



STARPHARMA HOLDINGS LTD
ABN 20 078 532 180

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE is given that an extraordinary general meeting of Starpharma Holdings Ltd ABN 20 078 532 180 (**Company**) will be held at the ASX Theatre, 530 Collins Street, Melbourne, Victoria on **Friday 16 December 2005 at 11am.**

Special Business

Item 1: Ratification of Share Issue

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

"That the issue of 9,573,250 ordinary shares in the Company on or before the date of this extraordinary general meeting, as contemplated in the explanatory notes accompanying the notice convening this meeting, be approved for all purposes including ASX Listing Rule 7.4."

Item 2: Placement of shares

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

"That the issue of up to 13,956,162 ordinary shares in the Company at a price of 51 cents per share, as contemplated in the explanatory notes accompanying the notice convening this meeting, be approved for all purposes including ASX Listing Rule 7.1."

Item 3: Underwritten Share Purchase Plan

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

"That issue of up to 5,882,353 new ordinary shares in the Company at a price of 51 cents per share to an underwriter of the Company's proposed Share Purchase Plan (or any nominee of it), as contemplated in the explanatory notes accompanying the notice convening this meeting, be approved for all purposes including ASX Listing Rule 7.1."

By order of the Board

A handwritten signature in black ink, appearing to be 'B P Rogers', written over a horizontal line.

B P Rogers
Company Secretary
15 November 2005

Voting Exclusion Statements

In accordance with ASX Listing Rule 14.11, the Company makes the following statements:

In relation to the resolution in Item 1

The Company will disregard any votes cast on the resolution in item 1 of Special Business by:

- any person who participated in the issue of shares in the Company; and
- an associate of any such person.

In relation to the resolution in Item 2

The Company will disregard any votes cast on the resolution in item 2 of Special Business by:

- any person who may participate in the proposed issue of shares in the Company;
- any person who might obtain a benefit, except for a benefit solely in the capacity of a shareholder, if the resolution is passed; and
- an associate of any such person.

In relation to the resolution in Item 3

The Company will disregard any votes cast on the resolution in item 3 of Special Business by:

- Patersons Securities Limited;
- any person who might obtain a benefit, except for a benefit solely in the capacity of a shareholder, if the resolution is passed; and
- an associate of any such person.

General


However, the Company need not disregard a vote if:

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

Voting Entitlements

For the purpose of the *Corporations Act 2001* (Cth), the Company has determined that all securities of the Company that are quoted securities at 7:00pm Melbourne Time on 15 December 2005 will be taken, for the purpose of the meeting, to held by the persons who held them at the time.

Proxies



A member has the right to appoint a proxy, who need not be a member of the Company. If a member is entitled to cast two or more votes they may appoint two proxies and may specify the percentage of votes each proxy is appointed to exercise. The Proxy Form must be deposited 24 hours prior to the commencement of the meeting, at the share registry of the Company, Computershare Investor Services Pty Limited, located at Yarra Falls, 452 Johnston Street, Abbotsford, Vic, 3067 or at the Company's Registered Office, Baker Building, 75 Commercial Road, Melbourne, Vic, 3004 or by facsimile to Computershare on (03) 9473 2555 or to the Company on (03) 9510 5955.

**STARPHARMA HOLDINGS LTD
ABN 20 078 532 180**

**EXPLANATORY NOTES TO
NOTICE OF EXTRAORDINARY GENERAL MEETING**

These explanatory notes form part of the Notice of Meeting.

Item 1: Ratification of Share Issue

In September 2005 the Company entered into a mandate agreement with Patersons Securities Limited for the arrangement of a placement of shares and an underwritten share purchase plan to raise a combined total of up to \$15 million.

Under the terms of the mandate it was agreed that the placement would seek to raise \$12 million through the issue of shares in two tranches:

- (1) the first being in respect of a number of shares approximately equal to the maximum number of shares permitted under ASX Listing Rule 7.1 to be issued without shareholder approval; and
- (2) the second being equal to the number of shares necessary to raise the balance of \$12 million, subject to shareholder approval.

Item 1 seeks shareholder ratification of the first tranche issue, which has not been made as at the date of this notice of meeting, but will have been made prior to the meeting.


Subject to certain exceptions, ASX Listing Rule 7.1 prohibits the Company issuing, in any 12 month period, more than 15% of the number of shares on issue at the commencement of that period, without shareholder approval. ASX Listing Rule 7.4 provides that an issue of shares made without shareholder approval under ASX Listing Rule 7.1 is treated as having been made with shareholder approval if the issue is subsequently approved by the company's shareholders, and issue did not breach ASX Listing Rule 7.1.

To restore the Company's 15% placement capacity, it is proposed that shareholders pass an ordinary resolution to approve and ratify the share placement that will occur before the date of the meeting.

Details of the proposed placement

To enable the shareholders to approve the proposed placement of shares, the directors provide the following additional information in accordance with ASX Listing Rule 7.3:

- 9,573,250 fully paid ordinary shares in the Company are to be issued.
- Under the current timetable the shares will be issued on or about 18 November 2005.
- The price at which these shares will be issued is 51 cents per share.
- The shares will only be issued to professional investors and sophisticated investors nominated by Patersons Securities Limited (after consulting with the Company), none of whom or whose associates is a related party of the Company.

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- The shares will be fully paid ordinary shares in the Company that rank pari passu and form one class with all other ordinary shares of the Company as from their date of issue.
 - The new capital will be used to fund the development of line extensions of the microbicide gel VivaGel™ including the prevention of Genital Herpes, to further build the company's product pipeline, and to increase collaborative activities with its investee company, US based Dendritic NanoTechnologies, Inc (DNT). The Company believes that the capital raised will be sufficient to fund its requirements for at least two years.

The Board of the Company unanimously recommends that shareholders vote in favour of the resolution.

Item 2: Placement of Shares

Item 2 seeks shareholder approval for the second tranche of the proposed placement, involving the issue of up to 13,956,162 ordinary shares in the Company.

The effect of obtaining shareholder approval for this second tranche will be that the shares issued will, in effect, not be taken into account under ASX Listing Rule 7.1 in calculating the number of securities which the Company can issue in the next 12 months.

Details of the proposed placement

To enable the shareholders to approve the proposed placement of shares, the directors provide the following additional information in accordance with ASX Listing Rule 7.3:

- Up to 13,956,162 fully paid ordinary shares in the Company are to be issued.
- It is anticipated that the issue and allotment of the ordinary shares will take place progressively following the meeting, within 3 months after the date of the meeting.
- The price at which these shares will be issued is 51 cents per share.
- The shares will only be issued to professional investors and sophisticated investors nominated by Patersons Securities Limited (after consulting with the Company), none of whom or whose associates is a related party of the Company.
- The shares will be fully paid ordinary shares in the Company that rank pari passu and form one class with all other ordinary shares of the Company as from their date of issue.
- The Board intends to use the funds raised as described in Item 1 above.

The Board of the Company unanimously recommends that shareholders vote in favour of the resolution.

Item 3: Underwritten Share Purchase Plan

Item 3 seeks shareholder approval for the issue of up to 5,882,353 ordinary shares to Patersons Securities Limited as underwriter of the Company's proposed Share Purchase Plan (or its nominees).

Broadly, under the proposed Share Purchase Plan (**SPP**), each shareholder will have the opportunity to acquire up to \$5,000 worth of new shares at 51 cents per share (being approximately 9,803 shares). The Company expects to make offers under the SPP in November 2005. (Shares issued under the SPP to shareholders are not taken into account under ASX Listing Rule 7.1 in calculating the number of securities which the Company can issue in the next 12 months. The Company can only make an offer under the SPP once every 12 months without the need for a separate disclosure document.)

The SPP will be underwritten by Patersons Securities Limited. Accordingly, to the extent that shareholders do not participate in the SPP, those shortfall shares will be subscribed for by Patersons Securities Limited (or persons nominated by Patersons Securities Limited (in consultation with the Company)).

The effect of obtaining shareholder approval for the underwritten SPP will be that the shares issued to the underwriter (or persons nominated by the underwriter) will, in effect, not be taken into account under ASX Listing Rule 7.1 in calculating the number of securities which the Company can issue in the next 12 months.

Details of the proposed placement

To enable the shareholders to approve the proposed placement of shares, the directors provide the following additional information in accordance with ASX Listing Rule 7.3:

- Up to 5,882,353 fully paid ordinary shares in the Company are to be issued.
- The shares will be issued as soon as practicable after the closing of the SPP and in any event within 3 months after the date of the meeting.
- The price at which these shares will be issued is 51 cents per share.
- The shares will be offered to shareholders in accordance with the SPP and any shortfall will be subscribed for by Patersons Securities Limited or by professional investors and sophisticated investors nominated by Patersons Securities Limited (after consulting with the Company), none of whom or whose associates is a related party of the Company.
- The shares will be fully paid ordinary shares in the Company that rank pari passu and form one class with all other ordinary shares of the Company as from their date of issue.
- The Board intends to use the funds raised as described in Item 1 above.

The Board of the Company unanimously recommends that shareholders vote in favour of the resolution.



Starpharma Holdings Limited

ABN 20 078 532 180

Mark this box with an 'X' if you have made any changes to your address details (see reverse)

Proxy Form

All correspondence to:

Computershare Investor Services Pty Limited
GPO Box 242 Melbourne
Victoria 3001 Australia
Enquiries (within Australia) 1300 850 505
(outside Australia) 61 3 9415 4000
Facsimile 61 3 9473 2555
www.computershare.com



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SPL

MR JOHN SMITH 1

FLAT 123

123 SAMPLE STREET

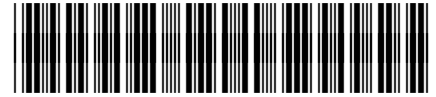
THE SAMPLE HILL

SAMPLE ESTATE

SAMPLEVILLE VIC 3030



Securityholder Reference Number (SRN)



I 1234567890

I ND

Appointment of Proxy

I/We being a member/s of Starpharma Holdings Limited and entitled to attend and vote hereby appoint



the Chairman
of the Meeting
(mark with an 'X')

OR

If you are not appointing the Chairman of the Meeting as your proxy please write here the full name of the individual or body corporate (excluding the registered Securityholder) you are appointing as your proxy.

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, as the proxy sees fit) at the Extraordinary General Meeting of Starpharma Holdings Limited to be held at ASX Theatre, 530 Collins Street, Melbourne, Victoria on Friday, 16 December 2005 at 11.00AM and at any adjournment of that meeting.

IMPORTANT: FOR ITEMS 1, 2 and 3 BELOW



If the Chairman of the Meeting is your nominated proxy, or may be appointed by default, and you have not directed your proxy how to vote on these items below, please place a mark in this box. By marking this box you acknowledge that the Chairman of the Meeting may exercise your proxy even if he has an interest in the outcome of those items and that votes cast by him, other than as proxy holder, would be disregarded because of that interest. If you do not mark this box, and you have not directed your proxy how to vote, the Chairman of the Meeting will not cast your votes on these items and your votes will not be counted in computing the required majority if a poll is called on these items. The Chairman of the Meeting intends to vote undirected proxies in favour of each of these items.

Voting directions to your proxy - please mark to indicate your directions

Item 1 Ratification of Share Issue

Item 2 Placement of Shares

Item 3 Underwritten Share Purchase Plan

For	Against	Abstain*
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

In addition to the intention advised above, the Chairman of the Meeting intends to vote undirected proxies in favour of each of the other items of business.

* If you mark the Abstain box for a particular item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

Appointing a second Proxy

I/We wish to appoint a second proxy



Mark with an 'X' if you wish to appoint a second proxy.

AND

 %

OR

State the percentage of your voting rights or the number of securities for this Proxy Form.

PLEASE SIGN HERE

This section *must* be signed in accordance with the instructions overleaf to enable your directions to be implemented.

Individual or Securityholder 1

Individual/Sole Director and
Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

In addition to signing the Proxy form in the above box(es) please provide the information below in case we need to contact you.

Contact Name

Contact Daytime Telephone

Date

/ /

S P L

5 P R



How to complete the Proxy Form

1 Your Address

This is your address as it appears on the company's share register. If this information is incorrect, please mark the box and make the correction on the form. Securityholders sponsored by a broker (in which case your reference number overleaf will commence with an 'x') should advise your broker of any changes. **Please note, you cannot change ownership of your securities using this form.**

2 Appointment of a Proxy

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box. If the individual or body corporate you wish to appoint as your proxy is someone other than the Chairman of the Meeting please write the full name of that individual or body corporate in the space provided. If you leave this section blank, or your named proxy does not attend the meeting, the Chairman of the Meeting will be your proxy. A proxy need not be a securityholder of the company. Do not write the name of the issuer company or the registered securityholder in the space.

3 Votes on Items of Business

You may direct your proxy how to vote by placing a mark in one of the three boxes opposite each item of business. All your securities will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of securities you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on a given item, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

4 Appointment of a Second Proxy

You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning the company's share registry or you may copy this form.

To appoint a second proxy you must:

- (a) indicate that you wish to appoint a second proxy by marking the box.
- (b) on each of the first Proxy Form and the second Proxy Form state the percentage of your voting rights or number of securities applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded.
- (c) return both forms together in the same envelope.

5 Signing Instructions

You must sign this form as follows in the spaces provided:

- Individual: where the holding is in one name, the holder must sign.
- Joint Holding: where the holding is in more than one name, all of the securityholders should sign.
- Power of Attorney: to sign under Power of Attorney, you must have already lodged this document with the registry. If you have not previously lodged this document for notation, please attach a certified photocopy of the Power of Attorney to this form when you return it.
- Companies: where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please indicate the office held by signing in the appropriate place.

If a representative of a corporate Securityholder or proxy is to attend the meeting the appropriate "Certificate of Appointment of Corporate Representative" should be produced prior to admission. A form of the certificate may be obtained from the company's share registry or at www.computershare.com.

Lodgement of a Proxy

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below no later than 24 hours before the commencement of the meeting at 11.00AM on Friday, 16 December 2005. Any Proxy Form received after that time will not be valid for the scheduled meeting.

Documents may be lodged:

- IN PERSON Registered Office - Baker Building, 75 Commercial Road, Melbourne, Vic, 3004
Share Registry - Computershare Investor Services Pty Limited, Yarra Falls, 452 Johnston Street, Abbotsford, Vic 3067
- BY MAIL Registered Office - Baker Building, 75 Commercial Road, Melbourne, Vic, 3004
Share Registry - Computershare Investor Services Pty Limited, GPO Box 242, Melbourne VIC 3001 Australia
- BY FAX Starpharma - 61 3 9510 5955
Computershare - 61 3 9473 2555