



GIACONDA LIMITED

ABN 68 108 088 517

2005 NOTICE OF ANNUAL GENERAL MEETING

GIACONDA LIMITED

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email: info@giaconda.net.au

www.giaconda.net.au



GIACONDA LIMITED
ACN 108 088 527

Chairman's Letter

12 October 2005

Dear Shareholder,

Accompanying this letter is the Notice of Annual General Meeting of Giaconda Limited and Annual Financial Report of the Company for the financial year ended 30 June 2005 (**Annual Report**).

During the reporting period, your company has been transformed from a proprietary company to an unlisted public one. Post the reporting period, it has been further transformed to a listed public company.

This is our first annual report since being listed on the official list of the Australian Stock Exchange Limited. The Annual Report has been prepared in accordance with the requirements of the Corporations Act 2001 (Commonwealth) as those requirements apply to an unlisted public company. But in anticipation of the next reporting period, when we will also report in accordance with the Listing Rules of the Australian Stock Exchange Limited, your Board has adopted, and will judge its performance against:

- a Board Code of Conduct;
- a Board Charter;
- a Shareholder Communication Policy;
- a Continuous Disclosure Policy and Procedures; and
- a Securities Trading Policy.

All of these are posted on our website at www.giaconda.net.au

Our website also contains releases in relation to significant developments in the Company's business since the end of the last financial year, including:

- The listing of the Company on the Australian Stock Exchange Limited;
- Appointment of our new Company Secretary, Mr Tal J Dauth;
- The Nobel Prize awarded to Prof. Barry Marshall and Dr Robin Warren which confirms Giaconda's direction with our product Heliconda™.

We look forward to meeting you and discussing the future of your company at our annual general meeting on 16 November 2005.

Yours Sincerely,

A handwritten signature in black ink that reads 'Chris Bilkey'.

Chris Bilkey
Chairman



Giaconda Limited
ACN 108 088 517

Notice of Annual General Meeting 2005

The Annual General Meeting of Giaconda Limited will be held on Wednesday, 16 November 2005 at 6:00 pm at Sydney Masonic Centre, 66 Goulburn St, Sydney.

Items of Business

1. Receipt and consideration of Annual Financial Report, including Directors' Report and Auditor's Report for the year ended 30 June 2005, as accompanying this Notice of Annual General Meeting.
2. To re-elect Prof Thomas Borody who retires from the office of director by rotation, and being eligible, offers himself for re-election.
3. To re-elect Mr Chris Bilkey who retires from the office of director by rotation, and being eligible, offers himself for re-election.

Other Business

Any other business which may be brought forward in conformity with the constitution of the Company.

Dated 12th October 2005.

By order of the Board.

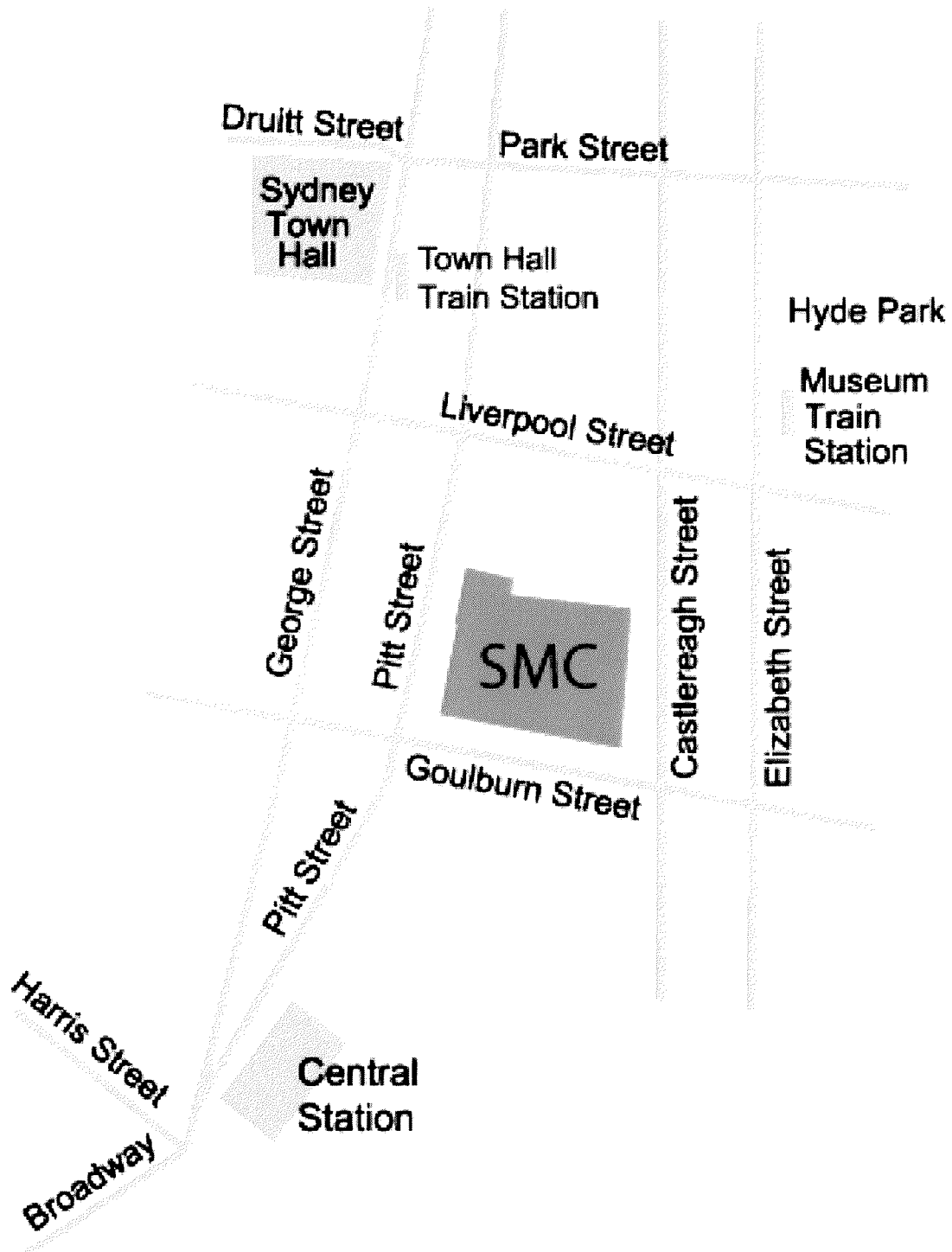
A handwritten signature in black ink, appearing to read 'T J Dauth', is written over a faint, circular stamp or watermark.

Mr Tal J Dauth
Company Secretary
Giaconda Limited

**GIACONDA LIMITED
ANNUAL GENERAL MEETING
Wednesday 16 November, 2005 at 6.00pm**

Sydney Masonic Centre – 66 Goulburn St, Sydney

DIRECTIONS TO SYDNEY MASONIC CENTRE



PROXY FORM

GIACONDA LIMITED
ABN 68 108 088 517
Annual General Meeting
Proxy Form

All correspondence to:
 Registries Limited
 P O Box R67
 Royal Exchange, Sydney NSW 1223
 Enquiries: 61 2 9290 9600
 Facsimile: 61 2 9279 0664
 www.registriesltd.com.au
 registries@registriesltd.com.au

Mark this box with an 'X' if you are Issuer Sponsored and want to make any changes to your address details (see reverse)

Name Address 1
 Name Address 2
 Name Address 3
 Name Address 4
 Name Address 5
 Name Address 6

Appointment of Proxy

If appointing a proxy to attend the Annual General Meeting on your behalf, please complete the form and submit it in accordance with the directions at the bottom of the page.

I/We being a shareholder/shareholders of Giaconda Limited pursuant to my/our right to appoint not more than two proxies, appoint

The Chairman of the Meeting (mark with an "X") **OR**

Write here the name of the person you are appointing if this person is **someone other than** the Chairman of the Meeting.

or failing him/her

Write here the name of the other person you are appointing.

or failing him/her, (or if no proxy is specified above), the Chairman of the meeting, as my/our proxy to vote for me/us and on my/our behalf at the Annual General Meeting to be held at Sydney Masonic Centre, 66 Goulburn St, Sydney on Wednesday 16 November 2005 at 6.00pm and at any adjournment of that meeting.

This proxy is to be used in respect of _____ % of the ordinary shares I/we hold.

If you do not wish to direct your proxy how to vote, please place a mark in the box. If you have appointed the Chair of the meeting to exercise your proxy, 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 a particular resolution and votes cast by him other than as proxy holder will be disregarded because of that interest. The Chair intends to vote 100% of all open proxies in favour of the resolution.

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

RESOLUTION	For	Against	Abstain *
1. Receipt and consideration of Annual Financial Report, including Directors' Report and Auditor's Report for the year ended 30 June 2005	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. Re election of Prof Thomas Borody as a director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. Re-election of Mr Christopher Bilkey as a director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

* 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. Executed in accordance with section 127 of the Corporations Act:

Individual or Shareholder 1

Joint Shareholder 2

Joint Shareholder 3

Sole Director & Sole Company Secretary

Director

Director / Company Secretary

Dated this _____ day of _____ 2005

Contact Name

Contact Business Telephone / Mobile

INSTRUCTIONS FOR COMPLETING PROXY FORM

1. Your pre-printed name and address is as it appears on the share register of Giaconda Limited. If you are Issuer Sponsored and this information is incorrect, please mark the box at the top of the proxy form and make the correction on the form. Securityholders sponsored by a broker on the CHESS subregister should advise their broker of any changes. Please note you cannot change ownership of your securities using this form.
2. Completion of a proxy form will not prevent individual shareholders from attending the Annual General Meeting in person if they wish. Where a shareholder completes and lodges a valid proxy form and attends the Annual General Meeting in person, then the proxy's authority to speak and vote for that shareholder is suspended while the shareholder is present at the Annual General Meeting.
3. A shareholder of the Company entitled to attend and vote is entitled to appoint not more than two proxies. Where more than one proxy is appointed, each proxy must be appointed to represent a specified proportion of the shareholder's voting rights. If the shareholder appoints two proxies and the appointment do not specify this proportion, each proxy may exercise half of the votes.
4. A proxy need not be a shareholder of the Company.
5. If you mark the abstain box for a particular item, you are directing your proxy not to vote on that item on a show of hands or on a poll and that your shares are not to be counted in computing the required majority on a poll.
6. If a representative of a company shareholder is to attend the Meeting, a properly executed original (or certified copy) of the appropriate "Certificate of Appointment of Corporate Representative" should be produced for admission to the Meeting. Previously lodged "Certificates of Appointment of Corporate Representative" will be disregarded by the Company.
7. If a representative as Power of Attorney of a shareholder is to attend the meeting, a properly executed original (or originally certified copy) of an appropriate Power of Attorney should be produced for admission to the Annual General Meeting. Previously lodged Powers of Attorney will be disregarded by the Company.

8. 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 shareholders should sign.
- Power of Attorney:** If you are signing under a Power of Attorney, you must lodge an original or certified photocopy of the appropriate Power of Attorney with your completed Proxy Form.
- 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.

9. Lodgement of a Proxy

This Proxy Form (and any Power of Attorney under which it is signed) must be received at the address below not later than 6.00pm on Monday, the 14th November 2005 (48 hours before the commencement of the meeting). Any Proxy Form received after that time will not be valid for the scheduled meeting.

Hand deliveries

**Registries Limited
Level 2
28 Margaret Street
Sydney NSW 2000**

Postal address:

**Registries Limited
PO Box R67
Royal Exchange NSW 1223**

Fax number:

(02) 9279 0664