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MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030



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8 October 2010

Dear Shareholder

I am pleased to invite you to attend our Annual General Meeting and have enclosed the Notice of Meeting which sets out the items of business. The meeting will be held at the offices of Norton Rose, Level 15, RACV Tower, 485 Bourke Street, Melbourne, Victoria on Thursday, 11 November 2010 at 4.00pm.

If you are attending this meeting, please bring this letter with you to facilitate registration for the meeting.

If you are unable to attend the meeting, you are encouraged to complete the enclosed proxy form. The proxy form should be returned in the envelope provided or faxed to our share registry on 1800 783 447 (within Australia) or (+613) 9473 2555 (outside Australia), so that it is received by 4.00pm on Wednesday, 10 November 2010. Alternatively, it should be returned by that time to the Company's registered office, Level 6, Baker Building, 75 Commercial Road, Melbourne, Victoria 3004 or faxed to (+613) 9510 5955.

Corporate shareholders will be required to complete a "Certificate of Appointment of Representative" to enable a person to attend on their behalf. A form of this certificate may be obtained from the Company's share registry at www.computershare.com.

The Starpharma Annual Report for the year ended 30 June 2010 is now available on our website at www.starpharma.com. Hard copies of the report are distributed only to those shareholders who have elected to receive it in printed form.

I look forward to your attendance at the meeting.

Yours sincerely,

A handwritten signature in black ink, appearing to read "Peter T Bartels".

Peter T Bartels, AO
Chairman

Encl:



Notice of Annual General Meeting

Starpharma Holdings Ltd ABN 20 078 532 180

Notice is hereby given that the Annual General Meeting of the shareholders of Starpharma Holdings Ltd will be held at the offices of Norton Rose, Level 15, RACV Tower, 485 Bourke Street, Melbourne, Victoria on **Thursday, 11 November 2010 at 4.00pm (Melbourne time)**.

Ordinary Business

Financial Statements and Reports

To receive and consider the Company's financial statements and the related Directors' Report, Directors' Declarations and Auditors' Report for the year ended 30 June 2010.

Resolutions

1. Adoption of Remuneration Report

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

"That the Company's Remuneration Report for the year ended 30 June 2010 be adopted."

Please note that the vote on this item is advisory only and does not bind the Directors or the Company.

2. Re-election of Mr Ross Dobinson as a Director

Mr Dobinson retires in accordance with the Company's Constitution and, being eligible, offers himself for re-election.

3. Re-election of Mr Richard Hazleton as a Director

Mr Hazleton retires in accordance with the Company's Constitution and, being eligible, offers himself for re-election.

By order of the Board

A handwritten signature in black ink, appearing to read "B P Rogers".

B P Rogers
Company Secretary
8 October 2010

Voting Entitlements

The Company has determined that all securities of the Company that are quoted securities as at 7.00pm (Melbourne time) on 10 November 2010 will be taken, for the purpose of the Meeting, to be held by the person who held them at the time.

Proxies

A shareholder has the right to appoint a proxy, who need not be a shareholder of the Company. If a shareholder 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 received by no later than 4:00pm on Wednesday 10 November 2010 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, Level 6, Baker Building, 75 Commercial Road, Melbourne, Vic 3004 or by facsimile to Computershare on 1800 783 447 (within Australia) or (+613) 9473 2555 (outside Australia) or to the Company on (+613) 9510 5955.

Custodian voting

For Intermediary Online subscribers only (custodians) please visit www.intermediaryonline.com to submit your voting intentions.

EXPLANATORY MEMORANDUM

Starpharma Holdings Ltd ABN 20 078 532 180

This explanatory memorandum has been prepared to assist shareholders with their consideration of the resolutions to be put to the Annual General Meeting on Thursday 11 November 2010. This explanatory memorandum should be read with, and forms part of, the accompanying Notice of Meeting.

FINANCIAL STATEMENTS AND REPORTS

The *Corporations Act* requires the financial statements and the reports of the directors and auditors of the Company to be put before the Annual General Meeting. There will be an opportunity for shareholders to ask questions and comment on these documents. No resolution is required to be passed on this item.

Shareholders will also have the opportunity to ask the auditors or their representative questions relating to the conduct of the audit, the preparation and content of the auditors' report, the accounting policies adopted by the Company in relation to the preparation of the statements, and the independence of the auditors. Shareholders may also submit written questions to the auditors in respect of the auditors' report or the conduct of the audit. The questions should be received by the Company no later than five business days before the meeting.

RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

The *Corporations Act* requires publicly listed companies to disclose certain information relating to the remuneration of Directors and executives. This disclosure is contained in a separate section of the Directors' Report called the Remuneration Report, which is set out on pages 12 to 19 of the Annual Report.

Shareholders will have the opportunity at the Annual General Meeting to ask questions about, or make comments on, the Remuneration Report.

In addition the *Corporations Act* requires that shareholders of a publicly listed company vote at the Annual General Meeting on a non-binding resolution as to whether to adopt the Remuneration Report. The vote is of an advisory nature and is not legally binding on the Directors.

The Directors recommend that shareholders vote in favour of the resolution.

RESOLUTION 2 – RE-ELECTION OF MR ROSS DOBINSON

Mr Ross Dobinson is a founding director of Starpharma Holdings Limited. He is a merchant banker with a background in investment banking and stockbroking, having acted as corporate director for two leading stockbrokers. He was an executive director of the National Australia Bank Limited's corporate advisory subsidiary, and later headed the Corporate Advisory Division of Dresdner Australia Ltd. He is Managing Director of TSL Group Ltd, a corporate advisory company specialising in establishing and advising life sciences companies, and is also a director of a number of unlisted companies. He is Chairman of ASX-listed biotech company Acrux Ltd, and Executive Chairman of ASX-listed biotech company Hexima Ltd.

Mr Dobinson is chair of the audit & risk committee and the remuneration & nomination committee.

The Board (with Mr Dobinson abstaining) recommends that shareholders vote in favour of this ordinary resolution.

RESOLUTION 3 – RE-ELECTION OF MR RICHARD HAZLETON

Mr Richard Hazleton has been a non-executive director of Starpharma Holdings Limited since December 2006. He is the former chairman of US-based global corporation Dow Corning. He joined Dow Corning in 1965 and held numerous positions in engineering, manufacturing and finance, both in the US and Europe, before becoming Chief Executive Officer of the company in 1993, and Chairman of the Board of Directors and CEO in 1994. He retired from Dow Corning in 2001. He was Chairman of the Board of Dendritic Nanotechnologies Inc (DNT) from 2004 until Starpharma's acquisition of the company in October 2006. He has served on the Boards of the American Chemistry Council and the Chemical Bank and Trust Company (Midland, MI, USA) as well as several non-profit social service agencies in Michigan and Belgium.

Mr Hazleton is a member of the remuneration & nomination committee.

The Board (with Mr Hazleton abstaining) recommends that shareholders vote in favour of this ordinary resolution.

Lodge your vote:



By Mail:

Computershare Investor Services Pty Limited
GPO Box 242 Melbourne
Victoria 3001 Australia

Alternatively you can fax your form to
(within Australia) 1800 783 447
(outside Australia) +61 3 9473 2555


For Intermediary Online subscribers only
(custodians) www.intermediaryonline.com

For all enquiries call:

(within Australia) 1300 850 505
(outside Australia) +61 3 9415 4000

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Proxy Form

 **For your vote to be effective it must be received by 4.00pm (Melbourne time) Wednesday, 10 November 2010**

How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

Appointment of Proxy

Voting 100% of your holding: Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote as they choose. If you mark more than one box on an item your vote will be invalid on that item.

Voting a portion of your holding: Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

Appointing a second proxy: You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

A proxy need not be a securityholder of the Company.

Signing Instructions

Individual: Where the holding is in one name, the securityholder must sign.

Joint Holding: Where the holding is in more than one name, all of the securityholders should sign.

Power of Attorney: If you have not already lodged the Power of Attorney with the registry, 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 sign in the appropriate place to indicate the office held. Delete titles as applicable.

Attending the Meeting

Bring this form to assist registration. If a representative of a corporate securityholder or proxy is to attend the meeting you will need to provide the appropriate "Certificate of Appointment of Corporate Representative" prior to admission. A form of the certificate may be obtained from Computershare or online at www.investorcentre.com under the information tab, "Downloadable Forms".

Comments & Questions: If you have any comments or questions for the company, please write them on a separate sheet of paper and return with this form.

Turn over to complete the form ➔



View your securityholder information, 24 hours a day, 7 days a week:

www.investorcentre.com

- Review your securityholding
- Update your securityholding

Your secure access information is:

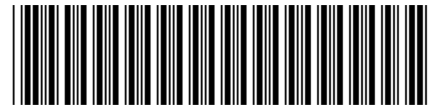
SRN/HIN: I999999999



PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.

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Change of address. If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.



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Proxy Form

Please mark to indicate your directions

STEP 1 Appoint a Proxy to Vote on Your Behalf

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I/We being a member/s of Starpharma Holdings Ltd hereby appoint

the Chairman of the meeting OR

PLEASE NOTE: Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

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 Annual General Meeting of **Starpharma Holdings Ltd** to be held at **the offices of Norton Rose, Level 15, RACV Tower, 485 Bourke Street, Melbourne, Victoria on Thursday, 11 November 2010 at 4.00pm** and at any adjournment of that meeting.

STEP 2 Items of Business

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

	For	Against	Abstain
1 Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Re-election of Mr Ross Dobinson as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Re-election of Mr Richard Hazleton as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business.

SIGN Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

Contact Name _____

Contact Daytime Telephone _____

Date ____/____/____

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