



ASX Announcement

Date: 9 December 2003

Manager
Company Announcements Office
Australian Stock Exchange
Level 4, 20 Bridge Street
Sydney NSW 2000

Manager
Market Information Services Section
New Zealand Stock Exchange
Level 9, ASB Tower, 2 Hunter Street
Wellington New Zealand

Announcement No: 153/03

RESULTS OF THE AMP LIMITED GENERAL MEETING AND SCHEME MEETING HELD ON 9 DECEMBER 2003

Results of the General Meeting

In accordance with Listing Rule 3.13.2, AMP Limited (**AMP**) advises that, at the General Meeting of ordinary shareholders of AMP held today, both resolutions contained in the Notice of General Meeting (dated 16 October 2003 and lodged with the ASX on the same day) were passed by the requisite majority of shareholders.

Both resolutions were decided on a poll. No resolution was withdrawn or amended.

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

Capitalised terms used in the resolutions set out below have the same meaning as in the Notice of General Meeting.

Capital Adjustment Resolution

It was resolved as an ordinary resolution:

"That:

- (a) the capital of AMP Limited is reduced by cancelling the Cancellation Number of Scheme Shares for each Scheme Shareholder; and
- (b) immediately following that cancellation, the Remaining Number of Scheme Shares of each Scheme Shareholder is converted to a larger number of shares equal to the Original Number of Scheme Shares of that Scheme Shareholder,

on the terms and subject to the conditions of the Scheme."

	For	Against	Abstain	Proxy's Discretion	Total (excluding Abstain)
Proxies Total number of proxy votes exercisable by all proxies validly appointed:	632,128,800	4,274,546	3,962,709	34,015,987	670,419,333
Votes cast on the poll Total number of votes cast on the poll:	667,190,772	4,282,825	3,973,366	N/A	671,473,597

RPS Preference Share Cancellation Resolution

It was resolved as a special resolution:

"That, subject to the Scheme becoming Effective and the RPS being redeemed as contemplated by the RPS Proposal, the capital of AMP Limited is reduced by cancelling all of the 11.5 million RPS Preference Shares on issue for nil consideration."

	For	Against	Abstain	Proxy's Discretion	Total (excluding Abstain)
Proxies Total number of proxy votes exercisable by all proxies validly appointed:	594,241,745	4,732,951	5,430,984	71,830,445	670,805,141
Votes cast on the poll: Total number of votes cast on the poll:	666,480,001	4,745,074	5,469,815	N/A	671,225,075

Results of the Scheme Meeting

In accordance with Listing Rule 3.13.2, AMP advises that, at the Court-ordered meeting of ordinary shareholders of AMP held today, the resolution contained in the Notice of Court-ordered meeting (dated 16 October 2003 and lodged with the ASX on the same day) was passed, without amendment, by:

- (a) a majority in number of ordinary shareholders present and voting (either in person or by proxy); and
- (b) more than 75% of the votes cast on the resolution,

and, therefore, satisfied the requirements of section 411(4)(a)(ii) of the Corporations Act 2001 (Cth).

The resolution was decided on a poll.

Capitalised terms set out below have the same meaning as in the Notice of Court-ordered meeting.

A Court order approving the Scheme of Arrangement will be sought at the second Court hearing, which is expected to start on 11 December 2003. If that approval is obtained and all other conditions precedent to the Scheme are satisfied, it is expected that an office copy of the order of the Court approving the Scheme will be lodged with the Australian Securities and Investments Commission, and the Scheme will therefore become Effective, on 15 December 2003.

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

Demerger Resolution

It was resolved in accordance with section 411(4)(a)(ii) of the Corporations Act 2001 (Cth):

"That, pursuant to, and in accordance with, the provisions of section 411 of the Corporations Act 2001 (Cwlth), the arrangement proposed between AMP Limited and the holders of its fully paid ordinary shares, designated the "Scheme", as contained in and more particularly described in the document accompanying the notice convening this meeting is agreed to (with or without modification as approved by the Federal Court of Australia)."

	For	Against	Abstain	Proxy's Discretion	Total (excluding Abstain)
Proxies Total number of proxy votes exercisable by all proxies validly appointed:	635,666,336	4,371,783	2,209,733	31,763,424	671,801,543
Votes cast on the poll					
Total number of shareholders who voted on the resolution:	139,190	3,527	1,069	N/A	142,717 ¹
Total number of votes cast on the resolution:	668,478,183	4,384,101	2,214,350	N/A	672,862,284

1. Note: This figure includes 2 shareholders who voted both For and Against the resolution.

P.A. Milne
Company Secretary