

Z ELLERSTON CAPITAL

Ellerston Capital Limited
ABN 34 110 397 674
AFSL No. 283 000

Level 11, 179 Elizabeth Street
Sydney NSW 2000
Phone +612 9021 7797
Fax +612 9261 0528
www.ellerstoncapital.com

TO: The Manager, Company Announcements, ASX

FAX No:

FROM: Ellerston Capital Limited

DATE: 4/02/2019

NO. OF PAGES (Including this page) 8

Dear Manager

RE: **HEALTHSCOPE LIMITED - Form 605**

We attach our notice of ceasing to be a substantial holder (Form 605) in respect of HEALTHSCOPE LIMITED.

We note that the shares reported in this Form are owned by third party accounts under the discretionary investment management of Ellerston Capital Limited.

None of Ellerston Capital Limited, nor any of its shareholders or any of their associates hold a direct interest in any shares disclosed in this Form.

Yours sincerely,



Ian Kelly
Company Secretary
Ellerston Capital Limited

Form 605
Corporations Act 2001
Section 671B

Notice of ceasing to be a substantial holder

To Company Name/Scheme HEALTHSCOPE LIMITED

ACN/ARSN/ARBN ACN 144 840 639

1. Details of substantial holder (1)

Name Ellerston Capital Limited (Primary Person), and its associates being those persons listed in Annexure B

ACN/ARSN (if applicable) ACN 110 397 674

The holder ceased to be a substantial on 1/02/2019

The previous notice was given to the company on 13/04/2018

The previous notice was dated 13/04/2018

2. Changes in relevant interests

Particulars of each change in, or change in the nature of, a relevant interest (2) of the substantial holder or an associate (3) in voting securities of the company or scheme, since the substantial holder was last required to give a substantial holding notice to the company or scheme are as follows:

| Date of change | Person whose relevant interest changed | Nature of change (4) | Consideration given in relation to change (5) | Class (6) and number of securities affected | Person's votes affected |
|----------------|--|----------------------|---|---|-------------------------|
| See Annexure A | See Annexure A | See Annexure A | See Annexure A | See Annexure A | See Annexure A |

3. Changes in association

The persons who have become associates (3) of, ceased to be associates of, or have changed the nature of their association (7) with, the substantial holder in relation to voting interests in the company or scheme are as follows:

| Name and ACN/ARSN (if applicable) | Nature of association |
|-----------------------------------|-----------------------|
| N/A | |


4. Addresses

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

| Name | Address |
|---------------------|---|
| See annexure | The Substantial Shareholder – c/- Level 11, 179 Elizabeth Street, Sydney, NSW, 2000 |
| | The entities listed in Annexure A – c/- Level 11, 179 Elizabeth Street, Sydney, NSW, 2000 |
| HEALTHSCOPE LIMITED | Level 1, 312 St Kilda Road, MELBOURNE, VIC 3004 |

Signature

print name IAN KELLY capacity Company Secretary

sign here  date 4/02/2019

HEALTHSCOPE LIMITED ACN 144 840 639

This is Annexure A of 1 pages referred to in Form Form 605 Notice of ceasing to be a substantial holder.

Signature

print name

IAN KELLY

capacity

Company Secretary

sign here

I Kelly

date

4/02/2019

| Date of Change | Person whose relevant interest changed | Natures of change (4) | Consideration give in relation to change (5) | Class (6) and number of securities affected | Persons's votes affected |
|----------------|--|-----------------------|--|---|--------------------------|
| 1/02/2019 | Primary Person | Sell | \$190,272,227.00 | 77,922,345 Securities | 77,922,345 |
| 30/01/2019 | Primary Person | Buy | \$7,295.00 | 3,111 Securities | 3,111 |
| 25/01/2019 | Primary Person | Sell | \$477,925.00 | 199,551 Securities | 199,551 |
| 21/01/2019 | Primary Person | Sell | \$99,542.00 | 41,476 Securities | 41,476 |
| 18/01/2019 | Primary Person | Sell | \$618,505.00 | 258,973 Securities | 258,973 |
| 16/01/2019 | Primary Person | Sell | \$42,643.00 | 18,500 Securities | 18,500 |
| 15/01/2019 | Primary Person | Sell | \$127,602.00 | 55,600 Securities | 55,600 |
| 11/01/2019 | Primary Person | Sell | \$84,403.00 | 37,100 Securities | 37,100 |
| 8/01/2019 | Primary Person | Sell | \$1,685,243.00 | 750,498 Securities | 750,498 |
| 7/01/2019 | Primary Person | Sell | \$310,488.00 | 138,302 Securities | 138,302 |
| 4/01/2019 | Primary Person | Sell | \$18,595,749.00 | 8,414,366 Securities | 8,414,366 |
| 31/12/2018 | Primary Person | Sell | \$471,915.00 | 216,055 Securities | 216,055 |
| 28/12/2018 | Primary Person | Buy | \$448,661.00 | 209,459 Securities | 209,459 |
| 27/12/2018 | Primary Person | Buy | \$1,524,357.00 | 709,300 Securities | 709,300 |
| 21/12/2018 | Primary Person | Sell | \$1,459,207.00 | 664,787 Securities | 664,787 |
| 20/12/2018 | Primary Person | Buy | \$17,446.00 | 8,510 Securities | 8,510 |
| 19/12/2018 | Primary Person | Buy | \$489,435.00 | 238,877 Securities | 238,877 |
| 18/12/2018 | Primary Person | Buy | \$350,473.00 | 167,298 Securities | 167,298 |
| 14/12/2018 | Primary Person | Buy | \$331,180.00 | 153,402 Securities | 153,402 |
| 13/12/2018 | Primary Person | Sell | \$44,915,339.00 | 20,596,526 Securities | 20,596,526 |
| 12/12/2018 | Primary Person | Sell | \$121,218.00 | 54,974 Securities | 54,974 |
| 11/12/2018 | Primary Person | Buy | \$1,114,621.00 | 507,800 Securities | 507,800 |
| 30/11/2018 | Primary Person | Sell | \$2,402,089.00 | 1,069,973 Securities | 1,069,973 |
| 27/11/2018 | Primary Person | Buy | \$239,386.00 | 110,093 Securities | 110,093 |
| 26/11/2018 | Primary Person | Buy | \$649,151.00 | 294,600 Securities | 294,600 |
| 23/11/2018 | Primary Person | Buy | \$853,306.00 | 381,093 Securities | 381,093 |

| Date of Change | Person whose relevant interest changed | Natures of change (4) | Consideration give in relation to change (5) | Class (6) and number of securities affected | Persons's votes affected |
|----------------|--|-----------------------|--|---|--------------------------|
| 22/11/2018 | Primary Person | Buy | \$140,302.00 | 61,807 Securities | 61,807 |
| 21/11/2018 | Primary Person | Buy | \$1,367,559.00 | 601,958 Securities | 601,958 |
| 16/11/2018 | Primary Person | Buy | \$1,476,439.00 | 634,400 Securities | 634,400 |
| 15/11/2018 | Primary Person | Buy | \$320,512.00 | 137,559 Securities | 137,559 |
| 14/11/2018 | Primary Person | Buy | \$2,744,579.00 | 1,169,100 Securities | 1,169,100 |
| 12/11/2018 | Primary Person | Sell | \$796,296.00 | 336,700 Securities | 336,700 |
| 9/11/2018 | Primary Person | Sell | \$181,571.00 | 87,500 Securities | 87,500 |
| 6/11/2018 | Primary Person | Buy | \$25,090.00 | 12,400 Securities | 12,400 |
| 5/11/2018 | Primary Person | Buy | \$178,783.00 | 87,600 Securities | 87,600 |
| 30/10/2018 | Primary Person | Buy | \$621,372.00 | 296,089 Securities | 296,089 |
| 29/10/2018 | Primary Person | Buy | \$1,625,875.00 | 774,374 Securities | 774,374 |
| 26/10/2018 | Primary Person | Buy | \$3,087,143.00 | 1,461,300 Securities | 1,461,300 |
| 24/10/2018 | Primary Person | Sell | \$2,090,731.00 | 974,700 Securities | 974,700 |
| 23/10/2018 | Primary Person | Sell | \$1,332,509.00 | 624,360 Securities | 624,360 |
| 16/10/2018 | Primary Person | Buy | \$6,930,954.00 | 3,599,060 Securities | 3,599,060 |
| 4/10/2018 | Primary Person | Buy | \$6,371,399.00 | 3,000,000 Securities | 3,000,000 |
| 28/09/2018 | Primary Person | Sell | \$98,979.00 | 47,021 Securities | 47,021 |
| 27/09/2018 | Primary Person | Sell | \$517,352.00 | 245,668 Securities | 245,668 |
| 26/09/2018 | Primary Person | Buy | \$4,092,390.00 | 1,953,357 Securities | 1,953,357 |
| 25/09/2018 | Primary Person | Sell | \$269,493.00 | 128,025 Securities | 128,025 |
| 21/09/2018 | Primary Person | Buy | \$6,882,325.00 | 3,289,830 Securities | 3,289,830 |
| 20/09/2018 | Primary Person | Buy | \$2,522,600.00 | 1,210,170 Securities | 1,210,170 |
| 19/09/2018 | Primary Person | Buy | \$6,180,000.00 | 3,000,000 Securities | 3,000,000 |
| 17/09/2018 | Primary Person | Sell | \$79,140.00 | 37,957 Securities | 37,957 |
| 13/09/2018 | Primary Person | Buy | \$4,216,800.00 | 2,000,000 Securities | 2,000,000 |
| 12/09/2018 | Primary Person | Buy | \$3,727,779.00 | 1,768,564 Securities | 1,768,564 |
| 11/09/2018 | Primary Person | Buy | \$8,709,630.00 | 4,100,000 Securities | 4,100,000 |
| 10/09/2018 | Primary Person | Buy | \$1,704,339.00 | 813,916 Securities | 813,916 |
| 3/09/2018 | Primary Person | Buy | \$19,813.00 | 9,100 Securities | 9,100 |
| 31/08/2018 | Primary Person | Buy | \$193,180.00 | 88,009 Securities | 88,009 |
| 24/08/2018 | Primary Person | Sell | \$31,125.00 | 13,926 Securities | 13,926 |
| 21/08/2018 | Primary Person | Buy | \$7,612,612.00 | 3,493,155 Securities | 3,493,155 |
| 14/08/2018 | Primary Person | Sell | \$12,985.00 | 6,082 Securities | 6,082 |
| 27/07/2018 | Primary Person | Sell | \$2,416,518.00 | 1,076,400 Securities | 1,076,400 |

| Date of Change | Person whose relevant interest changed | Natures of change (4) | Consideration give in relation to change (5) | Class (6) and number of securities affected | Persons's votes affected |
|----------------|--|-----------------------|--|---|--------------------------|
| 26/07/2018 | Primary Person | Sell | \$1,366,787.00 | 608,871 Securities | 608,871 |
| 16/07/2018 | Primary Person | Buy | \$56,444.00 | 25,817 Securities | 25,817 |
| 11/07/2018 | Primary Person | Sell | \$15,400,000.00 | 7,000,000 Securities | 7,000,000 |
| 3/07/2018 | Primary Person | Buy | \$19,844.00 | 9,083 Securities | 9,083 |
| 2/07/2018 | Primary Person | Buy | \$2,205,197.00 | 1,002,995 Securities | 1,002,995 |
| 29/06/2018 | Primary Person | Buy | \$143,248.00 | 65,410 Securities | 65,410 |
| 27/06/2018 | Primary Person | Buy | \$718,102.00 | 328,756 Securities | 328,756 |
| 26/06/2018 | Primary Person | Buy | \$1,355,509.00 | 619,039 Securities | 619,039 |
| 22/06/2018 | Primary Person | Buy | \$213,488.00 | 97,230 Securities | 97,230 |
| 20/06/2018 | Primary Person | Buy | \$345,617.00 | 152,100 Securities | 152,100 |
| 15/06/2018 | Primary Person | Buy | \$18,447.00 | 8,091 Securities | 8,091 |
| 14/06/2018 | Primary Person | Buy | \$90,398.00 | 39,676 Securities | 39,676 |
| 12/06/2018 | Primary Person | Buy | \$482,730.00 | 211,002 Securities | 211,002 |
| 8/06/2018 | Primary Person | Buy | \$576,000.00 | 252,101 Securities | 252,101 |
| 7/06/2018 | Primary Person | Buy | \$51,942.00 | 22,412 Securities | 22,412 |
| 6/06/2018 | Primary Person | Buy | \$5,182,072.00 | 2,247,700 Securities | 2,247,700 |
| 5/06/2018 | Primary Person | Buy | \$960,955.00 | 416,900 Securities | 416,900 |
| 29/05/2018 | Primary Person | Buy | \$1,179,350.00 | 500,000 Securities | 500,000 |
| 28/05/2018 | Primary Person | Buy | \$6,028,831.00 | 2,558,818 Securities | 2,558,818 |
| 23/05/2018 | Primary Person | Buy | \$3,753,143.00 | 1,603,359 Securities | 1,603,359 |
| 22/05/2018 | Primary Person | Buy | \$34,650.00 | 15,041 Securities | 15,041 |
| 4/05/2018 | Primary Person | Sell | \$4,998,000.00 | 2,100,000 Securities | 2,100,000 |
| 2/05/2018 | Primary Person | Sell | \$29,640,000.00 | 12,000,000 Securities | 12,000,000 |
| 1/05/2018 | Primary Person | Sell | \$7,410,000.00 | 3,000,000 Securities | 3,000,000 |

HEALTHSCOPE LIMITED ACN 144 840 639

This is Annexure B of 3 pages referred to in Form Form 605 Notice of ceasing to be a substantial holder.

Signature

print name

IAN KELLY

capacity

Company
Secretary

sign here

IAN KELLY

date

4/02/2019

The following entities represent the Passive Substantial Holders. Each is a related body corporate of the Principal Person or a person that controls a related body corporate of the Principal Person and so an associate of the Primary Person under section 12(2)(a) of the Corporations Act, and therefore a substantial holder in the Company.

| <u>PARTY/ENTITY NAME</u> | <u>AUSTRALIAN COMPANY</u> |
|---|-------------------------------|
| Arctic Capital Ltd | |
| Australian Fluorine Chemicals Pty Ltd | 000 333 684 |
| Bareage Pty Ltd | 060 526 865 |
| BSI Blue Sky International Ltd. (BVI) | |
| Buttermilk Properties LLC | |
| Cairnton Pty Ltd | 001 735 075 |
| Cairnton Holdings Limited | 008 394 134 |
| Captwo Pty Ltd | 091 030 929 |
| Casthree Pty Ltd | 084 494 619 |
| Castwo Pty Ltd | 084 494 520 |
| Cavalane Holdings Pty Ltd | 080 695 754 |
| CBG Holding Company Pty Limited | 163 161 420 |
| Chermon Pty Ltd | 123 039 305 |
| Conpress (Hong Kong) Ltd | |
| Conpress (Malaysia) Sdn Bhd | |
| Conpress Cayman, LDC | |
| Conpress Cayman II, LDC | |
| Conpress Cayman III, LDC | |
| Conpress Christchurch Pty Ltd | |
| Conpress Finance BV | |
| Conpress Holdings Pty Ltd | 088 047 974 |
| Conpress International Finance | |
| Conpress International (Netherlands Antilles) II NV | |
| Conpress Mauritius Limited | |
| Conpress Securities Pty Limited | 160 602 853 |
| Consolidated Custodians International Ltd | |
| Consolidated Custodians Pty Ltd | 008 394 492 |
| Consolidated Gaming Pty Ltd | 071 513 409 |
| Consolidated Press (Finance) LLC | |
| Consolidated Press (Finance) Pty Ltd | 001 557 035 |
| Consolidated Press (Finance) II Pty Ltd | 603 295 834 |
| Consolidated Press (Finance) III Pty Ltd | 604 881 030 |
| Consolidated Press Entertainment Pty Ltd | 070 506 606 |
| Consolidated Press Financial Services Pty Ltd | 008 457 869 |
| Consolidated Press Holdings (North America) LLC | |
| Consolidated Press Holdings Pty Ltd | 008 394 509 |
| Consolidated Press International Limited | |
| Consolidated Press International Holdings Limited | |
| Consolidated Press Investments Pty Ltd | 000 089 118 |
| Consolidated Press Property Pty Ltd | 004 160 703 |
| Cairnton Holdings Bahamas Limited | |
| C.P. International Investments Ltd | |

| <u>PARTY/ENTITY NAME</u> | <u>AUSTRALIAN COMPANY</u> |
|--|----------------------------------|
| CPH Barbuda Holdings Limited | |
| CPH Capital Pty Ltd | 096 130 899 |
| CPH Crown Holdings Pty Limited | 603 296 804 |
| CPH Direct Investments Pty Ltd | 122 328 652 |
| CPH Gaming I Pty Limited | 603 295 674 |
| CPH Gaming II Pty Limited | 603 295 923 |
| CPH Gaming III Pty Limited | 603 296 162 |
| CPH Gaming IVA Pty Limited | 603 296 537 |
| CPH Gaming IVB Pty Limited | 603 296 546 |
| CPH (Ellerston Leisure) Holdings Pty Limited | 608 726 334 |
| CPH Property Pty Limited | 000 031 747 |
| CPH S.One Holdings Pty Limited | 603 297 927 |
| CPH S.One I Pty Limited | 603 297 310 |
| CPH Zhaopin Holdings Pty Limited | 603 298 719 |
| CPH Zhaopin Holdings I Pty Limited | 603 298 344 |
| CPH Zillow Holdings Pty Limited | 603 300 090 |
| CPH Zillow Holdings I Pty Limited | 603 299 074 |
| CPIL Two Limited | |
| ECS Investment Partners Pty Ltd | 166 264 375 |
| EC Ventures GP Pty Limited | 606 074 864 |
| Ellerstina Inversiones (Malaysia) Sdn Bhd | |
| Ellerstina Inversiones SA | |
| Ellerston Australian Small Companies Fund | |
| Ellerston Asia Growth Fund | |
| Ellerston Australian Share Fund | |
| Ellerston Australian Market Neutral Fund | |
| Ellerston Capital Limited | 110 397 674 |
| Ellerston Global Equity Managers Fund | |
| Ellerston Global Macro Fund | |
| Ellerston Global Macro Fund (V2) | |
| Ellerston Global Mid Small Cap Fund | |
| Ellerston Global Mid Small Cap Fund (Hedged) | |
| Ellerston India Fund | |
| Ellerston JAADE Australian Private Assets Fund (Wholesale) | |
| Ellerston Loan Fund | |
| Ellerston MicroCap Fund | |
| Ellerston Opportunities Pty Ltd | 150 851 666 |
| Ellerston Overlay ASF | |
| Ellerston SIV Government Bond Fund | |
| Ellerston Special Opportunities Platform | |
| Hoyts Cinemas America Limited | |
| Hoyts Cinemas Argentina Limited | |
| Hoyts Cinemas Chile Limited | |
| Hoyts Cinemas Operations Pty Ltd | 006 530 347 |
| Hoyts Cinemas Overseas Holdings Sdn Bhd | |
| Hoyts Cinemas Polska sp Zoo | |
| Hoyts Emerging Territories Ltd | |
| Hoyts Overseas Operations Sdn Bhd | |
| HUSH Holdings Company Inc | |
| HUSH Holding Subsidiary Inc | |
| HUSH Holdings US Inc | |
| Hyde Park Gardens (Jersey) Limited | |
| Jaslib Pty Ltd | 065 059 458 |
| Jasopt Pty Ltd | 065 064 164 |
| Lustrust Pty Limited | 088 937 428 |
| Manoc Developments Pty Ltd | 137 556 524 |
| MREDAUS4 Holdings Pty Limited | |
| MREDAUS4 Pty Limited | |
| Murray Leisure Group Pty Limited | 000 090 273 |

| <u>PARTY/ENTITY NAME</u> | <u>AUSTRALIAN COMPANY</u> |
|--|--------------------------------------|
| Murray Publishers Pty Limited | 000 067 998 |
| Nicarby Pty Ltd | 086 715 362 |
| Northeast Cinemas, L.L.C. | |
| Northeast Cinemas (Connecticut) L.L.C. | |
| Northeast Cinemas (Maryland) L.L.C. | |
| Northkom Pty Ltd | 082 885 961 |
| Northkom I Pty Limited | 604 022 899 |
| Northkom Bahamas Limited | |
| Nova One Limited | |
| Occam Partners Fund LP | |
| Ridgegate Proprietary Limited | 058 139 923 |
| Rosgrove Pty Limited | 051 649 560 |
| S.One Holding Company Pty Limited | 601 640 215 |
| Samenic Pty Limited | 066 234 900 |
| Savabow Pty Ltd | 084 712 774 |
| SBC Burlington Corp | |
| ScrumPac Pty Ltd | 602 375 253 |
| Silthree Pty Ltd | 084 494 575 |
| Siltwo Pty Ltd | 084 494 495 |
| Silver City Cinemas, Inc. | |
| Silver City Holdings, Inc. | |
| Tastee Shears Holdings Pty Limited | 627 444 464 |
| Toranaga Pty Ltd | 056 229 728 |
| Toray Pty Ltd | 002 348 503 |
| West Buttermilk Holdings VIII LLC | |
| Wilbur Holdings Limited | |
| Wilbur One Limited | |
| Western Empire Publications Ltd | |
| Wooltech Pty Limited | 010 717 441 |
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