



18 November 2008

Company Announcements Office
Australian Securities Exchange
20 Bond Street
SYDNEY NSW 2000

Dear Sir/Madam

Sonic Healthcare Limited – 2008 Share Purchase Plan

Sonic Healthcare Limited (**Sonic**) is pleased to announce an offer to existing shareholders to acquire further shares in Sonic under a share purchase plan (**SPP**). The SPP will provide shareholders eligible to participate in the SPP with the opportunity to purchase new shares at \$11.60 per share, being the same issue price paid by institutional and sophisticated investors under the placement announced on 13 November 2008 (**Placement**), without incurring any brokerage or other transaction costs.

The offer under the SPP opens on 18 November 2008 and is expected to close at 5.30pm on 12 December 2008.

Details regarding this offer and the SPP are included in the attached documents - 'Letter to Shareholders', 'Terms and Conditions' and 'Application Form' - which have been provided to ASX in accordance with Listing Rule 3.17. These three documents will be sent to eligible shareholders shortly.

Sonic provides the following additional information about the proposed issue of shares under the SPP in accordance with Listing Rule 3.10.3:

<ul style="list-style-type: none">• Class of securities to be issued	Ordinary shares in Sonic (Shares)
<ul style="list-style-type: none">• Number of securities to be issued	The number of Shares to be issued is not known and depends on the applications received from eligible shareholders seeking to participate in the SPP. The maximum number of Shares that may be issued is estimated to be 10,142,292 (based on the maximum number of shares that may be acquired per eligible shareholder (i.e. 431 shares)) and the estimated number of eligible shareholders as at the close of business on 13 November 2008 (i.e. 23,532 shareholders).
<ul style="list-style-type: none">• Principal terms of the securities to be issued	The Shares will rank equally with existing ordinary shares in Sonic.

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<ul style="list-style-type: none"> • Issue price or consideration 	The issue price is \$11.60 per Share.
<ul style="list-style-type: none"> • Purpose of the issue 	To provide eligible shareholders with an opportunity to invest in Shares at the same price as the price paid by institutional and sophisticated investors under the Placement, without brokerage or transaction costs. The additional capital raised under the SPP will be used to enhance Sonic's financial flexibility by providing headroom to pursue synergistic acquisitions and to further strengthen its balance sheet.
<ul style="list-style-type: none"> • Whether Sonic will seek shareholder approval 	Sonic will not seek shareholder approval for the issue of Shares under the SPP.
<ul style="list-style-type: none"> • Whether the issue will be to a class of security holders 	The issue will be to those existing shareholders who satisfy the eligibility criteria and other terms of the SPP.

An application for quotation of the Shares will be made to ASX at the relevant time.

For further information contact:

Paul Alexander
Company Secretary

Telephone: +61 2 9855 5404
Facsimile: +61 2 9878 5066
Email: pjalex@ozemail.com.au

NOT FOR RELEASE INTO THE UNITED STATES OR TO U.S. PERSONS

This announcement does not constitute an offer to sell, or the solicitation of an offer to buy, any securities in the United States or to, or for the account or benefit of, any "U.S. person" (as defined in Regulation S under the U.S. Securities Act of 1933, as amended (Securities Act) (U.S. Person)). The offer and sale of securities referred to in this announcement has not been, and will not be registered under the Securities Act or any securities laws of any state or other jurisdiction of the United States. Securities may not be offered or sold in the United States or to, or for the account or benefit of, any U.S. Person absent registration or an exemption from the registration.

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SONIC
HEALTHCARE
LIMITED

18 November 2008

Dear Shareholder,

Sonic Healthcare Limited (Sonic) – Share Purchase Plan

On 13 November 2008, Sonic Healthcare announced that it had successfully raised A\$425 million by way of an institutional placement of 36,637,932 ordinary shares at A\$11.60 per share to a range of institutional and sophisticated investors. This equity raising was an important part of Sonic's overall strategy to fund its ongoing growth and to maintain a strong balance sheet.

Sonic's Board recognises that numerous individual shareholders already on Sonic's register, many who have supported the company for some time, did not get the chance to participate in the placement. Accordingly, the Board is pleased to offer an opportunity to eligible existing shareholders to participate in a Share Purchase Plan (**SPP**) to acquire additional shares in Sonic at the same issue price as that paid by investors under the placement.

All shareholders on Sonic's register at 7.00pm (Sydney time) on Monday, 17 November 2008, with a registered address in Australia, New Zealand or the United Kingdom (and who meet the other criteria set out in the attached terms and conditions) are eligible to participate in the SPP.

Shares are offered under the SPP on the following key terms:

- The purchase price is A\$11.60 per share;
- Eligible shareholders may apply for shares in parcels of 86, 172, 258, 344 or 431 shares up to a maximum purchase price of almost \$5,000; (maximum parcel of 431 shares X \$11.60 per share = \$4999.60 maximum purchase price);
- Applications and full payment for shares **must** be received before the close of the offer at 5.30pm (Sydney time) on 12 December 2008;
- The shares will be purchased free of brokerage and other transaction costs.

The proceeds from the SPP will be used to enhance Sonic's financial flexibility by providing headroom to pursue synergistic acquisitions and to further strengthen Sonic's balance sheet.

Participation in the SPP is completely optional. The offer to acquire shares under the SPP is non-renounceable, meaning that your right to participate cannot be transferred to anyone else.

You should read carefully the Terms and Conditions of the SPP enclosed with this letter. If you are eligible, and wish to participate in the SPP, please complete and return the enclosed Application Form with a cheque, bank draft or money order, or alternatively, submit a BPAY® payment, for the relevant amount in accordance with the instructions on the form.

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If you have any questions in relation to the SPP or about any of the enclosed documents, please contact:

Computershare Investor Services Pty Limited

Telephone: 1300 556 161

Facsimile: +61 8 8236 2305

Email: web.queries@computershare.com.au

On a personal note, I welcome your participation in the SPP and thank you for your continued support of our company.

Yours sincerely

A handwritten signature in black ink, appearing to read 'Colin Goldschmidt'.

Dr Colin Goldschmidt

CEO and Managing Director
Sonic Healthcare

NOT FOR RELEASE INTO THE UNITED STATES OR TO U.S. PERSONS

This announcement does not constitute an offer to sell, or the solicitation of an offer to buy, any securities in the United States or to, or for the account or benefit of, any "U.S. person" (as defined in Regulation S under the U.S. Securities Act of 1933, as amended (Securities Act) (U.S. Person)). The offer and sale of securities referred to in this announcement has not been, and will not be registered under the Securities Act or any securities laws of any state or other jurisdiction of the United States. Securities may not be offered or sold in the United States or to, or for the account or benefit of, any U.S. Person absent registration or an exemption from the registration.

SONIC HEALTHCARE LIMITED

SHARE PURCHASE PLAN TERMS AND CONDITIONS

NOVEMBER 2008

PART 1 – THE OFFER

Sonic Healthcare Limited (**Sonic**) offers eligible shareholders the ability to acquire between 86 and 431 ordinary shares in Sonic (**Shares**) at A\$11.60 per Share under the Sonic Healthcare Limited Share Purchase Plan (**SPP**) (**Offer**).

If you are eligible to purchase Shares, you may purchase a minimum of 86 Shares for a consideration of A\$997.60 or a maximum of 431 Shares for a consideration of A\$4,999.60 (**Maximum**) or any of the other increments set out in the Application Form, namely 172 Shares, 258 Shares or 344 Shares, for the consideration stated in the Application Form.

Please carefully read the Terms and Conditions relating to the Offer, as you will be bound by them.

PART 2 – THE TERMS AND CONDITIONS OF THIS OFFER

1. Opening and Closing Date of the Offer

The Offer opens on **18 November 2008**.
The Offer closes at **5.30pm** (Sydney time) on **12 December 2008**. **No late applications will be accepted.**

2. Who is Eligible?

You are eligible to apply for Shares if you are a shareholder of Sonic and:

- your registered address as recorded in Sonic's register of members is in Australia, New Zealand or the United Kingdom;
- you are registered as a holder of ordinary shares in Sonic as at 7.00pm (Sydney time) on **17 November 2008**;
- you are not a 'US person' (as defined in Regulation S under the U.S. Securities Act of 1933) (**US Person**) or acting for the account or benefit of a U.S. Person; and
- you do not hold Shares on behalf of another person who resides outside Australia, New Zealand or the United Kingdom (unless you also hold Shares in another eligible capacity)

(an **Eligible Shareholder**).

The Offer to each Eligible Shareholder is made on the same terms and conditions. The Offer is non-renounceable (i.e. you may not transfer your right to buy the Shares to anyone else).

Single Holders

If you are the only registered holder of a holding of Shares, but you receive more than one Offer under the SPP (e.g. because you have multiple registered holdings), you may only apply for one parcel of Shares up to the Maximum.

Joint Holders

If you are registered with one or more other persons as the joint holders of a holding of Shares, that joint holding is taken to be a single registered holding and the certification given when you apply to participate in this Offer will be taken to have been given by all joint holders. If the same joint holders receive more than one Offer under the SPP (e.g. if the joint holders have multiple joint holdings), the joint holders may only apply for one parcel of Shares up to the Maximum.



Trustees and Nominees

Where a trustee or nominee is a registered holder of Shares and is expressly noted on Sonic's share register as holding Shares on account of another named person (a **beneficiary**), the named beneficiary will be taken to be the registered holder of those Shares and the trustee or nominee may apply for one parcel of Shares up to the Maximum in respect of each named beneficiary on whose account it holds Shares. An application for Shares or certification by, or an issue of Shares to, the trustee or nominee will be taken to be an application or certification by, or an issue to, the beneficiary.

Where a trustee or nominee is a registered holder of Shares but is not expressly noted on the register as holding Shares on account of a named beneficiary, the trustee or nominee may only participate as a single registered holder of Shares.

A trustee or nominee holding Shares for the benefit of a U.S. Person may not apply for Shares under this Offer for such U.S. Person.

3. Purchase Price

The purchase price for each Share under the Offer is A\$11.60 (**Purchase Price**), being:

- the same as the price per Share paid by institutional investors under the placement recently conducted by Sonic; and
- less than the market price of Shares during the 5 trading days ending on 17 November 2008.

4. Rights Attaching to Shares

The Shares allotted under the SPP will rank equally with all other Shares (including in respect of dividend and voting rights) quoted on the Australian Securities Exchange (**ASX**). Sonic will apply for the Shares allotted under the SPP to be quoted on ASX.

5. Application for Shares

If you are an Eligible Shareholder, you can only apply for Shares under this Offer by electing, and making payment under, **one** of the following options:

Offer	Number of Shares	Amount Payable
Offer A	86	A\$997.60
Offer B	172	A\$1,995.20
Offer C	258	A\$2,992.80
Offer D	344	A\$3,990.40
Offer E	431	A\$4,999.60

Applications may be made by either:

- completing the Application Form and making payment by one of the methods described in paragraph 8 below; or
- submitting a BPAY® payment, for the amount payable in respect of the number of Shares which you have applied for.

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6. Participation Costs

The only cost to you in relation to the Offer will be the Purchase Price payable for the number of Shares you wish to acquire. Under the Offer, you do not have to pay for brokerage, commission or other transaction costs.

7. Allotment of Shares

The Shares to be issued under this Offer will be allotted on 19 December 2008 or as soon as possible after that date. Computershare Investor Services Pty Limited will send allottees a holding statement in due course.



8. Payment for Shares

All amounts in this Offer are expressed in Australian dollars. If you would like to participate in the SPP, you must pay for the Shares by:

- making a payment through BPAY®; or
- providing a cheque, bank draft or money order payable to Sonic Healthcare Limited,

in accordance with the instructions on the Application Form.

9. Important Information on Price Risk to Consider

The Purchase Price for each Share under the Offer is A\$11.60, which is the same as the price per Share paid by institutional investors under the placement recently conducted by Sonic and less than the market price of Shares during the five trading days ending on 17 November 2008.

Before deciding whether or not to apply for Shares under this Offer, you should refer to the current market price of Sonic shares which can be obtained from the financial pages of major metropolitan and national newspapers, your stockbroker, or the ASX (www.asx.com.au). However, it is important to remember that the current market price of Sonic shares may rise or fall between the date of this Offer and the date on which Shares are issued to you under this Offer.

10. Effect of Making an Application

If you apply to participate in this Offer by submitting a BPAY® payment or completing and returning the Application Form (with a cheque, bank draft or money order):

- you confirm that you are an Eligible Shareholder;
- you give a certification to the effect that you have not applied for Shares with an aggregate application price of more than \$5,000 under this Offer and/or under any similar arrangement in the 12 months prior to your application, even though you may have received more than one offer

under the SPP or received offers in more than one capacity under the SPP;

- you agree that your application is made on the terms and conditions of the SPP set out in this document and the Application Form;
- you accept that you will not be able to withdraw or revoke your application or BPAY® payment once you have sent it in (or paid it, as the case may be);
- you authorise Sonic (and its officers and agents) to correct any error or omission in your Application Form by the insertion of any missing details;
- you acknowledge that Sonic may at any time determine that your Application Form is valid, in accordance with these terms and conditions, even if the Application Form is incomplete, contains errors or is otherwise defective;
- you accept the risk associated with any refund that may be sent to you by direct credit or cheque to your address shown on Sonic's register;
- you are responsible for any dishonour fees or other costs Sonic may incur in presenting a cheque for payment which is dishonoured;
- you acknowledge that Sonic is not liable for any exercise of its discretions referred to in these terms and conditions; and
- you irrevocably and unconditionally agree to the terms and conditions set out in this document.

11. Sonic's Discretion Regarding Applications

Sonic may accept or reject applications to purchase Shares under this Offer, including (but not limited to) cases where:

- an Application Form is incorrectly completed, incomplete or otherwise determined by Sonic to be invalid;

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- a cheque, bank draft or money order is dishonoured or has not been completed correctly;
- a cheque, bank draft or money order is not made out for the exact amount of the parcel of Shares selected on the Application Form;
- a BPAY® payment is not received, or is incomplete or invalid;
- an applicant appears to be applying for more than A\$4,999.60 of Shares (in aggregate) at the Purchase Price;
- an Application Form is received after the closing date. While Sonic has a discretion to accept late BPAY® payments, Application Forms and cheques, bank drafts or money orders, there is no assurance that it will do so. Late BPAY® payments, Application Forms and cheques, bank drafts or money orders, if not processed, will be returned to you at your registered address or refunded; or
- Sonic believes an applicant is not an Eligible Shareholder (subject to compliance with any applicable Australian Securities and Investments Commission or ASX requirements).

Sonic also reserves the right to allot fewer Shares than an Eligible Shareholder applies for under the SPP, or no Shares, if Sonic believes the issue of those Shares to the applicant would contravene any law or the ASX Listing Rules.

No interest will be paid on any application money returned to you.

12. Change of Offer

Sonic may withdraw the Offer, or change, suspend or terminate the SPP, at any time. If Sonic does this, it will advise ASX. The omission to give notice of changes to, or suspension or termination of, the SPP or the non-receipt of notice will not invalidate the change, suspension or termination.

Where there is any uncertainty as to the operation of the SPP or the terms and conditions of this Offer, Sonic may make determinations about the operation of the SPP, and may do so in each case generally or in relation to any participant or application. Any change or determination that is made by Sonic will be conclusive and binding on all Eligible Shareholders and other persons to whom the change or determination relates.

13. Dispute resolution

Sonic may settle any dispute in relation to the SPP in any manner it thinks fit, whether generally or in relation to any participant, application or Share. Sonic's decision will be conclusive and binding.

14. Governing law

These terms and conditions are governed by the laws in force in New South Wales.

If you have any questions regarding the SPP, please contact Computershare Investor Services Pty Limited on 1300 556 161.

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SONIC
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IMPORTANT NOTICE:

If you apply to participate in this Offer, you are accepting the risk that the market price of Sonic shares may change between the date of this Offer and the date when Shares are issued to you under this Offer. This means that the price you pay per Share under this Offer may be greater or less than the price you would pay to buy Sonic shares on-market when the Shares are issued to you under this Offer.

You should consider obtaining professional financial and/or taxation advice to assist you in determining whether or not, and the extent to which, you wish to participate in this Offer (taking into account your own financial situation, needs and objectives). Sonic and its officers make no recommendation about whether or not you should apply for Shares under this Offer, and nothing in this or the accompanying documentation constitutes investment or financial product advice or is intended to influence your decision whether or not to participate in this Offer.

Sonic reserves the right to waive strict compliance with any provision of these Terms and Conditions. The powers of Sonic under these Terms and Conditions may be exercised by the directors of Sonic or any delegate of them.

This and the accompanying documentation does not constitute an offer of securities for sale in the United States or to U.S. Persons and may not, directly or indirectly, be sent or disseminated in the United States or to any U.S. Person in any place. The Shares to be issued under this Offer have not been and will not be registered under the U.S. Securities Act of 1933 or the securities laws of any state of the United States and may not be offered, sold or otherwise transferred in the United States or to, or for the account or benefit of, any U.S. Person except in compliance with the registration requirements of the U.S. Securities Act of 1933 and any other applicable state securities laws or pursuant to an exemption from the registration requirements of the U.S. Securities Act of 1933 and applicable state securities laws.

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How to apply for shares under the Share Purchase Plan

Payment Details

You can apply for shares by making your payment through BPAY®. There is no requirement to return this slip if you are paying through BPAY®.

Alternatively, make your cheque, bank draft or money order payable to Sonic Healthcare Limited in Australian currency and cross it Not Negotiable. Your cheque or bank draft must be drawn on an Australian branch of a financial institution. Please ensure you submit the correct amount. Incorrect payments may result in your application being rejected. Complete cheque details in the boxes provided.

If paying by cheque, return the Application Slip and cheque, bank draft or money order in the envelope provided.

Cheques will be processed on the day of receipt and as such, sufficient cleared funds must be held in your account as cheques returned unpaid may not be re-presented and may result in your Application being rejected. Paperclip (do not staple) your cheque(s) to the Share Purchase Plan Application Slip where indicated. Cash will not be accepted. A receipt for payment will not be forwarded.

Contact Details

Enter the name of a contact person and telephone number. These details will only be used in the event that the registry has a query regarding this form.

Lodgement of Application

If you are applying for shares and your payment is being made by BPAY®, you do not need to return this form. Your payment must be received by no later than 5.30pm (Sydney time) on 12 December 2008. It is the responsibility of the applicant to ensure that funds submitted through BPAY® are received by this time. You must check the processing cut-off time for BPAY® transactions with your bank, credit union or building society as it may be earlier than 5.30pm (Sydney time) on 12 December 2008.

If you are paying by cheque, bank draft or money order, your Application Slip must be received at the Adelaide office of Computershare Investor Services Pty Limited (CIS) by no later than 5.30pm (Sydney time) on 12 December 2008. You should allow sufficient time for this to occur. The postal acceptance rule does not apply to the SPP. A reply paid envelope is enclosed for shareholders in Australia. New Zealand and United Kingdom holders will need to affix the appropriate postage. Return your Application Slip with cheque, bank draft or money order to either of the addresses listed below.

Privacy Statement

Personal information is collected on this form by CIS, as registrar for securities issuers ("the issuer"), for the purpose of maintaining registers of shareholders, facilitating distribution payments and other corporate actions and communications. Your personal information may be disclosed to our related bodies corporate, to external service companies such as print or mail service providers, or as otherwise required or permitted by law. If you would like details of your personal information held by CIS, or you would like to correct information that is inaccurate, incorrect or out of date, please contact CIS. In accordance with the Corporations Act 2001, you may be sent material (including marketing material) approved by the issuer in addition to general corporate communications. You may elect not to receive marketing material by contacting CIS. You can contact CIS using the details provided on the front of this form or E-mail privacy@computershare.com.au

If you have any enquiries concerning this form or your entitlement, please contact CIS on 1300 556 161.

This form may not be used to notify your change of address. For information, please contact CIS on 1300 556 161 or visit www.computershare.com (certificated/issuer sponsored holders only).

CHES holders must contact their Controlling Participant to notify a change of address

024267_V2

Payment Options:



Bill Code: 554774
Ref No: 123412341234123412

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Call your bank, credit union or building society to make this payment from your cheque or savings account. More info: www.bpay.com.au

By making your payment through BPAY®, you give and make the confirmation, certifications, application and authorisation set out overleaf in the section headed 'IMPORTANT'. Please read that section carefully.



By Mail
Sonic Healthcare Limited
Computershare Investor
Services Pty Limited
GPO Box 2987
Adelaide South Australia 5001
Australia



In Person
Computershare Investor
Services Pty Limited
Level 5
115 Grenfell Street
Adelaide South Australia 5000
Australia



Entitlement Number: <xxxxxxxxxx>

SAMPLE CUSTOMER
SAMPLE STREET
SAMPLE STREET
SAMPLE STREET
SAMPLE STREET
SAMPLETOWN TAS 7000