



**Toll Holdings Limited**  
ABN 25 006 592 089

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Melbourne Victoria 3004

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28 May 2007

The Manager  
Australian Stock Exchange  
Company Announcement Office  
Level 4  
20 Bridge Street  
Sydney NSW 2000

**Lodged Through ASX On Line**  
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Dear Sir

**RESULTS OF FIRST SCHEME MEETING 28 MAY 2007**

In accordance with Listing Rule 3.13.2 and section 251AA of the Corporations Act, we advise that the First Scheme Meeting of Toll Holdings Limited was held today and that all resolutions referred to in the notice of meeting were passed.

Details of the resolutions passed and the proxies received in respect of each resolution are set out in the attached proxy summary.

Yours faithfully  
**TOLL HOLDINGS LIMITED**

  
**Bernard McInerney**  
**Company Secretary**

Encl.

## Agenda Item 1

“That pursuant to, and in accordance with, section 411(4) of the Corporations Act, the Scheme of Arrangement proposed between the company and the holders of its ordinary shares as contained in and more particularly described in Part A of section 13 of the Explanatory Statement accompanying the notice proposing this resolution is agreed (with or without modification as approved by the Supreme Court of Victoria).”

Proxy votes exercisable by all validly appointed proxies were to be exercised as follows:

<b>In favour</b>	<b>Against</b>	<b>Abstention</b>	<b>Proxy's discretion</b>
395,684,654	470,147	230,866	14,846,889

The motion was carried as an ordinary resolution on a poll the details of which are:

<b>In favour</b>	<b>Against</b>	<b>Abstention</b>
425,678,297	482,147	205,964