



Toll Holdings Limited
ABN 25 006 592 089

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28 May 2007

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

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Dear Sir

RESULTS OF SECOND SCHEME MEETING 28 MAY 2007

In accordance with Listing Rule 3.13.2 and section 251AA of the Corporations Act, we advise that the Second 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 B 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:

In favour	Against	Abstention	Proxy's discretion
338,375,551	363,119	248,139	14,753,377

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

In favour	Against	Abstention
368,247,338	376,996	223,237