies Limited (ASX:LCT)ACN/ARSN ACN: 627 401 3701. Details of substantial holder (1) Pacific Channel Holdings Limited, Richard Taylor and Brent Ogilvie, Masfen Securities Limited, Terence Roland Harrison and T R Harrison Trustee Limited

ACN/ARSN (if applicable) _____

The holder became a substantial holder on 06/09/2019**2. Details of voting power**

The total number of votes attached to all the voting shares in the company or voting interests in the scheme that the substantial holder or an associate (2) had a relevant interest (3) in on the date the substantial holder became a substantial holder are as follows:

Class of securities (4)	Number of securities	Person's votes (5)	Voting power (6)
Ordinary Shares	30,050,771	30,050,771	5.26%

3. Details of relevant interests

The nature of the relevant interest the substantial holder or an associate had in the following voting securities on the date the substantial holder became a substantial holder are as follows:

Holder of relevant interest	Nature of relevant interest (7)	Class and number of securities
See Annexure A	See Annexure A	See Annexure A

4. Details of present registered holders

The persons registered as holders of the securities referred to in paragraph 3 above are as follows:

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder (8)	Class and number of securities
See Annexure B	See Annexure B	See Annexure B	See Ann. B

5. Consideration

The consideration paid for each relevant interest referred to in paragraph 3 above, and acquired in the four months prior to the day that the substantial holder became a substantial holder is as follows:

Holder of relevant interest	Date of acquisition	Consideration (9)		Class and number of securities
		Cash	Non-cash	
See Annexure C	See Annexure C	See Ann. C	See Ann. C	See Ann. C

6. Associates

The reasons the persons named in paragraph 3 above are associates of the substantial holder are as follows:


Name and ACN/ARSN (if applicable)	Nature of association
See Annexure D	See Annexure D

7. Addresses

The addresses of persons named in this form are as follows:

Name	Address
See Annexure E	See Annexure E

Signature

print name **Brent Ogilvie** capacity **Director**
 sign here  date **20 / 09 / 2019**

DIRECTIONS

- (1) If there are a number of substantial holders with similar or related relevant interests (eg. a corporation and its related corporations, or the manager and trustee of an equity trust), the names could be included in an annexure to the form. If the relevant interests of a group of persons are essentially similar, they may be referred to throughout the form as a specifically named group if the membership of each group, with the names and addresses of members is clearly set out in paragraph 7 of the form.
- (2) See the definition of "associate" in section 9 of the Corporations Act 2001.
- (3) See the definition of "relevant interest" in sections 608 and 671B(7) of the Corporations Act 2001.
- (4) The voting shares of a company constitute one class unless divided into separate classes.
- (5) The total number of votes attached to all the voting shares in the company or voting interests in the scheme (if any) that the person or an associate has a relevant interest in.
- (6) The person's votes divided by the total votes in the body corporate or scheme multiplied by 100.
- (7) Include details of:
 - (a) any relevant agreement or other circumstances by which the relevant interest was acquired. If subsection 671B(4) applies, a copy of any document setting out the terms of any relevant agreement, and a statement by the person giving full and accurate details of any contract, scheme or arrangement, must accompany this form, together with a written statement certifying this contract, scheme or arrangement; and
 - (b) any qualification of the power of a person to exercise, control the exercise of, or influence the exercise of, the voting powers or disposal of the securities to which the relevant interest relates (indicating clearly the particular securities to which the qualification applies).

See the definition of "relevant agreement" in section 9 of the Corporations Act 2001.
- (8) If the substantial holder is unable to determine the identity of the person (eg. if the relevant interest arises because of an option) write "unknown".
- (9) Details of the consideration must include any and all benefits, money and other, that any person from whom a relevant interest was acquired has, or may, become entitled to receive in relation to that acquisition. Details must be included even if the benefit is conditional on the happening or not of a contingency. Details must be included of any benefit paid on behalf of the substantial holder or its associate in relation to the acquisitions, even if they are not paid directly to the person from whom the relevant interest was acquired.

GUIDE

This guide does not form part of the prescribed form and is included by ASIC to assist you in completing and lodging form 603.

Signature

This form must be signed by either a director or a secretary of the substantial holder.

Lodging period

Nil

Lodging Fee

Nil

Other forms to be completed

Nil

Additional information

- (a) If additional space is required to complete a question, the information may be included on a separate piece of paper annexed to this form.
- (b) This notice must be given to a listed company, or the responsible entity for a listed managed investment scheme. A copy of this notice must also be given to each relevant securities exchange.
- (c) The person must give a copy of this notice:
- (i) within 2 business days after they become aware of the information; or
 - (ii) by 9.30 am on the next trading day of the relevant securities exchange after they become aware of the information if:
 - (A) a takeover bid is made for voting shares in the company or voting interests in the scheme; and
 - (B) the person becomes aware of the information during the bid period.

Annexures

To make any annexure conform to the regulations, you must:

- 1 use A4 size paper of white or light pastel colour, with a margin of at least 10mm on all sides
- 2 show the corporation name and ACN or ARBN
- 3 number the pages consecutively
- 4 print or type in BLOCK letters in dark blue or black ink so that the document is clearly legible when photocopied
- 5 identify the annexure with a mark such as A, B, C, etc
- 6 endorse the annexure with the words:
This is annexure (mark) of (number) pages referred to in form (form number and title)
- 7 sign and date the annexure
The annexure must be signed by the same person(s) who signed the form.

**THIS IS ANNEXURE A OF 1 PAGE REFERRED TO IN FORM 603 LODGED
BY PACIFIC CHANNEL HOLDINGS LIMITED, RICHARD TAYLOR AND BRENT
OGILVIE, MASFEN SECURITIES LIMITED, TERENCE ROLAND HARRISON AND T R
HARRISON TRUSTEE LIMITED IN RELATION TO LIVING CELL TECHNOLOGIES LTD
ACN 627 401 370**

Holder of Relevant interest	Nature of Relevant Interest	Number of ordinary shares held
Pacific Channel Holdings Limited	Direct Holdings	1,889,778
Richard Taylor and Brent Ogilvie	Control Pacific Channel Holdings Limited	1,889,778
Richard Taylor and Brent Ogilvie as trustees of The Ogilvie A/c	Direct Holdings	5,870,734
Masfen Securities Limited	Direct Holdings	15,190,788
Terence Roland Harrison and TRH Trustee Limited as joint trustees for the T R Harrison Securities Trust	Direct Holdings	7,099,471

**THIS IS ANNEXURE B OF 1 PAGE REFERRED TO IN FORM 603 LODGED
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OGILVIE, MASFEN SECURITIES LIMITED, TERENCE ROLAND HARRISON AND T R
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ACN 627 401 370**

Holder of Relevant interest	Registered Holder of shares	Person entitled to be registered	Number of ordinary shares held
Pacific Channel Holdings Limited, Richard Taylor and Brent Ogilvie	Pacific Channel Holdings Limited	Pacific Channel Holdings Limited	1,889,778
Richard Taylor and Brent Ogilvie as trustees of The Ogilvie A/c	Richard Taylor and Brent Ogilvie as trustees of The Ogilvie A/c	Richard Taylor and Brent Ogilvie	5,870,734
Masfen Securities Limited	Masfen Securities Limited	Masfen Securities Limited	15,190,788
Terence Roland Harrison and TRH Trustee Limited as joint trustees for the T R Harrison Securities Trust	Terence Roland Harrison and TRH Trustee Limited as joint trustees for the T R Harrison Securities Trust	Terence Roland Harrison and TRH Trustee Limited as joint trustees for the T R Harrison Securities Trust	7,099,471

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Date of Change	Person whose relevant interest changed	Nature of Change	Consideration given in relation to change	Ordinary shares bought
6 Sept 2019	Pacific Channel Holdings Limited, Richard Taylor and Brent Ogilvie	Transfer	\$0.00	1,889,778
6 Sept 2019	Richard Taylor and Brent Ogilvie as trustees of The Ogilvie A/c	Transfer	\$0.00	5,870,734

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HARRISON TRUSTEE LIMITED IN RELATION TO LIVING CELL TECHNOLOGIES LTD
ACN 627 401 370**

On 6 September 2019, a collection of shareholders requested Living Cell Technologies Ltd to put forward resolutions at the upcoming annual general meeting of the members of Living Cell Technologies Ltd to consider and vote on the following proposed resolutions:

Resolution 1 –Appointment of Dr Andrew Kelly

That Dr Andrew Kelly is appointed as a director of the Company with immediate effect.

Resolution 2 –Appointment of Dr Roland Toder

That Dr Roland Toder is appointed as a director of the Company with immediate effect.

Resolution 3–Removal of Robert Willcocks

That Robert Willcocks is removed as a director of the Company with immediate effect.

Resolution 4 –Removal of Laurie Hunter

That Laurie Hunter is removed as a director of the Company with immediate effect.

Resolution 5 –Removal of Dr Ken Taylor

That Dr Ken Taylor is removed as a director of the Company with immediate effect.

Pacific Channel Holdings Limited, Richard Taylor and Brent Ogilvie as trustees of The Ogilvie A/c, Masfen Securities Limited and the Terence Roland Harrison and TRH Trustee Limited as joint trustees for the T R Harrison Securities Trust have agreed to work together to try to ensure that the resolution is successful. For this reason, they consider themselves to be associates.

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ACN 627 401 370**

Name of holder	Address
Pacific Channel Holdings Limited, Richard Taylor and Brent Ogilvie	PO Box 106 818, Auckland 1143, New Zealand
Richard Taylor and Brent Ogilvie as trustees of The Ogilvie A/c	PO Box 106 818, Auckland 1143, New Zealand
Masfen Securities Limited	Level 37, Vero Centre, 48 Shortland Street, Auckland, New Zealand
Terence Roland Harrison and TRH Trustee Limited as joint trustees for the T R Harrison Securities Trust	Thomson Wilson, 123-125 Bank Street, Whangarei, 0140, New Zealand