
PULSE HEALTH LIMITED
ABN 69 104 113 760

NOTICE OF ANNUAL GENERAL MEETING

TIME: 10.30am (AEDT)

DATE: 27 November 2008

PLACE: Offices of Pulse Health Limited
Suite 4, Level 5
241 O'Riordan Street
Mascot NSW 2020

This Notice of Meeting should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their professional advisers prior to voting.

Should you wish to discuss the matters in this Notice of Meeting please do not hesitate to contact the Company Secretary on (02) 9419 2966.



29 September 2008

Dear Shareholder

NOTICE OF ANNUAL GENERAL MEETING

Pulse Health Limited (the **Company**) is convening its Annual General Meeting (**Meeting**) of shareholders on 27 November 2008 and we invite you to attend. The meeting will be held at the Offices of Pulse Health Limited, Suite 4, Level 5, 241 O'Riordan Street, Mascot NSW 2020 at 10.30am and will consider:

- The 2008 Annual Report.
- Adoption of the Remuneration Report as required by the *Corporations Act 2001* in a non-binding resolution. The Remuneration Report is contained in the 2008 Annual Report.
- Re-election of directors. Mr Gregory retires by rotation and Mr James retires as appointed during the year and in accordance with the Company's Constitution are offering themselves for re-election.
- Ratification of past issues of options under Listing Rule 7.4.

Attached to this letter is a Notice of General Meeting and an Explanatory Memorandum setting out details on each of the resolutions to be proposed at the Meeting.

If you are unable to attend the Meeting, I encourage you to vote using the Proxy Form which is also enclosed. If you are able to attend, please bring this letter and package with you to facilitate your entitlement to vote. The Board recommends that you vote in favour of all resolutions.

The 2008 year was a busy and exciting time for the Company. During the year, we have commenced the process of creating a dynamic healthcare business through:

- Undertaking equity and option capital raising programs;
- Successfully acquiring and integrating eight businesses during the 2007/2008 financial year, when the Care Call Pty Ltd acquisition in the last week of 2006/2007 is included. The acquisitions cover all three business segments of the company, being private hospitals, community care and healthcare recruitment; and
- Commencing the building of the infrastructure required for the ongoing operations, such as engaging a Chief Financial Officer and new managers for the business segments.



Page 2.

The Board looks forward to meeting those shareholders who can attend the Annual General Meeting in person. For those who are unable to attend, should you have any queries in relation to the Annual General Meeting or have any other matters you wish to discuss at any other time throughout the upcoming year, please do not hesitate to contact the Company Secretary either by phone or in writing. Full contact details of Mr David Franks are as follows:

Mr David Franks (Company Secretary)

Pulse Health Limited

Suite 4, Level 5

241 O'Riordan Street

Mascot NSW 2020

Phone (02) 9215 8900

Fax (02) 9215 8999

Email dfranks@fa.com.au

IMPORTANT NOTICE – AVAILABILITY OF 2008 ANNUAL REPORT

Shareholders are reminded that the 2008 Annual Report is only mailed to those shareholders who have elected to receive it in hard copy. The 2008 Annual Report can be viewed on the Company's web site at www.pulsehealths.net.au if you have not received a hard copy.

Thank you for your continued support.

Yours sincerely

**Mr Stuart James
Chairman
Pulse Health Limited**

CONTENTS PAGE

Notice of Annual General Meeting (setting out the proposed resolutions)	6
Explanatory Statement	8
Proxy Form (incorporating instructions for completing Appointment of Proxy Form)	Separate

TIME AND PLACE OF MEETING AND HOW TO VOTE

VENUE

The Annual General Meeting of the Shareholders of Pulse Health Limited which this Notice of Meeting relates to will be held at 10.30am (AEDT), 27 November 2008 at:

Offices of Pulse Health Limited
Suite 4, Level 5
241 O'Riordan Street
Mascot NSW 2020

YOUR VOTE IS IMPORTANT

The business of the Annual General Meeting affects your shareholding and your vote is important.

VOTING IN PERSON

To vote in person, attend the Annual General Meeting on the date and at the place set out above.

VOTING BY PROXY

To vote by proxy, please complete and sign the proxy form enclosed with this Notice of Meeting as soon as possible and:

- (a) send or deliver the proxy form to Pulse Health Limited, Suite 4, Level 5, 241 O'Riordan Street, Mascot NSW 2020; or
- (b) send the proxy form by facsimile to the Company on facsimile number (02) 9215 8999.

so that it is received not later than 10.30am (AEDT), 25 November 2008.

Proxy forms received later than this time will be invalid.

NOTICE OF ANNUAL GENERAL MEETING

Notice is given that the Annual General Meeting of Shareholders of Pulse Health Limited will be held at Offices of Pulse Health Limited, Suite 4, Level 5, 241 O'Riordan Street, Mascot NSW 2020 at 10.30am (AEDT) on 27 November 2008.

The Explanatory Statement to this Notice of Meeting provides additional information on matters to be considered at the Annual General Meeting. The Explanatory Statement and the proxy form are part of this Notice of Meeting.

The Directors have determined pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the Annual General Meeting are those who are registered Shareholders of the Company on 25 November 2008 at 7.00pm (AEDT).

Terms and abbreviations used in this Notice of Meeting and Explanatory Statement are defined in the Glossary.

AGENDA

BUSINESS

ADOPTION OF THE ANNUAL FINANCIAL REPORT

To receive the Annual Financial Report, including Directors' declarations and accompanying reports of the Directors and auditors for the financial year ended 30 June 2008.

RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

To consider, and if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

"That, for the purposes of Section 250R(2) of the Corporations Act and for all other purposes, approval is given to the adoption of the Remuneration Report as contained in the Company's financial report for the year ended 30 June 2008."

Short Explanation: The vote on this resolution is advisory only and does not bind the Directors or the Company.

RESOLUTION 2 – RE-ELECTION OF DIRECTOR, MR ANDREW GREGORY

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

"That, for all purposes, Mr Andrew Gregory, a director of the Company who retires by rotation in accordance with clause 11.3 of the Constitution and, being eligible, is re-elected as a Director of the Company."

RESOLUTION 3 – RE-ELECTION OF DIRECTOR, MR STUART JAMES

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

"That, for all purposes, Mr Stuart James, a director of the Company appointed under the casual vacancy and additional director provisions, retires in accordance with clause 11.12 of the Constitution and, being eligible, is re-elected as a Director of the Company."

RESOLUTION 4 – RATIFICATION OF ISSUE OF OPTIONS

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

"That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, shareholders ratify the allotment and issue of 500,000 Options to Colbern Fiduciary Nominees Pty Ltd on the terms and conditions set out in the Explanatory Statement accompanying this Notice."

Short Explanation: An equity issue can be ratified by shareholders in accordance with the Listing Rules. This allows the Company flexibility to issue securities in the future up to the threshold of 15% of its total ordinary shares in any 12 month period. Please refer to the Explanatory Statement for details.

Voting Exclusion: The Company will disregard any votes cast on this resolution by any person who participated in the issue of the Options and any of their associates.

DATED: 29 September 2008

BY ORDER OF THE BOARD



**PULSE HEALTH LIMITED
MR DAVID FRANKS
COMPANY SECRETARY**

Voting Exclusion Note:

Where a voting exclusion applies, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote in accordance with the directions on the proxy form or it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

EXPLANATORY STATEMENT

This Explanatory Statement has been prepared for the information of the Shareholders of the Company in connection with the business to be conducted at the Annual General Meeting to be held at 10.30am (AEDT), 27 November 2008 at:

Offices of Pulse Health Limited
Suite 4, Level 5
241 O'Riordan Street
Mascot NSW 2020

This purpose of this Explanatory Statement is to provide information which the Directors believe to be material to Shareholders in deciding whether or not to pass the Resolutions in the Notice of Meeting.

1 ADOPTION OF THE ANNUAL FINANCIAL REPORT

In accordance with the Company's Constitution, the business of the meeting will include receipt and consideration of the Company's Financial Report and reports of Directors and Auditors for the year ended 30 June 2008.

In accordance with the Corporations Act 2001, shareholders will be given a reasonable opportunity at the Annual General Meeting to ask questions and make comments on the Financial Report.

During the discussion of this item, the Company's auditor will be present and will answer qualifying questions.

Written questions for the auditor

If you would like to submit a written question to the Company's auditor, please post your question to the Company Secretary or fax it to (02) 9215 8999. Written questions must relate to the content of the auditor's report to be considered at the Annual General Meeting or the conduct of the audit. A list of qualifying questions will be made available at the Annual General Meeting.

Please note that all questions must be received at least five business days before the Annual General Meeting, that is by no later than 10.30am on 20 November 2008.

2 RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

At a listed company's Annual General Meeting, a resolution that the Remuneration Report be adopted must be put to the Shareholders. The vote on this resolution is advisory only and does not bind the Directors or the Company

3 RESOLUTION 2 - RE-ELECTION OF DIRECTOR, MR ANDREW GREGORY

Clause 11.3 of the Constitution requires that if the Company has three or more Directors, one third of those Directors (rounded down to the nearest whole number) must retire at each Annual General Meeting.

The Company currently has six Directors, one of whom is the managing director and one of whom retires as appointed under the casual vacancy and additional director provisions of the Constitution, and accordingly one must retire. A Director who retires under clause 11.3 is eligible for re-election.

Mr Andrew Gregory will retire by rotation and seeks re-election.

4 RESOLUTION 3 - RE-ELECTION OF DIRECTOR, MR STUART JAMES

Clause 11.12 of the Constitution requires that any director appointed to fill a casual vacancy or as an addition to the Board, holds office under the next Annual General Meeting and is then eligible for re-election.

Mr Stuart James will retire at the Annual General Meeting and seeks re-election.

5 RESOLUTION 4 – RATIFICATION OF ISSUE OF OPTIONS

5.1 Background

As announced to the market on 13 December 2007, the Company undertook a capital raising of up to 90,000,000 Shares at an issue price of \$0.14 per Share to raise up to \$12,600,000 (**December Placement**). The December Placement was made under a prospectus dated 13 December 2007.

In consideration for services provided to the Company in connection with the December Placement the Company issued Options to the following parties in the following amounts:

- (a) *Colbern Fiduciary Nominees Pty Ltd* – 500,000 Options exercisable at \$0.14 on or before 1 December 2010.

5.2 ASX Listing Rules

ASX Listing Rule 7.1 requires that a listed company obtain shareholder approval prior to the issue of securities representing more than 15% of the issued capital of that company in any 12 month period.

ASX Listing Rule 7.4.2 sets out an exception to ASX Listing Rule 7.1. This rule provides that where a company in general meeting ratifies the previous issue of securities made without approval under ASX Listing Rule 7.1, those securities shall be deemed to have been made with shareholder approval for the purpose of ASX Listing Rule 7.1.

Shareholder ratification for the issue of the total of 500,000 Options to the parties set out in Section 5.1 is now sought pursuant to ASX Listing Rule 7.4 to reinstate the Company's capacity to issue up to 15% of its issued capital, if required, in the next 12 months without shareholder approval.

Outlined below is the information required to be provided to Shareholders for the purpose of obtaining shareholder approval pursuant to ASX Listing Rule 7.4:

- (a) the total number of securities allotted and issued was 500,000 Options;
- (b) the Options were issued for free in consideration for services provided to the Company. No funds were raised from the issue of the Options;
- (c) the terms and conditions of the Options allotted and issued are set out in Section 5.3 below; and
- (d) the allottees of the Options were Colbern Fiduciary Nominees Pty Ltd (in the amounts set out in Section 5.1). None of the allottees are related parties or associates of the Company.

5.3 Terms of Options

Each Option will entitle the holder to subscribe for one Share in the Company on the following terms:

- (a) the Options will be exercisable at any time prior to 5.00pm AEDT on 1 December 2010 (**Expiry Date**). Options not exercised on or before the Expiry Date will automatically lapse;
- (b) the Options may be exercised wholly or in part by completing an application form for Shares (**Notice of Exercise**) delivered to the Company's share registry and received by it any time prior to the Expiry Date;
- (c) each Option will entitle the holder to subscribe (in respect of each Option held) for a fully paid ordinary share in the Company (Share) with an exercise price of 14 cents;
- (d) upon the exercise of an Option and receipt of all relevant documents and payment, the holder will be allotted and issued a Share ranking pari passu with the then issued Shares. The Company will apply to ASX to have the Shares granted Official Quotation;
- (e) a summary of the terms and conditions of the Options, including the Notice of Exercise, will be sent to all holders of Options when the initial holding statement is sent;
- (f) any Notice of Exercise received by the Company's share registry on or prior to the Expiry Date will be deemed to be a Notice of Exercise as at the last business day of the month in which such notice is received;
- (g) there will be no participating entitlements inherent in the Options to participate in new issues of capital which may be offered to Shareholders during the currency of the Options. Prior to any new pro rata issue of securities to Shareholders, holders of Options will be notified by the Company and will be afforded 7 business days before the record date (to determine entitlements to the issue), to exercise Options;
- (h) in the event of any reconstruction (including consolidation, sub-division, reduction or return) of the issued capital of the Company prior to the Expiry Date, all rights of an Option Holder are to be changed in a manner consistent with the ASX Listing Rules.

- (i) subject to the Corporations Act, the ASX Listing Rules and the Constitution, the Options may be transferred at any time prior to the Expiry Date;
- (j) Shares issued pursuant to the exercise of an Option will be issued not more than 14 days after the date of the Notice of Exercise; and
- (k) in the event of a takeover under Chapter 6 of the Corporations Act (Takeover) all Options shall vest immediately and the Option holder shall have the right to elect to convert the Options into fully paid ordinary shares at the highest takeover price (as adjusted from time to time) and the Options shall convert into the number of Shares calculated as follows:

(Takeover Price less Option Exercise Price) times Number of Options divided by Takeover Price.

GLOSSARY

Annual General Meeting means the meeting convened by the Notice.

ASIC means the Australian Securities and Investments Commission.

ASX means ASX Limited (ABN 98 008 624 691).

Board means the board of Directors of the Company as constituted from time to time.

Company or **Pulse Health** means Pulse Health Limited (ABN 69 104 113 760).

Constitution means the Constitution of the Company.

Corporations Act means the Corporations Act 2001 (Cth).

Directors mean the directors of the Company.

AEDT means Australian Eastern Daylight Time, Sydney, New South Wales.

Explanatory Statement means the explanatory statement accompanying the Notice.

Listing Rules means the Listing Rules of ASX.

Notice means the notice of meeting, which forms part of this Memorandum.

Option or **Options** means an option to acquire a fully paid ordinary share in the capital of the Company.

Resolutions means the resolutions set out in the Notice, or any one of them, as the context requires.

Share or **Shares** means a fully paid ordinary share in the capital of the Company.

Shareholder means a holder of a Share.

PROXY FORM

**APPOINTMENT OF PROXY
PULSE HEALTH LIMITED
ABN 69 104 113 760**

I/We

being a Member of Pulse Health Limited entitled to attend and vote at the Meeting, hereby

Appoint

Name of proxy

or failing the person so named or, if no person is named, the Chairman of the Meeting or the Chairman's nominee, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions or, if no directions have been given, as the proxy sees fit at the Annual General Meeting to be held at 10.30am (AEDT) on 27 November 2008 at the Offices of Pulse Health Limited, Suite 4, Level 5, 241 O'Riordan Street, Mascot NSW 2020 and at any adjournment thereof. If no directions are given, the Chairman will vote in favour of all of the resolutions.

Voting on Business of the Extraordinary Annual General Meeting		FOR	AGAINST	ABSTAIN
Resolution 1	Adoption of remuneration report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Re-election of director, Mr Andrew Gregory	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Re-election of director, Mr Stuart James	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Ratification of Issue of options	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

If the Chair of the Meeting is appointed as your proxy, or may be appointed by default and you do **not** wish to direct your proxy how to vote as your proxy in respect of a resolution, please place a mark in this box.

By marking this box, you acknowledge that the Chairman of the meeting may exercise your proxy even though he has an interest in the outcome of the resolution and votes cast by him other than as proxy holder will be disregarded because of that interest. . If you do not mark this box, and you have not directed your proxy how to vote, the Chair of the Meeting will not cast your votes on these Resolutions and your votes will not be counted in computing the required majority if a poll is called on these Resolutions. The Chair of the Meeting intends to vote in favour of these Resolutions.

YOU MUST EITHER MARK THE BOXES DIRECTING YOUR PROXY HOW TO VOTE OR MARK THE BOX INDICATING THAT YOU DO NOT WISH TO DIRECT YOUR PROXY HOW TO VOTE, OTHERWISE THIS APPOINTMENT OF PROXY FORM WILL BE DISREGARDED.

If you mark the abstain box for a particular item, you are directing your proxy not to vote on that item on a show of hands or on a poll and that your shares are not to be counted in computing the required majority on a poll. If two proxies are being appointed, the proportion of voting rights this proxy represents is:

Signed this _____ % day of

2008

By: Individuals and joint holders

Companies (affix common seal if appropriate)

PULSE HEALTH LIMITED
ABN 69 104 113 760

Instructions for Completing 'Appointment of Proxy' Form

1. A member entitled to attend and vote at a Meeting is entitled to appoint not more than two proxies to attend and vote on their behalf. Where more than one proxy is appointed, such proxy must be allocated a proportion of the member's voting rights. If the shareholder appoints two proxies and the appointment does not specify this proportion, each proxy may exercise half the votes.
2. A duly appointed proxy need not be a member of the Company. In the case of joint holders, all must sign.
3. Corporate shareholders should comply with the execution requirements set out on the proxy form or otherwise with the provisions of Section 127 of the Corporations Act. Section 127 of the Corporations Act provides that a company may execute a document without using its common seal if the document is signed by:
 - two directors of the company;
 - a director and a company secretary of the company; or
 - for a proprietary company that has a sole director who is also the sole company secretary – that director.

For the Company to rely on the assumptions set out in Section 129(5) and (6) of the Corporations Act, a document must appear to have been executed in accordance with Section 127(1) or (2). This effectively means that the status of the persons signing the document or witnessing the affixing of the seal must be set out and conform to the requirements of Section 127(1) or (2) as applicable. In particular, a person who witnesses the affixing of a common seal and who is the sole director and sole company secretary of the company must state that next to his or her signature.

4. Completion of a proxy form will not prevent individual shareholders from attending the meeting in person if they wish. Where a shareholder completes and lodges a valid proxy form and attends the meeting in person, then the proxy's authority to speak and vote for that shareholder is suspended while the shareholder is present at the meeting.
5. Where a proxy form or form of appointment of corporate representative is lodged and is executed under power of attorney, the power of attorney must be lodged in like manner as this proxy.
6. To vote by proxy, please complete and sign the proxy form enclosed with this Notice of Meeting as soon as possible and either:
 - (a) send or deliver the proxy form to Pulse Health Limited, Suite 4, Level 5, 241 O'Riordan Street, Mascot NSW 2020; or
 - (b) send the proxy form by facsimile to the Company on facsimile number (02) 9215 8999.

so that it is received not later than 10.30am AEDT on 25 November 2008.

Proxy forms received later than this time will be invalid.