



Date: 4-May-07

The Manager
Listings Department
Australian Stock Exchange Limited

No. of Pages (incl.): 4

NOTICE OF CHANGE OF INTERESTS OF SUBSTANTIAL HOLDER

Dear Sir/Madam,

Pursuant to Section 671B of the Corporations Law, AMP Limited hereby advises of a change in its relevant interest in Healthscope Limited.

The enclosed ASIC Form 604 discloses all required details.

Yours faithfully,

Justin Christopher
Head of Custody
BNP Paribas Securities Services
Phone: 02 9222 0029

Form 604
Corporations Law
Section 671B
Notice of Change of Interests of Substantial Holder

To: **Healthscope Limited**

ACN/ARSN: 006 405 152

1. Details of substantial holder

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

There was a change in the interests of the substantial holder on 02-May-2007
The previous notice was given to the company on 09-Oct-2006
The previous notice was dated 05-Oct-2006

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 had a relevant interest 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	Previous notice		Present notice	
	Person's votes	Voting power	Person's votes	Voting power
Fully Paid Ordinary	17,575,424	7.57%	20,450,120	8.60%

3. Changes in relevant interests

Particulars of each change in, or change in the nature of, relevant interests of the substantial holder or an associate in voting securities of the company 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	Consideration given in relation to change	Class and number of shares affected	Person's votes affected
6-Oct-2006 to 24-Apr-2007	AMP Capital Investors Limited	Share acquisition	\$2,717,491.00	Fully Paid Ordinary 2,717,491	2,717,491
14-Nov-2006 to 13-Mar-2007	AMP Capital Investors Limited	Share disposal	-\$1,290,418.20	Fully Paid Ordinary -236,002	-236,002
6-Dec-2006 to 30-Mar-2007	AMP Henderson Global Investors (NZ) Limited	Share acquisition	\$748,193.61	Fully Paid Ordinary 142,222	142,222
29-Nov-2006 to 14-Feb-2007	AMP Henderson Global Investors (NZ) Limited	Share disposal	-\$114,387.00	Fully Paid Ordinary -199,422	-199,422
12-Sep-2006 to 2-May-2007	AMP Life Limited	Share acquisition	\$12,362,908.21	Fully Paid Ordinary 2,183,989	2,183,989
6-Oct-2006 to 2-May-2007	AMP Life Limited	Share disposal	-\$12,907,654.77	Fully Paid Ordinary -2,221,065	-2,221,065
2-May-07	ARIA Scheme	Share acquisition	\$229,240.44	Fully Paid Ordinary 38,347	38,347
12-Sep-2006 to 2-May-2007	Cogent Nominees Pty Limited	Share acquisition	\$8,265,971.56	Fully Paid Ordinary 1,407,415	1,407,415
31-Oct-2006 to 2-May-2007	Cogent Nominees Pty Limited	Share disposal	-\$7,038,045.33	Fully Paid Ordinary 1,227,728	-1,227,728
12-Sep-2006 to 23-Apr-2007	Cogent Nominees Pty Limited <SMP Accounts>	Share acquisition	\$2,195,906.60	Fully Paid Ordinary 395,600	395,600
16-Oct-2006 to 18-Apr-2007	Cogent Nominees Pty Limited <SMP Accounts>	Share disposal	-\$4,374,707.32	Fully Paid Ordinary -744,687	-744,687
12-Sep-2006 to 28-Feb-2007	Commonwealth Bank Officers Superannuation Corporation Pty Ltd A/T for the Officers' Superannuation Fund.	Share acquisition	\$420,856.86	Fully Paid Ordinary 82,162	82,162
28-Feb-2007 to 11-Apr-2007	Commonwealth Bank Officers Superannuation Corporation Pty Ltd A/T for the Officers' Superannuation Fund.	Share disposal	-\$328,671.60	Fully Paid Ordinary -56,428	-56,428
12-Sep-2006 to 23-Apr-2007	Equipsuper	Share acquisition	\$497,838.83	Fully Paid Ordinary 90,614	90,614
11-Dec-2006 to 16-Mar-2007	Equipsuper	Share disposal	-\$1,235,196.93	Fully Paid Ordinary -210,422	-210,422
6-Oct-2006 to 2-May-2007	Government Employees Superannuation Board	Share acquisition	\$2,610,109.00	Fully Paid Ordinary 450,968	450,968
30-Mar-07	Government Employees Superannuation Board	Share disposal	-\$275,451.66	Fully Paid Ordinary -50,000	-50,000
12-Sep-2006 to 23-Apr-2007	LAMP	Share acquisition	\$695,761.52	Fully Paid Ordinary 129,290	129,290

11-Dec-2006 to 2-Mar-2007	LAMP	Share disposal	-\$1,239,054.51	Fully Paid Ordinary -209,922	-209,922
10-Jan-2007 to 16-Mar-2007	Queensland Local Government Superannuation Board	Share acquisition	\$782,090.17	Fully Paid Ordinary 133,978	133,978
13-Apr-2007 to 16-Apr-2007	Queensland Local Government Superannuation Board	Share disposal	-\$140,120.12	Fully Paid Ordinary -25,000	-25,000
12-Sep-2006 to 23-Apr-2007	State Authority Superannuation Scheme	Share acquisition	\$845,280.98	Fully Paid Ordinary 155,467	155,467
11-Dec-2006 to 1-Feb-2007	State Authority Superannuation Scheme	Share disposal	-\$2,102,186.73	Fully Paid Ordinary -352,254	-352,254
10-Jan-2007 to 16-Mar-2007	Stichting Pensioenfond - ABP	Share acquisition	\$3,051,460.56	Fully Paid Ordinary 521,671	521,671
10-Jan-2007 to 16-Mar-2007	Stichting Pensioenfond Hoogovens	Share acquisition	\$322,717.16	Fully Paid Ordinary 55,488	55,488
12-Sep-2006 to 23-Apr-2007	UniSuper Limited	Share acquisition	\$624,802.09	Fully Paid Ordinary 115,202	115,202
11-Dec-2006 to 5-Mar-2007	UniSuper Limited	Share disposal	-\$1,938,433.52	Fully Paid Ordinary -324,892	-324,892
2-May-07	Cogent Nominees Pty Limited <SMP Accounts>	Share acquisition	\$1,430,763.60	Fully Paid Ordinary 239,336	239,336
12-Sep-2006 to 23-Apr-2007	Cogent Nominees Pty Limited <SMP Accounts>	Share acquisition	\$427,675.79	Fully Paid Ordinary 79,996	79,996
11-Dec-2006 to 2-Mar-2007	Cogent Nominees Pty Limited <SMP Accounts>	Share disposal	-\$1,219,220.49	Fully Paid Ordinary -206,718	-206,718

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	Nature of relevant interest	Class and number of securities	Person's votes affected
AMP Life Limited	AMP Life Limited	AMP Life Limited	AMP Life is entitled to be the registered holder of the class and number of securities listed beside its name AMP Life Limited is a controlled body corporate of AMP Limited within the meaning of Section 608(3) of the Corporations Law	Fully Paid Ordinary: 5,350,744	5,350,744
AMP Capital Investors (NZ) Limited ('AMP Capital NZ') as investment manager	Perpetual Trust Limited for AMP Superannuation Investment Trust	Perpetual Trust Limited for AMP Superannuation Investment Trust	AMP Capital NZ is a controlled body corporate of AMP Limited within the meaning of Section 608(3) of the Corporations Law	Fully Paid Ordinary: 96,127	96,127
	NZGT Nominees Limited	NZGT Nominees Limited		Fully Paid Ordinary: 790,892	790,892
	Guardians of New Zealand Superannuation	Guardians of New Zealand Superannuation		Fully Paid Ordinary: 289,642	289,642
AMP Capital Investors Limited ('AMP Capital')	Cogent Nominees Pty Limited <SMP Accounts>	Cogent Nominees Pty Limited <SMP Accounts>	AMP Capital, in its capacity as the investment manager for the persons or trusts listed besides its name, has the power to control voting and/or the disposal of securities. AMP Capital is a controlled body corporate of AMP Limited within the meaning of Section 608(3) of the Corporations Law	Fully Paid Ordinary: 3,099,398	3,099,398
	Cogent Nominees Pty Limited	Cogent Nominees Pty Limited		Fully Paid Ordinary: 1,546,799	1,546,799
	Citicorp Nominees Pty Limited	Stichting Pensioenfond Hoogovens		Fully Paid Ordinary: 118,388	118,388
	JP Morgan Nominees Australia Limited	Stichting Pensioenfond ABP		Fully Paid Ordinary: 651,071	651,071
	JP Morgan Nominees Australia Limited	LAMP		Fully Paid Ordinary: 1,923,749	1,923,749
	JP Morgan Nominees Australia Limited	Public Sector Super Scheme		Fully Paid Ordinary: 38,347	38,347
	JP Morgan Nominees Australia Limited	QLD Local Government Superannuation Board		Fully Paid Ordinary: 226,978	226,978
	JP Morgan Nominees Australia Limited	State Authority Superannuation Scheme		Fully Paid Ordinary: 985,805	985,805
	JP Morgan Nominees Australia Limited	State Authority Superannuation Enhanced Index Share Fund		Fully Paid Ordinary: 85,901	85,901

	National Nominees Pty Limited	Government Employees Superannuation Board		Fully Paid Ordinary: 568,521	568,521
	National Nominees Pty Limited	Commonwealth Bank Officers Superannuation Corporation Pty Ltd as trustee for the Officers' Superannuation Fund		Fully Paid Ordinary: 404,134	404,134
	National Nominees Pty Limited	QLD Local Government Superannuation Board of WA - Sustainable Fund		Fully Paid Ordinary: 16,347	16,347
	National Nominees Pty Limited	Equisuper		Fully Paid Ordinary: 828,384	828,384
	National Nominees Pty Limited	UniSuper Limited		Fully Paid Ordinary: 723,939	723,939
AMP Capital Investors Limited as Responsible Entity of the EFM Australian Share Fund 6	Cogent Nominees Pty Limited	AMP Capital Investors Limited	AMP Capital Investors Limited is a controlled body corporate of AMP Limited within the meaning of Section 600(3) of the Corporations Law.	Fully Paid Ordinary: 1,800,116	1,800,116
AMP Capital Investors Limited as Responsible Entity of the EFM Australian Share Fund 7	Cogent Nominees Pty Limited	AMP Capital Investors Limited		Fully Paid Ordinary: 399,220	399,220
AMP Capital Investors Limited as Future Directions Australian Small Companies Fund	Cogent Nominees Pty Limited	AMP Capital Investors Limited		Fully Paid Ordinary: 505,617	505,617
AMP Capital Investors Limited as Responsible Investment Leader Australian Share Fund	Cogent Nominees Pty Limited	AMP Capital Investors Limited		Fully Paid Ordinary: 1	1
				Total:	20,450,120

5. Change in association

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

<i>Name and ACN</i>	<i>Nature of association</i>
No Changes	

6. Addresses

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

<i>Name</i>	<i>Address</i>
AMP Life Limited	Level 24, 33 Alfred Street, Sydney NSW 2000
AMP Capital Investors Limited	Level 22, 33 Alfred Street, Sydney NSW 2000
AMP Capital Investors (NZ) Limited	City Tower, 95 Custom House Quay, Wellington, N.Z
Citicorp Nominees Pty Limited	101 Collins Street, Melbourne VIC 3000
Cogent Nominees Pty Limited	Level 6, 60 Castlereagh Street, Sydney NSW 2000
Commonwealth Bank Officers Superannuation Corporation Pty Ltd	9th Floor, 48 Martin Place, Sydney NSW 2000
Equisuper	171 Flinders Street, Melbourne VIC 3000
Government Employee Superannuation Board	PO Box J755, Perth WA 6842
Henderson Global Investors Limited	3 Finsbury Ave, London EC2M 2PA, United Kingdom
JP Morgan Nominees Australia Limited	259 George Street, Sydney NSW 2000
National Nominees Pty Limited	271 Collins Street, Melbourne VIC 3000
New Zealand Central Securities Depository Limited	PO Box 2099, Wellington, New Zealand
QLD Local Government Superannuation Board	Of GPO Box 264, Brisbane QLD 4001
State Authority Superannuation Scheme	Level 14, 83 Clarence Street, Sydney NSW 2000
State Authority Superannuation Enhanced Index Share	Level 14, 83 Clarence Street, Sydney NSW 2000
Stichting Pensioenfonds Hoogovens	PO Box 10,000, 1970 CA IJmuiden, The Netherlands
Stichting Pensioenfonds ABP	PO Box 10,000, 1970 CA IJmuiden, The Netherlands
Unisuper Limited	Level 28, 367 Collins Street, Melbourne 3000

This notice of change of interests of substantial holder (ASIC Form 604) comprises 3 page/s in total.