

Form 603
Corporations Act 2001
Section 671B

Notice of initial substantial holder

To Company Name/Scheme
ACN/ARSN

Healthscope Limited (ASX code: HSO)
144 840 639

1. Details of substantial holder (1)

Name Sumitomo Mitsui Trust Holdings, Inc. (SMTH) and its Subsidiaries as listed in Annexure C
ACN/ARSN (if applicable) n/a

The holder became a substantial holder on 19 December 2017

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 in on the date the substantial holder became a substantial holder are as follows:

Class of securities	Number of securities	Person's votes	Voting power
Ordinary Shares	94,404,869	94,404,869	5.43%

3. Details of relevant interests

The nature of the 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:

Holder of relevant interest	Nature of relevant interest	Class and number of securities
Nikko AM Limited (NAML)	Under section 608(1) and 608(3) of the Corporations Act in its capacity as fund manager.	88,954,541 fully paid ordinary shares
Sumitomo Mitsui Trust Bank, Limited (SMTB)	Under section 608(1) and 608(3) of the Corporations Act in its capacity as fund manager.	4,525,980 fully paid ordinary shares
Sumitomo Mitsui Trust Asset Management Co., Ltd. (SMTAM)	Under section 608(1) and 608(3) of the Corporations Act in its capacity as fund manager.	232,853 fully paid ordinary shares
Affin Hwang Asset Management Berhad (AHAM)	Under section 608(1) and 608(3) of the Corporations Act in its capacity as fund manager.	121,577 fully paid ordinary shares
Nikko Asset Management Co., Ltd. (NAM)	Under section 608(1) and 608(3) of the Corporations Act by virtue of direct control of NAML, AHAM and in its capacity as fund manager.	569,918 fully paid ordinary shares (NAM 569,918 NAML 88,954,541 AHAM 121,577)
Sumitomo Mitsui Trust Holdings, Inc. (SMTH)	Under section 608(3) of the Corporations Act by virtue of direct control of the above mentioned entities.	94,404,869 fully paid ordinary shares (TOTAL Number of securities)

4. Details of present registered holders

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

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder	Class and number of securities
Each person named in section 3 above	As set out in Annexure A		

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:

Holder of relevant interest	Date of acquisition	Consideration	Class and number of securities
As set out in Annexure B			

6. Associates

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

Name and ACN/ARSN (if applicable)	Nature of association
Nikko AM Limited (NAML) ABN: 99 003 376 252	Ultimately a subsidiary of SMTH
Affin Hwang Asset Management Berhad (AHAM)	Ultimately a subsidiary of SMTH
Nikko Asset Management Co., Ltd. (NAM)	Ultimate parent company of NAML, AHAM, and subsidiary of SMTH.
Sumitomo Mitsui Trust Bank, Limited (SMTB)	Subsidiary Company of SMTH
Sumitomo Mitsui Trust Asset Management Co., Ltd. (SMTAM)	Subsidiary Company of SMTH
SMTH's subsidiaries as set out in Annexure C	Each subsidiary is a related body corporate of SMTH.

7. Addresses

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

Name	Address
NAML	Level 26, One International Towers Sydney, 100 Barangaroo Avenue, Barangaroo NSW 2000
AHAM	Ground Floor, Menara Boustead, 69 Jalan Raja Chulan, 50200 Kuala Lumpur, Malaysia
NAM	Midtown Tower 9-7-1 Akasaka, Minato-ku Tokyo 107-6242 Japan
SMTB	1-4-1 Marunouchi, Chiyoda-ku, Tokyo 100-8233, Japan
SMTAM	3-33-1 SHIBA MINATO-KU, TOKYO 105-8574 Japan
SMTH	1-4-1 Marunouchi, Chiyoda-ku, Tokyo 100-8233, Japan

Signature

print name **Junichi Kabasawa**

capacity **Senior Manager, Risk Management
Dept. Sumitomo Mitsui Trust
Holdings, Inc.**

sign here

Junichi Kabasawa

date **22/12/2017**

Annexure A – Details of present registered holders

This is Annexure A of 1 page referred to in the Form 603 Notice of initial substantial holder

Signed by me and dated 22/12/2017

Junichi Kabasawa

Junichi Kabasawa,

Senior Manager, Risk Management Dept. Sumitomo Mitsui Trust Holdings, Inc.

Details of present registered holders

Holder of Relevant Interest	Registered Holder of Securities	Person Entitled to be Registered as Holder	Nature of Relevant Interest	Class & Number of Securities	Person's Votes
Nikko AM Limited	BNP Paribas Security Services Pty Ltd	<account 87> BNP Paribas Security Services Pty Ltd 60 Castlereagh Street Sydney NSW 2000	Investment Manager	Fully Paid Ordinary & 481,454	481,454
Nikko AM Limited	BNP Paribas Security Services Pty Ltd	<account 57> BNP Paribas Security Services Pty Ltd 60 Castlereagh Street Sydney NSW 2000	Investment Manager	Fully Paid Ordinary & 535,552	535,552
Nikko AM Limited	BNP Paribas Security Services Pty Ltd	<account 47> BNP Paribas Security Services Pty Ltd 60 Castlereagh Street Sydney NSW 2000	Investment Manager	Fully Paid Ordinary & 402,142	402,142
Nikko AM Limited	BNP Paribas Security Services Pty Ltd	<account 56> BNP Paribas Security Services Pty Ltd 60 Castlereagh Street Sydney NSW 2000	Investment Manager	Fully Paid Ordinary & 466,742	466,742
Nikko AM Limited	BNP Paribas Security Services Pty Ltd	<account 9> BNP Paribas Security Services Pty Ltd	Investment Manager	Fully Paid Ordinary & 638,038	638,038

Holder of Relevant Interest	Registered Holder of Securities	Person Entitled to be Registered as Holder	Nature of Relevant Interest	Class & Number of Securities	Person's Votes
		60 Castlereagh Street Sydney NSW 2000			
Nikko AM Limited	Citicorp Nominees Pty Limited	<account 59> Citicorp Nominees Pty Limited Level 25 2 Park Street SYDNEY NSW 2000	Investment Manager	Fully Paid Ordinary & 1,194,444	1,194,444
Nikko AM Limited	JP. Morgan Nominees Australia Ltd	<account 54> JP Morgan Nominees Australia Ltd Level 26, Grosvenor Place, 255 George Street Sydney NSW 2000	Investment Manager	Fully Paid Ordinary & 1,918,121	1,918,121
Nikko AM Limited	Citicorp Nominees Pty Limited	<account 92> Citicorp Nominees Pty Limited Level 25 2 Park Street SYDNEY NSW 2000	Investment Manager	Fully Paid Ordinary & 1,619,920	1,619,920
Nikko AM Limited	National Australia Bank Limited (NAB Custodian Services)	<account 81> National Australia Bank Limited (NAB Custodian Services) Level 23, 255 George St, Sydney NSW 2000 Australia	Investment Manager	Fully Paid Ordinary & 2,049,567	2,049,567
Nikko AM Limited	BNP Paribas Security Services Pty Ltd	<account 98> BNP Paribas Security Services Pty Ltd 60 Castlereagh Street Sydney NSW 2000	Investment Manager	Fully Paid Ordinary & 3,950,654	3,950,654

Nikko AM Limited	National Australia Bank Limited (NAB Custodian Services)	<account 91> National Australia Bank Limited (NAB Custodian Services) Level 23, 255 George St, Sydney NSW 2000 Australia	Investment Manager	Fully Paid Ordinary & 4,161,236	4,161,236
Nikko AM Limited	BNP Paribas Security Services Pty Ltd	<account 99> BNP Paribas Security Services Pty Ltd 60 Castlereagh Street Sydney NSW 2000	Investment Manager	Fully Paid Ordinary & 4,935,954	4,935,954
Nikko AM Limited	BNP Paribas Security Services Pty Ltd	<account 44> BNP Paribas Security Services Pty Ltd 60 Castlereagh Street Sydney NSW 2000	Investment Manager	Fully Paid Ordinary & 5,149,193	5,149,193
Nikko AM Limited	JP Morgan Nominees Australia Ltd	<account 94> JP Morgan Nominees Australia Ltd Level 26, Grosvenor Place, 255 George Street Sydney NSW 2000	Investment Manager	Fully Paid Ordinary & 4,904,088	4,904,088
Nikko AM Limited	National Australia Bank Limited (NAB Custodian Services)	<account 88> National Australia Bank Limited (NAB Custodian Services) Level 23, 255 George St, Sydney NSW 2000 Australia	Investment Manager	Fully Paid Ordinary & 8,620,438	8,620,438
Nikko AM Limited	National Australia Bank Limited (NAB Custodian Services)	<account 53> National Australia Bank Limited (NAB Custodian Services) Level 23, 255 George St, Sydney NSW 2000 Australia	Investment Manager	Fully Paid Ordinary & 1,019,780	1,019,780

Nikko AM Limited	Citicorp Nominees Pty Limited	<account 75> Citicorp Nominees Pty Limited Level 25 2 Park Street SYDNEY NSW 2000	Investment Manager	Fully Paid Ordinary & 15,543,223	15,543,223
Nikko AM Limited	BNP Paribas Security Services Pty Ltd	<account 3> BNP Paribas Security Services Pty Ltd 60 Castlereagh Street Sydney NSW 2000	Investment Manager	Fully Paid Ordinary & 17,026,796	17,026,796
Nikko AM Limited	BNP Paribas Security Services Pty Ltd	<account 7> BNP Paribas Security Services Pty Ltd 60 Castlereagh Street Sydney NSW 2000	Investment Manager	Fully Paid Ordinary & 2,172,552	2,172,552
Nikko AM Limited	JP Morgan Nominees Australia Ltd	<account 100> JP Morgan Nominees Australia Ltd Level 26, Grosvenor Place, 255 George Street Sydney NSW 2000	Investment Manager	Fully Paid Ordinary & 1,691,815	1,691,815
Nikko AM Limited	JP Morgan Nominees Australia Ltd	<account 101> JP Morgan Nominees Australia Ltd Level 26, Grosvenor Place, 255 George Street Sydney NSW 2000	Investment Manager	Fully Paid Ordinary & 952,456	952,456
Nikko AM Limited	HSBC Custody Nominees (Australia) Limited	<account 102> HSBC Custody Nominees (Australia) Limited Level 36, Tower 1, International Towers Sydney, 100 Barangaroo Avenue, Sydney NSW 2000	Investment Manager	Fully Paid Ordinary & 9,520,376	9,520,376

Sumitomo Mitsui Trust Bank, Limited	Japan Trustee Services Bank, Ltd.	1-8-11 Harumi, Chuo-ku, Tokyo, Japan	Investment Manager	Fully Paid Ordinary & 35,387	35,387
Sumitomo Mitsui Trust Bank, Limited	Japan Trustee Services Bank, Ltd.	1-8-11 Harumi, Chuo-ku, Tokyo, Japan	Investment Manager	Fully Paid Ordinary & 551,296	551,296
Sumitomo Mitsui Trust Bank, Limited	Japan Trustee Services Bank, Ltd.	1-8-11 Harumi, Chuo-ku, Tokyo, Japan	Investment Manager	Fully Paid Ordinary & 74,951	74,951
Sumitomo Mitsui Trust Bank, Limited	Japan Trustee Services Bank, Ltd.	1-8-11 Harumi, Chuo-ku, Tokyo, Japan	Investment Manager	Fully Paid Ordinary & 26,715	26,715
Sumitomo Mitsui Trust Bank, Limited	Japan Trustee Services Bank, Ltd.	1-8-11 Harumi, Chuo-ku, Tokyo, Japan	Investment Manager	Fully Paid Ordinary & 25,629	25,629
Sumitomo Mitsui Trust Bank, Limited	Japan Trustee Services Bank, Ltd.	1-8-11 Harumi, Chuo-ku, Tokyo, Japan	Investment Manager	Fully Paid Ordinary & 6,538	6,538
Sumitomo Mitsui Trust Bank, Limited	Japan Trustee Services Bank, Ltd.	1-8-11 Harumi, Chuo-ku, Tokyo, Japan	Investment Manager	Fully Paid Ordinary & 200,663	200,663
Sumitomo Mitsui Trust Bank, Limited	Japan Trustee Services Bank, Ltd.	1-8-11 Harumi, Chuo-ku, Tokyo, Japan	Investment Manager	Fully Paid Ordinary & 249,673	249,673
Sumitomo Mitsui Trust Bank, Limited	Japan Trustee Services Bank, Ltd.	1-8-11 Harumi, Chuo-ku, Tokyo, Japan	Investment Manager	Fully Paid Ordinary & 258,210	258,210
Sumitomo Mitsui Trust Bank, Limited	Japan Trustee Services Bank, Ltd.	1-8-11 Harumi, Chuo-ku, Tokyo, Japan	Investment Manager	Fully Paid Ordinary & 55,852	55,852
Sumitomo Mitsui Trust Bank, Limited	Japan Trustee Services Bank, Ltd.	1-8-11 Harumi, Chuo-ku, Tokyo, Japan	Investment Manager	Fully Paid Ordinary & 28,548	28,548
Sumitomo Mitsui Trust Bank, Limited	Japan Trustee Services Bank, Ltd.	11-8-11 Harumi, Chuo-ku, Tokyo, Japan	Investment Manager	Fully Paid Ordinary & 17,601	17,601
Sumitomo Mitsui Trust Bank, Limited	Japan Trustee Services Bank, Ltd.	1-8-11 Harumi, Chuo-ku, Tokyo, Japan	Investment Manager	Fully Paid Ordinary & 218,331	218,331
Sumitomo Mitsui Trust Bank, Limited	Japan Trustee Services Bank, Ltd.	1-8-11 Harumi, Chuo-ku, Tokyo, Japan	Investment Manager	Fully Paid Ordinary & 201,991	201,991
Sumitomo Mitsui Trust Bank, Limited	The Master Trust Bank of Japan, Ltd.	2-11-3 Hamamatsucho, Minato-ku, Tokyo Japan	Investment Manager	Fully Paid Ordinary & 160,919	160,919
Sumitomo Mitsui Trust Bank, Limited	The Master Trust Bank of Japan, Ltd.	2-11-3 Hamamatsucho, Minato-ku, Tokyo Japan	Investment Manager	Fully Paid Ordinary & 171,713	171,713

Sumitomo Mitsui Trust Bank, Limited	The Master Trust Bank of Japan, Ltd.	2-11-3 Hamamatsucho, Minato-ku, Tokyo Japan	Investment Manager	Fully Paid Ordinary & 2,241,963	2,241,963
Sumitomo Mitsui Trust Asset Management Co., Ltd.	Japan Trustee Services Bank, Ltd.	1-8-11 Harumi, Chuo-ku, Tokyo Japan	Investment Manager	Fully Paid Ordinary & 232,853	232,853
Affin Hwang Asset Management Berhad	Deutsche Bank Malaysia	Tingkat 18-20, Menara IMC,, 8, Jalan Sultan Ismail, 50250 Kuala Lumpur, Wilayah Persekutuan Kuala Lumpur	Investment Manager	Fully Paid Ordinary & 20,419	20,419
Affin Hwang Asset Management Berhad	Deutsche Bank Malaysia	Tingkat 18-20, Menara IMC,, 8, Jalan Sultan Ismail, 50250 Kuala Lumpur, Wilayah Persekutuan Kuala Lumpur	Investment Manager	Fully Paid Ordinary & 66,158	66,158
Affin Hwang Asset Management Berhad	Deutsche Bank Malaysia	Tingkat 18-20, Menara IMC,, 8, Jalan Sultan Ismail, 50250 Kuala Lumpur, Wilayah Persekutuan Kuala Lumpur	Investment Manager	Fully Paid Ordinary & 15,000	15,000
Affin Hwang Asset Management Berhad	Deutsche Bank Malaysia	Tingkat 18-20, Menara IMC,, 8, Jalan Sultan Ismail, 50250 Kuala Lumpur, Wilayah Persekutuan Kuala Lumpur	Investment Manager	Fully Paid Ordinary & 20,000	20,000
Nikko Asset Management Co., Ltd.	Mizuho Trust & Banking Co., Ltd.	1-2-1 Yaesu, Chuo-ku, Tokyo	Investment Manager	Fully Paid Ordinary & 536,838	536,838
Nikko Asset Management Co., Ltd.	Nomura Trust & Banking Co., Ltd.	2-2-2 Otemachi, Chiyoda-ku, Tokyo	Investment Manager	Fully Paid Ordinary & 33,080	33,080

Annexure B – Consideration

This is Annexure B of 1 page referred to in the Form 603 Notice of initial substantial holder

Signed by me and dated 22/12/2017

Junichi Kabasawa

Junichi Kabasawa,

Senior Manager, Risk Management Dept. Sumitomo Mitsui Trust Holdings, Inc.

Holder of relevant interest	Date of acquisition	Consideration	Class and number of securities
Nikko AM Limited	20 August 2017 to 19 December 2017	A\$161,698,212	Fully paid Ordinary & 91,091,947
Sumitomo Mitsui Trust Bank, Limited	20 August 2017 to 19 December 2017	A\$279,048.6	Fully paid Ordinary & 147,110
Affin Hwang Asset Management Berhad	20 August 2017 to 19 December 2017	A\$2,968	Fully paid Ordinary & 1,777
Nikko Asset Management Co., Ltd	20 August 2017 to 19 December 2017	A\$964,785.73	Fully paid Ordinary & 536,838

Annexure C – Sumitomo subsidiaries

This is Annexure C of 2 pages referred to in the Form 603 Notice of initial substantial holder

Signed by me and dated 22/12/2017

Junichi Kabasawa

Junichi Kabasawa,

Senior Manager, Risk Management Dept. Sumitomo Mitsui Trust Holdings, Inc.

Sumitomo Mitsui Trust Holdings Inc. Subsidiaries:
Sumitomo Mitsui Trust Bank, Limited
SBI Sumishin Net Bank, Ltd.
SBI Sumishin Net Bank Card Co., Ltd.
SBI Card Co., Ltd.
Sumitomo Mitsui Trust General Service Co., Ltd.
Sumitomo Mitsui Trust Career Partners Co., Ltd.
HR One Corporation
HR One Shanghai Co., Ltd.
Sumitomo Mitsui Trust Systems & Services Co., Ltd.
Sumitomo Mitsui Trust Guarantee Co., Ltd.
Sumishin Guaranty Company Limited
Sumitomo Mitsui Trust Wealth Partners Co., Ltd.
Sumitomo Mitsui Trust Card Co., Ltd.
Sumitomo Mitsui Trust Club Co., Ltd.
Sumitomo Mitsui Trust Business Service Co., Ltd.
Sumitomo Mitsui Trust Loan & Finance Co., Ltd.
Sumitomo Mitsui Trust Panasonic Finance Co., Ltd.
Japan Machinery Leasing and Sales Co., Ltd.
Sumitomo Mitsui Trust Leasing (SINGAPORE) Pte.Ltd.
FA Leasing Ltd. Co., Ltd.
Sumishin Life Card Company, Limited
Enex Asset Management Co., Ltd.
Zijin Trust Co., Ltd
Nanjing Zijin Financial Leasing Co., Ltd.
Marubeni SumIT Rail Transport Inc.
Midwest Rail Corporation
Sumitomo Mitsui Trust Bank(Thai) Public Company Limited
BIDV-SuMi TRUST Leasing Co.,Ltd.
Sumitomo Mitsui Trust Investment Co., Ltd.
Sumitomo Mitsui Trust(Hong Kong) Limited
Sumitomo Mitsui Trust Real Estate Investment Management Co., Ltd.
Tokyo Securities Transfer Agent Co.,Ltd.
Japan Securities Agents, Ltd.
Sumitomo Mitsui Trust TA Solution, Ltd.
Japan Stockholders Data Service Company, Limited
Sumitomo Mitsui Trust Research Institute Co., Ltd.
Sumitomo Mitsui Trust Realty Co., Ltd.
Mitsui & Co., Logistics Partners Ltd.
Sumitomo Mitsui Trust Asset Management Co., Ltd.
Nikko Asset Management Co., Ltd.
Nippon Institutional Securities Establishment(Preparation)Co., Ltd.
Nikko Asset Management Americas, Inc.
Nikko Asset Management Asia Limited
Nikko Asset Management Australia Limited
Nikko Asset Management Europe Ltd
Nikko AM Limited
Nikko Asset Management International Limited
AIIMAN Asset Management Sdn.Bhd.
Nikko Asset Management New Zealand Limited
Nikko AM Americas Holding Co., Inc.

Nikko AM Global Holdings Limited
Nikko Asset Management Hong Kong Limited
Ambit Mauritius Investment Managers Private Limited
Nikko AM Global Cayman Limited
Nikko AM (Cayman) Ltd
Nikko Asset Management Luxembourg S.A.
NAMA Investment Partneres, Inc.
Nikko AM Equities Australia Pty Limited
Affin Hwang Asset Management Berhad
Rongtong Fund Management Co., Ltd.
Ambit Investment Advisors Private Limited
Shen Zhen Rongtong Capital Management Co., Ltd.
Rongtong Global Investment Limited
Affin Capital Services Berhad
Nikko AM Japan Property Fund I Pte. Ltd.
Sky Ocean Asset Management Co, Ltd.
JP Asset Management Co., Ltd.
Sumitomo Mitsui Trust International Limited
NS Holdings LLP
NS Asset Management LLP
Japan Trustee Services Bank, Ltd.
Sumitomo Mitsui Trust Bank (Luxembourg) S.A.
Sumitomo Mitsui Trust Bank (U.S.A.) Limited
Sumitomo Mitsui Trust (Ireland) Limited
SMT Fund Services (Ireland) Limited
SMT Trustees (Ireland) Limited
G.A.S. (Cayman) Limited
Sumitomo Mitsui Trust (UK) Limited
Japan Pension Operation Service, Ltd.
OIF(PANAMA) S.A.
STL AIRCRAFT S.A.
Maritime International Oceanus S.A.
Lucid Rainbow S.A.
SILVER SAIL (PANAMA) S.A.
SLOC(PANAMA) S.A.

