

WESTFIELD HOLDINGS LIMITED

ABN 66 001 671 496

ANNUAL GENERAL MEETING OF MEMBERS

to be held at the
CITY RECITAL HALL
ANGEL PLACE, SYDNEY
on
FRIDAY 12 NOVEMBER 2004
AT 11.00 am

Notice of Meeting
& Explanatory Notes

The Westfield logo, featuring the word "Westfield" in a stylized, red, italicized serif font.

NOTICE IS HEREBY GIVEN THAT THE ANNUAL GENERAL MEETING OF THE MEMBERS OF WESTFIELD HOLDINGS LIMITED ("COMPANY") WILL BE HELD AT CITY RECITAL HALL, ANGEL PLACE, SYDNEY, ON FRIDAY, 12 NOVEMBER 2004, AT 11.00AM.

ADDITIONAL INFORMATION CONCERNING A NUMBER OF THE FOLLOWING PROPOSED RESOLUTIONS IS CONTAINED IN THE EXPLANATORY NOTES WHICH ACCOMPANY AND FORM PART OF THIS NOTICE OF MEETING.

Notice of Meeting of Members

ORDINARY BUSINESS

ACCOUNTS AND REPORTS

1. To receive and consider the financial statements and the reports of the Directors and of the Auditors for the financial year ended 30 June 2004 and, if thought fit, pass the following resolution as an ordinary resolution:

THAT the reports of the Directors and Auditors and the financial statements of the Company for the year ended 30 June 2004 are received and adopted.

ELECTION OF DIRECTORS

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

2. **THAT** David M Gonski AO, 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.
3. **THAT** Stephen P Johns, 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** Steven M Lowy, 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** Roy L Furman, 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.
6. **THAT** John B Studdy AM, 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.
7. **THAT** Gary H Weiss, 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.
8. Subject to the passing of Special Resolution 9 below, **THAT** Francis T Vincent, being eligible, offers himself for election, is elected as a Director of the Company.

Notice of Meeting of Members (cont.)

SPECIAL BUSINESS

AMENDMENT TO CONSTITUTION

To consider and, if thought fit, pass the following resolution as a special resolution:

9. THAT Articles 10.1(a) & (b) of the Constitution of the Company be amended by deleting reference to the word "twelve" and replacing it with the word "sixteen".

INCREASE IN DIRECTORS' FEES

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

10. THAT the maximum level of remuneration which may be approved by members for payment to the Directors under Article 10.9(a) of the Constitution of the Company is increased by \$1.2 million from \$600,000 to \$1.8 million and that the maximum remuneration payable to Directors pursuant to Article 10.9(a) of the Constitution of the Company is increased by \$1.2 million from \$600,000 to \$1.8 million.

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 not more than two proxies.
- Where more than one proxy is appointed, 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 Computershare Investor Services Pty Limited on 1300 132 211 for the relevant form.
- A proxy need not be a Member.

The form appointing the proxy and the power of attorney or other authority (if any) under which it is signed (or an attested copy of it) must be lodged with the Registry at Computershare Investor Services Pty Limited, Level 2, 60 Carrington Street, Sydney NSW 2000, or by facsimile on (02) 8235 8220. Proxies must be received not later than 48 hours before the time for holding the Meeting.

By Order of the Board



Simon J Tuxen
Company Secretary

Sydney, 29 September 2004

Explanatory Notes

Resolution 2

Re-election of David M Gonski AO

David Gonski was appointed as a Non-Executive Director of Westfield Holdings in November 1985.

Mr Gonski holds degrees in commerce and law from the University of New South Wales. He has extensive experience in corporate legal, financial and commercial matters and is well known to, and highly regarded by, a broad cross-section of the Australian business community.

Mr Gonski is chairman of Investec Wentworth Pty Limited and Coca-Cola Amatil Limited. He serves as a director of John Fairfax Holdings Limited and ANZ Banking Group Limited. Mr Gonski is president of the Art Gallery of NSW Trust and chairman of the National Institute of Dramatic Art and the Australia Council. Mr Gonski is a member of the Westfield Group Audit & Compliance Committee, the Remuneration Committee and Nomination Committee.

Mr Gonski's interests in securities in the Westfield Group are disclosed in the Annual Report. Additionally, Investec Bank (Australia) Limited, of which Mr Gonski is chairman, provides advisory services to the Westfield Group. The details are set out in the Corporate Governance Statement in the Annual Report. For the reasons set in the Corporate Governance Statement, the Board considers that David Gonski is an independent Director.

Resolution 3

Re-election of Stephen Johns

Stephen Johns was appointed an Executive Director of Westfield Holdings Limited in November 1985, and became a Non-Executive Director in October 2003.

Mr Johns commenced as an executive with the Westfield Group in 1970. Until his retirement as an executive in September 2003, Mr Johns held a number of positions, including Executive Director, Capital Markets and Group Finance Director. Since October 2003, he has acted as a consultant to the Westfield Group.

Mr Johns holds a Bachelor of Economics degree from Sydney University and is a Fellow of the Institute of Chartered Accountants.

Stephen Johns is a director of Brambles Industries Limited, Brambles Industries plc, Sydney Symphony Orchestra Holdings Pty Limited, Ascham Foundation Limited and a member of the Council of Governors of Ascham School. Mr Johns is a member of the Westfield Group Audit & Compliance Committee and Risk Management Committee.

Mr Johns' interests in securities in the Westfield Group are disclosed in the Annual Report. For the reasons set out in the Corporate Governance Statement in the Annual Report the Board does not consider that Mr Johns is an independent Director.

Resolution 4

Re-election of Steven M Lowy

Steven Lowy joined Westfield in 1987 and was appointed an Executive Director of Westfield Holdings in 1989. He was appointed to the position of Managing Director in 1997.

Since his appointment as Managing Director, Mr Lowy, as part of the Executive Director team, has overseen dramatic growth in the Westfield Group in both domestic and international markets. Steven Lowy is the son of Mr Frank Lowy, the Chairman of the Westfield Group, and the brother of Mr David Lowy, a Non-Executive Deputy Chairman of Westfield Holdings Limited and Mr Peter Lowy, a Managing Director of the Westfield Group.

Explanatory Notes (cont.)

Steven Lowy is a director of the Victor Chang Cardiac Research Institute and of the Lowy Institute for International Policy.

Mr Lowy holds a Bachelor of Commerce (Honours) degree from the University of New South Wales. Mr Lowy is an associate of a number of companies in the Lowy family group which, between them and the relevant interests of the Lowy directors, hold approximately 10% of the issued capital of the Westfield Group. Furthermore, as disclosed in the Annual Report, he is deemed to have a relevant interest in the stapled securities in the Westfield Group held by the Lowy family group companies.

Resolution 5

Election of Roy L Furman

Roy Furman was appointed by the Board of Westfield Holdings Limited as an additional Director in July 2004. As required by the Constitution of Westfield Holdings Limited and the ASX Listing Rules, Mr Furman submits himself for election as a Director.

Roy Furman is based in the United States, and is vice chairman of Jefferies & Company and chairman of Jefferies Capital Partners, a group of private equity funds. He holds a degree in law from the Harvard Law School. He is a former director of Westfield America, Inc., has been a director of Westfield America Management Limited, the responsible entity of Westfield America Trust, since May 2002 and a director of Westfield Management Limited, the responsible entity of Westfield Trust, since July 2004. Mr Furman is a member of the Westfield Group Remuneration Committee.

The Board considers that Roy Furman is an independent Director. Mr Furman does not have any interests in the Group's stapled securities, nor does he have any other relationship with the Group.

Resolution 6

Election of John B Studdy AM

John Studdy was appointed by the Board of Westfield Holdings Limited as an additional Director in July 2004. As required by the Constitution of Westfield Holdings Limited and the ASX Listing Rules, Mr Studdy submits himself for election as a Director. He has been a director of Westfield Management Limited, the responsible entity of Westfield Trust and Westfield America Management Limited, the responsible entity of Westfield America Trust, since January 2004.

John Studdy holds a Bachelor of Economics degree from Sydney University and is a Fellow of the Institute of Chartered Accountants. He is a former Senior Partner of Coopers & Lybrand.

Mr Studdy is a director and former chairman of Ten Network Holdings Limited and is a director of Angus & Coote (Holdings) Limited. He serves as honorary vice president of the International Federation of MS Societies and is chairman of the Pain Management Research Institute. Mr Studdy is a member of the Westfield Group Audit & Compliance Committee.

The Board considers that John Studdy is an independent Director. With the exception of his interests in Westfield Group stapled securities as disclosed in the Annual Report, Mr Studdy has no other relationship with the Company.

Resolution 7

Election of Gary H Weiss

Gary Weiss was appointed by the Board of Westfield Holdings Limited as an additional Director in July 2004. Consequently, as a requirement of the Constitution of Westfield Holdings Limited and of the ASX Listing Rules, Dr Weiss submits himself for election as a director by members.

Explanatory Notes (cont.)

Dr Weiss holds a number of graduate and post graduate qualifications in law, including a Doctor of Juridical Science from Cornell University, New York.

Gary Weiss is an executive director of Guinness Peat Group plc, chairman of Ariadne Australia Limited and MEM Group Limited and is a director of Capral Aluminium Limited, Tower Limited and various other public companies in Australia, the UK and New Zealand. He has been a director of Westfield Management Limited, the responsible entity of Westfield Trust, since May 2002 and of Westfield America Management Limited, the responsible entity of Westfield America Trust, since July 2004. Dr Weiss is a member of the Westfield Group Risk Management Committee.

The Board considers that Gary Weiss is an independent Director. Dr Weiss does not have any interests in the Group's stapled securities, nor does he have any other relationship with the Group.

Resolution 8

Election of Francis T Vincent

In July 2004, the Board of Westfield Holdings Limited nominated Francis Vincent to be submitted for election as a Director of the Board at the 2004 Annual General Meeting. Mr Vincent's election to the Board is subject to the Members passing a special resolution to amend the constitution to increase the maximum number of directors able to serve on the Board.

Mr Vincent is based in the United States, and is a former director of Westfield America, Inc. and has been a director of Westfield America Management Limited, the responsible entity of Westfield America Trust, since May 2002. In July 2004, he was appointed to the Board of Westfield Management Limited, the responsible entity of Westfield Trust.

Francis Vincent holds a degree in law from Yale University. He has held the positions of executive vice-president of the Coca-Cola Company, president and chief executive officer for Columbia Pictures Industries, Inc. and associate director of the division of corporation finance of the US Securities & Exchange Commission. He is a director of Time Warner, Inc.

The Board considers that Francis Vincent, if elected, will be an independent Director. Mr Vincent does not have any interests in the Group's stapled securities, nor does he have any other relationship with the Group.

Resolution 9

Amendment to Constitution

Article 10.1 of the Constitution of Westfield Holdings Limited currently provides as follows:

"The number of Directors is to be not less than three nor more than:

- a) twelve; or
- b) any lesser number than twelve determined by the Directors from time to time (but the number must not be less than the number of Directors in office at the time any determination takes effect).

The Directors in office at the time of adoption of this Constitution continue in office subject to this Constitution."

The special resolution being put to members, if passed, will cause Article 10.1 to read as follows (emphasis added):

"The number of Directors is to be not less than three nor more than:

- a) **sixteen**; or
- b) any lesser number than **sixteen** determined by the Directors from time to time (but the number must not be less than the number of Directors in office at the time any determination takes effect).

Explanatory Notes (cont.)

The Directors in office at the time of adoption of this Constitution continue in office subject to this Constitution.”

For the present time, it is not the Board’s intention to increase the size of the Board to more than thirteen Directors, including the Managing Directors. However, the amendment to the Constitution to allow for a Board of up to sixteen Directors will provide the Board with flexibility to make determinations in relation to Board size, should the need arise in the future.

The Corporations Act provides that a change to a company’s constitution must be by way of special resolution. Consequently, for this special resolution to amend the Constitution of Westfield Holdings Limited to pass, at least 75% of the votes cast by members, in person or by proxy, must be in favour of the amendment.

Resolution 10

Increase in Directors’ Fees

For the purposes of Article 10.9 of Westfield Holdings’ Constitution, Member approval is sought to increase the maximum aggregate amount which can be paid as fees to the Non-Executive Directors from \$600,000 to \$1.8 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.

There are two factors behind this proposal.

First, as a result of the reorganisation, what were previously three Boards (Westfield Holdings Limited, Westfield Management Limited [as responsible entity of Westfield Trust] and Westfield America Management Limited [as responsible entity of Westfield America Trust]) will now become one larger Board with ten Non-Executive Directors. Total costs of these three Boards in 2003/04 were about \$1.4 million, and the \$1.8 million should be seen in this context.

Second, members last approved an increase to the maximum aggregate amount of fees payable to Non-Executive Directors at the 1997 Annual General Meeting.

Non-Executive Directors of Westfield Holdings Limited each currently receive board fees of \$60,000 per annum¹. For 2003/2004 the total fees paid to the Non-Executive Directors were \$506,250, including committee fee payments. In addition, and as disclosed in the Company’s Annual Report, Non-Executive Directors each receive a superannuation contribution of \$70,000 per annum.

Moving forward, and subject to members approving this Resolution, it is proposed that the total remuneration paid to Non-Executive Directors be \$150,000² per director per annum. This amount does not include fees paid to those directors who serve as committee members. No additional superannuation contribution will be paid to the Non-Executive Directors.

If the Resolutions to be put to the meeting are passed, the Westfield Holdings Limited Board will comprise 13 directors, ten of whom will be Non-Executive Directors including the two Non-Executive Deputy Chairmen, resulting in proposed total annual fees of \$1.56 million. In addition, the fees payable to Non-Executive Directors for services to the Board’s standing committees are estimated at an aggregate of \$210,000 per annum, giving an annual aggregate of \$1.77 million for both Board and committee fees.

The Board believes that the proposed increase in the total annual remuneration of Directors is appropriate having regard to the following:

- the current level of Board fees set out above has been in place since 1998 – there has been no increase in Board fees since this time, notwithstanding the significant growth in size and complexity of the Westfield Group;

¹ A loading of \$30,000 pa is paid to each non-executive deputy chairman. ² A loading of \$30,000 pa is proposed to be paid to each non-executive deputy chairman.

Explanatory Notes (cont.)

- following the merger of the Westfield Group in July 2004, the composition of the Boards of Westfield Management Limited and Westfield America Management Limited (as responsible entities of Westfield Trust and Westfield America Trust respectively) was altered such that the Westfield Holdings Board is now common to each of those entities. Despite the increased responsibilities and workload brought about by the merger, no additional fees will be paid to Non-Executive Directors of Westfield Holdings Limited for their services on the Boards of Westfield Management Limited and Westfield America Management Limited or the committees of those Boards;
- prior to the merger of the Westfield Group, the Boards of Westfield Management Limited and Westfield America Management Limited comprised different non-executive directors to those serving on the Board of Westfield Holdings Limited. These non-executive directors received fees for their services to those Boards. During the 2003/2004 financial year, a total of approximately \$500,000 was paid in fees (including superannuation guarantee obligations) to the non-executive directors on these two Boards. As from the date of the merger, those fees will no longer be payable by the Westfield Group as a result of the fact that an identical group of Directors will now serve on those Boards and the Non-Executive Directors will not be separately remunerated for acting in that capacity;
- in August 2004, the Remuneration Committee of Westfield Holdings Limited engaged the services of an independent advisor on board and director remuneration. That advisor conducted a review of the current fee arrangements in place and made recommendations consistent with the current proposal. In arriving at this proposed amount, the advisor had regard to a variety of factors including the Westfield Group's financial profile and size and the workload and responsibilities assumed by Directors. The proposed fees were also compared with fees being paid by other companies of a similar size and stature.

Increasing the maximum aggregate amount which can be paid to Non-Executive Directors acknowledges the additional responsibilities assumed by the Directors following the merger of the Westfield Group. It is appropriate that Directors are fairly and reasonably rewarded for their service on the Boards of the Westfield Group. These proposed fees are consistent with the fees which similar organisations are paying to their directors.

Voting:

In accordance with the ASX Listing Rules, the Company will disregard any votes cast on Ordinary Resolution 10 by directors or their associates.

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

- a) a person as proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form; or
- b) the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.