



Date: 30-Jan-04

The Manager
Listings Department
Australian Stock Exchange Limited

Facsimile: 1900 999 279

No. of Pages (incl.): 3

NOTICE OF CHANGE OF INTERESTS OF SUBSTANTIAL HOLDER

Dear Sir/Madam,

Pursuant to Section 671B of the Corporations Law, AMP Limited hereby advises of a change in its relevant interest in HHG Plc.

The enclosed ASIC Form 604 discloses all required details.

Yours faithfully,

A handwritten signature in black ink, appearing to be "Gavin Young".

Gavin Young
Manager, Corporate Actions
BNP Paribas Securities Services
Tel: 61 2 9222 0045

**Form 604
Corporations Law
Section 671B**

Notice of Change of Interests of Substantial Holder

To: **HHG Plc**
ACN/VARSN: **108 983 836**

1. Details of substantial holder

Name: **AMP Limited ACN 079 354 519 and its related bodies corporate.**

There was a change in the interests of the substantial holder on **28-Jan-2004**
The previous notice was given to the company on **29-Dec-2003**
The previous notice was dated **23-Dec-2003**

2. Previous and present voting power

The total number of votes attached to all the voting shares in the company or voting interests in the scheme that the substantial holder or an associate had a relevant interest in when last required, and when now required, to give a substantial holding notice to the company or scheme, are as follows:

Class of securities	Previous notice		Present notice	
	Person's votes	Voting power	Person's votes	Voting power
Ordinary Fully Paid	335,257,190	13.61%	362,838,318	14.73%*

* The direct voting power of the substantial holder (AMP Limited) held as a result of implementation of its scheme of arrangement and capital adjustment on 23 December 2003 is 11.04%

3. Changes in relevant interests

Particulars of each change in, or change in the nature of, relevant interests of the substantial holder or an associate in voting securities of the company since the substantial holder was last required to give a substantial holding notice to the company or scheme are as follows:

Date of change	Person whose relevant interest changed	Nature of change	Consideration given in relation to change	Class and number of shares affected	Person's votes affected
19-Jan-04	AMP Capital Aust. Equity Market Neutral Fund	Share disposal	-\$68,526.74	Ordinary Shares - 60,000	-60,000
24-Dec-2003 to 22-Jan-2004	AMP Capital Investors (NZ) Limited	Share acquisition	\$0.00	Ordinary Shares - 2,060,515	2,060,515
26-Jan-04	AMP Capital Investors (NZ) Limited	Share disposal	\$0.00	Ordinary Shares - 100,815	-100,815
30-Dec-2003 to 28-Jan-2004	AMP Life Limited	Share acquisition	\$15,141,894.71	Ordinary Shares - 13,665,371	13,665,371
7-Jan-2004 to 28-Jan-2004	AMP Life Limited	Share disposal	-\$2,481,025.96	Ordinary Shares - 2,284,450	-2,284,450
12-Jan-2004 to 16-Jan-2004	Asgard SMA No. 6	Share acquisition	\$1,774.96	Ordinary Shares - 1,700	1,700
30-Dec-2003 to 26-Jan-2004	Cogent Nominees Pty Limited	Share acquisition	\$13,619,245.25	Ordinary Shares - 12,658,721	12,658,721
1-Jan-2004 to 23-Jan-2004	Cogent Nominees Pty Limited	Share disposal	-\$1,672,506.08	Ordinary Shares - 1,203,683	-1,203,683
30-Dec-2003 to 28-Jan-2004	Equisuper	Share acquisition	\$1,202,477.05	Ordinary Shares - 1,188,965	1,188,965
16-Jan-2004 to 23-Jan-2004	Government Employees Superannuation Board	Share disposal	-\$60,468.00	Ordinary Shares - 57,020	-57,020
30-Dec-2003 to 26-Jan-2004	State Authority Superannuation Scheme	Share acquisition	\$2,178,432.41	Ordinary Shares - 1,977,736	1,977,736
9-Jan-2004 to 19-Jan-2004	Stichting Pensioenfonds - ABP	Share disposal	-\$2,269,739.26	Ordinary Shares - 2,100,000	-2,100,000
9-Jan-2004 to 18-Jan-2004	Stichting Pensioenfonds Hoogovens	Share disposal	-\$135,103.47	Ordinary Shares - 125,000	-125,000
30-Dec-2003 to 28-Jan-2004	UniSuper Limited	Share acquisition	\$1,829,468.59	Ordinary Shares - 1,659,790	1,659,790
30-Dec-2003 to 28-Jan-2004	United SMF Sector Leaders Australian Equity Fund	Share acquisition	\$329,295.92	Ordinary Shares - 299,299	299,299

4. Present relevant interests

Particulars of each relevant interest of the substantial holder in voting securities after the change are as follows:

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder	Nature of relevant interest	Class and number of securities	Person's votes affected
AMP Life Limited	AMP Life Limited	AMP Life Limited	AMP Life is entitled to be the registered holder of the class and number of securities listed beside its name AMP Life Limited is a controlled body corporate of AMP Limited within the meaning of Section 608(3) of the Corporations Law	Ordinary Fully Paid: 47,862,835	47,862,835
AMP Limited	AMP Financial Services Holdings Limited	AMP Financial Services Holdings Limited	AMP Financial Services Holdings Limited is a controlled body corporate of AMP Limited within the meaning of Section 608(3) of the Corporations Law	Ordinary Fully Paid: 271,999,990	271,999,990
	Fraser MacLennan-Pike	AMP Financial Services Holdings Limited		Ordinary Fully Paid: 10	10

AMP Capital Investors (NZ) Limited ("AMP Capital NZ")	New Zealand Central Securities Depository Limited	AMP Capital Investors (NZ) Limited	AMP Capital NZ is a controlled body corporate of AMP Limited within the meaning of Section 606(3) of the Corporations Law	Ordinary Fully Paid: 2,865,841	2,865,841
AMP Capital Investors Limited ("AMP Capital")	Cogent Nominees Pty Limited <SMP Accounts>	Cogent Nominees Pty Limited <SMP Accounts>	AMP Capital, in its capacity as the investment manager for the persons or trusts listed besides its name, has the power to control voting and/or the disposal of securities. AMP Capital is a controlled body corporate of AMP Limited within the meaning of Section 606(3) of the Corporations Law	Ordinary Fully Paid: 18,379,144	18,379,144
	Cogent Nominees Pty Limited	Cogent Nominees Pty Limited		Ordinary Fully Paid: 7,722,640	7,722,640
	Asgard Capital Management Limited	Asgard SMA No. 6		Ordinary Fully Paid: 1,700	1,700
	Citicorp Nominees Pty Limited	Stichting Pensioenfonds Hoogovens		Ordinary Fully Paid: 40,812	40,812
	Goldman Sachs Asia LLC	AMP Capital Investors Limited Australian Equity Market Neutral Fund		Ordinary Fully Paid: 329,711	329,711
	JP Morgan Nominees Australia Limited	Stichting Pensioenfonds AEP		Ordinary Fully Paid: 675,511	675,511
	JP Morgan Nominees Australia Limited	QLD Local Government Superannuation Board		Ordinary Fully Paid: 332,148	332,148
	JP Morgan Nominees Australia Limited	State Authority Superannuation Scheme		Ordinary Fully Paid: 4,403,799	4,403,799
	National Custodian Services Limited	Government Employees Superannuation Board		Ordinary Fully Paid: 815,588	815,588
	National Custodian Services Limited	Health Superannuation Pty Limited		Ordinary Fully Paid: 708,756	708,756
	National Custodian Services Limited	Equisuper		Ordinary Fully Paid: 1,381,737	1,381,737
	National Custodian Services Limited	UniSuper Limited		Ordinary Fully Paid: 3,660,041	3,660,041
	Trust Company of Australia Limited	United SMF Sector Leaders Australian Equity Fund		Ordinary Fully Paid: 657,858	657,858
				Total:	362,838,318

5. Change in association

The persons who have become associates of, ceased to be associates of, or have changed the nature of their association with, the substantial shareholder in relation to voting interests in the company or scheme are as follows:

Name and ACN	Nature of association
No Changes	

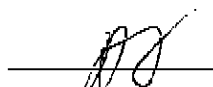
6. Addresses

The addresses of persons named in this form are as follows:

Name	Address
AMP Financial Services Holdings Limited	99 Alfred Street, Sydney NSW 2000
AMP Life Limited	Level 24, 99 Alfred Street, Sydney NSW 2000
AMP Limited	Level 24, 99 Alfred Street, Sydney NSW 2000
AMP Capital Investors Limited	Level 22, 99 Alfred Street, Sydney NSW 2000
AMP Capital Investors (NZ) Limited	City Tower, 95 Custom House Quay, Wellington, N.Z
Asgard Capital Management Limited	PO Box 7817, Cloisters Square WA 6850
Citicorp Nominees Pty Limited	101 Collins Street, Melbourne VIC 3000
Cogent Nominees Pty Limited	Level 8, 60 Castlereagh Street, Sydney NSW 2000
Equisuper	171 Flinders Street, Melbourne VIC 3000
Fraser MacLennan-Pike	Level 21, 33 Alfred Street, Sydney NSW 2000
Goldman Sachs Asia LLC	68th Floor, 2 Queens Road, Central Hong Kong
Government Employee Superannuation Board	PO Box J755, Perth WA 6842
Health Superannuation Pty Limited	687 Burke Road, Camberwell VIC 3124
JP Morgan Nominees Australia Limited	258 George Street, Sydney NSW 2000
National Custodian Services Limited	271 Collins Street, Melbourne VIC 3000
New Zealand Central Securities Depository Limited	PO Box 2099, Wellington, New Zealand
Trust Company of Australia Limited	35 Clarence Street, Sydney NSW 2000
QLD Local Government Superannuation Board	Of GPO Box 264, Brisbane QLD 4001
State Authority Superannuation Scheme	Level 14, 83 Clarence Street, Sydney NSW 2000
Stichting Pensioenfonds Hoogovens	PO Box 10,000, 1870 CA IJmuiden, The Netherlands
Stichting Pensioenfonds AEP	PO Box 10,000, 1870 CA IJmuiden, The Netherlands
UniSuper Limited	Level 28, 367 Collins Street, Melbourne 3000
United SMF Sector Leaders Australian Equity Fund	Level 3, 30 Collins Street Melbourne, Victoria 3000

Name: Gavin Young - authorised signatory

Signature:



Date:

30/1/04