



Date: 3rd April 2009

The Manager
Listings Department
Australian Stock Exchange Limited

No. of Pages (incl.): 4

NOTICE OF INITIAL SUBSTANTIAL HOLDER

Dear Sir/Madam,

Pursuant to Section 671B of the Corporations Law, AMP Limited discloses a substantial holding in Healthscope Limited.

The enclosed ASIC Form 603 discloses all required details.

Yours faithfully,

Glen Moran
Head of Corporate Actions
BNP Paribas Securities Services
Phone: 02 9222 0029

**Form 603
Corporations Law
Section 671B**

Notice of Initial Substantial Holder

To: **Healthscope Limited**

ACN/ARSN: 006 405 152

1. Details of substantial holder

Name: AMP Limited (ACN 079 354 519) and its related bodies corporate.

The holder became a substantial holder on 31st March 2009

2. Details of voting power

The total number of votes attached to all the voting shares in the company or voting interests in the scheme that the substantial holder or an associate had a relevant interest on the date the substantial holder became a substantial holder are as follows:

<i>Class of securities</i>	<i>Number of Securities</i>	<i>Persons' votes</i>	<i>Voting power</i>
Fully Paid Ordinary	12,528,622	12,528,622	5.01%

3. Details of relevant interests

The nature of relevant interest the substantial holder or an associate had in the following voting securities on the date the substantial holder became a substantial holder are as follows:

<i>Holder of relevant interest</i>	<i>Nature of relevant interests</i>	<i>Class and number of securities</i>	<i>Person's votes affected</i>
AMP Life Limited ("AMP Life")	AMP Life is entitled to be the registered holder of the class and number of securities listed beside its name. AMP Life is a controlled body corporate of AMP Limited within the meaning of Section 608(3) of the Corporations Law	Fully Paid Ordinary : 3,688,898	3,688,898
AMP Capital Investors Limited ('AMP Capital')	AMP Capital, in its capacity as the investment manager for the persons or trusts listed besides its name in Paragraph 4, has the power to control voting and/or the disposal of securities. AMP Capital is a controlled body corporate of AMP Limited within the meaning of Section 608(3) of the Corporations Law	Fully Paid Ordinary : 4,119,504	4,119,504
AMP Capital Investors Limited as Responsible Entity of the EFM Listed Property Fund 7	AMP Capital Investors Limited is a controlled body corporate of AMP Limited within the meaning of Section 608(3) of the Corporations Law	Fully Paid Ordinary : 361,883	361,883
AMP Capital Investors Limited as Future Directions Australian Share Fund	AMP Capital Investors Limited is a controlled body corporate of AMP Limited within the meaning of Section 608(3) of the Corporations Law	Fully Paid Ordinary : 271,575	271,575
AMP Capital Investors Limited as Future Directions Australian Share Fund	AMP Capital Investors Limited is a controlled body corporate of AMP Limited within the meaning of Section 608(3) of the Corporations Law	Fully Paid Ordinary : 3,203,583	3,203,583
AMP Capital Investors Limited as Future Directions Australian Share Fund	AMP Capital Investors Limited is a controlled body corporate of AMP Limited within the meaning of Section 608(3) of the Corporations Law	Fully Paid Ordinary : 107,096	107,096
AMP Capital Investors Limited as Future Directions Australian Small Companies Fund	AMP Capital Investors Limited is a controlled body corporate of AMP Limited within the meaning of Section 608(3) of the Corporations Law	Fully Paid Ordinary : 730,283	730,283
AMP Capital Investors Limited in it's capacity as Responsible Entity of the Future Directions US Small Companies Fund (Axa Asia Ex-Japan)	AMP Capital Investors Limited is a controlled body corporate of AMP Limited within the meaning of Section 608(3) of the Corporations Law	Fully Paid Ordinary : 45,800	45,800
Total:			12,528,622

4. Details of present registered holders

The persons registered as holders of the securities referred to in paragraph 3 above are as follows:

<i>Holder of relevant interest</i>	<i>Registered holder of securities</i>	<i>Person entitled to be registered as holder</i>	<i>Class and number of securities</i>	<i>Person's votes affected</i>
AMP Life Limited	AMP Life Limited	AMP Life Limited	Fully Paid Ordinary : 3,688,898	3,688,898
AMP Capital Investors Limited	Cogent Nominees Pty Limited <SMP Accounts>	Cogent Nominees Pty Limited <SMP Accounts>	Fully Paid Ordinary : 2,990,963	2,990,963
	Cogent Nominees Pty Limited	Cogent Nominees Pty Limited	Fully Paid Ordinary : 260,109	260,109
	JP Morgan Nominees Australia Limited	ARIA scheme	Fully Paid Ordinary : 343,527	343,527
	National Nominees Pty Limited	Christian Superannuation Fund	Fully Paid Ordinary : 94,926	94,926
	National Nominees Pty Limited	Commonwealth Bank Officers Superannuation Corporation Pty Ltd as trustee for the Officers' Superannuation Fund	Fully Paid Ordinary : 231,624	231,624
	National Nominees Pty Limited	Government Employees Superannuation Board of WA - Sustainable Fund	Fully Paid Ordinary : 198,355	198,355
AMP Capital Investors Limited in it's capacity as Responsible Entity of the Future Directions US Small Companies Fund (Axa Asia Ex-Japan)	Cogent Nominees Pty Limited	AMP Capital Investors Limited	Fully Paid Ordinary : 45,800	45,800
AMP Capital Investors Limited as Responsible Entity of the EFM Australian Share Fund 7	Cogent Nominees Pty Limited	AMP Capital Investors Limited	Fully Paid Ordinary : 361,883	361,883
AMP Capital Investors Limited as Future Directions Australian Share Fund	Cogent Nominees Pty Limited	AMP Capital Investors Limited	Fully Paid Ordinary : 271,575	271,575
AMP Capital Investors Limited as Future Directions Australian Share Fund	Cogent Nominees Pty Limited	AMP Capital Investors Limited	Fully Paid Ordinary : 3,203,583	3,203,583
AMP Capital Investors Limited as Future Directions Australian Share Fund	Cogent Nominees Pty Limited	AMP Capital Investors Limited	Fully Paid Ordinary : 107,096	107,096
AMP Capital Investors Limited as Future Directions Australian Small Companies Fund	Cogent Nominees Pty Limited	AMP Capital Investors Limited	Fully Paid Ordinary : 730,283	730,283
Total:				12,528,622

5. Consideration

The consideration paid for each relevant interest referred to in paragraph 3 above, and acquired in the four months prior to the day that the substantial holder became a substantial holder is as follows:

<i>Holder of relevant interest</i>	<i>Date of acquisition</i>	<i>Consideration</i>	<i>Class and number of securities</i>
AMP Capital Investors Limited	28-Nov-2008 to 31-Mar-2009	\$3,982,128.19	Fully Paid Ordinary 986,081
AMP Life Limited	5-Dec-2008 to 30-Mar-2009	\$2,855,869.84	Fully Paid Ordinary 692,333
ARIA Scheme	11-Dec-2008 to 15-Jan-2009	\$173,648.76	Fully Paid Ordinary 42,538
Christian Superannuation Fund	11-Dec-2008 to 15-Jan-2009	\$59,787.45	Fully Paid Ordinary 14,560
Cogent Nominees Pty Limited	5-Feb-09	\$127,605.43	Fully Paid Ordinary 29,750
Cogent Nominees Pty Limited <SMP Accounts>	23-Dec-2008 to 15-Jan-2009	\$1,435,121.94	Fully Paid Ordinary 354,389
Commonwealth Bank Officers Superannuation Corporation Pty Ltd A/T for the Officers' Superannuation Fund.	28-Nov-2008 to 12-Feb-2009	\$140,075.13	Fully Paid Ordinary 33,300
Government Employees Superannuation Board	11-Dec-2008 to 4-Feb-2009	\$397,352.85	Fully Paid Ordinary 95,587
Queensland Local Government Superannuation Board	4-Dec-2008 to 31-Dec-2008	\$41,182.97	Fully Paid Ordinary 10,000
Stichting Pensioenfonds Hoogovens	31-Dec-08	\$35,903.87	Fully Paid Ordinary 8,000

6. Associates

The reasons the persons named in paragraph 3 above are associates of the substantial holder are as follows:

<i>Name and ACN (if applicable)</i>	<i>Nature of association</i>
AMP Life Limited (ACN 079 300 379)	Related bodies corporate of AMP Limited under Part 1.2 of the Corporations Law.
AMP Capital Investors Limited (ACN 001 777 591)	Related bodies corporate of AMP Limited under Part 1.2 of the Corporations Law.

7. Addresses

The addresses of persons named in this form are as follows:

<i>Name</i>	<i>Address</i>
AMP Life Limited	Level 24, 33 Alfred Street, Sydney NSW 2000
AMP Capital Investors Limited	Level 22, 33 Alfred Street, Sydney NSW 2000
Cogent Nominees Pty Limited	Level 6, 60 Castlereagh Street, Sydney NSW 2000
Commonwealth Bank Officers Superannuation Corporation Pty Ltd	9th Floor, 48 Martin Place, Sydney NSW 2000
Government Employee Superannuation Board	PO Box J755, Perth WA 6842
JP Morgan Nominees Australia Limited	259 George Street, Sydney NSW 2000
National Nominees Pty Limited	271 Collins Street, Melbourne VIC 3000
QLD Local Government Superannuation Board	Of GPO Box 264, Brisbane QLD 4001
Stichting Pensioenfonds Hoogovens	PO Box 10,000, 1970 CA IJmuiden, The Netherlands

This Initial Substantial Holder Notice (ASIC Form 603) comprises 3 page/s in total.