

ADDITIONAL STATUTORY INFORMATION

Interests Register

Entries in the Interests Register for the year

The following directors have declared interests in the identified entities pursuant to section 140(2) of the Companies Act 1993; the declaration serves as notice that the director may benefit from any transactions between the Company or Group and the identified entities.

DIRECTOR	ENTITY	INTEREST
A.W. Clarke	No interests declared	
M.G. Kidd	Auldhouse Computer Training Limited	Director (resigned 1 July 2004)
	Australian Finance Holdings Limited	Director (resigned 2 June 2005)
	Hanover Property Group Holdings Limited	Director (resigned 7 July 2005)
	Bendon Limited	Director
	Cullen Capital Limited	Director (resigned 7 July 2005)
	Cullen Investments Limited	Director
	Cullen Sports Limited	Director
	Elders Finance Limited	Director
	Excell Corporation Limited	Director
	FAI Finance Limited	Director
	gen-i Limited	Director (resigned 1 July 2004)
	Hanover Group Limited	Director (resigned 2 June 2005)
	Inhouse Services Limited	Shareholder/Director
	Leasing Solutions Limited	Director (resigned 2 June 2005)
	Living & Giving Limited	Director (resigned 7 July 2005)
	Logan Corporation Limited	Director (resigned 7 July 2005)
	Malibu Equities Limited	Director (resigned 7 July 2005)
	Medical Holdings Limited	Director (resigned 7 July 2005)
	Nationwide Finance Limited	Director
	New Zealand Healthcare Limited	Director (resigned 7 July 2005)
	Montreal Financial Services Limited	Director
	Onesource Limited	Director (resigned 2 June 2005)
	Pacific Retail Finance Limited	Director
	Pacific Retail Group Limited	Director
	Pacific Retail Properties Limited	Director (resigned 7 July 2005)
	Pacific Retail Services Limited	Director
	United Finance Limited	Director
P.S. Newland	gen-i Limited	Director (resigned 1 July 2004)
	St Laurence Property & Finance Ltd	Director
A.M. Paterson	Barnardos Council	Member
	BPAC NZ Limited	Director
	Electricity Complaints Commission	Member
	Governing Board Centre of Research Excellence Growth & Development (University of Auckland)	Member
	Landcorp Farming Limited	Director
	Metro Water Limited	Director
	Nga Pae o Te Maramatanga	Member
	Reserve Bank of New Zealand	Director
	Wrightson Limited	Director (resigned 11 Oct 2004)
	Council of Massey University	Member
	Emergency Response Committee Ambulance New Zealand	Chairman
J.M.R. Syme	ASB Bank Limited and subsidiaries	Director
	ASB Group (Life) Limited (holding company for Sovereign Assurance)	Director
	Kiwi Income Properties Limited (Manager-Kiwi Income Property Trust)	Unit Holder/Director
	Metro Water Limited	Director (resigned 16 Dec 2004)
	Software of Excellence International Limited	Shareholder/Director
	Waste Management NZ Limited and Subsidiaries	Shareholder/Director

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DIRECTOR	ENTITY	INTEREST
C.A. Teague	FTT Limited	Shareholder/Director
	PACK Limited	Shareholder/Director
	Pathology Consultants Limited	Shareholder/Director
	Lab Solutions Limited	Director

Directors' share dealings

Philip Newland purchased 15,000 shares on market on 2 November 2004 at \$1.20 per share (quantity and price adjusted to reflect numbers post one for 10 consolidation). The purchase was made in accordance with the Group's standard procedure for the sale or purchase of shares in the Company by a director or officer. Application was made by Mr Newland to the Board on 29th October 2004, and the Board consented to Mr Newland's purchase.

Dr Clint Teague was issued 276,340 shares on 1 February 2005. The shares were issued for \$0.999 per share in settlement of a convertible note with a face value of \$276,064. The note was the final in a series of three notes issued to Dr Teague in January 2002 as part consideration for the purchase of 100% of the shares in Medical Laboratory Wellington Limited, Wellington Pathology Limited and Nelson Diagnostic Laboratory Limited.

No other directors have disclosed share dealings to the Board during the year.

Directors' shareholdings

as at 31 May 2005

	BENEFICIAL INTEREST		NON-BENEFICIAL INTEREST	
	2005	2004	2005	2004
A.W. Clarke	26,819	26,819	-	-
M.G. Kidd	-	-	-	-
P.S. Newland	15,000	-	-	-
A.M. Paterson	-	-	-	-
J.M.R. Syme	-	-	-	-
C.A. Teague	437,970	161,630	-	-

M.G. Kidd by virtue of his directorships of Cullen Investments Limited, Malibu Equities Limited and New Zealand Healthcare Limited, has disclosed a relevant interest in a total of 4,818,454 shares.

Shareholdings as at 31 May 2004 have been restated to reflect the one for 10 consolidation of all ordinary shares on issue, which took place on 14 December 2004.

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Remuneration of directors

Remuneration and other benefits:

	2005 \$	2004 \$
A.W. Clarke	279,217	307,090
M.G. Kidd	30,000	30,000
P.S. Newland	30,000	30,000
A.M. Paterson	30,000	30,000
J.M.R. Syme	60,000	60,000
C.A. Teague	130,644	247,811

Remuneration of employees

The number of employees (excluding directors) within the Group receiving remuneration and benefits above \$100,000 are indicated in the following table:

	2005		2004	
	GROUP	COMPANY	GROUP	COMPANY
\$100,001 – \$110,000	5	-	3	-
\$120,001 – \$130,000	2	-	1	-
\$130,001 – \$140,000	1	-	1	-
\$140,001 – \$150,000	4	1	1	1
\$150,001 – \$160,000	2	-	-	-
\$160,001 – \$170,000	1	-	-	-
\$170,001 – \$180,000	2	-	3	1
\$180,001 – \$190,000	2	-	-	-
\$190,001 – \$200,000	1	1	-	-
\$200,001 – \$210,000	1	-	-	-
\$210,001 – \$220,000	1	-	-	-
\$220,001 – \$230,000	-	-	1	-
\$230,001 – \$240,000	3	-	-	-
\$240,001 – \$250,000	-	-	1	-
\$250,000 and over	-	-	1	-

The value of the equity based executive compensation is included in total remuneration.

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Remuneration of employees continued

Existing share entitlements under approved convertible notes for the senior executive team of Abano Healthcare Group Limited as at 31 May 2005 are as per the following table (stated after the one for 10 consolidation):

EXERCISABLE IN	2002	2003	2004	2005	EXPIRY DATE
Stephen St Paul Group Financial Controller	nil	35,000 @ \$2.20	35,000 @ \$2.30	35,000 @ \$2.50	1 Nov 2006
Craig Percy GM Aged Care	nil	35,000 @ \$2.20	35,000 @ \$2.30	35,000 @ \$2.50	1 Nov 2006
Richard Keys Chief Financial Officer	nil	20,000 @ \$3.00	15,000 @ \$3.50	15,000 @ \$4.00	1 June 2007
EXPIRED DURING THE YEAR					
Alan Clarke Managing Director	100,000 @ \$1.50 75,000 @ \$2.00	25,000 @ \$2.50	nil	nil	1 April 2005

Subsidiary company directors

The following persons held the office of director in subsidiary companies during the year, and those who resigned their office during the year are noted as such. Directors of subsidiary companies did not receive directors fees or other benefits in their capacity as a director.

COMPANY	DIRECTORS
ElderCare Central Limited	
ElderCare New Zealand Limited	
ElderCare St Lukes Limited	
Lumino Dental Limited (formerly Geddes Dental Group NZ Limited)	
Gracelands Retirement Village (1999) Limited	
Greenvalley Services Limited	A W Clarke, R G Keys, S C St Paul
Molly Ryan Trust Lifecare Limited	
New Zealand Dental Group Limited	
Ranworth Healthcare Limited	
Regents Park Village Limited	
St Johns Wood Trust Lifecare Limited	
Te Mata Residential Estate Limited	
Care New Zealand Limited	A W Clarke, R G Keys, C B Percy, S C St Paul
Medical Laboratory Wellington Limited	
Wellington Pathology Limited	P B Bethwaite, A W Clarke, R G Keys, C A Teague, A B M Tie
Nelson Diagnostic Laboratory Limited	
Abano Nominees Limited (formerly ElderCare Nominees Limited)	A W Clarke, R G Keys
Eldercare Contracts Limited	A W Clarke, S C St Paul

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Shareholder information

Twenty largest security holders as at 22 July 2005

	ORDINARY SHARES	% HOLDING
Rect Funds Management Limited	3,850,000	14.2%
New Zealand Healthcare Limited	2,451,314	9.0%
AXA Asia Pacific Holdings Limited	2,491,682	9.2%
Cullen Investments Limited	1,856,134	6.8%
National Nominees New Zealand Limited	1,239,092	4.6%
Salvus Asset Management Limited	754,869	2.8%
DDD Investments Limited	512,677	1.9%
Malibu Equities Limited	511,006	1.9%
ABN AMRO New Zealand Limited	501,555	1.9%
META Capital Limited	496,686	1.8%
Irongate and Greenwood Trusts	442,057	1.6%
Clinton Adam Teague	437,970	1.6%
Craig John Thompson	400,000	1.5%
Martin Boyd Hamilton Reesby	298,399	1.1%
Mountain Road Investments Limited	274,646	1.0%
BT Unit Trust Nominees Limited	238,670	0.9%
Chartwell Investments Limited	200,000	0.7%
Clatworthy Nominees Limited	200,000	0.7%
Hugh Green Investments Limited	174,000	0.6%
Westpac Superannuation Nominees Limited	161,916	0.6%
Total	17,492,673	64.4%

Spread of security holders

as at 22 July 2005

SIZE OF SHAREHOLDING	NUMBER OF HOLDERS	TOTAL SHARES HELD	% OF SHARES
1 - 4,999	1,443	1,635,776	6.0%
5,000 - 9,999	146	903,908	3.3%
10,000 - 49,999	192	3,298,620	12.2%
50,000 - 99,999	14	929,862	3.4%
100,000 - 499,999	24	5,033,718	18.6%
500,000 - 999,999	7	4,605,698	17.0%
1,000,000 or more	6	10,697,858	39.5%
	1,832	27,105,440	100.00

Donations

Donations of \$14,150 were made during the year (2004: \$18,841).

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Substantial security holders

Pursuant to section 26 of the Securities Markets Act 1988, according to filings made to the Company, the substantial security holders of the Company as at 15 August 2005 are:

	NUMBER OF SHARES	% HOLDING	DATE OF NOTICE
Eric John Watson ⁽¹⁾	48,184,523*	17.78%	01 November 2004
Medical Holdings Limited ⁽²⁾	29,623,186*	10.93%	01 November 2004
Cullen Investments Limited ⁽³⁾	18,561,337*	6.85%	03 November 2003
AXA Asia Pacific Holdings Limited ⁽⁴⁾	24,995,410*	9.22%	15 December 2004
RECT Funds Management Limited ⁽⁵⁾	3,850,000	14.20%	22 June 2005

As at 15th August 2005 the Company had 27,105,432 voting securities on issue.

⁽¹⁾ comprising non-beneficial relevant interests through holdings of entities over which Mr Watson has effective control: 24,513,135 shares held by New Zealand Healthcare Limited; 18,561,337 shares held by Cullen Investments Limited; 5,110,051 shares held by Malibu Equities Ltd.

⁽²⁾ comprising non-beneficial relevant interests in 24,513,135 shares held by its related body corporate, New Zealand Healthcare Limited, and 5,110,051 shares held by its related body corporate, Malibu Equities Limited. All these shareholdings are also disclosed in the holdings of Eric John Watson.

⁽³⁾ these shares are also disclosed in the disclosures of Eric John Watson.

⁽⁴⁾ comprising 17,043,851 shares in which a beneficial relevant interest is held; 7,951,559 shares in which a non-beneficial relevant interest is held.

⁽⁵⁾ all shares held beneficially.

***Note:**

These Substantial Security Holder Notices reflect holdings before the one for 10 consolidation of all ordinary shares on issue took place on 14 December 2004. The following table summarises the number of shares held by the substantial security holder had the notices been filed post-consolidation:

	NUMBER OF SHARES	% HOLDING
Eric John Watson	4,818,453	17.78%
Medical Holdings Limited	2,962,319	10.93%
Cullen Investments Limited	1,856,134	6.85%
AXA Asia Pacific Holdings Limited	2,499,541	9.22%
RECT Funds Management Limited	3,850,000	14.20%

Shareholders' equity and capital funds

Shareholders' equity and capital funds as at 31 May 2005 totalled \$45.6 million (2004: \$40.8 million).

The Company currently has a number of optional convertible notes on issue. The following table identifies the possible impact of these instruments on the quantity of ordinary shares on issue at various future points in time, based on the described event.

EVENT/ASSUMPTION	POTENTIAL NO. OF SHARES ON ISSUE
31/05/04 Last balance date	27,105,432
01/02/06 Executive convertible notes are converted on expiry date	27,285,432
01/11/06 Executive convertible notes are converted on expiry date	27,527,932
01/06/07 Executive convertible notes are converted on expiry date	27,577,932