

Notice of annual meeting of shareholders

Notice is hereby given that the annual meeting of shareholders of Abano Healthcare Group Limited ("Abano" or "the Company") will be held in the Pakuranga Hunt Room, Ellerslie Convention Centre, 8-100 Ascot Avenue, Ellerslie, Auckland, New Zealand on Friday 27 October 2006 commencing at 11:00 am.

AGENDA

CHAIRMAN AND CHIEF EXECUTIVE OFFICER

Presentations

SHAREHOLDERS' DISCUSSION

RESOLUTIONS:

Ordinary Business:

To consider and, if thought fit, pass the following ordinary resolutions:

Resolution 1

To record the reappointment of PricewaterhouseCoopers as auditors of the Company and to authorise the directors to fix the auditors' remuneration.

Resolution 2

To re-elect Mrs Alison Paterson as a director of the Company in accordance with the Company's Constitution (see explanatory notes).

By order of the Board



Richard Keys
Authorised Officer
Abano Healthcare Group Limited

NOTES

1. The resolutions will be voted on by shareholders of the Company.
2. The only persons entitled to vote at the annual meeting are registered shareholders as at 5.00pm on 24 October 2006 and only the shares registered in those shareholders' names may be voted at the annual meeting.
3. Any shareholder who is entitled to vote at the annual meeting may appoint a proxy to attend and vote on their behalf. A shareholder wishing to appoint a proxy should complete the enclosed Voting/Proxy form and send it to Computershare Investor Services Ltd, Private Bag 92119, Auckland, or by fax on 09-4888787 so as to ensure that it is received at least 48 hours before the time for holding the meeting. A proxy does not have to be a shareholder in the Company. A shareholder may appoint the Chairman of the annual meeting, or another person, to act as a proxy.
4. Any corporation that is a shareholder may appoint a person as its representative to attend the annual meeting and vote on its behalf, in the same manner as that in which it could appoint a proxy.
5. In accordance with clause 11.6 of the Company's constitution, Mr James Syme retires by rotation. Mr Syme will not be seeking re-election. He leaves the board to pursue other interests. The board thanks Mr Syme for his valuable input over the past 5 years.

EXPLANATORY NOTES

DIRECTOR NOMINATIONS

Resolution 2 – Re-election of Alison Paterson FCA

In accordance with clause 11.6 of the Company's Constitution, Mrs Paterson retires by rotation and, being eligible, has offered herself for re-election.

Alison Paterson is a member of the audit committee and chairman of the remuneration committee. Alison has a background in corporate governance in both the service and healthcare industry sectors, including previous appointments as the chairman of the Waitemata District Health Board and the District Health Boards New Zealand Inc. She has also served as a deputy chairman for Health Waikato and as a director of Health Benefits Ltd.

She holds directorships on the Reserve Bank of New Zealand Ltd and Metrowater Ltd and is the current chairman of BPAC NZ Ltd and the Electricity Complaints Commission. She is also chairman of the Governing Board Centre of Research, Excellence, Growth and Development for the University of Auckland, and a board member of Nga Pae o Te Maramatanga (Maori Centre of Research Excellence). Her depth of experience in the governance of a number of public and private companies and her understanding of the healthcare market add considerable value to the implementation of the Abano healthcare strategy.

ANNUAL GENERAL MEETING: Friday 27 October 2006 commencing at 11:00 am

ADMISSION CARD: Pakuranga Hunt Room, Ellerslie Convention Centre, 8-100 Ascot Ave, Ellerslie, Auckland

If you propose TO ATTEND the annual meeting:
Bring this Admission Card, Proxy Form and Voting Instructions/Ballot Paper intact.

If you do not plan to attend the annual meeting of shareholders:

You may appoint a proxy to attend and vote on your behalf by completing this proxy form and lodging with Abano c/- Computershare Investor Services Limited, Private Bag 92119, Auckland 1020, New Zealand at least 48 hours before the meeting. This can be lodged by return free post or by fax on 09 488 8787.

Shareholder No:

Proxy form

Shareholder No:

Number of Shares:

I/We being the above named, a member/members of Abano Healthcare Group Limited appoint:

	of	
(Name of Proxy)	(Place)	
	or failing him/her	
(Name of Proxy)	(Place)	

as my/our proxy to vote on my/our behalf in accordance with the instructions below and otherwise as he/she sees fit at the annual meeting of shareholders to be held on 27 October 2006, and at any adjournment thereof.

Voting instructions/ballot paper

This part of the form can either be used as voting instructions for a proxy or as a voting paper at the meeting (if a poll is called). This form is to be used to vote as follows on the following resolutions.

(Please note that if shares are held jointly, the voting instructions given in this section are given on behalf of each joint holder).

I/We direct my/our proxy to vote in the following manner:

TICK THE BOX THAT APPLIES.				
If a box relating to a resolution is not ticked, the direction to the Proxy on that resolution is to abstain.				
ORDINARY BUSINESS	FOR	AGAINST	PROXY DISCRETION	ABSTAIN
RESOLUTION 1 Reappointment and remuneration of Auditors	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
RESOLUTION 2 Re-election of Mrs Alison Paterson as a director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Signed this _____ day of _____ 2006

Signature(s) of Shareholder(s) (Joint holders must all sign)

OR Signed for and on behalf of (Name of corporation):

By (Authorised officer/attorney):

Notes

- 1 If you wish you may appoint the chairman of the meeting as your proxy.
- 2 This form must be signed by you or your attorney. Your attorney must be authorised in writing. This form, and a copy of the power of attorney appointing the attorney or other authority, if any, under which it is signed together with a certificate of non-revocation, must be lodged with Abano at least 48 hours before the meeting.
- 3 If you are a corporation, to appoint a proxy or representatives this form must be signed by an authorised officer or attorney.

FREEPOST NO. 171972



POSTAGE REQUIRED IF MAILED
OUTSIDE NEW ZEALAND

SHARE REGISTRAR
Computershare Investor Services Limited
Private Bag 92119
AUCKLAND 1020
NEW ZEALAND

FOLD

PLEASE TAPE HERE

