



HHG PLC

10 June 2004

Results of the HHG PLC Annual General Meeting held on 10 June 2004

In accordance with ASX Listing Rule 3.13.2 and UKLA Listing Rule 9.32, HHG reports that the resolutions contained in Resolutions 1 to 4 and 6 to 16 of the Notice of Meeting (dated 14 April 2004 and lodged with the ASX and the UKLA Document Viewing Facility on 26 April 2004) were passed by the requisite majority of shareholders.

All resolutions put to the meeting were decided on a show of hands.

No resolution was amended or withdrawn other than proposed Resolution 5: "To appoint Mr R P Handley as a Director of the Company", which was withdrawn prior to the meeting and lapsed at the meeting.

The information required by section 251AA(2) of the Australian Corporations Act 2001 (Cth) in respect of each resolution passed at the meeting is set out below.

Resolution 1: Directors' Report and Accounts

"To receive the accounts for HHG PLC for the year ended 31 December 2003 and the reports of the Directors and the auditors thereon."

	For	Against	Abstain	Proxy's Discretion	Total (excluding Abstain)
Total number of proxy votes exercisable by all proxies validly appointed:	1,341,070,397	1,130,883	5,366,740	65,108,742	1,407,310,022

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London EC2M 2DA
Registered in England
No. 2072534
ABN 30 106 988 836

Resolution 2: Directors' Remuneration Report

"To approve the Directors' Remuneration Report for the year ended 31 December 2003."

	For	Against	Abstain	Proxy's Discretion	Total (excluding Abstain)
Total number of proxy votes exercisable by all proxies validly appointed:	1,314,920,830	15,344,516	17,008,768	65,233,629	1,395,498,975

Resolutions 3 to 11: Appointment of existing Directors

Resolution 3: "To appoint Sir Malcolm Bates as a Director of the Company."

	For	Against	Abstain	Proxy's Discretion	Total (excluding Abstain)
Total number of proxy votes exercisable by all proxies validly appointed:	1,309,171,077	32,041,018	5,392,847	65,165,779	1,406,377,874

Resolution 4: "To appoint Mr P J Costain as a Director of the Company."

	For	Against	Abstain	Proxy's Discretion	Total (excluding Abstain)
Total number of proxy votes exercisable by all proxies validly appointed:	1,231,301,600	100,898,389	14,259,806	65,226,455	1,397,426,444

Resolution 5: "To appoint Mr R P Handley as a Director of the Company."
The proposed resolution lapsed

Resolution 6: "To appoint Mr N T Hiscock as a Director of the Company."

	For	Against	Abstain	Proxy's Discretion	Total (excluding Abstain)
Total number of proxy votes exercisable by all proxies validly appointed:	1,339,964,533	1,836,967	5,448,854	65,271,184	1,407,072,684

Resolution 7: “To appoint Mr A C Hotson as a Director of the Company.”

	For	Against	Abstain	Proxy’s Discretion	Total (excluding Abstain)
Total number of proxy votes exercisable by all proxies validly appointed:	1,337,792,874	1,214,035	8,209,392	65,283,775	1,404,290,684

Resolution 8: “To appoint Mr I W Laughlin as a Director of the Company.”

	For	Against	Abstain	Proxy’s Discretion	Total (excluding Abstain)
Total number of proxy votes exercisable by all proxies validly appointed:	1,339,869,520	1,927,014	5,452,007	65,247,523	1,407,044,057

Resolution 9: “To appoint Mr D J S Roques as a Director of the Company.”

	For	Against	Abstain	Proxy’s Discretion	Total (excluding Abstain)
Total number of proxy votes exercisable by all proxies validly appointed:	1,336,912,500	1,892,006	8,285,110	65,334,704	1,404,139,210

Resolution 10: “To appoint Sir William Wells as a Director of the Company.”

	For	Against	Abstain	Proxy’s Discretion	Total (excluding Abstain)
Total number of proxy votes exercisable by all proxies validly appointed:	1,301,475,534	33,244,409	11,581,212	65,323,191	1,400,043,134

Resolution 11: “To appoint Mr R P Yates as a Director of the Company.”

	For	Against	Abstain	Proxy’s Discretion	Total (excluding Abstain)
Total number of proxy votes exercisable by all proxies validly appointed:	1,336,456,291	1,882,622	8,819,986	65,282,837	1,403,621,750

Resolution 12: Reappointment of Auditors

“To reappoint Ernst & Young LLP as Auditors to the Company until the conclusion of the next general meeting at which accounts are laid.”

	For	Against	Abstain	Proxy's Discretion	Total (excluding Abstain)
Total number of proxy votes exercisable by all proxies validly appointed:	1,337,767,043	5,308,658	4,276,730	65,215,434	1,408,291,135

Resolution 13: Remuneration of the Auditors

“To authorise the Directors to agree the remuneration of the Auditors.”

	For	Against	Abstain	Proxy's Discretion	Total (excluding Abstain)
Total number of proxy votes exercisable by all proxies validly appointed:	1,340,885,029	1,852,975	4,631,539	65,197,236	1,407,935,240

Resolution 14: Establishment of the Henderson Share Incentive Plan

“To approve the establishment of the Henderson Share Incentive Plan, the main terms of which are described on pages 7 and 8 of the booklet which contains the Notice convening this meeting and a copy of the draft trust deed and rules of which are signed by the Chairman for identification purposes, and authorise the Directors to make such amendments as necessary to obtain Inland Revenue approval to the same.”

	For	Against	Abstain	Proxy's Discretion	Total (excluding Abstain)
Total number of proxy votes exercisable by all proxies validly appointed:	1,337,923,602	5,347,905	4,208,707	65,221,273	1,408,492,780

Resolution 15: Establishment of other HHG Share Incentive Plans

“To authorise HHG PLC and any of its subsidiaries to establish such employee incentive plans as the Directors may consider appropriate for the benefit of employees of HHG PLC and any of its subsidiaries (including directors), provided that any such plans are based on and are substantially the same as the Henderson Share Incentive Plan subject to such modifications (including making provision for the payment of cash amounts instead of shares) as the Directors consider are necessary or desirable to take account of relevant local tax, exchange control, securities laws and administrative costs.”

	For	Against	Abstain	Proxy’s Discretion	Total (excluding Abstain)
Total number of proxy votes exercisable by all proxies validly appointed:	1,334,771,481	8,363,920	4,352,676	65,215,317	1,408,350,718

Resolution 16: Authority to make “political donations”

“To authorise HHG PLC to make donations to European Union (EU) political organisations not exceeding £100,000 in total and to incur EU political expenditure not exceeding £100,000 in total, during the period beginning with the date of the 2004 annual general meeting and ending on the date of the 2005 annual general meeting. For the purposes of this Resolution, “donations”, “EU political organisations” and “EU political expenditure” have the meaning given to them in part XA of the Companies Act 1985.”

	For	Against	Abstain	Proxy’s Discretion	Total (excluding Abstain)
Total number of proxy votes exercisable by all proxies validly appointed:	1,276,412,892	55,392,721	15,743,917	65,078,202	1,396,883,815

G A Watson
Company Secretary