

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 **08/04/2016**The previous notice was given to the company on **14/12/2015**The previous notice was dated **14/12/2015****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	87,570,842	5.05%	111,201,945	6.41%

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

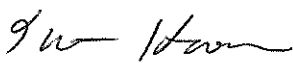
6. Addresses

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 11/04/2016

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 11 December 2015 to 8 April 2016

HSO.ASX

HYPERION

ASSET MANAGEMENT

From Date	To Date	Person Whose Relevant Interest Changed	Nature of Change	Consideration	Number of Securities
11-Dec-15	08-Apr-16	Auscoal Superannuation Pty Ltd	BUY	3,005,919.33	1,199,833
11-Dec-15	08-Apr-16	Auscoal Superannuation Pty Ltd	SELL	-4,125,325.17	-1,665,655
11-Dec-15	08-Apr-16	BUSS (Queensland) Pty Ltd	BUY	2,529,652.18	998,698
11-Dec-15	08-Apr-16	Commonwealth Bank Officers Superannuation Corporation Pty Ltd <Commonwealth Bank Group Super>	BUY	3,724,963.62	1,425,188
11-Dec-15	08-Apr-16	Commonwealth Bank Officers Superannuation Corporation Pty Ltd <Commonwealth Bank Group Super>	SELL	-1,567,938.68	-625,478
11-Dec-15	08-Apr-16	Coal Mining (Long Service Leave) Funding Corporation	BUY	762,985.81	292,334
11-Dec-15	08-Apr-16	CoINVEST Limited	BUY	773,134.89	296,446
11-Dec-15	08-Apr-16	Electricity Supply Industry Superannuation (QLD) Ltd <Energy Super>	BUY	1,246,854.29	479,107
11-Dec-15	08-Apr-16	The Greater Metropolitan Cemeteries Trust	BUY	1,246,854.29	479,107
11-Dec-15	08-Apr-16	The Greater Metropolitan Cemeteries Trust	BUY	400,742.85	153,893
11-Dec-15	08-Apr-16	First State Super Pty Ltd	SELL	-519,492.76	-208,516
11-Dec-15	08-Apr-16	Hyperion Australian Growth Companies Fund	BUY	6,844,984.99	2,625,742
11-Dec-15	08-Apr-16	Hyperion Australian Growth Companies Fund	BUY	11,388,803.24	4,376,525
11-Dec-15	08-Apr-16	Hyperion Small Growth Companies Fund	SELL	-2,258,449.42	-877,148
11-Dec-15	08-Apr-16	Insurance Commission Western Australia	BUY	15,162,722.83	6,075,552
11-Dec-15	08-Apr-16	Innova Australian Share Fund	BUY	2,268,392.93	875,635
11-Dec-15	08-Apr-16	KARU Pty Ltd ATF Murdoch Family Trust No 1	SELL	-736,257.44	-296,878
11-Dec-15	08-Apr-16	Maritime Super Pty Ltd	BUY	24,938.30	9,581
11-Dec-15	08-Apr-16	Meat Industry Employees' Superannuation Fund Pty Ltd	BUY	2,195,104.27	871,396
11-Dec-15	08-Apr-16	The Australian Rechabite Foundation Limited	BUY	675,943.13	259,659
11-Dec-15	08-Apr-16	The Australian Rechabite Foundation Limited	BUY	5,056.47	1,942
11-Dec-15	08-Apr-16	SAS TRUSTEE CORPORATION	SELL	-1,810.97	-724
11-Dec-15	08-Apr-16	Unipension Invest F.M.B.A	BUY	6,031,353.91	2,314,621
11-Dec-15	08-Apr-16	United Super Pty Ltd	BUY	1,733,953.42	669,321
11-Dec-15	08-Apr-16	The University of Queensland	BUY	10,476,833.69	4,032,863
11-Dec-15	08-Apr-16	Individually managed accounts	BUY	717,383.64	298,430
Signed by: 				60,883,433.68	23,631,103

Mr I Harrison
Company Secretary

This is Annexure "A" of 1 page as mentioned in form 604 Notice of change of interests of substantial holder
Date: 11 April 2016

Capacity:

Annexure B

As At: 8 April 2016

HEALTHSCOPE LIMITED

HYPERION ASSET MANAGEMENT

HSO.ASX

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	4,394,289 Ordinary Full Paid	4,394,289
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	3,704,068 Ordinary Full Paid	3,704,068
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	5,064,344 Ordinary Full Paid	5,064,344
Hyperion	JP Morgan Chase Nominees Pty Ltd < Coal Mining (Long Service Leave) Funding Corporation A/C >	Coal Mining (Long Service Leave) Funding 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	1,351,491 Ordinary Full Paid	1,351,491
Hyperion	JP Morgan Chase Nominees Pty Ltd < CoINVEST Limited A/C >	CoINVEST 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	1,697,364 Ordinary Full Paid	1,697,364
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	4,673,507 Ordinary Full Paid	4,673,507
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	461,707 Ordinary Full Paid	461,707
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	18,646,775 Ordinary Full Paid	18,646,775
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	14,598,137 Ordinary Full Paid	14,598,137
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	12,458,453 Ordinary Full Paid	12,458,453
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	3,864,212 Ordinary Full Paid	3,864,212

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	33,447 Ordinary Full Paid	33,447
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	3,578,494 Ordinary Full Paid	3,578,494
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	1,216,576 Ordinary Full Paid	1,216,576
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	20,163,571 Ordinary Full Paid	20,163,571
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	1,181,785 Ordinary Full Paid	1,181,785
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	8,870,637 Ordinary Full Paid	8,870,637
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	4,748,286 Ordinary Full Paid	4,748,286
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 securities	12,046 Ordinary Full Paid	12,046
Hyperion	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	240,742 Ordinary Full Paid	240,742
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>111,201,945</u>

Signed by:


Ian Harrison

Capacity:

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

Date: 11 April 2016

Company Secretary