



Healthscope

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10 September 2009

Company Announcements Office
Australian Securities Exchange

By eLodgement

Healthscope Limited Share Purchase Plan

As foreshadowed by Healthscope Limited (*Healthscope*) in its announcements dated 26 and 27 August 2009, Healthscope is conducting a share purchase plan (*SPP*) to provide eligible Healthscope shareholders with a registered address in Australia and New Zealand with the opportunity to subscribe for up to \$15,000 of new fully paid ordinary shares in Healthscope .

As required by Listing Rule 3.17, attached are the Chairman's letter to shareholders and the SPP Terms and Conditions which set out full details of the SPP, both of which are being mailed to eligible Healthscope shareholders today.

Ingrid Player
Company Secretary

For personal use only



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10 September 2009

Dear Shareholder

Healthscope Share Purchase Plan

On behalf of the Board, I am pleased to offer you the opportunity to increase your investment in Healthscope through a Share Purchase Plan (**SPP**).

Background and purpose

On 26 August 2009, Healthscope Limited (**Healthscope**) announced its results for the financial year ended 30 June 2009, and a proposed equity raising, comprising a A\$140 million institutional share placement (**Placement**) and the SPP. The Placement was successfully completed on 26 August 2009 at an issue price of A\$4.30 per share.

As stated in that announcement, the purpose of the equity raising is to provide funding for the expansion of hospitals, funding for recent acquisitions of pathology and medical centres, including Analytical Reference Laboratories, and to provide flexibility to pursue future acquisition opportunities.

SPP offer terms

Under the SPP, eligible Healthscope shareholders may purchase up to A\$15,000 of new Healthscope ordinary shares without paying any brokerage costs.

Participation in the SPP is optional and is open to shareholders who were holders of fully paid ordinary shares in Healthscope at 7.00pm (Melbourne time) on 28 August 2009 (**Record Date**) with a registered address in Australia or New Zealand and who are eligible to participate under the SPP terms and conditions.

The price of shares offered under the SPP will be the lower of:

- A\$4.19 (being the price at which Healthscope shares were issued under the Placement, adjusted downwards for the final dividend of 11 cents in respect of the financial year ended 30 June 2009, for which the record date has passed); and
- the volume-weighted average price of Healthscope shares traded during the 5 trading days ending on (and including) the closing date of the SPP offer, rounded down to the nearest cent.

Healthscope may, in its absolute discretion, undertake a scaleback in connection with the SPP, in which case the balance of any application monies not applied to the purchase of shares under the SPP will be refunded to you.

Full details of the SPP offer are set out in the enclosed SPP Terms and Conditions.

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When to apply

The SPP offer period opens on Thursday 10 September 2009 and will close at 5.00 pm (Melbourne Time) on Thursday 1 October 2009. As soon as practicable after the close of the offer, Healthscope will make an ASX announcement regarding the outcome of the SPP.

How to apply

If you would like to participate in the SPP, please:

- complete the enclosed Application Form and return it together with your cheque, bank draft or money order in Australian dollars for the correct amount; or
- pay directly via BPay[®] on the internet or by telephone, using the personalised reference number shown on your Application Form (only available to eligible shareholders with an Australian bank account),

by no later than **5.00pm (Melbourne time) on Thursday 1 October 2009.**

If you are a custodian, you will be required to submit a custodian certificate to Healthscope in order to participate on behalf of any beneficiaries. Please see the SPP Terms and Conditions for further information.

I encourage you to carefully read the SPP Terms and Conditions enclosed. If you have any questions, you should contact the Shareholder Information Line on 1300 135 403 (callers inside Australia) or +61 2 8280 7482 (callers outside Australia), or visit the company's website at www.healthscope.com.au.

The SPP offer does not take into account the individual investment objectives, financial situation or particular needs of each eligible shareholder. You should consider seeking independent financial and taxation advice before making a decision as to whether or not to accept the offer.

Thank you for your continued support of Healthscope.

Yours faithfully



Linda Bardo Nicholls, AO
Chairman

The securities referred to in this document have not and will not be registered under the United States Securities Act of 1933 (**Securities Act**), as amended, or in any other jurisdiction outside Australia and New Zealand, and may not be offered or sold in the United States, or to or for the account or benefit of 'U.S. Persons' (as defined in Regulation S under the Securities Act), or to any person outside Australia and New Zealand, in the absence of registration or an available exemption from registration. This document has been prepared for release in Australia and New Zealand only and may not be released elsewhere.

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Healthscope Share Purchase Plan Terms and Conditions

10 September 2009

Healthscope Share Purchase Plan

Healthscope Limited (**Healthscope**) is pleased to provide eligible Healthscope shareholders with the opportunity to participate in the Healthscope Share Purchase Plan (the **SPP**) by subscribing for up to A\$15,000 of new fully paid ordinary shares in Healthscope (**Healthscope Shares**) without incurring brokerage or other transaction costs. Details of this offer and how to participate are set out below.

Background

On 26 August 2009, Healthscope announced that it would conduct an institutional share placement (**Placement**), in conjunction with an SPP under which eligible Healthscope shareholders would be entitled to subscribe for up to A\$15,000 of Healthscope Shares. On 27 August 2009, Healthscope announced that A\$140 million of Healthscope Shares were placed with institutional and sophisticated investors at an issue price of A\$4.30 per share pursuant to the Placement.

While Healthscope has not at this time set a cap on the amount of funds to be raised under the SPP, Healthscope reserves the right to scale back applications at its discretion.

The purpose of the capital raising is to provide funding for the expansion of hospitals, funding for recent acquisitions of pathology and medical centres, including Analytical Reference Laboratories, and to provide flexibility to pursue future acquisition opportunities.

SPP Key Dates*

Event	Date*
Record Date	7pm (Melbourne time) on Friday, 28 August 2009
SPP documentation despatched and SPP opens	Thursday, 10 September 2009
SPP closes	5pm (Melbourne time) Thursday, 1 October 2009
Allotment Date	Friday, 9 October 2009
Despatch of Holding Statements	Tuesday, 13 October 2009
Healthscope Shares issued under the SPP commence trading on ASX	Tuesday, 13 October 2009

*Please note that Healthscope may vary any of the above dates at its discretion by lodging a revised timetable with the Australian Securities Exchange (**ASX**).

Eligibility to participate in the SPP

You are eligible to participate in the SPP if you were a registered holder of Healthscope Shares at 7.00pm (Melbourne time) on Friday, 28 August 2009 (the **Record Date**) with a registered address in Australia or New Zealand unless:

- in the case of such a holder with a registered address in New Zealand, you no longer hold any Healthscope Shares as at the date of this offer; or
- you are in the United States or you are, or are acting for the account or benefit of, a U.S. Person (as defined in Regulation S under the U.S. Securities Act of 1933, as amended (the **Securities Act**) (**US Person**)).

NOT FOR DISTRIBUTION IN THE UNITED STATES OR TO, OR FOR THE ACCOUNT OR BENEFIT OF,
US PERSONS

Healthscope has determined that because of foreign securities laws, it is not practical for holders of Healthscope Shares with registered addresses in other jurisdictions to participate in the SPP.

- **Single holders:** If you are the only registered holder of a holding of Healthscope Shares, but you receive more than one offer under the SPP (for example, due to multiple registered holdings), you may only apply for a maximum of A\$15,000 worth of Healthscope Shares under the SPP.
- **Joint holders:** If you are recorded with one or more other persons as the joint holder of a holding of Healthscope Shares, that joint holding is considered to be a single registered holding for the purpose of the SPP, and the joint holders are entitled to participate in the SPP in respect of that single holding. If the same joint holders receive more than one offer under the SPP due to multiple holdings, the joint holders may only apply for a maximum of A\$15,000 worth of Healthscope Shares under the SPP.
- **Custodians, trustees and nominees:** If you are a custodian, trustee or nominee within the definition of 'custodian' in ASIC Class Order [CO 09/425] (a **Custodian**) and hold Healthscope Shares on behalf of one or more persons (each a **Participating Beneficiary**), you may apply for up to a maximum of A\$15,000 worth of Healthscope Shares for each Participating Beneficiary, subject to providing a notice in writing to Healthscope (the **Custodian Certificate**) certifying the following:
 - that you hold Healthscope Shares on behalf of one or more Participating Beneficiaries on the Record Date who have instructed you to apply for Healthscope Shares on their behalf under the SPP;
 - the number of Participating Beneficiaries;
 - the name and address of each Participating Beneficiary;
 - the number of Healthscope Shares that you hold on behalf of each Participating Beneficiary;
 - the number or dollar amount of Healthscope Shares which each Participating Beneficiary has instructed you to apply for on their behalf; and
 - that there are no Participating Beneficiaries in respect of which the total of the application price for the following Healthscope Shares exceeds A\$15,000:
 - Healthscope Shares applied for by you as Custodian on their behalf under the SPP; and
 - any other Healthscope Shares issued to you as Custodian in the 12 months before your SPP application as a result of an instruction given by them to apply for Healthscope Shares on their behalf under an arrangement similar to the SPP.

For the purposes of ASIC Class Order [CO 09/425] you are a 'custodian' if you are a registered holder that:

- holds an Australian financial services licence that:
 - covers the provision of a 'custodial or depository service' (as defined in section 766E of the *Corporations Act 2001* (Cth)); or
 - includes a condition requiring the holder to comply with ASIC Class Order [CO 02/294]; or
- is exempt under:
 - paragraph 7.6.01(1)(k) of the *Corporations Regulations 2001* (Cth); or
 - ASIC Class Order [CO 05/1270] to the extent that it relates to ASIC Class Order [CO 03/184],

from the requirement to hold an Australian financial services licence for the provision of a custodial or depository service.

If you hold Healthscope Shares as a trustee or nominee for another person, but are not a Custodian as defined above, you cannot participate for beneficiaries in the manner described above. In this case, the rules for multiple single holdings (above) apply.

Custodians should have received a Custodian Certificate with these SPP Terms and Conditions. If you did not receive a Custodian Certificate or would like further information on how to apply, you should contact the Healthscope Shareholder Information Line.

To the extent that you hold shares on behalf of another person resident outside Australia or New Zealand, it is your responsibility to ensure that any acceptance complies with all applicable foreign laws.

United States restrictions

The Healthscope Shares to be issued under this SPP have not been and will not be registered under the Securities Act or the securities laws of any state or other jurisdiction of the United States. Therefore, the Healthscope Shares to be issued under this SPP may not be offered, sold or otherwise transferred to shareholders located in the "United States" (as defined in Regulation S under the Securities Act) or to shareholders who are, or who are acting for the account or benefit of, US Persons.

These SPP Terms and Conditions and the enclosed materials do not constitute an offer to sell, or the solicitation of an offer to buy, any securities in the United States or to, or from, any US Person, and these materials must not be sent or disseminated in the United States or to any US Person, directly or indirectly.

Consistent with the warranties contained in these SPP Terms and Conditions and the SPP Application Form (the **Application Form**) included with these SPP Terms and Conditions, you must not submit any completed Application Forms or make any payment by BPay® in respect of the purchase of Healthscope Shares under the SPP on behalf of any persons resident in the United States or who are, or are acting for the account or benefit of, US Persons. Failure to comply with these restrictions may result in violations of applicable securities laws.

You will be required to make representations to the foregoing effect if you elect to participate in the SPP.

Participation is optional

Participation in the SPP is entirely optional (subject to the eligibility criteria set out above). The offer to acquire Healthscope Shares under the SPP is not a recommendation. The offer does not take into account the individual investment decisions, financial situation or particular needs of each eligible shareholder. You should consider seeking independent financial and taxation advice before making a decision as to whether or not to accept this offer. Healthscope also recommends that you monitor the Healthscope Share price, which can be found in the financial pages of major Australian metropolitan newspapers, or on the ASX website at www.asx.com.au (ASX code: HSP).

Applications may be scaled back

Healthscope reserves the right to scale back applications at its discretion. Healthscope's decision on the number of Healthscope Shares to be allocated to you will be final. If applications are scaled back, any difference in subscription price will be refunded by Healthscope, without interest, following allotment.

Offer price

The offer price for each Healthscope Share under the SPP is the lesser of:

- A\$4.19, being the price at which Healthscope Shares were issued to institutional and sophisticated investors under the Placement, adjusted downwards by the amount of the final dividend of 11 cents in respect of the financial year ended 30 June 2009, to which Healthscope Shares issued under the SPP will not be entitled;
- the volume-weighted average price of Healthscope Shares traded in the ordinary course on the ASX during the 5 trading days ending on (and including) the closing date of the SPP offer (scheduled to be Thursday, 1 October 2009), rounded down to the nearest cent. (For the purposes of the SPP, a

trading day will not be counted if during that day trading in Healthscope Shares is either subject to a trading halt or suspended.)

Therefore, the maximum price that shareholders participating in the SPP will pay is A\$4.19 per Healthscope Share.

You should note that the Healthscope Share price may rise or fall between the date of this offer and the date when Healthscope Shares are allotted and issued to you under the SPP. This means that the price you pay per Healthscope Share pursuant to this offer may be either higher or lower than the Healthscope Share price at the time of this offer or at the time the Healthscope Shares are issued and allotted to you under the SPP.

How much can you invest?

The offer under the SPP needs to comply with requirements issued by the Australian Securities and Investments Commission. Under those requirements, eligible shareholders may only acquire a maximum of A\$15,000 of Healthscope Shares under a share purchase plan in any 12 month period. Healthscope has not conducted a share purchase plan in the preceding 12 months.

Having regard to the price at which Healthscope Shares are being offered under the SPP, Healthscope has determined you may apply for any parcel of Healthscope Shares whose total subscription price is either A\$1,000, A\$3,000, A\$5,000, A\$10,000 or A\$15,000.

Eligible shareholders may only participate in the SPP up to the maximum limit of A\$15,000. This limitation applies even if you receive more than one Application Form (see "Eligibility to participate in the SPP" above).

By submitting the Application Form (together with a cheque, bank draft or money order) or making a BPay® payment, you certify that the aggregate of the application price paid by you for:

- the Healthscope Shares the subject of the Application Form or BPay® payment; and
- any other Healthscope Shares applied for by you, or which you have instructed a Custodian to acquire on your behalf, under the SPP,

does not exceed A\$15,000.

The A\$15,000 limit applies irrespective of the number of Healthscope Shares you hold on the Record Date. Healthscope reserves the right to reject any application for Healthscope Shares under the SPP to the extent it considers that:

- the applicant has split its holdings into smaller parcels for the purpose of making multiple applications under the SPP; or
- the application (whether alone or in conjunction with other applications) does not otherwise comply with these requirements.

Calculation of the number of Healthscope Shares to be issued to you

The number of Healthscope Shares to be issued to you will be calculated by dividing the value of Healthscope Shares that you apply for by the offer price, then rounding down to the nearest whole number of Healthscope Shares. Unless Healthscope exercises its right to scale back applications, or refunds amounts by reason of not receiving one of the amounts designated on the Application Form (in which cases it will return any excess application money to you by cheque), Healthscope will retain any excess application money and pay such amount as a donation to The Mental Health Foundation of Australia.

For example, if you apply for A\$15,000 of Healthscope Shares and the offer price is A\$4.19 per Healthscope Share, you will be allotted 3,579 Healthscope Shares and Healthscope will donate A\$3.99 to The Mental Health Foundation of Australia.

Non-renounceable offer

The offer to acquire Healthscope Shares under the SPP is non-renounceable. This means that you cannot transfer your right to acquire Healthscope Shares under the offer to anyone else.

No other participation costs

No brokerage, commission or other participation costs are payable by you in respect of the acquisition of Healthscope Shares under the SPP.

No underwriting

The SPP will not be underwritten.

Ranking of Healthscope Shares

All Healthscope Shares issued under the SPP will rank equally with existing Healthscope Shares from the date of issue, and therefore will carry the same voting rights, dividend rights and other entitlements as existing Healthscope Shares. Healthscope Shares issued under the SPP will not participate in Healthscope's final dividend of 11 cents per share in respect of the financial year ended 30 June 2009, scheduled to be paid on 12 October 2009.

Class Order [09/425] compliance

This offer of securities under the SPP is made in accordance with ASIC Class Order [09/425]. That Class Order grants relief from the requirement to prepare a prospectus for the offer of Healthscope Shares under the SPP.

Binding terms

By accepting the offer to acquire Healthscope Shares under the SPP, you agree to be bound by these terms and conditions and Healthscope's constitution.

How to apply for Healthscope Shares under the SPP

If you would like to apply for Healthscope Shares under the SPP, you can either:

- complete the enclosed Application Form and return it together with your cheque, bank draft or money order made payable to "Healthscope Limited Capital Raising Account" and drawn on an Australian bank and in Australian dollars for the correct amount, in the enclosed reply-paid envelope (New Zealand holders will need to affix the appropriate postage stamp); or
- pay directly via BPay® on the internet or by telephone, by using the personalised reference number shown on your Application Form which is required to identify your holding, together with the biller code for Healthscope also shown on the Application Form. If you make your payment using BPay® you do not need to return your Application Form. New Zealand holders will not be able to make a payment using BPay® unless they have an Australian bank account,

by no later than 5.00pm (Melbourne time) on Thursday, 1 October 2009.

Do not forward cash. Receipts for payment will not be issued.

Applications may only be made for parcels of Healthscope Shares in the amounts designated on the Application Form. If the amount of the cheque, bank draft or money order tendered with your Application Form or (if applicable) your BPay® payment is:

- less than A\$1,000 – Healthscope will not allot any Healthscope Shares to you and will refund your application money to you;
- greater than A\$15,000 – Healthscope will allot the maximum number of Healthscope Shares to you and will refund the excess application money to you; or
- for an amount between A\$1,000 and A\$15,000 that is not one of the designated amounts – Healthscope will allot to you the number of Healthscope Shares that would have been allotted had

you applied for the highest designated amount that is less than the amount of your cheque, bank draft or money order or (if applicable) your BPay® payment, and will refund the excess application money to you.

If you apply to participate in the SPP by submitting a BPay® payment or completing and returning the Application Form, you will be deemed to have made on behalf of each person on whose account you are acting the representations and acknowledgments referred to above under "United States restrictions".

Applications must be received by 5.00pm (Melbourne time) on Thursday, 1 October 2009. Healthscope reserves the right to return any payment and not allot any Healthscope Shares if payment is received after that time.

Applications and payments under the SPP may not be withdrawn once they have been received by Healthscope. Application money will not bear interest as against Healthscope under any circumstances.

Please read the enclosed SPP Application Form for further details of how to apply for Healthscope Shares under the SPP.

Allotment and quotation dates

Healthscope Shares are expected to be allotted under the SPP on Friday, 9 October 2009, and Healthscope will apply for those Healthscope Shares to be listed for quotation on the ASX.

Healthscope expects to despatch a holding statement or confirmation advice in respect of the Healthscope Shares allotted to you under the SPP on Tuesday, 13 October 2009. You should confirm your holding before trading in any Healthscope Shares you believe have been allotted to you under the SPP.

Withdrawal, suspension, termination, anomalies and disputes

Healthscope reserves the right to waive strict compliance with any provision of these terms and conditions, to amend or vary these terms and conditions and to suspend or terminate the SPP at any time. Any such amendment, variation, suspension or termination will be binding on all eligible shareholders even where Healthscope does not notify you of that event.

Healthscope may make determinations in any manner it thinks fit, including in relation to any difficulties, anomalies or disputes which may arise in connection with or by reason of the operation of the SPP, whether generally or in relation to any participant or application. Any determinations by Healthscope will be conclusive and binding on all eligible shareholders and other persons to whom the determination relates.

Healthscope's rights may be exercised by the Board or any delegate of the Board.

If you have any questions in respect of the SPP, please contact the Healthscope Shareholder Information Line at any time from 8.30am to 5.00pm (Melbourne time) Monday to Friday on:

Telephone: 1300 135 403 (within Australia)

Telephone: +61 2 8280 7482 (outside Australia),

or visit Healthscope's website at www.healthscope.com.au.

Governing law

This offer is governed by the laws in force in Victoria, Australia. By accepting this offer, you submit to the non-exclusive jurisdiction of the courts of Victoria.