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Toll Holdings Limited
ABN 25 006 592 089

13 May 2015

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

Lodged Through ASX On Line
Total No. of Pages: 4

Dear Sir

Toll shareholders vote in favour of Scheme of Arrangement

Please find attached for immediate release an ASX/Media Release in relation to the abovementioned subject.

Yours faithfully
TOLL HOLDINGS LIMITED


Bernard McInerney
Company Secretary

Encl.





ASX and media release

Wednesday 13 May 2015

Toll shareholders vote in favour of Scheme of Arrangement

Toll Holdings Limited shareholders today voted in favour of the proposal from Japan Post Co., Ltd. to acquire all of the shares in Toll via a Scheme of Arrangement.

Voting results

Toll advises that the resolution to approve the Scheme, as set out in the Notice of Scheme Meeting dated 2 April 2015 was passed by the requisite majorities of shareholders with:

- 95.88% of Toll shareholders present and voting (either in person or by proxy) in favour of the resolution; and
- 99.72% of votes cast in favour of the resolution.

The poll report submitted by the Returning Officer as appointed by Toll is attached to this release.

The results of the poll were as follows:

	For	Against	Abstain*
Votes	429,637,933	1,201,361	828,981
% of Votes	99.72%	0.28%	
Holders	10,313	443	
% of Holders	95.88%	4.12%	

* Note that votes relating to a shareholder who abstains from voting are not counted in determining the requisite majorities.

The Proxies received were:

	For	Against	Abstain*	Total Votes
Votes	428,847,524	1,200,088	828,981	430,876,593
% of Votes	99.53%	0.28%	0.19%	
Holders	10,275	442	54	10,771
% of Holders	95.40%	4.10%	0.50%	

* Note that votes relating to a shareholder who abstains from voting are not counted in determining the requisite majorities.

Scheme Consideration

Toll has applied to the Supreme Court of Victoria for approval of the Scheme at a hearing scheduled for Thursday 14 May 2015.

If the Scheme is approved by the Court, Toll shareholders who hold shares on the Scheme Record Date for determining entitlements to receive the Scheme Consideration (Thursday 21 May 2015) will be paid A\$9.04 cash per share.

Those Toll shareholders will be sent the Scheme Consideration on the Implementation Date (Thursday 28 May 2015).

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Timetable

Key dates for implementation of the Scheme are set out below.

Second court hearing <ul style="list-style-type: none">• Second Supreme Court of Victoria hearing for approval of the Scheme	Thursday 14 May 2015
Effective date <ul style="list-style-type: none">• Court order lodged with Australian Securities and Investments Commission and announcement to ASX• Last day of trading in Toll shares on ASX (with Toll shares suspended from close of trading)	Thursday 14 May 2015
Scheme record date (for determining entitlements to Scheme Consideration)	7pm, Thursday 21 May 2015
Implementation date (for payment of the Scheme Consideration)	Thursday 28 May 2015

<ends>

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Toll Holdings Limited

Scheme Meeting

Wednesday, 13 May 2015

To the Chairman,

POLL DECLARATION

1. Scheme Arrangement (Special)

	Number of Votes	% of Votes	No. of Holders	% of Holders
Votes cast FOR the motion	429,637,933	99.72	10,313	95.88
Votes cast AGAINST the motion	1,201,361	0.28	443	4.12
Total Votes Cast	430,839,294		10,756	

Total Number of Securities Abstained from voting 828,981



Megan Walker
Returning Officer
Boardroom Pty Limited