PRIMARY HEALTH CARE LIMITED
(ACN 064 530 516)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given of the annual general meeting of members of Primary Health Care Limited ("**the Company**") to be held:

Date:	Wednesday 22 November 2006
Time:	3.00 pm (Melbourne time)
Venue:	Eureka Medical and Dental Centre 14 Albert Street Ballarat VIC 3350

BUSINESS

1. Receipt of Annual Financial Report

Receipt of the Company's Financial Report, the Directors' Report and the Auditor's Report for the year ended 30 June 2006.

2. Adoption of Remuneration Report

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

"That the Remuneration Report for the year ended 30 June 2006 be adopted."

Note: This is an advisory resolution and does not bind the directors or the Company.

3. To re-elect Mr John Crawford as a director

Mr John Crawford retires by rotation in accordance with the Constitution of the Company, and being eligible, offers himself for re-election.

4. Retirement of Mr John Joseph as a director

Mr John Joseph retires by rotation in accordance with the Constitution of the Company, and does not offer himself for re-election.

Note: No resolution is required in relation to the retirement of Mr John Joseph as a director.

By order of the board

Andrew Duff
Company Secretary

Dated: 25 September 2006

VOTING BY PROXY

(a) (right to appoint): Each shareholder has the right to appoint a proxy to attend and vote for the shareholder at this meeting.

(b) (two proxies): To enable a shareholder to divide their voting rights, a shareholder may appoint 2 proxies. Where 2 proxies are appointed:

  (i) a separate Proxy Form should be used to appoint each proxy;

  (ii) the Proxy Form may specify the proportion, or the number, of votes that the proxy may exercise, and if it does not do so the proxy may exercise half of the votes.

(c) (who may be a proxy): A shareholder can appoint any other person to be their proxy. A proxy need not be a shareholder of the Company. The proxy appointed can be described in the Proxy Form by an office held, for example, "the Chair of the Meeting".

(d) (signature(s) of individuals): In the case of shareholders who are individuals, the Proxy Form must be signed:

  (i) if the shares are held by one individual, by that shareholder;

  (ii) if the shares are held in joint names, by any one of them.

(e) (signatures on behalf of companies): In the case of shareholders who are companies, the Proxy Form must be signed:

(i) if it has a sole director who is also sole company secretary, by that director (and stating that fact next to, or under, the signature on the Proxy Form);

(ii) in the case of any other company, by either 2 directors or a director and company secretary.

The use of the common seal of the company, in addition to those required signatures, is optional.

(f) (other authorised persons): If the person signing the Proxy Form is doing so under power of attorney, or is an officer of a company outside of (e) above but authorised to sign the Proxy Form, the power of attorney or other authorisation (or a certified copy of it), as well as the Proxy Form, must be received by the Company by the time and at the place in (g) below.

(g) (lodgement place and deadline): A Proxy Form accompanies this notice. To be effective, Proxy Forms (duly completed and signed) must be received by the Company at its registered office:

(i) at 30 – 38 Short Street, Leichhardt NSW 2040; or

(ii) by facsimile on (02) 9561 3301,

(marked to the attention of the Company Secretary) no later than 24 hours before the time for the holding of the meeting.

SHAREHOLDERS WHO ARE ENTITLED TO VOTE

For the purposes of this meeting and in accordance with regulation 7.11.37 of the Corporations Regulations 2001, the directors have determined that a person's entitlement to vote at the meeting will be the entitlement of that person set out in the register of members as at 7.00 pm (Sydney time) on Monday 20 November 2006.

EXPLANATORY STATEMENT

Item 1: Receipt of Annual Financial Report

1.1 As required by the Corporations Act, the financial report, the director's report, and the auditor's report for the most recent financial year will be laid before the meeting. There is no requirement for a formal resolution on this item. However, the chair of the meeting will allow a reasonable opportunity for the shareholders as a whole at the meeting to ask questions about, or make comments on, those reports.

1.2 Shareholders should refer to **paras 6.1 to 6.6** below in relation to asking questions directed to the auditor.

Item 2: Adoption of Remuneration Report

2.1 The Remuneration Report is set out, under the heading "Remuneration Report", on pages 7 to 11 of the Company's Annual Report for the year ended 30 June 2006. The Remuneration Report:

(a) provides discussion of the board's policy on remuneration of directors and senior managers, and the relationship between such policy and the Company's performance; and

(b) sets out prescribed information in relation to the directors and senior managers, including their fixed remuneration and any performance related remuneration.

2.2 The chair of the meeting will allow a reasonable opportunity for the shareholders as a whole at the meeting to ask questions about, or make comments on, the Remuneration Report.

2.3 Under section 250R(3) of the Corporations Act, the vote on the resolution to adopt the Remuneration Report is advisory only and does not bind the directors or the Company.

Recommendation on item 2

2.4 Your directors unanimously recommend that you vote in favour of the resolution in item 2.

Item 3: Re-election of Mr John Crawford as a director

3.1 Information in relation to Mr John Crawford:

(a) *Relationship with the Company*: Mr John Crawford, aged 67, is a non-executive director who was appointed in 1998. He has a relevant interest in 18,583 shares in the Company.

(b) *Background and experience*: Mr Crawford has had extensive insurance and management experience including as Deputy Group Managing Director of GIO Australia, Chairman of AA-GIO Insurance (NZ) and Freemans Australia and Deputy Chairman of RAA Insurance Ltd and RACQ Insurance.

(c) *Former directorships in last 3 years*: Director of Northern Medical Research Foundation from 2003 to 2005.

Recommendation on item 3

3.2 Your directors unanimously recommend that you vote in favour of the re-election of Mr John Crawford.

Item 4: Retirement of Mr John Joseph as a director

4.1 Mr John Joseph, aged 71, is an executive director who was appointed in 1994. He has a relevant interest in 1,541,144 shares in the Company. Mr Joseph retires by rotation in accordance with the Constitution, but does not offer himself for re-election. No resolution is required in relation to the retirement of Mr John Joseph as a director.

4.2 Your directors have thanked Mr John Joseph for his outstanding contribution to the Company over many years.

4.3 With the retirement of Mr Joseph from the board, the number of directors will reduce from 7 to 6. Your directors have unanimously resolved that the maximum number of directors is 6 from the time of Mr Joseph's retirement from office. Your directors will keep open for consideration the composition of the board.

4.4 If your directors consider, at some time in the future, that it is desirable that there should be an addition to the board, then your directors will appoint a suitable candidate. That casual appointee will then hold office until the following general meeting of shareholders at which time he or she is eligible for election by shareholders.

General: Questions and comments on management of the Company

5.1 The chair of the meeting will allow a reasonable opportunity for the shareholders as a whole at the meeting to ask questions about, or make comments on, the management of the Company.

General: Questions to the auditor

6.1 Any shareholder may submit to the Company a written question directed to the Company's auditor Deloitte Touche Tohmatsu if the question is relevant to:

(a) the content of the auditor's report to be considered at the meeting; or

(b) the conduct of the audit of the annual financial report to be considered at the meeting.

6.2 Any relevant written question under **para 6.1** above must be received by the Company no later than the fifth business day before the day on which the meeting is held.

6.3 The Company will pass the questions on to the auditor. The auditor will then prepare, and give to the Company, a list of the relevant questions. The Company will, at or before the start of the meeting, make copies of the questions list reasonably available to the shareholders attending the meeting.

6.4 If the auditor prepares a written answer to a written question submitted under **paras 6.1 and 6.2** above, the chair of the meeting may permit the auditor or their representative to table the written answer to the written question. The Company will make the tabled written answer reasonably available to shareholders as soon as practicable after the meeting.

6.5 The chair of the meeting will allow a reasonable opportunity for the auditor or their representative to answer relevant written questions submitted under **paras 6.1 and 6.2** above.

6.6. The chair of the meeting will allow a reasonable opportunity for the shareholders as a whole at the meeting to ask the auditor or the auditor's representative questions relevant to:

(a) the conduct of the audit; and

(b) the preparation and content of the auditor's report; and

(c) the accounting policies adopted by the Company in relation to the preparation of the financial statements; and

(d) the independence of the auditor in relation to the conduct of the audit.

General: undirected proxies

7.1 The chair of the meeting intends to vote undirected proxies in favour of each of the resolutions in items 2 and 3.

PRIMARY HEALTH CARE LIMITED

ACN 064 530 516

Proxy Form

Shareholder – please complete

____

(*full name of shareholder – please print*)

____

(*address*)

All correspondence to:
Primary Health Care Limited
Level 1, 30-38 Short Street
Leichhardt NSW 2040
Enquiries: (02) 9561 3000
Fax: (02) 9561 3301

Appointment of Proxy

I/We being a member/s of Primary Health Care Ltd and entitled to attend and vote hereby appoint

☐ the Chair 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 Chair of the Meeting.

or failing the person named, or if no person is named, the Chair 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 my/our Proxy sees fit) at the Annual General Meeting of Primary Health Care Ltd to be held on Wednesday 22 November 2006 at 3.00 pm and at any adjournment of that Meeting.

The Chair of the Meeting intends to vote undirected Proxies in favour of all resolutions.

Voting directions to your Proxy – please mark ☒ to indicate your directions

BUSINESS		FOR	AGAINST	ABSTAIN *
1.	Receipt of Annual Financial Report	☐	☐	☐
2.	Adoption of Remuneration Report	☐	☐	☐
3.	Re-election of Mr John Crawford as a director	☐	☐	☐
4.	Retirement of Mr John Joseph as a director (no resolution required)	☐	☐	☐

* 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 on that item and your votes will not be counted in computing the required majority on a poll on that item.

SIGNATURE/S – this must be signed

This section *must* be signed in accordance with the instructions under "Voting by Proxy" at the end of the Notice of Annual General Meeting.

Individual or Shareholder 1	**Shareholder 2**	**Shareholder 3**
☐	☐	☐
Sole director and sole company secretary	Director	Director/Company secretary

______________________	______________________	____/____/____
Contact name	*Contact Daytime Telephone*	*Date*