



Date: 22nd December 2009

The Manager  
Listings Department  
Australian Stock Exchange Limited

No. of Pages (incl.): 3

NOTICE OF INITIAL SUBSTANTIAL HOLDER

Dear Sir/Madam,

Pursuant to Section 671B of the Corporations Law, AMP Limited discloses a substantial holding in Thorn Group 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 0091

**Form 603**  
**Corporations Law**  
**Section 671B**  
**Notice of Initial Substantial Holder**

To: **Thorn Group Limited**

ACN/ARSN: 072 507 147

**1. Details of substantial holder**

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

The holder became a substantial holder on 18th December 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	6,536,548	6,536,548	5.08%

**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 Capital Investors Limited as Responsible Entity of the Future Directions Australian Smaller 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: 4,880,817	4,880,817
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: 1,624,831	1,624,831
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: 30,900	30,900
Total:			6,536,548

**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 Capital Investors Limited as Responsible Entity of the Future Directions Australian Smaller Companies Fund	Cogent Nominees Pty Limited	AMP Capital Investors Limited	Fully Paid Ordinary: 4,880,817	4,880,817
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: 30,900	30,900
AMP Capital Investors Limited as Future Directions Australian Small Companies Fund	Cogent Nominees Pty Limited	AMP Capital Investors Limited	Fully Paid Ordinary: 1,624,831	1,624,831
Total:				6,536,548

**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	1-Sep-2009 to 17-Dec-2009	\$4,854,865.43	Fully Paid Ordinary 6,825,229

**6. Associates**

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

*Name and ACN (if applicable)* *Nature of association*

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 Capital Investors Limited	Level 22, 33 Alfred Street, Sydney NSW 2000
Cogent Nominees Pty Limited	Level 6, 60 Castlereagh Street, Sydney NSW 2000

This Initial Substantial Holder Notice (ASIC Form 603) comprises 2 page/s in total.