PRIMARY HEALTH CARE LIMITED
(ACN 064 530 516)
LEVEL 1, 30-38 SHORT STREET
LEICHHARDT NSW 2040
TEL: (02) 9561 3300 FAX: (02) 9561 3302

26 November 2010

ASX Limited
Company Announcements Office
Level 4, 20 Bridge Street
Sydney NSW 2000

MARKET ANNOUNCEMENT
(ASX: PRY)

ANNUAL GENERAL MEETING 2010

Attached is a copy of the Chairman's prepared address to the 2010 Primary Health Care Limited Annual General Meeting being held today, in accordance with ASX Listing Rule 3.13.3.

Yours faithfully

Yvette Cachia
Company Secretary

NARRATIVE AGENDA

FOR THE

2010 ANNUAL GENERAL MEETING OF MEMBERS

OF

PRIMARY HEALTH CARE LIMITED

DATE:	**FRIDAY 26 NOVEMBER 2010**
TIME:	**11.00AM**
VENUE:	**LEVEL 3, 156 GLOUCESTER STREET, SYDNEY, NSW 2000**

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1. OPENING

CHAIR

"Ladies and gentlemen, welcome to the annual general meeting of members of Primary Health Care Ltd.

It is the appointed time of 11.00am, a quorum is present, so I declare the meeting open".

2. CHAIR

I am Rob Ferguson, Chair of Primary. To my left is Dr Edmund Bateman, Managing Director and next to him is Yvette Cachia, the Company Secretary.

Also present today in alphabetical order are directors: Brian Ball, John Crawford, Stephen Higgs and Terry Smith.

Dr Michael Christie apologises for being unable to attend today's meeting.

3. NOTICE OF MEETING

CHAIR

"The Notice of Meeting was sent to all members in the mail. Can I take it that the Notice of Meeting convening this meeting is to be taken as read? ....

Thank you."

4. MINUTES OF PREVIOUS MEETING

CHAIR

"The minutes of the previous general meeting of members of Primary Health Care Ltd, which was the General Meeting held on 27 November 2009, were approved by the board and signed by the Chair of that meeting in accordance with the provisions of section 251A of the Corporations Act. The original minutes are tabled and there are copies of those minutes available for inspection should any member wish to see them."

5. PROXY APPOINTMENTS

CHAIR

"I have made rulings on the appointment of proxies and I ask the Company Secretary to report to you on the matter of proxies".

SECRETARY

"I report that the number of proxy forms received at the Registered Office of the Company, including those received by fax, by 11.00am on Wednesday 24 November 2010 was 880 and the number of invalid proxy appointments is 14.

In accordance with section 251AA of the Corporations Act, the minutes of this meeting will record, in respect of each resolution in the notice of this meeting, the total number of proxy votes exercisable by all proxies validly appointed, the directions in the proxy forms and, if a resolution is decided on a poll, the total votes in favour, total votes against, and total of abstentions."

6. ANNUAL FINANCIAL REPORT

"The first item of notified business is the consideration of the Company's Financial Report for the year ended 30 June 2010 and the Directors' Report and Auditor's Report, which are now before the meeting.

As you are aware, the Company released a full trading update to the market on 12 November 2010. The update was also made available as you entered the meeting today. The update provided a detailed explanation of current trading in each business unit, as well as information on a cost reduction program the Company is currently undertaking, so Dr Bateman will not make a formal presentation today. After we conclude the formal items on today's agenda we will move straight to questions.

There are some items of business involved in today's meeting about which it would be useful to make some brief comments.

Item 5 in the Notice of Meeting seeks shareholder approval for the establishment of a Primary Senior Executive Performance Rights Plan. The proposed Plan aims to align long term incentives for senior executives with the achievement of returns to shareholders. No directors will participate in this Plan.

During 2010 the Board's Remuneration Committee engaged an independent remuneration consultant to review Primary's remuneration strategy. This was against a background where no bonuses were paid in 2009 or 2010 to any employee and no options were issued to Primary's most senior executives.

Under the proposed Plan, offers of Performance Rights are likely to be made annually, following announcement of Primary's full-year results. No loans will be provided to any participant under the Plan and there will be no entitlement to dividends or voting rights in respect of any Performance Rights granted under the Plan, until vesting occurs.

The Board will determine the applicable performance hurdles on an annual basis, prior to Performance Rights being granted. The hurdles may reflect Primary's business plans, targets, budgets and performance objectives. Once granted, the Performance Rights will only vest, and the holders of Performance Rights will only be entitled to receive Shares, when the performance conditions attaching to those Performance Rights have been deemed satisfied by the Board.

Further information about the terms and conditions of the Plan is in your Notice of Meeting.

The Board

There are some changes to Primary's Board of Directors.

Mr Stephen Higgs retires by rotation at this meeting under the Constitution and does not offer himself for re-election. Stephen has made a great contribution to Primary since 1999 and on behalf of the Board I thank him for his many years of work.

Item 4 of the Notice of Meeting will seek shareholder approval for the appointment of Dr Errol Katz as an additional director for election by shareholders. Dr Katz works in private equity and investments and he is currently a director of Southern Health in Victoria. The Board unanimously supports his election.

Dr Michael Christie, who was appointed to the Board in 1994, has advised the Board that he will retire as a non-executive director following this Annual General Meeting. Dr Christie was instrumental in the consolidation of the Primary business model prior to listing in the 1980s and 1990s and his contribution over 25 years has been vital to the Company. On behalf of the board I thank Michael for his contributions over such a long period.

The Board intends to appoint Dr Paul Jones as a Director to fill the casual vacancy which arises as a result of Dr Christie's retirement. Dr Jones has extensive general practice experience. He is a fellow of the Australian Medical Association and has been involved in GP training and development. The Board unanimously support Dr Jones' appointment. Dr Jones will be eligible for re-election by shareholders at Primary's next general meeting.

7. ANNUAL FINANCIAL REPORT

CHAIR

"The subject of the Company's Annual Financial Report is now open for discussion.

No written questions of the auditors were received prior to the deadline of 5 business days before today. The Company's auditor, Helen Hamilton-James is present today and available to answer any questions you may have.

If you wish to ask a question, would you please indicate and I will give you the call. When asking your question, start your question by identifying yourself by name.

Are there any questions for the board members about, or comments on, the Annual Financial Report or questions for the auditor?..."

8. ADOPTION OF REMUNERATION REPORT

CHAIR

"Item 2 in the Notice of Meeting seeks the adoption of the Remuneration Report, which is set out on pages 12 to 15 of the Company's Annual Report. The Explanatory Statement which accompanied the Notice of Meeting describes the function of the Remuneration Report and it is noted there that the vote on the resolution to adopt the Remuneration Report is advisory only and does not bind the directors of the Company.

Does someone move the resolution "that the Remuneration Report for the year ended 30 June 2010 be adopted"?...

Is there a seconder?...

Are there any questions or comments on the Remuneration Report?..."

If no discussion or at the conclusion of the discussion of the Remuneration Report, proceed on:

"I now put the motion "that the Remuneration Report for the year ended 30 June 2010 be adopted". Those in favour, please raise your hand…

Those against…

I declare the resolution carried."

9. RE-ELECTION OF MR TERENCE SMITH

CHAIR

"Item 3 concerns the re-election of Mr Terence Smith as a Director. Mr Smith, having been appointed by the Board since the Company's last AGM, retires in accordance with the Constitution of the Company, and being eligible, offers himself for election."

"Does someone move that he be elected a director?

Is there a seconder? ....

Is there any discussion? ...."

If No Discussion:

"I now put the motion "that Mr Terence Smith, be and is hereby elected, a director." Those in favour, please raise your hand....

Those against....

I declare the resolution carried."

10. ELECTION OF DR ERROL KATZ

CHAIR

"Item 4 concerns the election of a new director. Dr Errol Katz, having been recommended by the Directors for election in accordance with the Company's Constitution, and being eligible, offers himself for election. Does someone move that he be elected a director?

Is there a seconder?...

Is there any discussion?...

If No discussion

"I now put the motion "that Dr Errol Katz, be and is hereby elected, a director." Those in favour, please raise your hand…

Those against…

I declare the resolution carried."

11. APPROVAL OF PRIMARY SENIOR EXECUTIVE PERFORMANCE RIGHTS PLAN

CHAIR

"Item 5 concerns approval for the establishment of an equity-based executive plan called the Primary Senior Executive Performance Rights Plan ('Plan'). The Explanatory Statement which accompanied the Notice of Meeting describes the terms under which the Plan was made.

Does someone move that the Plan be approved? …

Is there a seconder?...

Is there any discussion?...

If no discussion

"I now put the motion "that the Primary Senior Executive Performance Rights Plan be established and that the grant of performance rights to eligible participants, and the subsequent issue or transfer of shares in the Company to such participants be approved'. Those in favour, please raise your hand…

Those against…

I declare the resolution carried."

12. RENEWAL OF PROPORTIONAL TAKEOVER APPROVAL PROVISIONS

CHAIR

"Item 6 concerns the renewal of proportional takeover approval provisions in the Company's Constitution, which are described in more detail in the Explanatory Statement which accompanied the Notice of Meeting. For this resolution to be passed, at least 75% of the votes cast by members entitled to vote on the resolution must be in favour.

Does someone move that the provisions be approved? …

Is there a seconder?...

Is there any discussion?...

If no discussion

"I now put the motion "That the proportional takeover approval provisions contained in Schedule 2 of the Company's Constitution are renewed for a period of 3 years'. Those in favour, please raise your hand…

Those against…

I declare the resolution carried."

13. AMEND CONSTITUTION

CHAIR

"Item 7 concerns the amendments to the Constitution to allow the Directors to pay dividends consistent with changes to the law concerning the payment of dividends which came into effect on 28 June 2010 which are described in more detail in the Explanatory Statement which accompanied the Notice of Meeting. For this resolution to be passed, at least 75% of the votes cast by members entitled to vote on the resolution must be in favour.

Does someone move that the amendments be approved? …

Is there a seconder?...

Is there any discussion?...

If no discussion

"I now put the motion "the Constitution is amended as provided in the resolution in Item 7 of the Notice of Meeting'. Those in favour, please raise your hand…

Those against…

I declare the resolution carried."

12. RETIREMENT OF MR STEPHEN HIGGS

CHAIR

"The last item of notified business concerns the retirement of Mr Stephen Higgs, a director, in accordance with the Constitution of the Company. He does not offer himself for re-election.

No resolution is required in relation to the retirement of Mr Stephen Higgs as a director".

CHAIR

"That concludes the business of the meeting.

Your directors are available to take questions from attendees.

Light refreshments will be available for members immediately after this meeting has closed.

I now close this meeting and thank you for your attendance."