

THIS DOCUMENT IS IMPORTANT

If you do not understand it or are in any doubt about how to act, you should consult your stockbroker, solicitor, accountant or other professional adviser immediately.



SONIC HEALTHCARE LIMITED

ACN 004 196 909

NOTICE OF ANNUAL GENERAL MEETING 2009

AND

EXPLANATORY MEMORANDUM

The annual general meeting of shareholders will be held in the Fort Macquarie Room, Intercontinental Sydney at 117 Macquarie Street, Sydney NSW on 19 November 2009, commencing at 10.00am (Sydney time).

If you are unable to attend the meeting, you are encouraged to appoint a proxy to attend and vote on your behalf. Proxies must be appointed in accordance with the instructions set out in the proxy form enclosed with this booklet. Proxy appointments must be received by no later than 10.00am (Sydney time) on 17 November 2009.

A copy of Sonic's concise report for the financial year ended 30 June 2009 is accessible on Sonic's website at the following address: www.sonichealthcare.com/annualreports.aspx. As permitted by the *Corporations Act 2001* (Cth), a physical copy of the concise report has been sent only to shareholders who have elected to receive a physical copy.

Notice of Annual General Meeting 2009

Notice is given that the 2009 Annual General Meeting of Sonic Healthcare Limited ("Sonic" or "the Company") will be held in the Fort Macquarie Room, Intercontinental Sydney, 117 Macquarie Street, Sydney NSW on Thursday, 19 November 2009, commencing at 10.00am (Sydney time).

AGENDA

ORDINARY BUSINESS

Financial Statements and Reports

To receive and consider:

- (a) the financial report of the Company;
- (b) the directors' report; and
- (c) the auditor's report

for the financial year ended 30 June 2009.

Re-election of Directors

To consider and, if thought fit, to pass each of the following resolutions as an ordinary resolution:

1. ***THAT Mr Barry Patterson, who retires in accordance with Article 71 of the Company's Constitution and, being eligible, offers himself for re-election, is re-elected as a director of the Company.***
2. ***THAT Mr Colin Jackson, who retires in accordance with Article 71 of the Company's Constitution and, being eligible, offers himself for re-election, is re-elected as a director of the Company.***

VOTING NOTE:

All members are entitled to vote on Resolutions 1 and 2.

Remuneration Report

To consider and, if thought fit, to pass the following resolution as an ordinary resolution:

3. ***THAT the remuneration report for the financial year ended 30 June 2009 is adopted.***

VOTING NOTE:

All members are entitled to vote on Resolution 3. The vote on this resolution is advisory only and does not bind the Company or its directors.

ADDITIONAL INFORMATION:

This Notice is accompanied by an Explanatory Memorandum which provides an explanation of the business of the meeting, including the proposed resolutions.

Voting Entitlements

1. For the purposes of the 2009 Annual General Meeting, the shares of the Company that are on issue as at 7.00pm on 17 November 2009 will be taken to be held by the persons who held them at that time. Accordingly, you will be entitled to vote at the meeting if, and only if, you are a registered member of the Company at 7.00pm (Sydney time) on 17 November 2009. Transfers registered after that time will be disregarded in determining members entitled to attend and vote at the meeting.

Custodian Voting

2. For Intermediary Online subscribers only (custodians) please visit www.intermediaryonline.com to submit your voting intentions.

Proxies

3. A member has a right to appoint a proxy, who need not be a member of the Company.
4. If a member is entitled to cast two or more votes, the member may appoint two proxies. If a member appoints two proxies, neither proxy is entitled to vote on a show of hands.
5. Where more than one proxy is appointed and the appointment does not specify the proportion or number of the member's votes each proxy may exercise, each proxy may exercise half of the member's voting rights (disregarding fractions).
6. You may return your proxy form to Sonic's share registry by faxing, posting or delivering it to the relevant address below, or to the registered office of Sonic.

By fax: 1800 783 447

By Mail: Sonic Healthcare Limited

C/o Computershare Investor Services Pty Limited

GPO Box 242

Melbourne VIC 3001

Australia

7. To be effective for the scheduled meeting, your proxy form must be received no later than 48 hours before commencement of the Annual General Meeting (i.e. by 10.00am (Sydney time) on 17 November 2009). A proxy form accompanies this Notice.
8. Alternatively, you may appoint a proxy using an electronic facility available at the website www.investorvote.com.au. At the website, members will be able to view an electronic version of the proxy form, which will accept proxy appointments and register them accordingly. A member who wishes to use this facility must register their proxy appointment by no later than 10.00am (Sydney time) on 17 November 2009.

9. A proxy may decide whether or not to vote on any motion, unless the proxy is required by law or the Company's constitution to vote. Unless a member specifically directs the proxy how to vote on a proposed resolution, the proxy may vote as he or she thinks fit on that resolution. If the member specifically directs the proxy how to vote on a proposed resolution, the proxy may only vote on that item in the way the member directed.
10. If a member appoints the Chairman of the meeting as proxy and does not direct the Chairman how to vote on any of the proposed resolutions set out in this Notice, then the Chairman intends to vote in favour of the resolution if a poll is called on the resolution.

By ORDER of the Board of directors

A handwritten signature in black ink, appearing to read 'Paul Alexander', with a long, sweeping horizontal stroke extending to the right.

Paul Alexander
Company Secretary

Dated: 20 October 2009

EXPLANATORY MEMORANDUM

ORDINARY BUSINESS

Financial Statements and Reports

The financial report of the Company and the reports of the directors and auditors for the financial year ended 30 June 2009 will be laid before the Annual General Meeting, as required by the *Corporations Act 2001 (Cth)* (**Corporations Act**). Shareholders can access a copy of the reports (which form part of Sonic's 2009 Annual Report) and a copy of the concise report on the Company's website at www.sonichealthcare.com. As permitted by the Corporations Act, a physical copy of the concise report has been sent only to shareholders who have elected to receive a physical copy.

During this item of business, shareholders will be provided with a reasonable opportunity to ask questions about, and make comments on, the reports and the management, business and performance of the Company.

Shareholders will also be given a reasonable opportunity to ask a representative of the Company's auditor, PricewaterhouseCoopers, questions relevant to the conduct of the audit, the preparation and content of the auditor's report, the accounting policies adopted by the Company in relation to the preparation of the financial statements or the independence of the auditor in relation to the conduct of the audit. Shareholders may also submit a written question to PricewaterhouseCoopers if the question is relevant to the content of the auditor's report for the financial year ended 30 June 2009 or the conduct of the audit of the financial report for that year. Questions for the auditor must be received by the Company by no later than Thursday, 12 November 2009. At the meeting, PricewaterhouseCoopers will be given the opportunity to answer, or table written answers to, relevant questions.

Resolutions 1 and 2 – Re-election of Directors

Under Article 71 of the Constitution of the Company and in accordance with the listing rules of ASX Limited, no director, other than the Managing Director, may hold office for a continuous period in excess of 3 years or past the third Annual General Meeting following the director's appointment, whichever is the longer, without submitting for re-election. Mr Patterson and Mr Jackson are required to retire as directors at the end of the 2009 Annual General Meeting but, being eligible, offer themselves for re-election.

Brief biographical details of Mr Patterson and Mr Jackson are set out below:

Mr Barry Patterson

Chairman

A.S.M.M., M.I.M.M., F.A.I.C.D.

Non-executive, independent director, appointed May 1993 (Chairman since December 1999)

Mr Patterson is an engineer and has a corporate mining background, but in more recent years has held directorial positions in a number of both public and private companies. Mr Patterson is the Chairman of both the Remuneration Committee and the Nominations Committee, and is a member of the Audit Committee. Mr Patterson is currently Chairman and a non-executive director of Silex Systems Limited (since 1992).

Mr Colin Jackson

O.A.M., F.C.P.A., F.C.A., F.A.I.C.D.

Executive director, appointed December 1999

Mr Jackson has a background in professional accounting practice and laboratory management. He plays an active role at Sonic corporate level and, as Vice-President of the Australian Association of Pathology Practices, represents Sonic at national industry level. Mr Jackson was the Chief Executive Officer of Diagnostic Services Pty Limited (Sonic's Tasmanian practice) for 11 years to 2006. He is a Fellow of the Australian Society of Certified Practising Accountants, the Australian Institute of Company Directors and the Institute of Chartered Accountants in Australia. Mr Jackson is a Director and Treasurer of the Guide Dog Association of Victoria and a member of the Winston Churchill Fellowship Trust selection committee in Tasmania. He is Chairman of the Tasmanian Symphony Orchestra Foundation Limited. Mr Jackson was formerly Chairman and a non-executive director of Independent Practitioner Network Limited (2004-2008).

Resolution 3 – Remuneration Report

Sonic's 2009 Annual Report contains a remuneration report (which forms part of the directors' report), which sets out the board's remuneration policy and reports the remuneration arrangements in place for directors and specified executives for the financial year ended 30 June 2009.

A resolution for adoption of the remuneration report will be put to the vote at the Annual General Meeting, as required by the Corporations Act. In accordance with the Corporations Act, the vote on Resolution 3 will be advisory only and will not bind the directors or the Company.

Shareholders will be provided with a reasonable opportunity to ask questions about and make comments on the remuneration report at the Annual General Meeting.