

Notice of Meeting
Peptech Limited ABN 98 002 951 877

Notice is given that the Annual General Meeting of shareholders of Peptech Limited ABN 98 002 951 877 ("Peptech" or the "Company") will be held at The Wesley Conference Centre, 220 Pitt Street, Sydney, New South Wales, Australia on Wednesday 15 February 2006 at 10.00am.

Items of Business

1. *Financial Statements and Reports*

To receive and consider the financial report, the Directors' Report and the Auditor's Report of the Company for the year ended 30 September 2005.

2. *Election of Directors.*

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

- (a) "That, for all purposes, Mr Greg Bundy, who retires and, being eligible, offers himself for election, is elected as a Director."
- (b) "That, for all purposes, Mr Mel Bridges, who retires and, being eligible, offers himself for election, is elected as a Director."

3. *Approval of grant of shares to Dr John Chiplin*

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

"That the acquisition of shares in the Company by executive Director, Dr John Chiplin, under the Company's Performance Share Plan, as set out in the Explanatory Memorandum to this Notice of Meeting, be approved for all purposes, including for the purpose of ASX Listing Rule 10.14."

Voting exclusion statement

The Company will disregard any votes cast on this resolution 3 by a Director, except one who is ineligible to participate in any employee incentive scheme in relation to the Company, and an associate of those persons. However, the Company need not disregard a vote if:

- it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- 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.

4. *Approval of grant of shares to Dr Phil Jennings*

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

"That the acquisition of shares in the Company by executive Director, Dr Phil Jennings, under the Company's Performance Share Plan, as set out in the Explanatory Memorandum to this Notice of Meeting, be approved for all purposes, including for the purpose of ASX Listing Rule 10.14."

Voting exclusion statement

The Company will disregard any votes cast on this resolution 4 by a Director, except one who is ineligible to participate in any employee incentive scheme in relation to the Company, and an associate of those persons. However, the Company need not disregard a vote if:

- it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- 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.

5. *Remuneration Report*

To consider, and if thought fit, pass the following **advisory only** resolution:

“That the Remuneration Report for the financial year ended 30 September 2005 as disclosed in the Directors’ Report be adopted.”

Voting entitlements

The Board has determined that a person’s entitlement to vote at the Annual General Meeting will be the entitlement of that person set out in the register of shareholders as at 7.00pm (Sydney Time) on Monday 13 February 2006. Transactions registered after that time will be disregarded in determining shareholders’ entitlement to attend and vote at the Annual General Meeting.

Proxies

Please note that:

- a shareholder entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy;
- a proxy need not be a member of the Company; and
- shareholders entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise, but where the proportion or number is not specified, each proxy may exercise half of the votes.

If you wish to appoint a proxy, you should complete and return the attached Proxy Form in accordance with the instructions set out in that form.

To be valid, the Proxy Form must be received at the address or facsimile number set out below NOT LATER THAN 10.00am (Sydney time) on Monday 13 February 2006.

Mail Address:

Computershare Investor Services Pty Ltd
GPO Box 242
Melbourne VIC 8060 AUSTRALIA

Facsimile Transmission to:

Within Australia (03) 9473 2118
International + 61 3 9473 2118

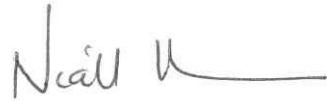
Corporate representative

Any corporate shareholder who has appointed a person to act as its corporate representative at the Annual General Meeting should provide that person with a certificate or letter executed in accordance with the Corporations Act authorising him or her to act as that company’s representative. The authority may be sent to the Company or its share registry in advance of the Annual General Meeting or handed in at the Annual General Meeting when registering as a corporate representative.

Accompanying Explanatory Memorandum

An Explanatory Memorandum accompanies and forms part of this Notice of Meeting. Shareholders should read that document in full.

By order of the Board

A handwritten signature in black ink, appearing to read "Niall Henderson", followed by a horizontal line extending to the right.

Niall Henderson
Company Secretary
12 December 2005

EXPLANATORY MEMORANDUM

Annual General Meeting – 15 February 2006

This Explanatory Memorandum forms part of the Notice of Meeting for the Peptech Limited Annual General Meeting to be held on Wednesday 15 February 2006.

Information relevant to the business to be considered at the Annual General Meeting is provided in this Explanatory Memorandum and shareholders should read this document in full.

Item 1 – Financial Statements and Reports

The directors have approved the audited financial statements of the Company and its controlled entities and place before the shareholders the statements of financial performance, statements of financial position, and statements of cash flows of the Company and its controlled entities (“Financial Statements”), the reports of the Directors and Auditor (“Reports”) for the financial year ended 30 September 2006.

The Company is required to lay the Financial Statements and Reports before the Annual General Meeting but there is no requirement to include a resolution in respect of those documents.

As a shareholder, you are entitled to submit a written question to the Auditor prior to the Annual General Meeting provided that the question relates to:

- the content of the Auditor’s Report; or
- the conduct of the audit in relation to the financial report.

All written questions must be received by the Company no later than 8 February 2006 and may not be sent direct to the Auditor. The Company will then forward all questions to the Auditor.

The Auditor will be attending the Annual General Meeting and will be available to answer questions from shareholders relevant to:

- the conduct of the audit;
- the preparation and content of the Auditor’s report;
- the accounting policies adopted by the Company in relation to the preparation of the Financial Statements; and
- the independence of the Auditor in relation to the conduct of the audit.

In addition, shareholders will be given a reasonable opportunity to ask questions of the Directors and make comments on the Financial Statements. Once all resolutions have been considered there will be an opportunity for shareholders to make comments and ask questions about the management and the general affairs of the business.

Item 2 – Election of Directors

In accordance with clause 6.2(j) of the Company’s constitution, Mr Greg Bundy who was appointed a director on 8 February 2006, must retire and offer himself for election at the Annual General Meeting.

In accordance with ASX Listing Rule 14.4 and clause 6.3(b) of the Company’s Constitution, Mr Mel Bridges will retire at the Annual General Meeting and, being eligible, offer himself for election.

Greg Bundy brings international investment banking experience to the board.

He has more than 20 years experience in investment banking, stockbroking and funds management gained at the major banking and broking firm Merrill Lynch.

In 2002 he left Merrill Lynch as Vice Chairman Asia Pacific.

He is currently the Chairman of Equity Capital Markets Limited, a boutique Investment Bank based in Sydney.

During the last three years he has also served as a director of Creatable Media Limited (between April 2004 and May 2005), an ASX listed public company.

He holds a Bachelor of Arts in Political Science from Yale University.

Mel Bridges joined the board of Peptech as Chairman in December 2002. He was appointed Executive Chairman on 1 January 2004.

Mel Bridges brings to the Board more than 30 years experience in the biotechnology and healthcare industries. During his career, he has founded and developed successful diagnostics, biotechnology and medical device companies, and also held senior management positions with divisions of Chicago based, Baxter Healthcare.

He is also a director of ASX listed public company Alchemia Limited (Chairman), a position he has held since December 2003.

He is Peptech's nominated director on the Domantis Limited board and is a director and chairman of the joint venture with Biosceptre International Limited.

He is a Fellow of the Australian Institute of Company Directors and holds a Bachelor of Applied Science (Chemistry) from the University of Southern Queensland.

The directors recommend that shareholders vote in favour of the election of each of Mr Bundy and Mr Bridges.

Items 3 and 4 – Approval of grant of shares to Dr John Chiplin and Dr Phil Jennings

The Company proposes to issue shares under its Performance Share Plan ("PSP") to:

- Dr John Chiplin, who at the date of the meeting will be the Managing Director and Chief Executive Officer of the Company; and
- Dr Phil Jennings, an executive Director of the Company.

ASX Listing Rule 10.14 provides that the Company must not permit a Director or an associate of a Director to acquire shares under an employee incentive scheme without the approval of shareholders.

At the Company's 2004 Annual General Meeting, shareholders approved the terms of the PSP for the purpose of ASX Listing Rule 7.2.

The number of shares that the Company proposes to offer to Dr Chiplin under the PSP is 20% of his current TRP (20% of \$400,000 = \$80,000) divided by the three month average closing share price to 31 December 2005.

The exact number of shares that Dr Chiplin will be offered and may acquire under the PSP can

only be determined once the average closing price of Peptech's shares during the three months to 31 December 2005 is known.

Based on the three month average share price to 31 October 2005 of \$ 1.355, the Company estimates that the maximum number of shares that Dr Chiplin may acquire under the PSP will be 59,041. At the Annual General Meeting, the Company will provide details of the exact number of shares to which Dr Chiplin may become entitled under the PSP.

The number of shares that the Company proposes to offer to Dr Jennings under the PSP is will be his Total Remuneration Package (TRP) at 1 January 2006 multiplied by the allocation approved by the Board for PSP allocations on 1 January 2006 divided by the three month average closing share price to 31 December 2005.

The exact number of shares that Dr Jennings will be offered and may acquire under the PSP can only be determined once the following information is known:

- average closing price of Peptech's shares during the three months to 31 December 2005;
- Dr Jennings' Total Remuneration Package (TRP) for the year ended 31 December 2006, and
- Dr Jennings' personal performance during the year ended 31 December 2005.

Based on the three month average share price to 31 October 2005 of \$1.355, and assuming that Dr Jennings' total remuneration package for the year ended 31 December 2006 will be \$355,000, the Company estimates that the maximum number of shares that Dr Jennings may acquire under the PSP (assuming his personal performance during the year ended 31 December 2005 entitles him to be allocated shares equal to 20% of his TRP for that year) will be 52,399. At the Annual General Meeting, the Company will provide details of the exact number of shares to which Dr Jennings may become entitled under the PSP.

There is no cost to Dr Chiplin or Dr Jennings on the acquisition of shares by them. The issue of shares under the PSP is part of Dr Chiplin's and Dr Jennings' overall remuneration package.

The Company expects to offer shares, subject to shareholder approval, under the PSP to Dr Chiplin and Dr Jennings in January or February 2006. Shares to which Dr Chiplin and Dr Jennings become entitled under the terms of the PSP (on meeting certain performance criteria) will be issued on or before 15 February 2009, which is three years from the date of shareholder approval, if given.

The terms of the PSP are described in the Remuneration Report. The Remuneration Report can be found in the Directors' Report section of the Annual Report.

The Comparator Group for the PSP allocations on 1 January 2006 were selected based on a number of criteria including market capitalisation, type of company, and the research programs undertaken by those companies. The comparator group is unchanged from the group used for PSP allocations on 1 January 2005.

Comparator group

Company	Company
Agenix Ltd	Metabolic Pharmaceuticals Ltd
AGT Biosciences Ltd	Norwood Abbey Ltd
Amrad Corporation Ltd	Novogen Ltd
Antisense Therapeutics Ltd	Peplin Biotech Ltd
Biota Holdings Ltd	Pharmaxis Ltd
Chemeq Ltd	Prana Biotechnology Ltd
Cytopia Ltd	Prima Biomed Ltd
Eiffel Technologies Ltd	Progen Industries Ltd
Epitan Ltd	Sirtex Medical Ltd
Gropep Ltd	Starpharma Pooled Development Ltd

No shares have yet been issued under the PSP.

Only full or part time employees of the Company (with the exception of the Executive Chairman) are entitled to participate in the PSP. Accordingly, of the Directors, only the following may participate in the PSP:

- Dr Chiplin; and
- Dr Jennings.

Details of any shares issued under the PSP will be published in each annual report of the Company relating to the period in which shares have been issued and that approval for the issue of shares was obtained under ASX Listing Rule 10.14. Any additional persons referred to in Listing Rule 10.14 who becomes entitled to participate in the PSP after this resolution is passed will not participate until approval is obtained under ASX Listing Rule 10.14.

Under the terms of Dr Chiplin's and Dr Jennings' employment contracts, if shareholders do not approve the acquisition of shares by Dr Chiplin and Dr Jennings under the PSP, they will be entitled to a cash bonus equal to the value of the shares they would otherwise have received.

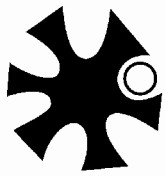
The Chairman and non-executive Directors recommend shareholders vote in favour of resolutions 3 and 4.

Item 5 – Remuneration Report

The *Corporations Act 2001* requires that the Remuneration Report, as contained within the Directors' Report, be put to shareholders for adoption by way of non-binding vote.

The Remuneration Report can be found in the Directors' Report section of the Annual Report.

Following consideration of the Remuneration Report, the Chairman will give shareholders a reasonable opportunity to ask questions about or make comments on the Remuneration Report.



PEPTECH
Limited

Peptech Limited • ABN 98 002 951 877

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



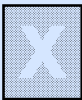
Proxy Form



All correspondence to:
Computershare Investor Services Pty Limited
GPO Box 7045 Sydney
New South Wales 2001 Australia
Enquiries (within Australia) 1300 855 080
(outside Australia) 61 3 9415 4000
Facsimile 61 2 8234 5050
www.computershare.com

Appointment of Proxy

I/We being a member/s of Peptech 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 Annual General Meeting of Peptech Limited to be held at the Wesley Conference Centre, 220 Pitt Street, Sydney NSW on Wednesday 15 February 2006 at 10:00am and at any adjournment of that meeting.

IMPORTANT: FOR ITEMS 3 AND 4 BELOW



If the Chairman of the meeting is appointed as your proxy, or may be appointed by default and you do not wish to direct your proxy how to vote as you proxy in respect of resolutions 3 or 4, 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 resolutions and that votes cast by the Chairman of the meeting for those resolutions other than as proxy holder will 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 will not cast your votes on resolutions 3 or 4 and your votes will not be counted in calculating the required majority if a poll is called on the resolution. The Chairman intends to vote undirected proxies in favour of resolutions 3 and 4.

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

	For	Against	Abstain*
Item 2(a). To elect Mr Greg Bundy as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 2(b). To elect Mr Mel Bridges as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 3. Approval of grant of shares to Dr John Chiplin	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 4. Approval of grant of shares to Dr Phil Jennings	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 5. Adoption of remuneration report	<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.

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

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

/ /

PTD

19PR

012037 - V2



How to complete this 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) 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.
- (b) 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 48 hours before the commencement of the meeting at 10:00am on Wednesday 15 February 2006. Any Proxy Form received after that time will not be valid for the scheduled meeting.

Documents may be lodged using the reply paid envelope or:

IN PERSON	Registered Office - 19-25 Khartoum Road, Macquarie Park NSW 2113 Australia, www.peptech.com Share Registry - Computershare Investor Services Pty Limited, Level 2, 60 Carrington Street, Sydney NSW 2000 Australia
BY MAIL	Registered Office - 19-25 Khartoum Road, Macquarie Park NSW 2113 Australia, www.peptech.com Share Registry - Computershare Investor Services Pty Limited, GPO Box 242, Melbourne VIC 8060 Australia
BY FAX	61 3 9473 2118