



Westfield Holdings Limited

Notice of Meeting & Explanatory Notes

ABN 66 001 671 496

Annual General Meeting of Westfield Holdings Limited

Sofitel Wentworth,
Grand Ballroom,
61 – 101 Phillip Street, Sydney

Friday 23 May 2008
Commencing at 10.00am

Westfield



Westfield Holdings Limited
ABN 66 001 671 496
Level 24, Westfield Towers
100 William Street
Sydney NSW 2011
GPO Box 4004
Sydney NSW 2001
Australia
www.westfield.com

11 April 2008

Dear Member

I am pleased to invite you to attend the Annual General Meeting of Westfield Holdings Limited to be held on Friday 23 May 2008.

The meeting will be held at the Grand Ballroom of the Sofitel Wentworth located at 61 – 101 Phillip Street, Sydney commencing at 10.00am. Registration for the meeting will commence at 9.00am.

The notice of meeting, explanatory notes and a map setting out the venue location are included in this booklet. A proxy form is also enclosed.

The meeting will be webcast live on the Westfield Group's website at www.westfield.com/corporate and will also be archived on this site for later viewing.

If you are unable to attend the meeting, I encourage you to complete and return the proxy form to Computershare Investor Services Pty Limited either by mailing it using the enclosed reply paid envelope or by sending it by fax to (03) 9473 2118. Alternatively, you can lodge your proxy online at www.westfield.com/corporate/investor. Proxies must be received no later than 10.00am on Wednesday 21 May 2008.

We are proposing to amend the rules of the Group's Distribution Reinvestment Plan ("DRP") to permit Members to elect to participate in the DRP, or change their level of participation, on-line. It is anticipated that amended DRP rules will be announced to the ASX on, and available on the Westfield Group's website at www.westfield.com/corporate from, 2 June 2008.

Yours sincerely

Frank P Lowy AC
Chairman

Notice is hereby given that the Annual General Meeting of Members of Westfield Holdings Limited ("Company") will be held at the Grand Ballroom of the Sofitel Wentworth located at 61 – 101 Phillip Street, Sydney, on Friday 23 May 2008 commencing at 10.00am.

Additional information concerning the proposed resolutions is contained in the Explanatory Notes which accompany and form part of this Notice of Meeting.

The business to be considered at the meeting is as follows:

Financial Statements and Reports

1. To discuss the Company's financial statements and reports for the year ended 31 December 2007.

Remuneration Report

To consider and, if thought fit, to pass the following non binding resolution as an ordinary resolution of the Company:

2. **THAT** the Company's Remuneration Report for the year ended 31 December 2007 be approved.

Election of Directors

To consider and, if thought fit, to pass the following resolutions as ordinary resolutions of the Company:

3. **THAT** Frank P Lowy AC, being a Director who retires by rotation in accordance with the Company's Constitution and, being eligible, offers himself for re-election, is re-elected as a Director of the Company.

4. **THAT** David H Lowy AM, being a Director who retires by rotation in accordance with the Company's Constitution and, being eligible, offers himself for re-election, is re-elected as a Director of the Company.

5. **THAT** David M Gonski AC, being a Director who retires by rotation in accordance with the Company's Constitution and, being eligible, offers himself for re-election, is re-elected as a Director of the Company.

6. **THAT** Professor Judith Sloan, being a Director who was appointed by the Directors during the year as an additional Director and whose appointment as a Director expires at the conclusion of the Annual General Meeting of the Company and, being eligible, offers herself for election, is elected as a Director of the Company.

7. **THAT** John McFarlane, being a Director who was appointed by the Directors during the year as an additional Director and whose appointment as a Director expires at the conclusion of the Annual General Meeting of the Company and, being eligible, offers himself for election, is elected as a Director of the Company.

Increase In Directors' Fees

To consider and, if thought fit, to pass the following resolution as an ordinary resolution of the Company:

8. **THAT**, for the purposes of Listing Rule 10.17 and Article 10.9(a) of the Constitution of the Company, the maximum aggregate fees payable to Directors be increased by \$700,000 from \$1.8 million to \$2.5 million per annum.

Voting Exclusion Statement

Resolution 8: Any vote cast on Resolution 8 by the Directors and their associates (collectively "Excluded Persons") will be disregarded.

However, the Company need not disregard a vote if it is cast by:

- one of the Excluded Persons or their associates as a proxy for a person who is entitled to vote and if the vote is cast in accordance with the directions on the proxy form; or
- the person chairing the meeting as proxy for a person who is entitled to vote and is cast in accordance with a direction on the proxy form to vote as the proxy decides.

Proxies

If you do not plan to attend the meeting in person, you are encouraged to complete and return the proxy form which accompanies this Notice of Meeting.

- A Member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote for the Member at the meeting.
- If a Member is entitled to two or more votes, they may appoint two proxies and each proxy must be appointed to represent a specified proportion of the Member's voting rights. If you wish to appoint a second proxy, please contact the Company's Registry, Computershare Investor Services Pty Limited, on 1300 132 211 for the relevant form.
- A proxy need not be a Member.
- To be valid, the proxy form and any power of attorney or other authority (if any) under which it is signed (or a certified copy of it) must be received before 10.00am (Sydney Time) on Wednesday, 21 May 2008 ("Proxy Deadline").

Proxy forms may be submitted in one of the following ways:

- (i) by post in the reply paid envelope provided. Please allow sufficient time so that it reaches Computershare Investor Services Pty Limited by the Proxy Deadline;
- (ii) online at www.westfield.com/corporate/investor. You will need your Security Holder Reference Number (SRN) or Holder Identification Number (HIN) which is shown in the top right corner of the proxy form;
- (iii) by fax to Computershare Investor Services Pty Limited on (03) 9473 2118;
- (iv) by hand delivery to Computershare Investor Services Pty Limited, Level 2, 60 Carrington Street, Sydney NSW 2000; or
- (v) by delivery or fax to the registered office of the Company at Level 24, Westfield Towers 100 William Street, Sydney, Fax (02) 9357 7131.

Any proxy form sent by fax must be received by the Proxy Deadline.

Corporate Representative

If your holding is registered in a company name, a corporate Member may appoint a person to act as its representative to attend the meeting by providing that person with:

- (i) a letter or certificate authorising him or her as the company's representative, executed in accordance with the company's constitution; or
- (ii) a copy of the resolution appointing the representative, certified by a secretary or director of the corporate Member.

Entitlement to Vote

Only registered holders of Westfield Group stapled securities as at 7.00pm (Sydney Time) on Wednesday, 21 May 2008 will be eligible to attend and vote at the meeting.

A Member who is entitled to vote at the meetings may submit a written question to the auditor if the question is relevant to:

- the content of the auditor's report to be considered at the meeting; or
- the conduct of the audit of the annual financial report to be considered at the meeting.

The question may be submitted by giving it to the Company no later than the fifth business day before the meeting is to be held.

By Order of the Board of Westfield Holdings Limited.



Simon J Tuxen

Company Secretary

Sydney, 11 April 2008

Explanatory Notes

Item 2

Remuneration Report

The 2007 Directors' Report includes a section called the "Remuneration Report". This report is set out on pages 99 to 113 of the 2007 Annual Report. The Corporations Act 2001 requires listed companies to put the Remuneration Report for each financial year to a resolution of members at the company's Annual General Meeting. Under the Corporations Act 2001, the vote is advisory only, and does not bind the Directors.

Election of Directors

The Westfield Group Board of Directors recommends the election of each of the Directors standing for election or re-election as outlined in items 3 to 7. Each Director who is standing for election or re-election abstained from any consideration by the Board on their election or re-election.



Item 3

Re-election of Frank P Lowy AC

Frank Lowy is Executive Chairman and co-founder of the Westfield Group. He is the founder and Chairman of the Lowy Institute for International Policy, a member of The Brookings Institution's International Advisory Council, and Chairman of Football Federation Australia. Mr Lowy is Chairman of the Westfield Group Nomination Committee.



Item 4

Re-election of David H Lowy AM

David Lowy was appointed Non-Executive Deputy Chairman of the Company in June 2000. He holds a Bachelor of Commerce degree from the University of NSW. Mr Lowy joined Westfield in 1977 and was appointed Executive Director in 1981 and became Managing Director in 1987, a position he held until June 2000. He is a principal of LFG Holdings, a director of Publishing and Broadcasting Limited and the founder and President of Temora Aviation Museum. Mr Lowy is Chairman of the Westfield Group Board Risk Management Committee.



Item 5

Re-election of David M Gonski AC

David Gonski was appointed as a Non-Executive Director of the Company in 1985. He holds degrees in law and commerce from the University of NSW. Mr Gonski is Chairman of Investec Bank Australia Limited and Coca-Cola Amatil Limited. He is a Director of ASX Limited and Singapore Airlines Limited, Chairman of Sydney Grammar School and Chancellor of the University of NSW. Mr Gonski is a member of the Westfield Group Audit & Compliance Committee, Remuneration Committee and the Nomination Committee.

The Board considers that Mr Gonski is an independent Director.



Item 6

Election of Professor Judith Sloan

Professor Judith Sloan was appointed by the Board of the Company as an additional Non-Executive Director in February 2008. As required by the Constitution of the Company and the ASX Listing Rules, Professor Sloan submits herself for election as a Director.

Professor Sloan is a Commissioner of the Productivity Commission and the Australian Fair Pay Commission, Chairman of Babcock & Brown Communities Limited and a director of Santos Limited. She holds a degree in Economics from the University of Melbourne, a Master of Arts degree in Economics specialising in Industrial Relations, also from the University of Melbourne and a Master of Science degree in Economics from the London School of Economics. Professor Sloan has held academic appointments at the University of Melbourne and Flinders University and is a member of the Board of the Lowy Institute for International Policy. Her previous appointments include Deputy Chair of the Australian Broadcasting Corporation and Director of Mayne Group Limited (now known as Symbion Health Limited).

The Board considers that Professor Sloan is an independent Director.



Item 7

Election of John McFarlane

John McFarlane was appointed by the Board of the Company as an additional Non-Executive Director in February 2008. As required by the Constitution of the Company and the ASX Listing Rules, Mr McFarlane submits himself for election as a Director.

Mr McFarlane is the former Chief Executive Officer and Executive Director of Australian & New Zealand Banking Group Limited. Mr McFarlane holds a Master of Arts degree from the University of Edinburgh and an MBA from Cranfield School of Management. He is a director of Old Oak Holdings Limited (UK). He is also a former Group Executive Director of Standard Chartered Plc, the former Head of Citibank in the United Kingdom and former Managing Director of Citicorp Investment Bank Ltd.

The Board considers that Mr McFarlane is an independent Director.

Item 8

Increase in Directors' Fees

For the purposes of Article 10.9 of the Company's Constitution, Member approval is sought to increase the maximum aggregate amount which can be paid as fees to Non-Executive Directors of the Company from \$1.8 million to \$2.5 million per annum. Additionally, ASX Listing Rule 10.17 provides that a listed company must not, without Member approval, increase the total amount of Non-Executive Directors' fees.

Members last approved an increase in the maximum aggregate amount of fees payable to Non-Executive Directors at the 2004 Annual General Meeting. The current maximum is \$1.8 million per annum.

Currently Non-Executive Directors each receive a fee of \$150,000 per annum (which is inclusive of superannuation guarantee contributions). Where relevant, Non-Executive Directors also receive a committee attendance fee and an additional fee where that Director acts as deputy chair of the Board or as committee chair. The committee and other applicable fees paid in respect of the 2007 financial year are disclosed in the 2007 Annual Report (at page 100). Non-Executive Directors are not entitled to receive cash bonuses, participate in the Group's equity linked incentive plans or to receive any additional payment or benefit on retirement from the Board.

Following a review of fees by the Remuneration Committee, the Board of the Westfield Group has determined that it is appropriate to increase Non-Executive Directors fees as recommended below.

Moving forward and, subject to Members approving this resolution, total fees (inclusive of superannuation) paid to Non-Executive Directors will be increased from \$150,000 to \$175,000 per director per annum effective 1 January 2008. No change is proposed in respect of committee or other applicable fees as described above.

If the resolutions put to the meeting are passed, the Board will comprise 12 Directors, nine of whom will be Non-Executive Directors, resulting in proposed total annual fees of \$1.575 million. In addition, the fees payable to Non-Executive Directors for service on the Board's standing committees are estimated at an aggregate of \$220,000 per annum, giving an annual aggregate of \$1.795 million for both Board and committee fees.

The Board is of the view that the proposed increase in the total annual fees payable to Non-Executive Directors is appropriate having regard to the following:

- the current level of Board fees has been in place since 2004 – there has been no increase in Board fees since that time, despite comparable entities listed on the ASX having increased their fees over that period;
- the Westfield Group's record of continuous growth, the global nature of its business and its size and complexity, have resulted in a significant increase in the workload and responsibilities assumed by Directors for which they should be properly remunerated;
- in order to ensure that Non-Executive Directors are fairly and reasonably rewarded for their service on the Boards of the Westfield Group and that the Group will be in a position to continue to attract high calibre members, the Board considers that the proposed increase in fees is appropriate; and
- at the level of fees payable in 2008, the Board would have no flexibility under the current maximum aggregate of fees.

Directions to the Meeting

The Sofitel Wentworth Hotel is centrally located at 61 – 101 Phillip Street, Sydney and is within easy walking distance of both Wynyard and Martin Place stations and the Wynyard bus interchange.

