

## NOTICE OF ANNUAL MEETING

The 2011 Annual Meeting of shareholders of Abano Healthcare Group Limited will be held at Pakuranga Hunt Room, Ellerslie Event Centre, 8-100 Ascot Avenue, Ellerslie, Auckland, on Monday 7 November 2011, commencing at 11am.

20 October 2011

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Dear Shareholder

I am pleased to invite you to attend the 2011 Abano Healthcare Group Limited annual meeting of shareholders on Monday 7 November 2011 at 11am at the Ellerslie Event Centre.

The annual meeting is an opportunity for you to meet your Board and the senior management team of Abano, to learn more about Abano and our strategy for the company's continued growth, and to ask questions of the Board and management.

At this year's meeting, we will be asking shareholders to vote on the re-election of Danny Chan and Susan Paterson as directors, and to elect Ted van Arkel as a director. All three bring valuable skills, commercial acumen and governance experience to the table, and the Board unanimously supports their appointments. Further information on each director nominee is provided in the Explanatory Notes.

As previously announced, this will be my last annual meeting as chairman of Abano and I will be stepping down following the close of the meeting. I will remain as an independent director on the Board until the 2012 annual meeting, when I will retire.

If you cannot attend the annual meeting, I encourage you to complete and lodge the enclosed proxy form so that it is received by Computershare Investor Services Limited no later than 48 hours before the start of the annual meeting (by 11:00 am on Saturday 5 November 2011). For those shareholders who are attending the annual meeting, please bring the enclosed proxy form/admission card with you to assist in your registration.

The Board and management invite you to join them for light refreshments at the conclusion of the annual meeting. I look forward to seeing you then.



Alison Paterson  
Chairman

## NOTICE OF MEETING

Notice is hereby given that the 2011 Annual Meeting of Abano Healthcare Group Limited ("the **Company**") will be held in the Pakuranga Hunt Room, Ellerslie Event Centre, 8-100 Ascot Avenue, Ellerslie, Auckland on Monday 7 November 2011, commencing at 11am.

### ITEMS OF BUSINESS

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#### 1. CHAIRMAN AND MANAGING DIRECTOR PRESENTATIONS

#### 2. SHAREHOLDER DISCUSSION

#### 3. RESOLUTIONS

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

That Mr Danny Chan, who retires by rotation and is eligible for re-election, be re-elected as a director of the Company.

##### RESOLUTION 3

That Mrs Susan Paterson, who retires by rotation and is eligible for re-election, be re-elected as a director of the Company.

##### RESOLUTION 4

That Mr Ted van Arkel, who was appointed a director by the Board during the year, be elected as a director of the Company.

Further information relating to these resolutions is set out in the Explanatory Notes to this notice of meeting.

#### 4. OTHER BUSINESS

**By Order of the Board of Directors**



Richard Keys  
Authorised Officer  
**Abano Healthcare Group Limited**

### EXPLANATORY NOTES

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#### RESOLUTION 1 – FIX THE REMUNERATION OF THE AUDITORS

Pursuant to the Companies Act 1993, PricewaterhouseCoopers is automatically reappointed at the annual meeting as auditors of the Company. The proposed resolution is to authorise the directors to fix the remuneration of the auditors, PricewaterhouseCoopers.

## RESOLUTION 2 - RE-ELECTION OF MR DANNY CHAN AS A DIRECTOR



In accordance with clause 11.6 of the Company's constitution and the NZSX Listing Rules, Mr Danny Chan retires by rotation and, being eligible, has offered himself for re-election. The Board has determined that Mr Danny Chan is an independent director. The Board supports the re-election of Mr Danny Chan as a director.

**DANNY CHAN** BCA (Hons), ACA, FCSAP  
Independent Director

**TERM OF OFFICE:** Appointed 19 December 2008

**BOARD COMMITTEES:** Member of the Risk Assurance and Audit Committee,  
Member of the Nomination Committee

Danny is an experienced New Zealand director with an Honours degree from Victoria University. He holds a number of directorships with companies including Academic Colleges Group Limited, Turners Flower Exports NZ Limited and ASPEQ Limited, as well as numerous companies associated with his private investments both in New Zealand and throughout Asia. Former directorships include Airways Corporation and Agresearch Limited. Danny's detailed commercial expertise in Asia, along with his extensive accounting, finance and investment management experience are of great benefit to the Abano Board as the Company expands its business into the Asian region.

## RESOLUTION 3 - RE-ELECTION OF MRS SUSAN PATERSON AS A DIRECTOR



In accordance with clause 11.6 of the Company's constitution and the NZSX Listing Rules, Mrs Susan Paterson retires by rotation and, being eligible, has offered herself for re-election. The Board has determined that Mrs Susan Paterson is an independent director. The Board supports the re-election of Mrs Susan Paterson as a director.

**SUSAN PATERSON** BPharm, MBA, FInstD  
Independent Director

**TERM OF OFFICE:** Appointed 23 September 2005

**BOARD COMMITTEES:** Chair of the Remuneration Committee,  
Member of the Nomination Committee

An MBA graduate from London Business School, Susan has senior management experience in a number of companies in New Zealand, and during her decade in the USA and Europe where she was also a strategy consultant with Boston-based Index Group.

Susan has 15 years' governance experience and holds a number of directorships, including Goodman NZ Limited, Housing New Zealand and Les Mills New Zealand. She is a member of the Electricity Authority, and Chair of Airways Corporation of NZ Limited and Theta System Limited.

She has owned her own pharmacy business and has previously been a director of Tower Health and Life, Ports of Auckland Limited, Auckland Regional Holdings, Transpower New Zealand Limited, Energy Efficiency and Conservation Authority and St Cuthbert's College.

## RESOLUTION 4 - ELECTION OF MR TED VAN ARKEL AS A DIRECTOR



In accordance with clause 11.5 of the Company's constitution, Mr Ted van Arkel was appointed by the Board on 5 July 2011, holds office until the annual meeting and is eligible for election. The Board has determined that Mr Ted van Arkel is an independent director. The Board supports the election of Mr Ted van Arkel as a director.

**TED VAN ARKEL** FNZIM  
Independent Director

**TERM OF OFFICE:** Appointed 5 July 2011

**BOARD COMMITTEES:** Member of the Risk Assurance and Audit Committee,  
Member of the Nomination Committee

Ted is an experienced director and is on the board of The Warehouse Group Limited, Allied Work Force Group Limited, Danske Mobler Limited and the Auckland Chamber of Commerce. He is also the Chairman of Restaurant Brands NZ Limited, UNITEC NZ and Health Benefits Limited.

Prior to becoming a professional director, Ted was managing director of Progressive Enterprises Limited. He retired from that company at the end of 2004 after the successful integration of Woolworths (NZ) Limited.

## **OTHER BUSINESS**

To consider any other matter that may properly be brought before the meeting.

## **IMPORTANT INFORMATION**

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### **ENTITLEMENT TO VOTE**

The only persons entitled to vote at the annual meeting are registered shareholders as at 5.00pm on Friday 4 November 2011. Only the shares registered in those shareholders' names at that time may be voted at the annual meeting.

### **PROXIES**

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 return it by mail or fax to Computershare Investor Services Limited so as to ensure it is received no later than 48 hours before the time for holding the meeting (must be received by 11am on Saturday 5 November 2011). Joint holders must all sign the form.

Computershare Investor Services Limited  
Private Bag 92119, Auckland 1142  
Fax +64 9 488 8787

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 proxy.

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. A proxy granted by a corporation must be signed by a duly authorised officer or attorney, who must be acting with the corporation's express or implied authority.

If you appoint a proxy, you may either direct your proxy how to vote for you or you may give your proxy discretion to vote as s/he sees fit. If you wish to give your proxy discretion, then you must mark the appropriate boxes on the form to grant your proxy that discretion. If you do not tick any box for a particular resolution, or the form is otherwise unclear, then your instruction will be to abstain. If you appoint the Chairman to act as your proxy and you give your proxy discretion by marking the appropriate boxes on the form, then the Chairman will vote in favour of all resolutions. If no direction or discretion is given, then the Chairman will abstain.

### **VOTING REQUIREMENTS**

In order for resolutions 1 to 4 to be passed, each must be approved by a simple majority of the votes of shareholders who are entitled to vote and vote on the resolution, in person or by proxy.

### **QUESTIONS**

Abano is offering the facility for shareholders to submit questions to the Board in advance of the annual meeting. Questions should be relevant to matters at the annual meeting, including matters arising from the financial statements, general questions regarding the performance of Abano, and questions in regards to the resolutions. The Chairman will answer as many of the most frequently asked questions as possible during the annual meeting. Please submit questions by email to enquiries@abanohealthcare.co.nz. Please write 'Questions from Shareholders' in the subject line of the email.

There will also be the opportunity for shareholders to ask questions at the annual meeting.

### **Presentations and Summary of the Annual Meeting**

Presentations from the 2011 annual meeting will be released on the Company website at the start of the annual meeting, and a summary of the proceedings will be available as soon as practicable following the close of the annual meeting.

[www.abanohealthcare.co.nz/annualmeeting](http://www.abanohealthcare.co.nz/annualmeeting)

### **2011 Shareholder Review and Annual Report**

The 2011 Shareholder Review and Annual Report for Abano Healthcare Group Limited for the year ended 31 May 2011 are available on the Company website. [www.abanohealthcare.co.nz/reports](http://www.abanohealthcare.co.nz/reports)

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## **ABANO HEALTHCARE GROUP LIMITED**

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