

Appendix 3B

New issue announcement, application for quotation of additional securities and agreement

Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.

Introduced 1/7/96. Origin: Appendix 5. Amended 1/7/98, 1/9/99, 1/7/2000, 30/9/2001, 11/3/2002, 1/1/2003, 24/10/2005.

Name of entity

Australian Pharmaceutical Industries Ltd (API)

ABN

57 000 004 320

We (the entity) give ASX the following information.

Part 1 - All issues

You must complete the relevant sections (attach sheets if there is not enough space).

- | | | |
|---|--|--|
| 1 | +Class of +securities issued or to be issued | Fully paid ordinary shares in API (Shares). |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued | Up to approximately 59,205,125 Shares under the institutional placement announced by API on 21 October 2009 (Placement).

Up to approximately 171,564,303 Shares (subject to rounding and reconciliation of securityholder entitlements) under the accelerated non-renounceable entitlement offer announced by API on 21 October 2009 (Entitlement Offer). |
| 3 | Principal terms of the +securities (eg, if options, exercise price and expiry date; if partly paid +securities, the amount outstanding and due dates for payment; if +convertible securities, the conversion price and dates for conversion) | Fully paid ordinary shares in API. |

+ See chapter 19 for defined terms.

4	<p>Do the +securities rank equally in all respects from the date of allotment with an existing +class of quoted +securities?</p> <p>If the additional securities do not rank equally, please state:</p> <ul style="list-style-type: none"> • the date from which they do • the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment • the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment 	<p>Yes, except that Shares issued under the Placement or the Entitlement Offer will not be entitled to participate in the dividend in respect of the full year ended 31 August 2009, payable on 11 December 2009.</p> <p>Shares issued under the Placement will not be entitled to participate in the Entitlement Offer.</p>				
5	Issue price or consideration	\$ 0.65 per Share.				
6	Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)	The net proceeds of the Entitlement Offer and the Placement will be used to reduce API's net debt, allow API to continue to invest in the Priceline retail model and provide flexibility for future growth.				
7	Dates of entering +securities into uncertificated holdings or despatch of certificates	<p>6 November 2009 for Shares issued under the Placement and the institutional component of the Entitlement Offer (collectively, the Institutional Component).</p> <p>24 November 2009 for Shares issued under the Retail Component.</p>				
8	Number and +class of all +securities quoted on ASX (including the securities in clause 2 if applicable)	<table border="1" style="width: 100%;"> <thead> <tr> <th style="width: 50%;">Number</th> <th style="width: 50%;">+Class</th> </tr> </thead> <tbody> <tr> <td>488,115,884 (subject to rounding and reconciliation of securityholder entitlements).</td> <td>Fully paid ordinary shares.</td> </tr> </tbody> </table>	Number	+Class	488,115,884 (subject to rounding and reconciliation of securityholder entitlements).	Fully paid ordinary shares.
Number	+Class					
488,115,884 (subject to rounding and reconciliation of securityholder entitlements).	Fully paid ordinary shares.					
9	Number and +class of all +securities not quoted on ASX (including the securities in clause 2 if applicable)	<table border="1" style="width: 100%;"> <thead> <tr> <th style="width: 50%;">Number</th> <th style="width: 50%;">+Class</th> </tr> </thead> <tbody> <tr> <td> </td> <td> </td> </tr> </tbody> </table>	Number	+Class		
Number	+Class					
10	Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	Shares issued under the Placement and the Entitlement Offer will rank pari passu with existing ordinary shares, but will not be entitled to participate in the dividend in respect of the financial year ended 31 August 2009, payable on 11 December 2009.				

+ See chapter 19 for defined terms.

Part 2 - Bonus issue or pro rata issue

11	Is security holder approval required?	No.
12	Is the issue renounceable or non-renounceable?	Non-renounceable.
13	Ratio in which the +securities will be offered	2 new Shares for every 3 existing Shares held as at the record date.
14	+Class of +securities to which the offer relates	Fully paid ordinary shares.
15	+Record date to determine entitlements	7.00pm (AEDT) 26 October 2009.
16	Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?	No.
17	Policy for deciding entitlements in relation to fractions	Where fractions arise in the calculation of entitlements, they will be rounded up to the nearest whole number of new Shares.
18	Names of countries in which the entity has +security holders who will not be sent new issue documents <small>Note: Security holders must be told how their entitlements are to be dealt with. Cross reference: rule 7.7.</small>	All countries except Australia and New Zealand and any other jurisdictions in which API decides to make offers.
19	Closing date for receipt of acceptances or renunciations	Institutional Component – 22 October 2009. Retail Component – 17 November 2009.
20	Names of any underwriters	RBS Equity Capital Markets (Australia) Limited.

+ See chapter 19 for defined terms.

21	Amount of any underwriting fee or commission	<ul style="list-style-type: none"> • Institutional Component – 2.25% of the gross institutional offer proceeds, comprising an underwriting fee of 1.8% and a management fee of 0.45%. • Retail Component – 2.25% of the gross retail offer proceeds, comprising an underwriting fee of 1.8% and a management fee of 0.45%. • API may also pay the underwriter, at its discretion, an incentive fee of 0.15% of the gross proceeds of the Entitlement Offer and the Placement.
22	Names of any brokers to the issue	Not applicable.
23	Fee or commission payable to the broker to the issue	Not applicable.
24	Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of +security holders	Not applicable.
25	If the issue is contingent on +security holders' approval, the date of the meeting	Not applicable.
26	Date entitlement and acceptance form and prospectus or Product Disclosure Statement will be sent to persons entitled	No prospectus is being prepared. A retail offer booklet and an entitlement and acceptance form will be sent to eligible retail shareholders on 30 October 2009.
27	If the entity has issued options, and the terms entitle option holders to participate on exercise, the date on which notices will be sent to option holders	Not applicable.
28	Date rights trading will begin (if applicable)	Not applicable.
29	Date rights trading will end (if applicable)	Not applicable.
30	How do +security holders sell their entitlements <i>in full</i> through a broker?	Not applicable.
31	How do +security holders sell <i>part</i> of their entitlements through a broker and accept for the balance?	Not applicable.
32	How do +security holders dispose of their entitlements (except by sale	Not applicable.

+ See chapter 19 for defined terms.

through a broker)?

33 +Despatch date

6 November 2009 for the Institutional
Component.

24 November 2009 for the Retail Component.

Part 3 - Quotation of securities

You need only complete this section if you are applying for quotation of securities

34 Type of securities
(tick one)

(a) Securities described in Part 1

(b) All other securities
Example: restricted securities at the end of the escrowed period, partly paid securities that become fully paid, employee incentive share securities when restriction ends, securities issued on expiry or conversion of convertible securities

Entities that have ticked box 34(a)

Additional securities forming a new class of securities

Tick to indicate you are providing the information or documents

35 If the +securities are +equity securities, the names of the 20 largest holders of the additional +securities, and the number and percentage of additional +securities held by those holders

36 If the +securities are +equity securities, a distribution schedule of the additional +securities setting out the number of holders in the categories
1 - 1,000
1,001 - 5,000
5,001 - 10,000
10,001 - 100,000
100,001 and over

37 A copy of any trust deed for the additional +securities

Entities that have ticked box 34(b)

38 Number of securities for which +quotation is sought

39 Class of +securities for which quotation is sought

40 Do the +securities rank equally in all respects from the date of allotment with an existing +class of quoted +securities?

If the additional securities do not rank equally, please state:

- the date from which they do
- the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment
- the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment

41 Reason for request for quotation now
Example: In the case of restricted securities, end of restriction period

(if issued upon conversion of another security, clearly identify that other security)

	Number	+Class
42	Number and +class of all +securities quoted on ASX (<i>including</i> the securities in clause 38)	

+ See chapter 19 for defined terms.

Quotation agreement

- 1 +Quotation of our additional +securities is in ASX's absolute discretion. ASX may quote the +securities on any conditions it decides.
- 2 We warrant the following to ASX.
 - The issue of the +securities to be quoted complies with the law and is not for an illegal purpose.
 - There is no reason why those +securities should not be granted +quotation.
 - An offer of the +securities for sale within 12 months after their issue will not require disclosure under section 707(3) or section 1012C(6) of the Corporations Act.

Note: An entity may need to obtain appropriate warranties from subscribers for the securities in order to be able to give this warranty
 - Section 724 or section 1016E of the Corporations Act does not apply to any applications received by us in relation to any +securities to be quoted and that no-one has any right to return any +securities to be quoted under sections 737, 738 or 1016F of the Corporations Act at the time that we request that the +securities be quoted.
 - If we are a trust, we warrant that no person has the right to return the +securities to be quoted under section 1019B of the Corporations Act at the time that we request that the +securities be quoted.
- 3 We will indemnify ASX to the fullest extent permitted by law in respect of any claim, action or expense arising from or connected with any breach of the warranties in this agreement.
- 4 We give ASX the information and documents required by this form. If any information or document not available now, will give it to ASX before +quotation of the +securities begins. We acknowledge that ASX is relying on the information and documents. We warrant that they are (will be) true and complete.

Sign here:  Date: 21 October 2009
(~~Director~~/Company secretary)

Print name: Peter Sanguinetti