



SONIC  
HEALTHCARE  
LIMITED

**NOT FOR DISTRIBUTION OR RELEASE IN THE UNITED STATES OR TO U.S. PERSONS**

Wednesday, 17 October 2007

Company Announcements  
Australian Stock Exchange  
20 Bond Street  
**SYDNEY NSW 2000**

Dear Sir/Madam,

**Re: Sonic Healthcare Limited (Sonic) – Shareholder Purchase Plan**

The Board of Sonic Healthcare Limited is pleased to announce an opportunity for all eligible shareholders to participate in a Shareholder Purchase Plan (**SPP**). The offer under the SPP opens today and is expected to close on Friday 16 November 2007.

Details of the terms and conditions of the SPP are set out in the attached copy of the SPP Letter to Shareholders, Terms and Conditions and Application Form (which are lodged for the purposes of ASX Listing Rule 3.17).

The SPP Letter to Shareholders, Application Form and Terms and Conditions will be sent to eligible Sonic shareholders shortly.

For the purposes of ASX Listing Rule 3.10.3, the following additional information is provided about the SPP:

- Shares issued under the SPP will be fully paid ordinary shares in Sonic (**Shares**) and will rank equally in all respects with existing Shares.
- The number of Shares to be issued under the SPP is not known and will depend on the number of eligible shareholders and their level of participation in the SPP. The maximum number of Shares that may be issued under the SPP is estimated to be 7,509,250 (based on the maximum number of shares that may be acquired per eligible shareholder and the estimated number of eligible shareholders as at close of business on 16 October 2007).
- Shares will be issued under the SPP at an issue price of A\$14.20 per share, being the same price as the price per share paid by institutional investors under the placement announced by Sonic on 24 August 2007 (**Placement**).
- The purpose of the SPP is to provide eligible shareholders with an opportunity to invest in Shares at the same price as the price paid by institutional investors under the Placement, without brokerage or transaction costs. The additional capital raised under the SPP will be used to repay debt so as to provide Sonic with further capacity to grow the business and create value for shareholders.
- Sonic will not be seeking shareholder approval for the issue of shares under the SPP.

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- The issue will not be made to a class of security holders. The eligibility criteria for participation in the SPP are set out in the attached Terms and Conditions.

Yours faithfully



**Paul Alexander**  
Company Secretary

**THIS RELEASE DOES NOT CONSTITUTE AN OFFER OF SECURITIES FOR SALE IN THE UNITED STATES. THE SHARES HAVE NOT BEEN AND WILL NOT BE REGISTERED UNDER THE UNITED STATES SECURITIES ACT OF 1933, AS AMENDED, AND MAY NOT BE OFFERED OR SOLD IN THE UNITED STATES ABSENT REGISTRATION OR AN APPLICABLE EXEMPTION FROM REGISTRATION REQUIREMENTS.**

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17 October 2007

Dear Shareholder,

**Sonic Healthcare Limited (Sonic) – Shareholder Purchase Plan**

On 24 August 2007, Sonic announced that it had successfully raised A\$400 million from an institutional placement of 28,169,015 Sonic ordinary shares at A\$14.20 per share (the **Placement**), representing a discount of 5% to Sonic's closing price on 22 August 2007.

Whilst this raising was an important component of Sonic's funding strategy, the Board recognises that a number of Sonic's loyal shareholders did not have an opportunity to participate in the Placement. The Board is therefore pleased to announce a Share Purchase Plan (SPP) that will give all eligible shareholders an opportunity to acquire additional shares in Sonic at the same price as the price per share paid by institutional investors under the Placement.

The proceeds from the SPP will be used to repay debt so as to provide the company with further capacity to grow the business and create value for shareholders.

The SPP is open to all shareholders on the register at 7.00pm (Sydney time) on 16 October 2007 whose registered address is in Australia, New Zealand or the United Kingdom (and who otherwise meet the eligibility criteria set out in the attached terms and conditions).

The purchase price of shares under the SPP is A\$14.20 per share (the **Purchase Price**), being the same as the price per share paid by institutional investors under the Placement. Other conditions of the SPP include:

- Applications for shares can be for your choice of 70, 140, 210, 280 or 350 Shares, being increments of approximately \$1,000 up to a maximum of close to \$5,000;
- Applications and full payment must be received by **5.30pm (Sydney time) on 16 November 2007** in accordance with the instructions set out in the enclosed Application Form; and
- The offer attracts **no** brokerage or other transaction costs.

Participation in the SPP is completely optional. However, your entitlement to participate in the SPP is non-renounceable. This means that your right to participate in the SPP cannot be transferred to anyone else.

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The full Terms and Conditions of the SPP are enclosed and, if you are eligible and wish to participate in the SPP, you should complete and return the enclosed Application Form with a cheque, bank draft or money order for the relevant amount, or submit a BPAY® payment, in accordance with the instructions on the form. Your application and payment must be received by no later than 5.30pm (Sydney time) on **16 November 2007**.

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

**Computershare Investor Services Pty Limited**

Telephone: 1300 556 161

Facsimile: (08) 8236 2305

Email: [web.queries@computershare.com.au](mailto:web.queries@computershare.com.au)

I welcome your participation in the SPP and thank you for your continued support of Sonic.

Yours sincerely,



**Dr Colin Goldschmidt**  
**Managing Director**

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# SONIC HEALTHCARE LIMITED

## SHAREHOLDER PURCHASE PLAN

### TERMS AND CONDITIONS

OCTOBER 2007

#### **PART 1 - THE OFFER**

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Sonic Healthcare Limited ('Sonic') offers eligible shareholders the ability to acquire between 70 and 350 fully paid ordinary shares in Sonic ('Shares') at A\$14.20 per fully paid ordinary share under the Sonic Healthcare Limited Shareholder Purchase Plan ('SPP') ('Offer').

If you are eligible to purchase Shares, you must purchase a minimum of 70 Shares for a consideration of A\$994.00 or a maximum of 350 Shares for a consideration of A\$4,970.00 ('Maximum') or any of the increments set out in the Application Form, namely 70 Shares, 140 Shares, 210 Shares, 280 Shares or 350 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**

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1. **Opening and Closing Date of the Offer**  
The Offer opens on **17 October 2007**. The Offer closes at **5.30pm** (Sydney time) on **16 November 2007**. **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 recorded in Sonic's register of members is in Australia, New Zealand or the United Kingdom;
  - you are registered as a holder of fully paid ordinary shares in Sonic as at 7.00pm (Sydney time) on **16 October 2007**;
  - you are not a 'U.S. person' (as defined in Regulation S under the U.S.

- Securities Act of 1933) ('U.S. 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 (ie 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 (eg 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 (eg 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\$14.20, 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 12 October 2007.

**4. Rights Attaching to Shares**

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

**5. Investment Offer**

If you are an Eligible Shareholder, you can purchase Shares under this Offer by choosing **one** of the following options on the Application Form or when you submit your BPAY® payment:-

Offer	Number of Shares	Amount Payable
Offer A	70	A\$994.00
Offer B	140	A\$1,988.00
Offer C	210	A\$2,982.00
Offer D	280	A\$3,976.00
Offer E	350	A\$4,970.00

**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 23 November 2007 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 \$14.20, 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 5 trading days ending on 12 October 2007. 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. However, it is important to remember that the current market price of Sonic shares may rise or fall between the date on which you apply for Shares 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;
- you authorise Sonic (and its officers and agents) to correct any error or omission in your Application Form and to complete the 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;
- a cheque, bank draft or money order is dishonoured or has not been

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- 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\$4,970.00 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 the 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.





**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 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 and any other applicable state securities laws or pursuant to an exemption from the registration requirements of the U.S. Securities Act and applicable state securities laws.*

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**SONIC  
HEALTHCARE  
LIMITED**

ABN 24 004 196 909

**Computershare**

Computershare Investor Services Pty Limited  
GPO Box 1903 Adelaide  
South Australia 5001 Australia  
Enquiries (within Australia) 1300 556 161  
(outside Australia) 61 3 9415 4000  
Facsimile 61 8 8236 2305  
web.queries@computershare.com.au  
www.computershare.com

Securityholder Reference Number (SRN)

000001

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SAM

MR JOHN SAMPLE  
FLAT 123  
SAMPLE STREET  
SAMPLE STREET  
SAMPLE STREET  
SAMPLETOWN VIC 3030



**I 1234567890 I N D**

Entitlement Number:

Record Date: 7.00pm (Sydney time) 16 October 2007

Offer Closes: 5.30pm (Sydney time) 16 November 2007

Price per Security: A\$14.20

**SHARE PURCHASE PLAN APPLICATION FORM**

**IMPORTANT:**

This is an important document which requires your immediate attention. If you are in any doubt as to how to deal with this form please consult a professional adviser.

Pursuant to the terms and conditions of the Sonic Healthcare Limited Share Purchase Plan (SPP) accompanying the letter to Sonic Healthcare Limited (Sonic) shareholders dated 17 October 2007, Sonic is offering eligible shareholders the opportunity to purchase a minimum of 70 fully paid ordinary shares in Sonic (Shares) for A\$994.00 or a maximum of 350 Shares for A\$4,970.00 (or any of the other parcels of Shares specified below for the amount specified).

**If you do not wish to purchase additional shares under this offer there is no need to take action.**

By submitting this Application Slip (with a cheque, bank draft or money order payable to Sonic Healthcare Limited) or by making your payment through BPAY®, you:

- confirm that you acknowledge and agree to all of the terms and conditions of the SPP set out in the documentation enclosed with this form;
- certify that you are an eligible shareholder as defined in the terms and conditions of the SPP;
- certify that the aggregate of the application price paid by you for (i) Shares the subject of your application; and (ii) any other Shares applied for by you under the SPP or any similar arrangement in the 12 months prior to your application, does not exceed A\$5,000;
- irrevocably apply to subscribe for the number of Shares that may be issued in consideration of your payment under the terms and conditions of the SPP; and
- authorise Sonic to register you as the holder(s) of the Shares issued to you in consideration of your payment and agree to be bound by the constitution of Sonic.

**METHOD OF ACCEPTANCE**

You can apply for Shares and make your payment utilising one of the payment options detailed overleaf.

Sonic Healthcare Limited may make determinations in any manner it thinks fit, in relation to any difficulties, anomalies or disputes which may arise in connection with or by reason of the operation of the SPP whether generally or in relation to any participant or application. Any determinations by Sonic Healthcare Limited will be conclusive and binding on all eligible shareholders and other persons to whom the determination relates. Sonic Healthcare Limited reserves the right to waive strict compliance with any provision of the terms and conditions of the SPP, to amend or vary those terms and conditions and to suspend or terminate the SPP at any time. Any such amendment, variation, suspension or termination will be binding on all eligible shareholders even where Sonic Healthcare Limited does not notify you of that event.

**This offer is Non-Renounceable - no Signature is required. Applications can only be accepted in the name printed on this form**

©Registered to BPAY Pty Ltd ABN 69 079 137 518

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LIMITED**

**Please see overleaf for Payment Options**



**Biller Code: 554741**

**Ref No: 123412341234123412**

Paperclip  
cheque(s)  
here.  
Do not  
staple.

**We wish to purchase:**

70 Shares for A\$994.00 **or**  140 Shares for A\$1,988.00 **or**  210 Shares for A\$2,982.00 **or**  280 Shares for A\$3,976.00 **or**  350 Shares for A\$4,970.00

\* These share amounts may be subject to scale-back in accordance with the terms of the SPP.

**Payment Details**

Drawer	Cheque number	BSB number	Account number	Cheque amount
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	A\$ <input type="text"/>

**Make your cheque, money order or bank draft payable to Sonic Healthcare Limited**  
**Contact Details**

Please provide your contact details in case we need to speak to you about this slip

**Name of contact person**

**Contact person's daytime telephone number**

# 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, money order 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 16 November 2007. 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 16 November 2007.

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 16 November 2007. 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](mailto: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](http://www.computershare.com) (certificated/issuer sponsored holders only).

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

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## Payment Options:



**Bill Code:** 554741

**Ref No:** 123412341234123412

Telephone & Internet Banking – BPAY®

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