PRIMARY HEALTH CARE LIMITED
(ACN 064 530 516)
LEVEL 1, 30-38 SHORT STREET
LEICHHARDT NSW 2040
TEL: (02) 9561 3300 FAX: (02) 9561 3302

YOUR REF:
OUR REF:

13 March 2008

ASX Limited
COMPANY ANNOUNCEMENTS OFFICE
Exchange Centre
Level 4, 20 Bridge Street
Sydney NSW 2000

Please refer to attached ASX Announcement for immediate release to the market.

Yours faithfully

Andrew Duff
Company Secretary

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Primary Health Care Limited ("Primary") takeover offer ("Offer") for Symbion Health Limited ("Symbion")

Enclosed is:

- a copy of ASIC Form 6021 (Notice of compulsory acquisition following takeover bid) ("**Notice**") and accompanying covering letter ("**Letter**") to be sent to remaining shareholders of Symbion in accordance with section 661B(1)(d) of the Corporations Act; and

- a copy of ASIC Form 6022 (Notice of right of buy out to remaining holder of securities following a takeover bid) ("**Buy-Out Notice**") in accordance with section 662B(1)(d) of the Corporations Act.

The Notice and Letter were lodged today with ASIC and sent to those shareholders of Symbion who have not yet validly accepted the Offer.

Copies of the Buy-Out Notice are not required to be given to any shareholders of Symbion in accordance with section 662B(1)(c)(ii) due to the dispatch of the Notice and Letter.

Yours faithfully

Andrew Duff
Company Secretary

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13 March 2008

Dear Shareholder

Primary Health Care Limited takeover offer for Symbion Health Limited – Notice of compulsory acquisition

We refer to the takeover offer ("**Offer**") by Primary Health Care Limited (ACN 064 530 516) ("**Primary**") for all of the shares in Symbion Health Limited (ACN 004 073 410) ("**Symbion**"), which was made pursuant to the bidder's statement dated 8 November 2007 and the supplementary bidder's statements dated 4 December 2007, 24 January 2008, 31 January 2008 and 7 March 2008 (together, the "**Bidder's Statement**"). The Offer is scheduled to close at 7.00pm (Sydney time) on 27 March 2008.

As at 12 March 2008, Primary had a relevant interest in 94.66% of the fully paid ordinary shares in Symbion. Pursuant to section 661A of the Corporations Act 2001 (Cwlth) ("**Corporations Act**"), Primary is now entitled to compulsorily acquire those remaining Symbion shares for which it has not received valid acceptances under the Offer.

Our records, as at the date of this letter, indicate that you have not yet validly accept the Offer. Accordingly, enclosed is an ASIC Form 6021 Notice of Compulsory Acquisition Following Takeover Bid, to compulsorily acquire your Symbion shares for $4.05[1] cash per share ("**Notice**").

Please disregard this letter and the Notice if you have already accepted the Offer in relation to your Symbion shares.

As well as providing formal notice of Primary's intention to compulsorily acquire your Symbion shares, the Notice sets out certain rights available to Symbion shareholders under the Corporations Act in response to the Notice and a requirement that the shares be acquired by Primary on the terms that applied under the Offer at the end of the Offer period.

You do not need to sign or return the Notice.

Shortly, Symbion will send you a letter which will set out details for the payment of the cash consideration payable to you upon compulsory acquisition of your Symbion shares.

If you have any queries in relation to the Notice or this letter, please call the Offer enquiry line on 1800 215 488 (within Australia) or +61 2 8256 3356 (outside Australia).

Edmund Bateman
Director

1. On 15 February 2008, Symbion declared a fully franked interim dividend of $0.05 per Symbion share in respect of the half year to 31 December 2007. The record date for determining the Symbion shareholders who would be paid the dividend was 7 March 2008. In accordance with clause 5.5 of the Offer Terms, Primary has reduced the consideration payable by Primary to each Symbion shareholder who accepted the Offer, regardless of when they accepted, by $0.05 per Symbion share, being the amount of the dividend. Primary therefore paid accepting Symbion shareholders $4.05 per share.

ASIC registered agent number	
lodging party or agent name	Mallesons Stephen Jaques
office, level, building name **or** PO Box no.	Level 53, Governor Phillip Tower
street number & name	1 Farrer Place
suburb/city	Sydney state/territory NSW postcode 2000
telephone	+61 2 9296 2000
facsimile	+61 2 9296 3999
DX number	113 suburb/city Sydney

ASS. ☐ REQ-A ☐
CASH. ☐ REQ-P ☐
PROC. ☐

Australian Securities & Investments Commission

form **6021**

Corporations Act 2001
661B(1)(a)

Notice of

compulsory acquisition following takeover bid

To [NAME AND ADDRESS OF SYMBION SHAREHOLDER]

Securities of Symbion Health Limited (ACN 004 073 410) (the **'Company'**).

1. Under an Off Market Bid offers were made by Primary Health Care Limited (ACN 064 530 516) (the **'bidder'**) in respect of the acquisition of all of the fully paid ordinary shares in the Company. The offers are scheduled to close at 7.00pm (Sydney time) on 27 March 2008.

2. You are, or are entitled to be, registered as the holder of securities in respect of which an offer was made, but have not accepted the takeover offer.

3. The bidder hereby gives you notice under subsection 661B(1) of the Corporations Act 2001 (the **'Act'**) that the bidder has become entitled pursuant to subsection 661A(1) of the Act to compulsorily acquire your securities and desires to acquire those securities.

4. Under section 661D of the Act, you have the right, by notice in writing given to the bidder within one month after this notice is lodged with ASIC, to ask the bidder for a written statement of the names and addresses of everyone else the bidder has given this notice to.

5. Under section 661E of the Act, you have the right, within one month after being given this notice or within 14 days after being given a statement requested under section 661D of the Act (as referred to in paragraph 4 of this notice), whichever is the later, to apply to the Court for an order that the securities not be compulsorily acquired.

6. The bidder is entitled and bound to acquire the securities on the terms that applied under the takeover bid immediately before the end of the offer period.

7. Unless an application made by you under section 661E within one month after being given this notice (as referred to in paragraph 5 of the notice) or within 14 days after being given a statement under section 661D of the Act (as referred to in paragraph 4 of this notice), whichever is the later, the Court otherwise orders, the bidder must comply with paragraph 6 of this notice.

Signature

print name Dr Edmund Bateman capacity Managing Director

sign here date 13/3/ 2008

ASIC registered agent number

lodging party or agent name Mallesons Stephen Jaques

office, level, building name **or** PO Box no. Level 61, Governor Phillip Tower

street number & name 1 Farrer Place

suburb/city Sydney state/territory NSW postcode 2000

telephone 612 9296 2000

facsimile 612 9296 3999

DX number 113 suburb/city Sydney

ASS. ☐ CASH. ☐ PROC. ☐ REQ-A ☐ REQ-P ☐

Australian Securities & Investments Commission

form **6022**

Corporations Act 2001
662B(1)(a)

Notice of

right of buy out to remaining holder of securities following a takeover bid

To [SHAREHOLDER NAME & ADDRESS]

Securities of Symbion Health Limited (ACN 004 073 410) ('the Company').

1. Under an Off Market Bid offers were made by Primary Health Care Limited (ACN 064 530 516) ("bidder") in respect of the acquisition of all of the fully paid ordinary shares in the Company.

2. You are, or are entitled to be, registered as the holder of securities in respect of which an offer was made, but have not accepted the takeover offer.

3. The bidder hereby gives you notice under subsection 662B(1) of the Corporations Act 2001 ("the Act") that the bidder and their associates have relevant interests in at least 90% (by number) of the securities in the bid class.

4. You (or anyone who acquires the securities after the day on which this notice is given), as the holder of remaining securities in the bid class, have the right under section 662C within one month after this notice is given to give the bidder a written notice requiring the bidder to acquire your securities in the bid class.

5. Unless otherwise agreed, the terms on which the securities will be acquired by the bidder will be the same as the terms which applied to the acquisition of securities under the bid immediately before the end of the offer period.

Signature

print name Dr Edmund Bateman capacity Managing Director

sign here date 13/ 3/2008

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