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

Tuesday 10 January 2012

Elvis Onyura
Adviser, Listings (Sydney)
ASX Compliance
20 Bridge St
Sydney NSW 2000

By email: Elvis.Onyura@asx.com.au

Dear Mr Onyura

Appendix 3Y – Change of Director's Interest Notice, Dr Edmund Bateman

I refer to your letter dated 9 January 2012 in relation to the late lodgement of Dr Bateman's Appendix 3Y and your request for further information. Primary Health Care Limited ("Primary") advises as follows:

1. The Appendix 3Y was lodged 3 days late due to an inadvertent administrative delay in the forwarding of on-market transaction information which occurred during the Christmas - New Year period. While the change in notifiable interest occurred on 22 December 2011, the Head Office functions of Primary were closed from the afternoon of 22 December 2011 to the morning of 3 January 2012. Once Primary became aware of the relevant transaction, it lodged an immediate notice.

2. Primary is committed to compliance with the ASX Listing Rules, including Rules 3.19A and 3.19B. Each director is aware of his obligation to advise Primary of all transactions involving both direct and indirect interests in Primary's securities in a timely manner.

3. Primary does not view its current arrangements as inadequate. However, the notification process for ordinary share transactions by Dr Bateman has been reviewed, with additional safeguards adopted.

Yours faithfully
Primary Health Care Limited

Yvette Cachia
Company Secretary

ASX Compliance
ABN 26 087 780 489
20 Bridge Street
Sydney NSW 2000
PO Box H224
Australia Square
NSW 1215

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9 January 2012

Ms Yvette Cachia
Company Secretary
Primary Health Care Limited
Level 1
30 – 38 Short Street
Leichhardt NSW 2040

By Email

Dear Ms Cachia

Primary Health Care Limited (PRY) (the "Company")

We refer to the following;

1. The Appendix 3Y lodged by the Company with ASX on 6 January 2012 for Mr Edmund Bateman;

2. Listing rule 3.19A and in particular, Listing rule 3.19.A.2 which requires an entity to tell ASX the following:

    3.19A.1 *The notifiable interests of a director of the entity (or in the case of a trust, a director of the responsible entity of the trust) at the following times.*
    - *On the date that the entity is admitted to the official list.*
    - *On the date that a director is appointed.*

    The entity must complete Appendix 3X and give it to ASX no more than 5 business days after the entity's admission or a director's appointment.

    3.19A.2 *A change to a notifiable interest of a director of the entity (or in the case of a trust, a director of the responsible entity of the trust). The entity must complete Appendix 3Y and give it to ASX no more than 5 business days after the change occurs.*

    3.19A.3 *The notifiable interests of a director of the entity (or in the case of a trust, a director of the responsible entity of the trust) at the date that the director ceases to be a director. The entity must complete Appendix 3Z and give it to ASX no more than 5 business days after the director ceases to be a director.*

3. Listing rule 3.19B which states as follows.

    An entity must make such arrangements as are necessary with a director of the entity (or in the case of a trust, a director of the responsible entity of the trust) to ensure that the director discloses to the entity all the information required by the entity to give ASX completed Appendices 3X, 3Y and 3Z within the time period allowed by listing rule 3.19.A. The entity must enforce the arrangements with the director.

4. The Companies Update dated 27 June 2008, reminding listed entities of their obligation to notify ASX within 5 business days of the notifiable interests in securities held by each director and outlining the action that ASX would take in relation to breaches of listings rules 3.19A and 3.19B.

The Appendix 3Y indicates that a change in the Director's notifiable interest occurred on 22 December 2011 and on 29 December 2011. It appears that an Appendix 3Y should have been lodged with ASX by 3 January 2012, in relation to the changes in the Director's notifiable interest that occurred on 22 December 2011. Consequently, the Company may be in breach of listing rules 3.19A and/or 3.19B.

Please note that ASX is required to record details of breaches of the listing rules by listed companies for its reporting requirements.

ASX reminds the Company of its contract with ASX to comply with the listing rules. In the circumstances ASX considers that it is appropriate that the Company make necessary arrangements to ensure there is not a reoccurrence of a breach of the listing rules.

Having regard to listing rules 3.19A and 3.19B and Guidance Note 22: "Director Disclosure of Interests and Transactions in Securities - Obligations of Listed Entities", we ask that you answer each of the following questions:

1. Please explain why the Director's Interest Notice was lodged late.

2. What arrangements does the Company have in place with its directors to ensure that it is able to meet its disclosure obligations under listing rule 3.19A?

3 If the current arrangements are inadequate or not being enforced, what additional steps does the Company intend to take to ensure compliance with listing rule 3.19B?

Your response should be sent to me by e-mail to elvis.onyura@asx.com.au. It should **not** be sent to the Company Announcements Office.

A response is requested as soon as possible and, in any event, not later than **9.30 a.m. AEDST on Thursday, 12 January 2012**.

Under listing rule 18.7A, a copy of this query and your response will be released to the market, so your response should be in a form suitable for release and should separately address each of the questions asked. If you have any queries or concerns, please contact me immediately.

Yours sincerely,

Elvis Onyura
Adviser, Listings (Sydney)