

Form 604Corporations Act 2001
Section 671B**Notice of change of interests of substantial holder**To Company Name/Scheme **HEALTHSCOPE LIMITED (HSO)**ACN/ARSN **ACN 144 840 639****1. Details of substantial holder (1)**Name **Hyperion Asset Management Limited (Hyperion)**ACN/ARSN (if applicable) **ACN 080 135 897**There was a change in the interests of the
substantial holder on **25/08/2016**The previous notice was given to the company on **29/04/2016**The previous notice was dated **29/04/2016****2. Previous and present 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 (2) had a relevant interest (3) in when last required, and when now required, to give a substantial holding notice to the company or scheme, are as follows:

Class of securities (4)	Previous notice		Present notice	
	Person's votes	Voting power (5)	Person's votes	Voting power (5)
Ordinary Fully Paid	128,767,504	7.42%	146,748,068	8.46%

3. Changes in relevant interests

Particulars of each change in, or change in the nature of, a relevant interest of the substantial holder or an associate 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 (6)	Consideration given in relation to change (7)	Class and number of securities affected	Person's votes affected
Refer Annexure A					

4. Present relevant interests

Particulars of each relevant interest of the substantial holder in voting securities after the change are as follows:

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder (8)	Nature of relevant interest (6)	Class and number of securities	Person's votes
Refer Annexure B					

5. Changes in association

The persons who have become associates (2) of, ceased to be associates of, or have changed the nature of their association (9) 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

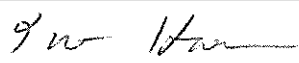
6. Addresses

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

Name	Address
Hyperion Asset Management Limited	Level 19, 307 Queen St Brisbane Qld 4000

Signature

print name I W Harrison capacity Company Secretary

sign here  date 26/08/2016

DIRECTIONS

- (1) If there are a number of substantial holders with similar or related relevant interests (eg. a corporation and its related corporations, or the manager and trustee of an equity trust), the names could be included in an annexure to the form. If the relevant interests of a group of persons are essentially similar, they may be referred to throughout the form as a specifically named group if the membership of each group, with the names and addresses of members is clearly set out in paragraph 6 of the form.
- (2) See the definition of "associate" in section 9 of the Corporations Act 2001.
- (3) See the definition of "relevant interest" in sections 608 and 671B(7) of the Corporations Act 2001.
- (4) The voting shares of a company constitute one class unless divided into separate classes.
- (5) The person's votes divided by the total votes in the body corporate or scheme multiplied by 100.
- (6) Include details of:
 - (a) any relevant agreement or other circumstances because of which the change in relevant interest occurred. If subsection 671B(4) applies, a copy of any document setting out the terms of any relevant agreement, and a statement by the person giving full and accurate details of any contract, scheme or arrangement, must accompany this form, together with a written statement certifying this contract, scheme or arrangement; and
 - (b) any qualification of the power of a person to exercise, control the exercise of, or influence the exercise of, the voting powers or disposal of the securities to which the relevant interest relates (indicating clearly the particular securities to which the qualification applies).

See the definition of "relevant agreement" in section 9 of the Corporations Act 2001.
- (7) Details of the consideration must include any and all benefits, money and other, that any person from whom a relevant interest was acquired has, or may, become entitled to receive in relation to that acquisition. Details must be included even if the benefit is conditional on the happening or not of a contingency. Details must be included of any benefit paid on behalf of the substantial holder or its associate in relation to the acquisitions, even if they are not paid directly to the person from whom the relevant interest was acquired.
- (8) If the substantial holder is unable to determine the identity of the person (eg. if the relevant interest arises because of an option) write "unknown".
- (9) Give details, if appropriate, of the present association and any change in that association since the last substantial holding notice.

Annexure A

From 29 April 2016 to 25 August 2016

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HYPERION

ASSET MANAGEMENT

From Date	To Date	Person Whose Relevant Interest Changed	Nature of Change	Consideration	Number of Securities
29-Apr-16	25-Aug-16	Auscoal Superannuation Pty Ltd	BUY	1,223,600.80	413,759
29-Apr-16	25-Aug-16	BUSS (Queensland) Pty Ltd	BUY	2,179,420.69	756,759
29-Apr-16	25-Aug-16	Commonwealth Bank Officers Superannuation Corporation Pty Ltd <Commonwealth Bank Group Super>	BUY	3,768,324.47	1,306,406
29-Apr-16	25-Aug-16	Commonwealth Bank Officers Superannuation Corporation Pty Ltd <Commonwealth Bank Group Super>	SELL	-996,770.25	-359,704
29-Apr-16	25-Aug-16	Coal Mining (Long Service Leave) Funding Corporation	BUY	645,748.12	222,751
29-Apr-16	25-Aug-16	CoINVEST Limited	BUY	970,320.72	335,975
29-Apr-16	25-Aug-16	CoINVEST Limited	SELL	-62,162.54	-21,654
29-Apr-16	25-Aug-16	Electricity Supply Industry Superannuation (QLD) Ltd <Energy Super>	BUY	3,003,809.45	1,045,498
29-Apr-16	25-Aug-16	The Greater Metropolitan Cemeteries Trust	BUY	328,669.63	112,774
29-Apr-16	25-Aug-16	First State Super Pty Ltd	BUY	10,827,290.27	3,747,549
29-Apr-16	25-Aug-16	Hyperion Australian Growth Companies Fund	BUY	9,668,778.00	3,334,451
29-Apr-16	25-Aug-16	Hyperion Small Growth Companies Fund	BUY	8,127,838.60	2,809,015
29-Apr-16	25-Aug-16	Insurance Commission Western Australia	BUY	2,619,853.49	911,523
29-Apr-16	25-Aug-16	KARU Pty Ltd ATF Murdoch Family Trust No 1	BUY	11,844.90	4,054
29-Apr-16	25-Aug-16	Maritime Super Pty Ltd	BUY	1,503,405.97	522,748
29-Apr-16	25-Aug-16	Meat Industry Employees' Superannuation Fund Pty Ltd	BUY	397,129.29	141,353
29-Apr-16	25-Aug-16	The Australian Rechabite Foundation Limited	BUY	9,338.07	3,188
29-Apr-16	25-Aug-16	SAS TRUSTEE CORPORATION	BUY	2,105,256.52	711,970
29-Apr-16	25-Aug-16	Unipension Invest F.M.B.A	BUY	3,271,235.79	1,141,529
29-Apr-16	25-Aug-16	United Super Pty Ltd	BUY	11,042,686.50	3,849,408
29-Apr-16	25-Aug-16	United Super Pty Ltd	SELL	-9,867,231.00	-3,289,077
29-Apr-16	25-Aug-16	The University of Queensland	BUY	636,114.11	217,430
29-Apr-16	25-Aug-16	Individually Managed Accounts	BUY	178,617.22	62,859
Signed by:				51,593,118.82	17,980,564

Capacity: Mr I Harrison This is Annexure "A" of 1 page as mentioned in form 604 Notice of change of interests of substantial holder
 Company Secretary Date: 26 August 2016

Annexure B

As At: 25 August 2016

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HEALTHSCOPE LIMITED

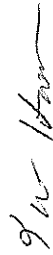


Holder of Relevant Interest	Registered Holder of Security	Person entitled to be Registered as Holder	Nature of Relevant Interest	Class and Number of Securities	Personal Votes
Hyperion	JP Morgan Chase Nominees Pty Ltd < Auscoal Superannuation Pty Ltd A/C >	Auscoal Superannuation Pty Ltd	Hyperion Asset Management Limited, in its capacity as Investment Manager or in its own holdings for the persons or trusts listed beside its name, has the power to control voting and /or the disposal of securities	5,950,515 Ordinary Full Paid	5,950,515
Hyperion	BNP Paribas Australia Ltd < BUSS (QUEENSLAND) PTY LTD A/C >	BUSS (Queensland) Pty Ltd	Hyperion Asset Management Limited, in its capacity as Investment Manager or in its own holdings for the persons or trusts listed beside its name, has the power to control voting and /or the disposal of securities	5,031,522 Ordinary Full Paid	5,031,522
Hyperion	Citicorp Nominees Pty Limited < CBA Officers Superannuation Fund Pty Ltd A/C >	Commonwealth Bank Officers Superannuation Corporation Pty Ltd <Commonwealth Bank Group Super>	Hyperion Asset Management Limited, in its capacity as Investment Manager or in its own holdings for the persons or trusts listed beside its name, has the power to control voting and /or the disposal of securities	6,494,875 Ordinary Full Paid	6,494,875
Hyperion	JP Morgan Chase Nominees Pty Ltd < Coal Mining (Long Service Leave) Funding Corporation A/C >	Coal Mining (Long Service Leave) Corporation	Hyperion Asset Management Limited, in its capacity as Investment Manager or in its own holdings for the persons or trusts listed beside its name, has the power to control voting and /or the disposal of securities	1,738,855 Ordinary Full Paid	1,738,855
Hyperion	JP Morgan Chase Nominees Pty Ltd < ColINVEST Limited A/C >	ColINVEST Limited	Hyperion Asset Management Limited, in its capacity as Investment Manager or in its own holdings for the persons or trusts listed beside its name, has the power to control voting and /or the disposal of securities	2,254,071 Ordinary Full Paid	2,254,071
Hyperion	National Nominees Ltd < Electricity Supply Industry Super A/C >	Electricity Supply Industry Superannuation (QLD) Ltd <Energy Super>	Hyperion Asset Management Limited, in its capacity as Investment Manager or in its own holdings for the persons or trusts listed beside its name, has the power to control voting and /or the disposal of securities	6,593,323 Ordinary Full Paid	6,593,323
Hyperion	RBC Investor Services Pty Limited < FAWKNER A/C >	The Greater Metropolitan Cemeteries Trust	Hyperion Asset Management Limited, in its capacity as Investment Manager or in its own holdings for the persons or trusts listed beside its name, has the power to control voting and /or the disposal of securities	605,415 Ordinary Full Paid	605,415
Hyperion	JP Morgan Chase Nominees Pty Ltd < Health Super Pty Ltd A/C >	First State Super Pty Ltd	Hyperion Asset Management Limited, in its capacity as Investment Manager or in its own holdings for the persons or trusts listed beside its name, has the power to control voting and /or the disposal of securities	27,142,428 Ordinary Full Paid	27,142,428

Hyperion	RBC Investor Services Pty Limited < Hyperion Australian Growth Companies Fund A/C >	Hyperion Australian Growth Companies Fund	Hyperion Asset Management Limited, in its capacity as Investment Manager or in its own holdings for the persons or trusts listed beside its name, has the power to control voting and /or the disposal of securities	19,218,619 Ordinary Full Paid	19,218,619
Hyperion	RBC Investor Services Pty Limited < Hyperion Small Growth Companies Fund A/C >	Hyperion Small Growth Companies Fund	Hyperion Asset Management Limited, in its capacity as Investment Manager or in its own holdings for the persons or trusts listed beside its name, has the power to control voting and /or the disposal of securities	16,982,700 Ordinary Full Paid	16,982,700
Hyperion	BNP Paribas Australia Ltd < Insurance Commission of Western Australia A/C >	Insurance Commission Western Australia	Hyperion Asset Management Limited, in its capacity as Investment Manager or in its own holdings for the persons or trusts listed beside its name, has the power to control voting and /or the disposal of securities	5,666,209 Ordinary Full Paid	5,666,209
Hyperion	RBC Investor Services Pty Limited < KARU A/C >	KARU Pty Ltd ATF Murdoch Family Trust No 1	Hyperion Asset Management Limited, in its capacity as Investment Manager or in its own holdings for the persons or trusts listed beside its name, has the power to control voting and /or the disposal of securities	40,844 Ordinary Full Paid	40,844
Hyperion	National Nominees Ltd < Maritime Super Pty Ltd A/C >	Maritime Super Pty Ltd	Hyperion Asset Management Limited, in its capacity as Investment Manager or in its own holdings for the persons or trusts listed beside its name, has the power to control voting and /or the disposal of securities	4,507,132 Ordinary Full Paid	4,507,132
Hyperion	JP Morgan Chase Nominees Pty Ltd < Meat Industry Employees' Superannuation Fund Pty Ltd A/C >	Meat Industry Employees' Superannuation Fund Pty Ltd	Hyperion Asset Management Limited, in its capacity as Investment Manager or in its own holdings for the persons or trusts listed beside its name, has the power to control voting and /or the disposal of securities	1,465,315 Ordinary Full Paid	1,465,315
Hyperion	National Nominees Ltd < United Super Pty Ltd A/C >	United Super Pty Ltd	Hyperion Asset Management Limited, in its capacity as Investment Manager or in its own holdings for the persons or trusts listed beside its name, has the power to control voting and /or the disposal of securities	22,979,600 Ordinary Full Paid	22,979,600
Hyperion	RBC Investor Services Pty Limited < University of Queensland A/C >	The University of Queensland	Hyperion Asset Management Limited, in its capacity as Investment Manager or in its own holdings for the persons or trusts listed beside its name, has the power to control voting and /or the disposal of securities	1,640,049 Ordinary Full Paid	1,640,049
Hyperion	JP Morgan Chase Nominees Pty Ltd < SAS Trustee Corporation >	SAS Trustee Corporation	Hyperion Asset Management Limited, in its capacity as Investment Manager or in its own holdings for the persons or trusts listed beside its name, has the power to control voting and /or the disposal of securities	10,967,997 Ordinary Full Paid	10,967,997
Hyperion	National Nominees Ltd < Unipension Invest F.M.B.A >	Unipension Invest F.M.B.A	Hyperion Asset Management Limited, in its capacity as Investment Manager or in its own holdings for the persons or trusts listed beside its name, has the power to control voting and /or the disposal of securities	6,859,202 Ordinary Full Paid	6,859,202

Hyperion	RBC Investor Services Pty Limited <HYRECH A/C>	The Australian Rechabite Foundation Limited	Hyperion Asset Management Limited, in its capacity as Investment Manager or in its own holdings for the persons or trusts listed beside its name, has the power to control voting and /or the disposal of	17,899 Ordinary Full Paid	17,899
Hyperion	Individually Managed Accounts	Individually Managed Accounts	Hyperion Asset Management Limited, in its capacity as Investment Manager or in its own holdings for the persons or trusts listed beside its name, has the power to control voting and /or the disposal of securities	349,484 Ordinary Full Paid	349,484
Hyperion	HYPERION_IMA		Hyperion Asset Management Limited, in its capacity as Investment Manager or in its own holdings for the persons or trusts listed beside its name, has the power to control voting and /or the disposal of securities	242,014 Ordinary Full Paid	242,014
					<u>146,748,068</u>

Signed by:



Ian Harrison

Company Secretary

This is Annexure "B" of 1 page as mentioned in form 604 Change of Interest in substantial holder

Date: 26 August 2016